

**Charter for The Board of Directors  
Thai Wacoal Public Company Limited**

**1. Objective**

The Board of Directors has duties and responsibilities to supervise the company's management for the best interest of the company and the shareholders, based on social responsibility, consideration of the environmental impact, and fair treatment to all stakeholders through the use of the good corporate governance code. The Board of Directors shall perform its duties in compliance with the policies, laws, objectives, company's articles of association, resolutions adopted by The Board of Directors and the shareholders' meeting, in such responsible, careful, and honest manner.

**2. The Board of Directors' composition and qualifications**

The shareholders' meeting is authorized to decide on the number of directors for the company, which must not be less than 5 persons, by selecting those persons having necessary qualifications and having no disqualifications as prohibited by laws and company's articles of association, as well as not having any undesirable aspects deemed unfit to be trusted with the management of public companies in accordance with the requirements laid down by The Securities and Exchange Commission.

Whereas not less than half of the total number of directors must have their residences located in the Kingdom, together with the number of independent directors serving as a committee, in accordance with the Notification of Capital Market Supervisory Board.

The selection of members of The Board of Directors shall follow the company's articles of association and other laws concerned, and needs to be carried out in a clear and transparent manner through The Nomination Committee, before forwarding the proposal to The Board of Directors' meeting and/or the shareholders' meeting for their final decision, accompanied by adequate relevant information.

**3. Definition of independent director**

Independent director's qualifications are in accordance with the provision by The Capital Market Supervisory Board as follows :

- 3.1 Holding shares not exceeding 1% of the total number of voting rights of the company, its parent company, subsidiary, associate, major shareholders or controlling person of the company, including the shares being held by related persons of independent directors.

- 3.2 Neither being nor having been an executive director, employee, staff, or consultant who received regular salaries, or being a controlling person of the company, its parent company, subsidiary, associate, same-level subsidiary, major shareholders or controlling person of the company, unless the foregoing status ended not less than 2 years prior to the date of their appointments as independent directors. Nevertheless, such prohibited nature would not apply in the case of these independent directors having earlier served as government officials, or advisors to government agency acting as major shareholder in the company or controlling person of the company.
- 3.3 Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the child of executive, major shareholders, controlling person, or person to be nominated as executive or as controlling person of the company or its subsidiary.
- 3.4 Not having business relationship with the company, its parent company, subsidiary, associate, major shareholders or controlling person of the company, in such manner likely to interfere with own independent judgement, and neither being nor having been a significant shareholder or controlling person of any person who has business relationship with the company, its parent company, subsidiary, associate, major shareholders or controlling person of the company, unless the foregoing relationship ended not less than 2 years prior to the date of appointment as independent director.

The term ‘business relationship’ aforementioned under paragraph one included any normal business transaction, rental or lease of immovable property, transaction relating to the assets or services or the granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar action, resulting in the company or its counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the company or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under the Notification of Capital Market Supervisory Board regarding The Compromise Criteria for Connected Transactions. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which the business relationship with the person commences.

- 3.5 Neither being nor having been an auditor of the company, its parent company, subsidiary, associate, major shareholders or controlling person of the company, and not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, associate, major shareholders or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment as independent director.
- 3.6 Neither being nor having been any professional service provider including legal advisor or financial advisor who receives an annual service fee exceeding 2 million Baht from the company, its parent company, subsidiary, associate, major shareholders or controlling person of the company, and not being a significant shareholder, controlling person or partner of the professional service provider, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment as independent director.
- 3.7 Not being a director who has been appointed as the representative of the company's director, major shareholders, or being a shareholder who is related to the major shareholder.
- 3.8 Not engaging in business operations of the same business nature or in competition against the business operations of the company or its subsidiary, nor serving as a significant partner in a limited partnership or otherwise serving as an executive director, or serving as employee, staff or consultant receiving regular salary or holding over 1% shares out of total shares in other companies engaging in the same business nature or in competition against the company and its subsidiary.
- 3.9 Not having any characteristics which make him or her incapable of expressing independent opinions with regard to the company's business affairs.

