



AURORA

Board of Directors Charter

Aurora Design Public Company Limited

Revision / Amendment History

No.	Details	Effective Date
01	Initial issuance	November 13, 2021
02	Review	July 6, 2022
03	Review	January 25, 2023
04	1st amendment	February 28, 2024
05	2nd amendment	May 14, 2025
06	3rd amendment	May 11, 2026

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Board of Directors Charter

1. Definitions

Company	means	Aurora Design Public Company Limited
Board of Directors	means	Board of Directors of Aurora Design Public Company Limited
Director	means	Director of Aurora Design Public Company Limited
Stock Exchange	means	Stock Exchange of Thailand
SEC Office	means	Securities and Exchange Commission of Thailand

2. Objectives

The Board of Directors plays a key role in overseeing the management of the Company; determining the Company's objectives, vision, mission, policies, key goals, and business strategies for the best interests of the Company and its shareholders; monitoring the performance of the Company's various sub-committees; and ensuring fair treatment of stakeholders in accordance with good corporate governance principles. The Board of Directors shall also have the powers, duties, and responsibilities prescribed by law, the Articles of Association, the Company's objectives, and resolutions of the shareholders' meetings.

3. Composition

- 3.1. The Board of Directors shall consist of at least five (5) directors, and not less than one-half of the total number of directors must have domicile in the Kingdom of Thailand.
- 3.2. The Board of Directors shall comprise independent directors representing at least one-third (1/3) of the total number of directors, but not fewer than three (3) persons.
- 3.3. The Board of Directors shall elect one (1) of its directors to serve as Chairman of the Board. The Chairman of the Board shall not hold the position of Chief Executive Officer. The Board may also elect a Vice Chairman of the Board and such other positions as it deems appropriate.
- 3.4. The composition of the Board of Directors shall take into consideration diversity in areas such as age, gender, race, nationality, domicile, knowledge, capabilities, skills, expertise, and work experience.

4. Qualifications of Directors

- 4.1. A director shall be a person with knowledge, capabilities, and experience that are beneficial to the Company's business operations, possess integrity and business ethics, and be able to devote sufficient time to fully perform his or her duties.
- 4.2. A director must possess all qualifications and must not have any prohibited characteristics under the laws governing public limited companies, securities and exchange laws, and other relevant laws. A director must also not possess any characteristics indicating a lack of suitability to be entrusted with

the management of a business in which the public are shareholders, as prescribed by the notifications of the Securities and Exchange Commission and/or the Capital Market Supervisory Board.

- 4.3. A director must not operate a business of the same nature as, and in competition with, the Company's business, whether for his or her own benefit or for the benefit of others, unless such business has been disclosed to the shareholders' meeting prior to the resolution on the appointment or, in the case of appointment of a director to replace a director who vacates office before the expiration of his or her term, disclosed to the Board of Directors.

In this regard, a director may hold directorships in other companies, provided that such directorships do not constitute an impediment to the performance of his or her duties as a director of the Company and comply with the guidelines prescribed by the Company, the Securities and Exchange Commission, and the Stock Exchange of Thailand.

- 4.4. A director should hold directorships in no more than four (4) other companies listed on a stock exchange in order to devote sufficient time to effectively perform his or her duties.
- 4.5. An independent director must not serve as an executive, must be independent from management and controlling shareholders, must have no business relationship with the Company that may restrict the expression of independent opinions, and must possess the qualifications prescribed by the notifications of the Capital Market Supervisory Board.

An independent director may be assigned by the Board of Directors to make decisions concerning the operations of the Company, its subsidiaries, associated companies, same-tier subsidiaries, major shareholders, or persons having control over the Company, provided that such decisions are made on a collective basis.

5. Appointment of Directors

- 5.1. A person nominated for election as a director of the Company shall undergo a qualifications screening process by the Nomination and Remuneration Committee before being proposed to the Board of Directors for approval and subsequently submitted to the shareholders' meeting for approval. Such process shall comply with the criteria and procedures specified in the Company's Articles of Association and applicable laws.
- 5.2. In the event of an election of a director to fill a vacancy arising for any reason other than the expiration of the term of office, the Board of Directors may elect a person who possesses all qualifications specified in Section 3 above to serve as a director at the next meeting of the Board of Directors, unless the remaining term of the director is less than two (2) months. The person appointed as a director in such case shall hold office only for the remaining term of the director whom he or she replaces.

