

Charter of the Board of Directors

1. Purpose

The Board of Directors of AddTech Hub Public Company Limited (the “Company”) is the representative of shareholders. Therefore, it plays an important role in creating value for the business as well as creating returns on investment for shareholders. Generally, the Board of Directors will assign the Management to perform the duties. Therefore, the main duties of the Board of Directors are divided into 2 areas as follows:

1. Setting the Company's business direction, policy, and strategy to ensure that the Company will operate in the direction that is most beneficial to the Company and shareholders of the Company
2. Monitoring the operations of the Management in order to check, balance and take responsibility for the Company's operating results to shareholders.

The Board of Directors also has powers and responsibilities as stipulated in the law, Articles of Association and the resolutions of shareholder meeting with important details shown in Section 5 regarding the scope of authority, duties and responsibilities. (Appears at the bottom of this charter)

2. Composition

1. The Board of Directors does not have to be shareholders of the Company.
2. Shareholders consider and approve the appointment of the Company's directors.
3. The number of Board of Directors shall be as specified by the shareholder meeting and consists of Chairman, Vice Chairman, and other directors in a number that is appropriate to the size of the Company's business and the efficient operation of the Company whereby in total there shall be no fewer than five persons.
4. The Board of Directors consists of not less than half of the total number of directors who must be resident in the Kingdom and having independent directors, who are truly independent from the Management and without any business relationship or any other relationship that may influence independent judgment, of not less than one-third of the total number of directors and must not be fewer than three persons.

5. The Board of Directors shall elect an independent director to be the Chairman of the Board of Directors. In the event that the Board of Directors deems appropriate, one or more directors may be elected to be the Vice Chairman of the Board of Directors.

3. Qualifications of the Board of Directors

1. Directors must be knowledgeable and capable persons, honest, have ethics in conducting business and have sufficient time to devote knowledge, ability and perform duties for the Company.
2. Directors have qualifications and do not have prohibited characteristics according to the Public Limited Companies Act, the Securities and Exchange Act and other related laws, as well as not having characteristics that show lack of suitability to be trusted to manage a business with public shareholders as specified by the Capital Market Supervisory Board.
3. Directors can hold directorship positions in other companies, but being such a director must not hinder the performance of their duties as directors of the Company and must comply with the guidelines of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
4. Directors must not operate businesses with the same nature and is in competition with the Company's business, become a partner in a general partnership or be a partner with unlimited liability in a limited partnership, or be a director of another company that operates a business with the same nature and is in competition with the Company's business, whether for their own benefit or for the benefit of others unless the shareholder meeting is informed before the appointment resolution is made.
5. Independent directors must have the qualifications regarding independence as specified by the Capital Market Supervisory Board. They must also be able to take care of the interests of all shareholders equally and avoid conflicts of interest. In addition, they must be able to attend meetings of the Board of Directors and give independent opinions.
6. Each director can hold directorship positions in other listed companies but must not exceed 5 listed companies when including holding positions in the Company.

4. Appointment of the Board of Directors and term of office

1. Appointment of directors of the Company shall be in accordance with the Company's Articles of Association and relevant legal requirements. In this regard, it must be transparent and clear, whereby the consideration shall include the person's educational background and professional experience with sufficient details for the purpose of decision-making by the Board of Directors and shareholders.
2. The Nomination and Remuneration Committee will recruit and nominate a person who meets all the qualifications as specified in this charter for the position of the Company's director, and will present such person to the Board of Directors' meeting and/or the shareholder meeting to propose to the shareholder meeting for further consideration and election (as the case may be).
3. The Company's directors shall hold office for a term of three years and upon the expiration of the term may be considered for election to be a director of the Company for another term.
4. In the case of appointment of a director to replace a director position that is vacant due to reasons other than retirement by rotation, the Nomination and Remuneration Committee shall select a person who has all the qualifications as specified in this charter and does not have any prohibited characteristics by law and propose the name of such person to the Board of Directors' meeting to appoint the person as a director of the Company in the next Board of Directors' meeting, unless the remaining term of that director is fewer than two months. In this regard, the person who assumes the position of director in such case shall remain in office for the remaining term of the director who vacates office.
5. At every annual general meeting of shareholders, one-third of the directors of the Company shall retire from office at that time. If the number of directors cannot be divided exactly into three parts, the number closest to one-third shall be retired. Directors who vacate office may be re-elected to take office. In this regard, the directors who must retire from office in the first and second year after the registration of the Company shall be drawn by lot, and in the following years, the director who has been in office for the longest time shall retire from office.
6. An independent director shall have a term of office not exceeding nine years from the date of first appointment as an independent director, unless the Board of Directors has considered the reasonableness of necessity, the Board of Directors may allow such person to continue to serve as an independent director of the Company.