After being appointed independent director having qualifications complying with the criteria under item 3.1 to 3.9, the independent director may then be assigned by The Board of Directors to participate in the decision-making procedures for the company, its parent company, subsidiary, associate, same-level subsidiary, major shareholders or controlling person of the company on the condition that such decision must be a collective one.

#### 4. Term

- 4.1 At the annual general meeting of shareholders, one-third of the sitting directors are required to resign from their positions. In the case where the number of company directors cannot be divided into 3 equal portion, the closest to such number will apply. The longest-serving directors are required to retire, while being eligible for re-appointment. Above retirement from the position is called term completion.
- 4.2 In the case where the position of Board member is left vacant due to reasons other than term completion, with such remaining term not less than 2 months, The Board of Directors are required to appoint other persons having eligible qualifications to succeed in that position. In such case, the newly-appointed Board member may only serve out the term remaining for the person he/she succeeds.
- 4.3 The company director is relieved of his/her position in the following events :
- A) Upon term completion
  - B) Resignation
  - C) By death
  - D) Having disqualifications as prohibited by laws or company's articles of association
  - E) Commits such abuse deemed inappropriate to be entrusted with the management of public companies, according to the guidelines laid down by The Securities and Exchange Commission
  - F) Upon the resolution adopted by the shareholders' meeting to remove that person from the position
  - G) Upon court ruling remove that person from the position
- 4.4 The company director resigning from the position before term completion is required to submit his/her resignation letter to the company, with such resignation coming into effect on the date of said submission. That person may also notify his/her resignation to the Registrar under The Public Limited Companies Act.

## 5. The meetings

### 5.1 Meeting agenda

For convening The Board of Directors' meeting, the Chairman or another person assigned by the Chairman may convene the meeting, by indicating the date, time, venue of the meeting, as well as the meeting agenda, or the meeting may be scheduled via electronic means, by sending the meeting invitation letter together with adequate relevant documents to the directors at least 7 days prior to the meeting. However, in such case deemed urgent or necessary to protect the company's rights or benefits, the company may convene the meeting via electronic means or by other means and an earlier meeting date may be fixed. Meeting minutes is required to be compiled subsequent to each meeting.

The location of the meeting under paragraph one shall be in the area where the company's head office is located or at any other place in the Kingdom of Thailand. In the case of a meeting held via electronic media, the location of the company's head office shall be deemed the place of the meeting.

### 5.2 The number of meetings

The Board of Directors is required to hold its meeting at least once every 3 months. Additional meeting may be summoned when considered necessary.

### 5.3 Meeting attendants

Each meeting by The Board of Directors requires the attendance by not less than half of the total number, in order to form a quorum.

In the case where the Chairman is not present at the meeting or being unable to perform his/her duties, the Vice Chairman will instead act as the Chairman of the meeting. If the Vice Chairman is also not present or being unable to perform his/her duties, another member shall be selected by the meeting to act as the Chairman of the meeting.

### 5.4 Voting method

The resolution by The Board of Directors' meeting shall be decided by the majority votes of those members present at the meeting, except in such case indicated by law to be otherwise.

Each director can cast 1 vote. However, any director having conflict of interests regarding the agenda in process, is not allowed to cast vote for said agenda. In the case of equal votes, the Chairman of the meeting shall cast the deciding vote.

