



ISO 9001, ISO 14001 & ISO 45001 CERTIFIED

(-Translation-)

Charter of the Board of Directors

Don Muang Tollway Public Company Limited



## Charter of the Board of Directors

Don Muang Tollway Public Company Limited (the “Company”) recognizes and places great importance on good corporate governance. In addition to the Board of Directors’ strict adherence to the duties prescribed by the Company’s regulations, the Public Limited Company Act B.E. 2535 (including its amendments), the rules of the Securities and Exchange Commission (**SEC**), the Capital Market Supervisory Board, the Stock Exchange of Thailand (**SET**), and other relevant laws, the Company has also established a charter for the Board of Directors. This charter emphasizes the Board’s roles and responsibilities in line with the principles of good corporate governance set forth by the SET, as follows:

### 1. Composition of the Board of Directors

The Board of Directors must have the following composition:

- 1.1 The Board must consist of no fewer than five (5) directors and no more than fifteen (15) directors. At least half (1/2) of the total number of directors must reside in Thailand. The directors are not required to be shareholders of the Company.
- 1.2 The Board must include executive directors, non-executive directors, and independent directors, at least one-third (1/3) of the directors, and no fewer than three (3) individuals, must be independent directors. The qualifications of independent directors must comply with the criteria established by the SEC, the Capital Market Supervisory Board, and the SET.
- 1.3 The Board shall elect one of its members to serve as the Chairman of the Board.
- 1.4 The Board shall elect one of its members to serve as the Vice Chairman to act in the Chairman’s absence or inability to perform duties.

The Board has established four sub-committees, which are as follows:

1. Audit Committee
2. Executive Committee
3. Nomination and Compensation Committee
4. Risk Management Committee



## 2. Qualifications of the Board of Directors

- 2.1 The directors must be individuals with knowledge, capability, integrity, and ethics in conducting business, and they must have sufficient time to dedicate their knowledge, skills, and duties to the Company.
- 2.2 They must possess the qualifications and not have any prohibited characteristics as prescribed by the Public Limited Company Act and other relevant laws. Additionally, they must not display any characteristics that indicate a lack of suitability to be entrusted with managing a public company, as specified by the Securities and Exchange Commission (SEC).
- 2.3 A director may hold directorship positions in other companies, provided that such roles do not hinder the performance of their duties as a director of the Company and are in compliance with the guidelines set forth by the SEC and the Stock Exchange of Thailand (SET).
- 2.4 Independent directors must possess the independence qualifications set by the Company, consistent with the requirements and operational scope of the Audit Committee. They must be able to protect the interests of all shareholders equally and avoid conflicts of interest.
- 2.5 A director may not engage in any business that is of the same nature and in competition with the Company, nor be a partner or director of another entity engaged in similar and competitive business, whether for personal gain or for the benefit of others, unless such activity has been disclosed to the shareholders' meeting prior to appointment.

## 3. Scope and Authority of the Board of Directors

- 3.1 Perform duties in accordance with laws, the Company's objectives, Articles of Association, resolutions of the Board of Directors and resolutions of the Shareholders' meetings, with responsibility, prudence, and integrity.
- 3.2 Consider the determining of the details and give approval to the vision, business strategies, business directions, business policies, goals, guidelines, business sustainability plan on environmental, social, and corporate governance (E in-process, S in-process, and G in-process), and the Company's budgets as prepared by the Board of Directors and the Management.



- 3.3 Supervise the operation and performance of the Company to comply with the policy set by the Board of Directors.
- 3.4 Follow up the Company and subsidiaries' operations on a continuous basis to ensure compliance with the Company's business sustainability plan on environmental, social and corporate governance (E in-process, S in-process, and G in-process), and the Company's budgets.
- 3.5 Provide for the Company to utilize suitable accounting system with efficiencies and put in place internal control and internal audit systems.
- 3.6 Ensure the preparation of the statement of financial position and income statement as of the end date of the Company's fiscal year and affix the signature to certify the financial statements for submission to the Annual General Meeting of Shareholders for approval.
- 3.7 Consider the approval of interim dividend payments.
- 3.8 Consider the approval of the selection and nomination of the Company's external auditor and consider the remuneration thereof as proposed by the Audit Committee before submitting to the Annual General Meeting of Shareholders for approval.
- 3.9 Provide for a written policy on the supervision of the Company's business in accordance with the principles of corporate governance and apply the policy in an efficient manner to ensure that the Company is responsible to all parties concerned with fairness.
- 3.10 Appoint sub-committees such as the Audit Committee or any other committee and determine the powers thereof to assist and support the performance of duties of the Board of Directors, as well as the supervision of the performance of the committees to ensure compliance with the Charter and review the policy on supervising business and assess the performance thereof at least once a year.
- 3.11 Consider the determining and revising the name list of directors with signing authority. To consider the management structure and appoint the Chief Executive Officer (CEO) and the Company's executives in positions from the level of assistant Managing Director upwards and the Company Secretary. Also, to consider and determine



