

Board of Director Charter

SENADEVELOPMENT PUBLIC COMPANY LIMITED



- Translation -

Board of Director Charter

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1. Objectives

Board of Directors regarded as the representative of the shareholders and is a person who plays an important role in formulating policies, goals and strategies in business operations in order to generate the most return on investment and benefit to shareholders.

2. Definition

- "Charter" means Board of Director Charter
- "Company" means Sena Development Public Company Limited and subsidiaries.
- "Board of Directors" means The Board of Directors. Sena Development Public Company Limited
- "Chairman of the Board" means The Chairman of Sena Development Public Company Limited.
- "Director" means The director of Sena Development Public Company Limited.
- "Sub-Committees" means The Sub-Committees of Sena Development Public Company Limited
- "Executives" means Executives as defined by the Securities and Exchange Commission (SEC) are Chief Executive Officer, Deputy Chief Executive Officer, Managing Director and Deputy Managing Director.
- "Management" means An executive holding a position at the level of Assistant Managing Director. senior director and director.
- "Subsidiary" means A company or juristic person that the Company Holding more than 50 Percent of the shares, whether directly or indirectly.



3. Qualifications of the Board of Directors

- 3.1 The Company's director must be a person with knowledge, ability, experience, honesty, business ethics and have enough time to devote knowledge. The ability to perform duties for the maximum benefit of the Company.
- 3.2 Being a director of no more than 5 listed companies in the Stock Exchange of Thailand.
- 3.3 Having qualifications and not having any prohibited characteristics under the law governing public limited companies and other related laws.

4. Appointment, working agenda and resignation

- 4.1 The Board of Directors consists of not less than 5 directors, of which at least 3 non-executive directors have experience working in the Company's business. The term of office is 3 years and upon the expiration of the term may be re-elected as the Company's director. At every annual general meeting of shareholders Directors shall retire from office for one-third of the number of directors at that time. If the number cannot be drawn exactly as 3, it will be issued by the number closest to the proportion of 1 in 3.
- 4.2 The Company's director vacates office upon:
 - 4.2.1 Dead
 - 4.2.2 Resignation
 - 4.2.3 Disqualification for being a director of the Company under this Charter
 - 4.2.4 The court has issued an order.
- 4.3 Any director who wishes to resign from office shall submit a resignation letter to the Chairman of the Board.
- 4.4 Having qualifications and not having any prohibited characteristics under the law governing public limited companies and other related laws.

5. Scope of power, duties and responsibilities of the Board of Directors



- 5.1 Perform duties to ensure compliance with laws, objectives, Articles of Association as well as resolutions of shareholder meetings, except for matters requiring approval from shareholder meeting, and enter into connected transactions and trading of significant assets pursuant to regulations of the Stock Exchange or as prescribed by other agencies, etc.
- 5.2 Consider and approve major policies on business operation, such as corporate governance policy, risk management policy, and anti-corruption policy, and appoint subcommittee to monitor such policies.
- 5.3 Consider approving business policies, targets, operation plans, business strategies and annual budgets.
- 5.4 Consider approving appointment of qualified persons without prohibited characteristics prescribed in the Public Limited Company Act B.E. 2535 (A.D. 1992) and law governing securities and security exchange including notifications, rules and/or regulations related to directorship in case the director office is vacated for reason other than vacating office at the end of its term.
- 5.5 Consider electing executive directors from directors of the Company and determine scope of their power, duties and responsibilities.
- 5.6 Consider appointing independent directors and audit directors taking into consideration their qualifications and prohibited characteristics pursuant to law governing securities and security exchange including relevant notifications, rules and/or regulations of the Stock Exchange, or propose to shareholder meeting to consider electing as independent directors and audit directors of the Company.
- 5.7 Consider determining and amending the list of directors authorized to bind the Company.
- 5.8 Appoint any other person to operate the Company's business under supervision of the Board of Directors, or may authorize such person to have such power and/or within such time as the Board deems appropriate, and the Board may cancel, revoke, change or amend such authorization.