## 6. Authority scope

- 6.1 Appoint, remove, and assign authority to advisors to The Board of Directors, various committees, and the Managing Director, to carry out the assigned duties.
- 6.2 Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
- 6.3 Approve loan transaction to be used as the company's working capital, for such portion exceeding the authority of The Executive Committee.
- 6.4 Approve or cancel credit facility, for such portion exceeding the authority of The Executive Committee.
- 6.5 Approve loan extension to companies having business connection with the company, either as the shareholder or the company engaging in business transaction, or other companies, for such portion exceeding the authority of The Executive Committee.
- 6.6 Approve the entering into guarantee for credit facility, for companies having business connection with the company, either as the shareholder or the company engaging in business transaction, or other companies, for such portion exceeding the authority of The Executive Committee.
- 6.7 Approve the set-up, merger, or dissolution of subsidiary company.
- 6.8 Approve the investment for the purchase or sales of common shares, and/or other securities, for such portion exceeding the authority of The Executive Committee.
- 6.9 Approve the procurement and investment transactions of fixed asset, for such portion exceeding the authority of The Executive Committee.
- 6.10 Approve the sales and transfer transactions of fixed assets, for such portion exceeding the authority of The Executive Committee.
- 6.11 Approve the adjustment, disposal, and write-off for fixed assets, and/or intangible assets no longer in use, or being subject to damage, loss, destruction, deterioration, out-of-date, or no longer functionable, for such accounting value (historical cost) exceeding the authority of The Executive Committee.

- 6.12 Approve the settlement of conflicts by reconciliation or by the resolution through arbitration, petition, lawsuit, and/or court proceedings on the company's behalf, for such case not considered as normal business practice, and/or such case considered as normal business practice, for such portion exceeding the authority of The Executive Committee.
- 6.13 Approve the entering into such transaction not considered as normal business practice, for such portion exceeding the authority of The Executive Committee.
- 6.14 Propose the capital increase or capital decrease, or the change in par value, change or amendment to memorandum of association, articles of association, and/or objectives of the company to the shareholders for consideration.
- 6.15 Approve The Executive Committee to set up authority manual and other operating procedures as they deem appropriate.
- 6.16 Authorize the management, executive or managerial employees, to act on their behalf.
- 6.17 Authorize to summon the management, executive or employees concerned to provide comments or clarification, to take part in the meeting, and to submit documents deemed necessary.
- 6.18 Appoint and remove Company Secretary.
- 6.19 The authority scope for The Board of Directors pertaining to the acquisition and disposal of assets and connected transactions, shall comply with the Notification of Capital Market Supervisory Board.

## **7. Duty and responsibility scope**

- 7.1 Set the vision, mission, direction, target, and business policy for the company.
- 7.2 Approve the annual business plan and annual budget, as well as supervising the operations by the management to well comply with the laws, policies, and plans in an efficient and effective manner.
- 7.3 Promote the establishment of corporate governance policy, business ethics, and code of business conduct in writing, to serve as guidelines for company directors, executive, and employees, in carrying out their business practices, while regularly following up to ensure strict adherence and compliance, including supervising processes and channels for receiving and dealing with whistleblowing or complaints, and establishing protection measures for whistleblowers or complainants in order to ensure that the process is clear, transparent and fair.

- 7.4 Define policy and supervise to ensure that the company has an effective system to support anti-fraud and corruption practices, and the management recognizes the importance of anti-fraud and corruption and cultivates them until they become the corporate culture.
- 7.5 Establish adequate and appropriate internal control systems, so as to ensure that all transactions receive proper approval from the authorized persons, and that proper accounting review and bookkeeping practice are carried out, while proper checking systems are in place to protect against unauthorized exploitation of company assets.
- 7.6 Establish an internal audit system that is adequate, appropriate, and independent from the management.
- 7.7 Ensure that careful consideration is given to the issue of conflict of interests, and that clear practice guidelines are in place to protect the interests of the shareholders and the company. Also ensure that the persons having interests at stake do not take part in adopting the decision, and that all concerned parties strictly follow the procedures and regulations to disclose relevant information in a proper manner.
- 7.8 Oversee the establishment of transparent and fair criteria and methods for nominating directors and top management, as well as promote and support the continuous development of knowledge related to the performance of their duties and responsibilities.
- 7.9 Oversee and determine appropriate remuneration for company directors and sub-committees, as well as provide an evaluation of the performance of The Board of Directors, individual directors, sub-committees and the highest executive of the organization.
- 7.10 Establish a risk management policy and oversee the implementation of effective risk management.
- 7.11 Grant approval to financial statements already audited and verified by the certified public accountant, and earlier approved by The Audit Committee.
- 7.12 Being accountable to all shareholders on an equal basis, while ensuring that information are disclosed to the shareholders and investors in an accurate, reliable, and transparent manner.
- 7.13 Acknowledge the corporate management report prepared by The Executive Committee.
- 7.14 Set the date, time, venue and agenda for the shareholders' meeting. Also set the rate for dividend payments (if any), and provide the opinion of The Board of Directors relating to the meeting agenda to the shareholders.