6. Term of Office

- 6.1. A director shall hold office for a term of three (3) years.
- 6.2. An independent director shall hold office for a term of nine (9) years or no more than three (3) consecutive terms.
- 6.3. At every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the number of directors closest to one-third (1/3) shall retire. A retiring director may be re-elected. For the first and second years following the registration of the Company, the directors who are to retire shall be selected by drawing lots. In subsequent years, the director who has held office for the longest period shall retire.

7. Vacation of Office

- 7.1. Death.
- 7.2. Resignation. A director shall submit a resignation letter to the Chairman of the Board, and the resignation shall be effective from the date on which the resignation letter is received by the Company.
- 7.3. Loss of qualifications for directorship or having prohibited characteristics under the laws governing public limited companies, or having characteristics indicating a lack of suitability to be entrusted with the management of a business in which the public are shareholders under the securities and exchange laws.
- 7.4. A resolution of the shareholders' meeting removing the director from office.
- 7.5. A court order removing the director from office.

8. Powers, Duties, and Responsibilities

As representatives of the shareholders, the Board of Directors shall have the following powers, duties, and responsibilities:

- 8.1. perform its duties and oversee the Company's business to ensure compliance with the law, the Company's objectives, Articles of Association, resolutions of the Board of Directors' meetings, and resolutions of shareholders' meetings, with responsibility, due care, and integrity, in order to protect the rights and interests of the Company and all shareholders.
- 8.2. Determine the objectives, vision, mission, policies, key goals, strategies, business plans, budgets, management structure, and Delegation of Authority of the Company and its subsidiaries, as well as oversee the administration and management of the Company and its subsidiaries to ensure compliance with the established policies, goals, plans, and budgets for the best interests of the Company and its shareholders.

- 8.3. Oversee the Company and its subsidiaries to ensure that they conduct business ethically, respect rights, and act responsibly toward shareholders and other stakeholders, conduct business in a manner beneficial to society and the environment, and adapt to changing factors in accordance with good corporate governance principles.
- 8.4. Develop the capabilities and competitive potential of the Company and its subsidiaries so that the Company becomes a leading company in the industry.
- 8.5. Determine and review the Board's structure, including the number of directors, the proportion of independent directors, and diversity of qualifications, to ensure appropriateness for the Company's business operations.
- 8.6. Consider and approve the criteria for selecting persons to serve as directors, members of sub-committees, the Chief Executive Officer, and executives as defined by the Securities and Exchange Commission.
- 8.7. Consider and approve the policy framework and remuneration structure for directors, members of sub-committees, the Chief Executive Officer, and executives.
- 8.8. Consider and approve the remuneration of directors and members of sub-committees for submission to the shareholders' meeting for approval, and consider and approve the remuneration of the Chief Executive Officer and executives. In considering remuneration, factors such as experience, duties, scope and roles of responsibilities, alignment with the Company's short-term and long-term strategies and goals, remuneration standards in the same industry, and the expected benefits to be derived from each director should be taken into consideration.
- 8.9. Appoint sub-committees, such as the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Executive Committee, and/or any other sub-committees, as appropriate, to assist and support the Board of Directors in performing its duties.
- 8.10. Consider and approve the criteria for evaluating the performance of the Board of Directors, sub-committees, the Chief Executive Officer, and the Company's executives.
- 8.11. Evaluate performance and oversee continuous and regular reporting on the performance of the Chief Executive Officer and the Company's executives to ensure that the Company achieves its objectives, vision, mission, policies, key goals, and business strategies.
- 8.12. Arrange for an annual performance evaluation of the Board of Directors at least once a year to consider performance and issues, as well as propose corrective measures to improve operational efficiency, and disclose such actions in the annual report.
- 8.13. Establish a Succession Plan to prepare for the succession of the Chief Executive Officer and executives. The Chief Executive Officer shall report the implementation of the Succession Plan to the Board of Directors periodically, at least once a year. The Board shall also oversee the availability of personnel to manage and develop human resources with appropriate numbers, knowledge, skills, experience, and motivation.
- 8.14. Oversee the Company and its subsidiaries to ensure that they have adequate, appropriate, and effective risk management and internal control systems, and assign the Audit Committee to review

the risk management system, internal control system, and internal audit system to ensure their appropriateness and effectiveness.