- 5.9 Consider approving transactions of acquisition or disposal of assets, except if such transactions require approval from the shareholder meeting. Such approval will be in accordance with notifications, rules and/or regulations related to the Stock Exchange.
- 5.10 Consider approving connected transactions, except if such transactions require approval from the shareholder meeting. Such approval will be in accordance with notifications, rules and/or regulations related to the Stock Exchange; and
- 5.11 Ensure the presence of an appropriate and adequate internal control system and monitor the effectiveness of internal control in line with accepted standards such as that of the Committee of Sponsoring Organization (COSO) and by disclosing the sufficiency of the internal control system and audit reports in annual reports.
- 5.12 Specify information technology management policies and measures to maintain the security of information technology systems in line with accepted standards within the industry and conduct reviews and make improvements to ensure consistency and appropriateness in regards to information technology risks.
- 5.13 Supervise and ensure the preparation and disclosure of correct, complete and timely financial information that reflect business performance and financial position and which comply with accounting standards set by laws governing accounting, including the disclosure of various other important information of the organization correctly and fully in line with relevant regulations and practice guidelines.
- 5.14 Consider approving interim dividend distribution to shareholders when the Company has sufficient profit to do so, and report such dividend distribution to shareholder meeting at its next session.
- 5.15 Promote the appropriate development and implementation of innovations and technologies in order to ensure effective business operation and resource utilization for the mutual benefit of the Company, trade partners, stakeholders and society.
- 5.16 Promote the Company to maintain financial security in order to ensure continuous business operation.
- 5.17 New directors receive introductions on the organization's overview, the Company's operations, strategic plans, regular work plans, laws, regulations and ethics related to



directors. High-ranking executives and the Company's secretary present the aforementioned information before any meeting in which there is a new director.

- 5.18 Promote directors and high-ranking executives to receive training and development in various forms such as seminar training, lectures and off-site work studies in order to increase knowledge and provide new and modern experience in line with changing circumstances for the benefit of work operations.
- 5.19 Ensure the presence of management and personnel development in the Company in order to continuously improve work knowledge and abilities.
- 5.20 Review the charter of the Board of Directors and Subcommittee at least once a year.
- 5.21 Prepare a report on the performance of the Board of Directors following the regulations of the SET and disclose in from 56-1 One Report and the Company's annual report.
- 5.22 Support compliance with the Personal Data Protection Act and encourage the Company to comply with relevant rules.

- 5.22.1 Personal Information

- Respect the privacy rights of customers, shareholders, employees and persons involved with the Company, take any action related to personal data, including the collection, use and The Company will ensure that the personal data owner is fully protected. In accordance with the laws and personal data protection policy of the Company.

- 5.22.2 Recording Reporting and data retention

- Realize the importance of data management within the organization by recording or reporting data must be in accordance with the criteria set by the Company and completely in accordance with the law. As for retention, the data must be kept in a safe condition and can be used for reference or use by the Company when needed.

- 5.23 Supervise the company to comply with the laws related to business such as the Public Limited Companies Act B.E. 2535, the law on securities and stock exchange. Requirements of the Stock Exchange of Thailand and the regulations of the Capital Market Supervisory Board, Principles of Good Corporate Governance for Listed



Companies 2017 and good practices of the Board of Directors to prevent and deter inappropriate behavior of listed companies, etc.

6. Duties of the Chairman of the board

Chairman has a leadership role of the board The duties of the Chairman are as follows:

- 6.1 The chairman of the board is the person who summons board of directors' meetings. In summoning a board of directors meeting, the chairman or a person assigned by the chairman will send meeting invitation letters to directors to schedule the board of directors meeting. Such notifications will be delivered to all directors at least 5 business days prior to the meeting, unless the meeting is urgent. In addition, each notification must contain the meeting place, date, time and agendas for discussion.
The chairman of the board will chair meetings of the board of directors. Whenever it is necessary to cast a deciding vote at a meeting in which votes are evenly divided, the chairman can cast one additional vote to decide the matter under deliberation.
Moreover, the chairman will chair the Company's shareholder meetings and ensure that meetings follow the Company's regulations and set agendas and will cast a deciding vote in cases where the votes cast at the meeting of shareholders are evenly divided.
- 6.2 The chairman of the board is responsible for specifying the agendas of board of directors' meetings through joint discussion with the chief executive officer to ensure that all key matters are included in meeting agendas.
- 6.3 Conduct board of directors' meetings in line with relevant agendas, laws and good governance principles while also allocating sufficient time and encouraging every director to participate in discussion by expressing their opinions, exercising their judgement thoroughly and expressing comments freely about the contents of each meeting agenda to ensure conciseness and meticulousness.
- 6.4 Facilitate good relations between the board of directors and management.
- 6.5 Perform all other duties stipulated by laws to belong to the chairman of the board.



