



## Definition of independent director

### Qualifications for independent directors of the company

1. Hold shares not exceeding 1% of the number of shares with voting rights.
  2. Do not be a director who participates in management, an employee, a staff member, a consultant who receives a regular salary, or a person with controlling power during the previous 2 years. Relaxation in the case of retirement from being a civil servant or consultant for a government agency. who has been a major shareholder or person with controlling power for less than 2 years
  3. Do not be a person related by blood or legal registration to the director or executive.
  4. Do not conduct transactions or be a significant shareholder or controlling person of a legal entity that conducts transactions with the company. with a transaction value  $\geq$  20 million baht or 3% of NTA , whichever is lower, during the previous 2 years .
  5. Do not be an auditor of the company, parent company, subsidiary company, associated company, major shareholder, or controlling person during the previous 2 years.
  6. Do not be a provider of other professional services or be a significant shareholder, controlling person, or partner of a legal entity providing services with services exceeding 2 million baht in the previous 2 years.
- \* In the case of persons who do not have the qualifications according to items 4 and 6, they can hold the position of independent director only if the board of directors can demonstrate that Considered according to the principles 89/7 that it does not affect the performance of duties and provides independent opinions and must disclose the information specified in the shareholder meeting notice.
7. Not representing the company's directors Major shareholders or persons related to major shareholders
  8. Do not operate a business that has the same nature and is in competition with the company and its subsidiaries. or holding more than 1% of shares, or being a director who participates in management, an employee, a staff member, an advisor who receives a regular salary, a person with controlling power in the said business.
  9. Not having any other characteristics that prevent him from giving independent opinions.
  10. Independent directors can be independent directors of companies in the group. However, the Audit Committee members are prohibited from being directors of the parent company, subsidiaries, or subsidiaries of the same level (sister companies) that are listed companies.
  11. After being appointed as an independent director Such independent directors may be assigned by the board of directors to make decisions on the operations of the company. of the parent company, subsidiaries, associated companies, sister companies major shareholders or those with control power with decisions made in the form of a collective decision , but the Audit Committee is prohibited from participating in creating operational decisions.