- 8.15. Consider, approve, and/or provide opinions on transactions that have a material impact on the Company, including acquisitions or dispositions of assets and connected transactions of the Company and/or its subsidiaries, as prescribed by applicable laws, notifications, rules, and regulations.
- 8.16. Oversee, control, prevent, and manage potential conflicts of interest among the stakeholders of the Company and its subsidiaries, management, the Board of Directors, or the Company's shareholders, including but not limited to improper use of the assets of the Company and its subsidiaries and inappropriate transactions with persons related to the Company and/or its subsidiaries. In the event that any director has an interest in any transaction with the Company or there is any change in his or her shareholding ratio in the Company and/or its subsidiaries, such director shall promptly notify the Company.
- 8.17. Consider and approve principles concerning commercial agreements containing general commercial terms for transactions between the Company or its subsidiaries and directors, executives, or related persons, in order to establish a framework for the operations of the Executive Committee and management, in accordance with the scope of applicable laws and criteria.
- 8.18. Establish policies on good corporate governance, social responsibility, and anti-corruption, and ensure communication at all levels of the Company and its subsidiaries, as well as to external parties, to facilitate practical implementation.
- 8.19. Establish mechanisms for receiving complaints and handling whistleblowing cases, and provide all stakeholders with direct access to the persons designated by the Board to raise concerns or complaints regarding matters that may constitute problems.
- 8.20. Give importance to and support innovation that creates long-term added value for the business, together with creating benefits for customers or relevant parties, taking responsibility for society and the environment, and promoting the use of information technology to enhance business opportunities and performance. This shall be carried out effectively and efficiently in accordance with established policies to maximize value for the Company and its shareholders, while taking into consideration all relevant stakeholders.
- 8.21. Ensure that the Company appoints directors or executives to its subsidiaries or associated companies in numbers reflecting the Company's shareholding proportion in such subsidiaries or associated companies, in order to oversee and protect the Company's interests and investment returns to which it is entitled, and clearly define the scope, powers, duties, and responsibilities of the appointed directors and executives so that management is conducted in accordance with the Company's policies.
- 8.22. Oversee the subsidiaries to ensure that their transactions are conducted in compliance with the law, including complete and accurate disclosure of financial position, operating results, connected transactions, material acquisitions or dispositions of assets, and other material information.