7. In addition to retirement by rotation, the company's director may vacate office upon:
 - 1) Death
 - 2) Resignation
 - 3) Lack of qualifications for being a director of a company or having prohibited characteristics under the law governing public limited companies or having characteristics indicating a lack of suitability to be entrusted with the management of a business with public shareholders as specified in the Securities and Exchange Act (and as amended), including the relevant notifications of the Securities and Exchange Commission.
 - 4) The shareholder meeting resolves for the person to vacate the position (with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and whose shares amounting to not less than one-half of the number of shares held by the shareholders attending the meeting and having the right to vote).
 - 5) The court has issued an order to vacate the office.

Any director who wishes to resign from office shall submit a resignation letter to the Company. The resignation will be effective from the date specified in the resignation letter.

5. Scope of authority, duties and responsibilities

The Board of Directors, as representatives of shareholders, has the following powers, duties and responsibilities:

1. Perform duties with responsibility, caution, and honesty with regards to the best interests of the Company as priority as well as to comply with the laws, objectives, Articles of Association, as well as the resolutions of the shareholder meeting.
2. Determine and approve visions, strategies, business directions, goals, guidelines, policies, business plans, budgets, management structures, Company's approval authority, investment policies, business expansion, public relations, formulate financial plans, annual reports, budgets including annual budgets, human resources management and information technology investments as proposed by the Executive Committee as well as monitoring and supervision of the Management and monitoring the performance of the management of the whole Company in accordance with the set policies, plans and budgets efficiently and effectively in accordance with business policies to maximize value for the Company and its shareholders.

3. Continuously and regularly monitor and evaluate the performance of the Executive Committee and the Management in order to achieve strategies and in accordance with plans and budgets.
4. Consider and approve the appointment of a person with qualifications and without any prohibited characteristics as prescribed in the Public Limited Companies Act B.E. 2535 (1992) and the Securities and Exchange Act, including notification of the regulations, regulations and/or relevant rules for the appointment of a director in the case of appointment of a director to replace a director position that is vacant due to reasons other than retirement by rotation.
5. Consider and appoint an audit committee with qualifications as stipulated in the Charter of Audit Committee and the Securities and Exchange Act, the Capital Market Supervisory Board Notification, including the Stock Exchange of Thailand's announcements and/or regulations.
6. Consider appointing Executive Directors by selecting from directors and/or executives of the Company and/or outsiders who have qualifications as stipulated in the Charter of Executive Committee, including defining the scope, powers, duties and responsibilities of the Executive Directors.
7. Consider appointing other sub-committees as well as defining the scope of powers, duties and responsibilities to assist and support the performance of the Board of Directors' responsibilities.
8. Consider appointing a qualified Chief Executive Officer in accordance with the scope of duties and responsibilities of the Chief Executive Officer, as well as defining the scope of duties and responsibilities, and establishing a framework and policies for salary determination, salary increase adjustments, bonuses, compensation and rewards for the Chief Executive Officer.
9. Consider appointing the Company Secretary, as well as defining the scope, powers, duties and responsibilities to assist the Board of Directors in performing various tasks so that the Company's business operations are in accordance with relevant laws, announcements and regulations.
10. Consider determining and amending the name of the directors authorized to sign on behalf of the Company.
11. Consider and approve the acquisition or disposal of assets and/or connected transactions unless such transactions require approval from the shareholder meeting. In this regard, such approval shall be in accordance with the Notification of the Capital Market Supervisory Board and/or the notification of the regulations and/or the relevant regulations of the Stock Exchange of Thailand.