In that regard, the company may suspend shares transfer registration for the period of 21 days leading up to the meeting, whereby the company is required to post such announcement to the shareholders at the company's head office and its branch office for the period of no less than 14 days prior to such suspension. Otherwise, the company may set the date to finalize the shareholders' list (Record Date) no longer than 2 months prior to the meeting to entitle the shareholders to attend the meeting, and to be eligible for dividend payments.

- 7.15 Prepare The Board of Directors' responsibility report toward financial statements compilation, and disclose said report in the company's annual registration statement / annual report (Form 56-1 One Report).
- 7.16 Supervise the compilation of the documents required to be submitted to concerned regulating agencies, to ensure that all information contained therein are true and accurate in accordance with the information appearing in the accounting books, the registration book, and other official documents of the company.
- 7.17 Grant approval to the charter for The Board of Directors, and/or other committees.
- 7.18 Engage in those acts lying beyond The Executive Committee's authority, or as deemed necessary by The Board of Directors.

## **8. Proper practice items by The Board of Directors**

Since Thai Wacoal Public Company Limited is a public company listed on The Stock Exchange of Thailand, company directors are obliged to observe the following practice items :

- 8.1 Carry out own duties in a responsible, careful and honest manner similar to an ordinary person undertaking the like business under the similar circumstance, without exerting any undue influence under own status as company director. At the same time, the director is required to follow the policies, laws, objectives, company's articles of association, and resolution by The Board of Directors and the shareholders' meeting.
- 8.2 Dedicated oneself to the company's business operations on a continuous basis. Fully dedicated one's time to attend the meetings, to provide deliberation and opinions on a consistent basis.
- 8.3 Possess leadership, vision, ethics, and independence in decision-making for the best interest of the company and the shareholders as a whole. Fully exercise own knowledge, competency,

- and experiences to contribute to the company's business operations on a consistent basis.
- 8.4 Supervise and follow-up on various aspects of company operations, to ensure efficient and effective compliance with company policies.
- 8.5 Supervise all stakeholders to ensure their legitimate rights according to laws. Promote closer collaboration between the company and the stakeholders, leading to the prosperity, financial stability, and sustainability for the company's business operations.
- 8.6 Duly report the status and changes in the holding of company securities by oneself, spouse, underaged children, and any juristic person in which oneself and the said persons collectively hold more than thirty percent of the total voting rights and have the largest percentage of shares held in that juristic person, to The Securities and Exchange Commission, as well as to The Board of Directors' meeting.
- 8.7 Report to the company regarding conflict of interests by oneself or related persons, which may affect the interests in relation to the management of the company or subsidiary companies, in accordance with the rules, conditions, and methods set forth by The Capital Market Supervisory Board.
- 8.8 In the case where company directors, including the relatives or related person, enter into the transactions with the company or subsidiary companies which fall into the scope of connected transactions, and/or the acquisition or disposal of assets, they must follow the rules set forth by The Securities and Exchange Commission, and The Capital Market Supervisory Board.
- 8.9 In offering company securities for sales, the directors must closely monitor to ensure true and correct disclosure of the company's financial position and operating results, without concealing any information the public should be entitled to.

Above Charter for The Board of Directors has been approved per the resolution adopted by The Board of Directors' meeting no.5/2024 dated May 13, 2024, and shall take effect from May 13, 2024 onwards. The Charter for The Board of Directors dated May 11, 2022 shall be repealed.

Manu Leelanuwatana

(Mr. Manu Leelanuwatana)

Chairman of The Board of Directors

Charter for The Board of Directors