7. Meeting

- 7.1 A meeting is scheduled to be held at least 6 times a year, with meeting dates set in advance throughout the year. and may have extra meeting agenda as necessary
- 7.2 In summoning the Board of Directors' meeting to the chairman of the company or secretary Board of Directors as the person assigned to send the meeting invitation letter to the directors the company not less than 5 days before the meeting Unless there is an urgent need to maintain the company's benefits, the meeting can be notified earlier than scheduled. and can arrange meetings by other methods. In accordance with the law on electronic meetings, the company's head office location shall be considered as the meeting venue, and the invitation letter with supporting documents may be sent by electronic channels.
- 7.3 The Chairman of the Board of Directors acts as the chairman of the meeting. have a duty to take care Allocate time for each agenda sufficient for the directors to independently discuss and express their opinions on the issues important, taking into account the benefits of shareholders and stakeholders fairly.
- 7.4 Board meetings must be attended by not less than half of the company's directors. All directors of the Company are therefore considered to constitute a quorum. The chairman of the board is the chairman of the meeting. However, if the chairman is unable to attend the meeting, the directors present at the meeting shall elect one director to preside over the meeting.
- 7.5 In the meeting of the Board of Directors A person who has a significant stake in the matter under consideration must retire. from the meeting during the consideration of that matter.
- 7.6 A company director who has an interest in any matter must not be present at the meeting. and has no right to vote on that matter.
- 7.7 The Company's non-executive directors are required to meet with each other at least once a year to discuss various issues related to management that are of interest without the participation of management.
- 7.8 The decision of the Board of Directors meeting shall be made by a majority of votes by voting for each director having one vote each if the votes are equal. The chairman of the



meeting shall have an additional vote to decide. and for any director who has a stake in any matter, has no right to vote in that matter.

7.9 Company secretary or assigned person Has the duty to prepare the minutes of meetings of Board of Directors.

8. Evaluation of the Board of Directors' performance

An evaluation of the Board of Directors' performance will be held every year. The Board of Directors will assess the performance of the Board of Directors as a whole and individually.

9. Directors' remuneration senior management and personnel

9.1 The Board has assigned the Nomination and Remuneration Committee to consider scrutinize the policy and criteria for payment of directors' remuneration by considering the rate to be appropriate with Duties and Responsibilities as well as being comparable to the industry in the category and of similar size and presented to the Board of Directors before proposing to the shareholders' meeting for approval.

9.2 The Board of Directors assigns the Nomination and Remuneration Committee to consider and scrutinize Manager's Compensation Policy and Criteria senior management and personnel of the Company in accordance with the operating results and achievements of the goals before proposing to the Board of Directors for approval.

10. Provision of Personal Data (PDPA)

The Board of Directors consents to personal data for the purposes of collection and disclosure in the Annual Registration Statement/Annual Report (Form 56-1 One Report), the Company's website, and disclose any other personal information in order to meet the criteria or requirements of the Company. The Stock Exchange of Thailand The Securities and Exchange Commission (SEC) and Thailand Securities Depository Co., Ltd. are required to comply with the Personal Data Protection Act (PDPA).

11. Charter Review



The Board of Directors is obliged to conduct a review and assessment of sufficiency, and the suitability of the charter at least once a year.

This Charter was approved by the Board of Directors on 18 December 2025

(Mr. Vichien Ratanabirabongse)
Chairman of the Board of Directors