12. Consider and approve the payment of interim dividends to shareholders when the Company is reasonably profitable to do so and report such dividend payments to the shareholder meeting at the next shareholder meeting.
13. Prepare the annual report of the Board of Directors and the consolidated financial statements including the Company's separate financial statements as at the end of the Company's accounting period, which have been audited by the auditor, to reflect the financial position and operating results of the past year and present to the shareholder meeting for consideration and approval.
14. Consider, select and approve the nomination of the Company's auditors, including determining the appropriate remuneration as proposed by the Audit Committee, before presenting to the shareholder meeting at the annual general meeting for consideration and approval.
15. Ensuring that the Company adopts an appropriate and efficient accounting system, including establishing an efficient internal control system and internal audit system.
16. Consider setting a risk management policy to cover the entire organization and supervising that there is a system or process for risk management with supporting measures and control methods to appropriately reduce the impact on the Company's business.
17. Provide a Company policy on good corporate governance and anti-corruption policy in all forms in accordance with the written good governance principles, at least in accordance with the guidelines set by the Stock Exchange of Thailand and/or the Office of the Securities and Exchange Commission and apply such policies effectively to ensure that the Company is responsible for all stakeholders with fairness.
18. Oversee that there is no conflict of interest between the stakeholders of the Company. In the event that any director has interests in any transaction with the Company or has an increase or decrease in his or her shareholding in the Company, such director shall notify the Company without delay.
19. Oversee to ensure the disclosure of the roles and duties of the Board of Directors and sub-committees, the number of meetings held, and the number of meetings attended by each director in the past year and report the performance of all sub-committees.

20. Encourage directors and executives of the Company to participate in various seminar courses of the Thai Institute of Directors Association that are related to duties and responsibilities of such directors and executives.
21. Monitor and supervise the Management and operations of the Company in accordance with the policies set by the Company, laws related to business operations, including the Securities and Exchange Act, the Capital Market Supervisory Board's notification, the regulations of the Stock Exchange of Thailand mutatis mutandis to the extent that it is not contrary to or inconsistent with other laws.
22. Assign or appoint any other person to operate the Company's business under the control of the Board of Directors or may authorize such person to have the power and/or within the time as the Board of Directors deems appropriate which the Board of Directors may cancel, revoke, change or amend such authority.

However, the delegation of powers, duties, and responsibilities of the Board of Directors does not constitute a delegation or sub-delegation of power that allows the Board of Directors or the person authorized by the Board of Directors to approve transactions with oneself or another person who may have a conflict of interest (as defined in the Notification of the Securities and Exchange Commission or the Notification of the Capital Market Supervisory Board), may have an interest in or may benefit in any manner, or may have any other conflict of interest with the Company or its subsidiaries, except for the approval of transactions in accordance with the policies and criteria approved by the shareholder meeting or the Board of Directors.

6. Meeting

1. Meetings are scheduled to be held at least 6 times per year. Meeting dates may be set in advance throughout the year and additional special meetings may be held as necessary.
2. The Chairman of the Board of Directors and the Chief Executive Officer will oversee and approve the meeting agenda.
3. In calling a meeting of the Board of Directors, the Chairman of the Board of Directors or the person assigned to him shall send a letter calling for a meeting together with the meeting agenda and supporting documents to all directors at least 7 days in advance of the meeting date so that the directors have enough time to study the information. Except in cases of urgent necessity to

preserve the rights or benefits of the Company, the meeting can be notified by other means or the meeting date can be set earlier than that.

4. The Chairman of the Board of Directors acts as the chairman of the meeting. The Chairman is responsible for allocating sufficient time for each agenda for directors to independently discuss and express their opinions on important issues.
5. Directors who have an interest in any matter do not have the right to vote on that matter and allow directors with interests to leave the meeting while considering such matters to allow the meeting to freely discuss and express opinions.

7. Quorum and voting

1. In the meeting of the Board of Directors, there must be no less than half of the total number of Company's directors present at the meeting therefore there will be a quorum. In the event that the Chairman of the Board of Directors is not present at the meeting or is unable to perform his duties, in the case that the Vice Chairman of the Board of Directors is present, the Vice Chairman of the Board of Directors shall be the chairman of the meeting. However, if there is no Vice Chairman of the Board of Directors or if he is not present at the meeting or is unable to perform his duties, the Company directors attending the meeting shall elect one director to be the chairman of the meeting.
2. Voting must be made by a majority vote and if there is a committee member opposing the resolution, the objection will be recorded in the meeting report.
3. In voting, each director is entitled to one vote in voting, except that the Company directors who have an interest in any matter will not have the right to vote on that matter. If the votes are equal, the chairman of the meeting shall cast one more vote as the deciding vote.

This Charter of the Board of Directors will be effective from 28 April 2021 onwards.

- Chirapan Sintunava -

(Mr. Chirapan Sintunava)

The Chairman

AddTech Hub Public Company Limited