



AURORA

Definition of Independent Directors
Aurora Design Public Company Limited

Definition of Independent Director

Independent directors must have all the qualifications as specified by the Capital Market Supervisory Board and must be able to ensure the interests of all shareholders are equal and there is no conflict of interest. In addition, they must be able to participate in committee meetings and express opinions independently. The Company has determined that independent directors must have the following qualifications:

1. Hold shares not exceeding 1 percent of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, including shares held by related persons of the Company. that independent director as well

2. Not being or having ever been a director who takes part in management, an employee, a staff member, or an advisor who receives a regular salary, or persons with controlling authority of the Company, parent company, subsidiaries, associated companies, same level subsidiaries Major shareholders or of the controlling person of the Company, unless it has been free from having the aforementioned characteristics for not less than 2 years.

3. Not a person related by blood or legal registration as father or mother, spouses, siblings, and children, including children's spouses of other directors, executives, major shareholders controlling person or a person who will be nominated to be a director, executive, or person with controlling authority of the Company or subsidiary company.

4. Do not have or have ever had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company in a manner that may impede the exercise of one's independent judgment Including not being or having been a significant shareholder or controlling person of a person who has business relationships with the Company, parent company, subsidiary company, associated company, major shareholder. or the controlling person of the Company Unless the person has been free from such characteristics for not less than 2 years, the business relationship under paragraph one includes commercial transactions that are normally carried out for business operations. Renting or leasing real estate Transactions regarding assets or services or giving or receiving financial assistance by receiving or granting loans, guarantees, giving assets as collateral for debts. including other similar circumstances as a result, the Company or the contracting party has a debt obligation to pay to the other party from 3 percent of the net tangible assets of the Company or from 20 million baht or more, whichever is lower. The calculation of such debt burden shall be in accordance with the method for calculating the value of connected transactions according to the announcement of the Capital Market Supervisory Board regarding the criteria for conducting connected transactions, mutatis mutandis. But in considering such debt obligations, debt obligations incurred during the period of 1 year before the date of having a business relationship with the same person.

5. Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, major shareholder, or the controlling person of the Company and not being a significant shareholder controlling person or partner of the audit firm which includes the auditors of the Company, parent company, subsidiaries, associated companies, and major shareholders or the controlling person of the Company affiliated, unless it has been free from having the characteristics for not less than 2 years.

6. Must not be or have ever been a professional service provider, including services as a legal advisor or financial advisor, who receives service fees of more than 2 million baht per year from the Company, parent company, subsidiaries, associated companies, Holding major shares or the controlling person of the Company and not being a significant shareholder controlling person or a partner of that professional service provider as well, unless it has been free from having the aforementioned characteristics for not less than 2 years.

7. Not being a director appointed to represent the Company's directors, major shareholders or shareholders who are related to the major shareholders.

8. Do not operate a business that has the same nature and is in significant competition with the Company's business, or subsidiary company or not being a significant partner in the partnership or being a director who participates in management, an employee, staff, consultant who receives a regular salary or holds shares exceeding 1 percent of the total number of shares with voting rights of another company, which operates a business with the same conditions and is in significant competition with the business of the Company or its subsidiaries.

9. Not having any other characteristics that prevent him from giving independent opinions about the Company's operations.