

## **Inoue Rubber (Thailand) Public Company Limited**

### **The Board of Directors Committee**

#### **1. Authority, Duties and Responsibilities of the Board of Directors**

- 1) To undertake the duties in accordance with laws, objectives and Articles of Association of the Company, Good Corporate Governance Principles, and resolutions of the Board of Directors' meeting and the shareholders' meeting with due care and integrity and to look after the interest of the Company, furthermore, clearly define the scope of duties and responsibilities to the management
- 2) To set the goal, strategy, policy and direction of the Company's business operation together with allocate important resources and supervise the management to ensure efficiency, effectiveness and compliance with the prescribed policies and to achieve sustainable value creation by competitiveness and performance, ethical and responsible business, respect rights and responsibilities to shareholders, stakeholders, social and environment;
- 3) Provide review of strategy, vision and missions, core value which consider changing of environment by encouraging innovation and technology usage that suitable with the Business Ecosystem and consider the needs of customers and stakeholders. It also considers the competitiveness of the business on an annual basis;
- 4) To arrange a reliable accounting system, financial reports and auditing by settle internal control procedures and suitable internal audit system with consistent follow-up;
- 5) To approve the quarterly financial statement and propose the shareholders' meeting to consider to approve the annual financial statement, as well as to approve the annual investment budget and to monitor the operating results of the Company, including the major progress in various aspects;
- 6) To provide advices/suggestions and make a decision with due care on the agenda proposed in the Board of Directors' meeting;
- 7) To appoint/remove the sub-committee on specific matters as deemed suitable;
- 8) An independent director is able to provide their independent discretion on the issues and to oppose any act of other directors or the management, if there is any conflict significant to the Company and the shareholders;
- 9) To arrange a good corporate governance, anti-corruption policy, business morality and director and employee's code of conduct as a guideline on business conducts and to arrange and supervise the administrative work in accordance with the good governance principles consistently;

- 10) To approve the importance transactions of the Company such as acquisition or disposal of assets, expansion of the investment projects, determination of the authority to be assigned and any action required by laws and to look after the conflict of interest among stakeholders of the Company;
- 11) To approve and/ or consent on the connected transactions between the Company and its subsidiaries in accordance with related notifications, requirements and guidelines of the Stock Exchange of Thailand;
- 12) To suspend buying/ selling/ transferring of the Company's securities one month prior to public disclosure of the financial statement and during or before the period that the Company reveals the confidential transaction e.g. increasing in capital, merger and acquisition, or negotiation of new significant projects;
- 13) To report any securities holding by himself/herself and his/ her spouses and children in the Board of Directors meeting quarterly including report the change in securities holding to the SEC via online channels and inform the Company Secretary within 3 business days from the first day that securities holding changes, if there is any buying/selling/ transferring of securities of the Company;
- 14) To report of directors interests by informing the Company Secretary within 15 working days if there are any change;
- 15) To do the self-assessment of the Board as a whole and the member as an individual annually;
- 16) To review the Board of Directors Charter annually to comply with changing conditions and circumstances;
- 17) To manage and supervise the Company's intellectual property.

## **2. Responsibilities of the Chairman of the Board of Directors**

- 1) The Chairman of the Board act as the Chairman of the Board of Directors' meeting and the Shareholders' meeting;
- 2) To have a casting vote in case the Board of Directors' meeting has a tie vote;
- 3) To be responsible as the Chairman of the Board of Directors to monitor the operations of the President and other sub-committees to make them achieve the objectives pursuant to the specified plan;
- 4) To strengthen good relationships between executive directors and non-executive directors, and between the Board of Directors and the Management.

## **3. Term in Office**

According the Company's Articles of Association, at every annual general meeting, one-third of the directors shall retire, If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire.

In the case of a vacancy in the Board of Directors for any reason(s) other than the expiration of the directors' term of office, the Board of Directors shall elect a person who has the qualifications and who possesses inprohibited characteristics under Section 68 of Public Limited Companies Act B.E. 2535 as the substitute director at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than two months. The substitute director shall hold office only for the remaining term of office of the director whom he replaces.

The resolution of the Board of Directors shall be by a vote of not less than three quarters of the number of directors remaining on the board

#### 4. The Board of Directors' Structure

- 1) The Company forms at least 5 members of the Board of Directors and not less than a half of whom must reside in Thailand;
- 2) Of the total number of Board members, at least one-third and no fewer than three persons must be independent directors;
- 3) The Board of Directors consists of members that have various kinds of skills, experiences and specific capability which benefit to the Company. The Board of Directors also composes of non-executive directors who have great experiences in the Company's business and industry.

#### 5. Meeting

The Company will conduct the Board's meeting in order to follow-up the business operation and approve issues related to vision, mission, strategy, risk, plan of action, budget and other matters that affect the Company. The Company will also hold the Board meeting not less than 6 times a year and hold the Non-Executive Directors meeting (NED meeting) at least once a year. The Company Secretary is assigned to set up the annual meeting plan in advance and propose to the Board of Directors' meeting on November of every year.

As for stipulation of meeting agendas, the Company Secretary is assigned to propose the draft of meeting agendas to Chairman of the Board, President, and representatives of independent directors to consider and make a decision on the agendas proposed in the Board of Directors' meeting. They also have to ensure that important issues are included and give an opportunity to each director to independently present subjects which are beneficial to the Company to be the agendas proposed in the meeting. After the meeting agendas are scrutinized by Chairman of the Board, President and Independent Director representative, the Company Secretary has to deliver the Board of Directors' meeting invitation letter not less than 14 days and supporting documents not less than 7 days before the meeting day.

The Chairman of the Board has to allocate enough time for directors to discuss important issues, encourage directors to use discretion carefully and pay attention to all subjects proposed in the meeting as

well as the good corporate governance. The Executive Committee is invited to attend the Board of Directors' meeting in order to provide supporting information for the directors' consideration.

In the Board of Directors' meeting, there shall be at least one half of the total number of directors to effect a quorum. In the case where the Chairman is absent at the meeting or unavailable to act, if there is a Vice Chairman, he/ she must act as the Chairman of the Meeting. If there is no Vice Chairman or he/ she is unavailable, the Board of Directors at the meeting shall select one of the Directors as the Substitute Chairman the meeting. Anyhow, the definite decisions of a meeting shall be made by majority votes where each director shall have one vote except that the director who has any interest on the voting issue cannot give his/ her vote. If the voting results in equal, the Chairman of the Meeting shall cast his/ her vote as a final vote.

## 6. Remuneration

Board of directors is considered and approved by from the shareholders meeting annually (excepting for the Executive Committee. The remuneration considered based on the Company's performance and the director's responsibility, and compared with the other listed companies in SET that have similar market capitalization as well as other listed companies in the same industry. This shall support the remuneration structure to be appropriate for the perseverance, responsibilities, and experiences of directors that shall lead the Company to be achieve in both short-term and long-term goals. In addition, the remuneration will be disclosed in the Company's annual report.

This charter will be effective on May 12, 2023 onwards.