- 8.23. Ensure that the Company and its subsidiaries have appropriate accounting systems and financial reporting systems, and prepare accurate, adequate, and timely annual registration statements in accordance with applicable rules, accounting standards, and generally accepted relevant practices.
- 8.24. Consider and approve the selection and nomination of the auditor and consider appropriate remuneration as proposed by the Audit Committee before submitting the matter to the annual general meeting of shareholders for approval.
- 8.25. Consider and approve quarterly financial statements reviewed by the auditor and consider the opinions of the Audit Committee thereon, as well as consider and approve annual financial statements audited by the auditor and consider the opinions of the Audit Committee thereon, before submitting them to the annual general meeting of shareholders for approval.
- 8.26. Consider and approve the payment of interim dividends to the Company's shareholders and report such dividend payment to the shareholders' meeting at the next shareholders' meeting.
- 8.27. Consider and oversee the Company's disclosure of material information to ensure that it is accurate, adequate, timely, and in compliance with applicable rules, standards, and practices.
- 8.28. Oversee the Company and its subsidiaries to ensure that they have information security systems, including policies and procedures for maintaining confidentiality, integrity, and availability of information, as well as managing information that may affect securities prices, and ensure that directors, executives, employees, and relevant persons comply with the information security systems.
- 8.29. Oversee the adequacy of the Company's and its subsidiaries' financial liquidity and debt repayment capability, and consider and approve plans or mechanisms for corrective action if problems arise.
- 8.30. Oversee and ensure that shareholders participate in decisions on significant matters of the Company.
- 8.31. Arrange for the annual general meeting of shareholders to be held within four (4) months from the end of the Company's fiscal year, and ensure that the shareholders' meeting is conducted in an orderly, transparent, and efficient manner, including ensuring proper and complete disclosure of meeting resolutions and preparation of accurate and complete minutes of the shareholders' meeting.
- 8.32. Acknowledge the audit reports of the Audit Committee and other sub-committees of the Company.
- 8.33. Obtain professional opinions from external organizations where necessary to support appropriate decision-making.
- 8.34. Appoint a Company Secretary with appropriate knowledge, experience, and qualifications to assist the Board of Directors in performing its duties and to ensure that the Company's business operations comply with applicable laws, notifications, rules, and regulations.
- 8.35. Consider and approve matters with due regard to the interests of all shareholders and stakeholder groups of the Company in a fair manner.

9. Meetings

- 9.1. The Board of Directors shall hold meetings at least six (6) times per year, and every director should attend not less than seventy-five percent (75%) of all Board of Directors' meetings.
- 9.2. When calling a meeting of the Board of Directors, the Chairman of the Board or a person designated by the Chairman shall send the meeting notice, agenda, and supporting documents to all directors at least five (5) days prior to the meeting. Such documents may be sent electronically to allow directors sufficient time to study the information, except in urgent cases necessary to preserve the Company's rights or interests, in which case the meeting notice may be given by other means or the meeting may be scheduled earlier.
- 9.3. If two (2) or more directors request that a meeting of the Board of Directors be convened, the Chairman of the Board or a person designated by the Chairman shall schedule the meeting within fourteen (14) days from the date of receipt of the request.
- 9.4. Meetings of the Board of Directors may be conducted via electronic means, provided that the meeting control system has information security measures in accordance with applicable laws.
- 9.5. A director who has an interest in any matter shall have no right to vote on that matter and shall leave the meeting while such matter is being considered, in order to allow the meeting to discuss and express opinions independently.

10. Quorum and Voting

- 10.1. A meeting of the Board of Directors shall constitute a quorum only when at least two-thirds (2/3) of the total number of directors are present.
- 10.2. If the Chairman of the Board is absent from a meeting or unable to perform his or her duties, and the Vice Chairman is present, the Vice Chairman shall preside over the meeting. If there is no Vice Chairman, or the Vice Chairman is absent from the meeting or unable to perform his or her duties, the directors present shall elect one director to preside over the meeting.
- 10.3. Each director shall have one vote, except that a director who has an interest in any matter shall have no right to vote on that matter.
- 10.4. Resolutions of the meeting shall be passed by a majority vote. In the event of a tie, the chairman of the meeting shall have an additional casting vote. The minimum quorum at the time the Board of Directors passes a resolution at a meeting shall consist of not less than two-thirds (2/3) of the total number of directors.
- 10.5. If the number of directors falls below the number required to constitute a quorum, the remaining directors may act on behalf of the Board of Directors only for the purpose of convening a shareholders' meeting to elect directors to fill the vacancies, and shall arrange for such shareholders' meeting to be held within one (1) month from the date on which the number of directors falls below the quorum requirement.

11. Performance Evaluation

The Board of Directors shall arrange for an evaluation of the performance of the Board of Directors as a whole and on an individual basis to assess the performance of its duties at least once a year.

12. Review

The Board of Directors shall review the details of and compliance with this Board of Directors Charter at least once a year to ensure consistency with applicable legal requirements and the circumstances prevailing at the relevant time.

This Board of Directors Charter shall be effective from May 11, 2026 onwards.

/s/

(Mr. Prasit Srirungtham)

Chairman of the Board of Directors

Aurora Design Public Company Limited