authorities and remuneration of the Company's executives in positions from the level of assistant Managing Director upwards and the Company Secretary.

- 3.12 Establish a policy framework for salary, raise, bonus, compensation, and gratuities for employees and executives, as well as assigning the Chief Executive Officer (CEO) with the Managing Director to determine the remuneration of employees in accordance with the scope of authority, duties, and responsibilities of the employees.
- 3.13 Define the powers and levels of approval in doing transactions and operations related to the Company's business to groups or individuals as appropriate and in compliance with applicable laws, with a handbook of approval powers that has to be reviewed at least once a year.
- 3.14 Seek professional opinions from external organizations, if necessary, to assist decision making as appropriate.
- 3.15 Encourage the Company's directors and executives at the level of senior vice president and above to attend seminar courses of the Thai Institute of Directors as related to their respective duties and responsibilities.
- 3.16 Support in the formulation of sustainable business policy on the Environmental, social, and governance (ESG) by clearly separating ESG into 3 dimensions: E in-process, S in-process, and G in-process in accordance with the laws, guidelines, rules and regulations of government agencies and organizations supervising the Company e.g. SET and SEC, including other guidelines related to sustainability development.
- 3.17 Promote and support the formulation of new Technology, Digital Technology, and Innovation Policy for the Company, (New Technology, Digital Technology, and Innovation) which is modern technology and innovation in compliance with customer requirements and environmentally friendly for the Company's sustainable growth, including adding benefits to the society by arranging a regulatory framework and managing new technologies and innovations as appropriate.
- 3.18 Develop other non-toll business types of project apart from the Company's toll business that are in line with the customers' needs for the Company's sustainable business growth and new business opportunities.



#### **4. Election and Term of Office of Directors**

The election of the Company's directors is conducted by the shareholders' meeting, based on the following principles:

- 4.1 Each shareholder has voting rights equal to the number of shares they hold.
- 4.2 Each shareholder may use all their votes to elect one or more individuals as directors.  
In the case of electing multiple directors, the shareholder cannot divide their votes among the candidates.
- 4.3 When electing multiple directors, the candidates with the highest votes, in descending order, are elected until the number of directors required or up for election is reached.  
If there is a tie among candidates for the last available position(s), the chairman of the meeting has the deciding vote.
- 4.4 Directors serve a term of office as specified in the Company's regulations. Directors leaving office under this clause may be re-elected. Apart from completing their term, directors also vacate their position when:
  - (a) Death
  - (b) Resignation
  - (c) Lack of qualifications or possession of prohibited characteristics under the law
  - (d) Removal by a resolution of the shareholders' meeting
  - (e) Removal by court order
- 4.5 A director who resigns from their position may submit their resignation to the Registrar.

#### **5. Board Meetings**

The Company's Board meetings follow these guidelines:

- 5.1 The Board of Directors must hold meetings at least once every three (3) months to review the Company's performance. In these meetings, directors must express opinions and exercise independent judgment. Directors should attend all meetings unless there is a force majeure, in which case prior notice must be given to the Company Secretary. The Company must report the number of board meetings attended by each director in the Annual Information Disclosure Form (Form 56-1 One Report). To ensure proper notice, the Company Secretary must send invitations to directors, detailing the date, time, location, and agenda, at least seven (7) days in



advance (unless urgent action is required to protect the Company's rights or interests).

The Company Secretary will also compile and distribute necessary documents for decision-making. The meeting minutes must be recorded, fully detailed, and completed within fourteen (14) days of the meeting, and must be signed by the Chairman, Vice Chairman, and Chief Executive Officer (CEO) or Managing Director. The Company must maintain a proper filing system for easy reference and confidentiality.

- 5.2 Directors who have a conflict of interest in any matter do not have the right to vote on that matter.
- 5.3 Decisions at board meetings are made by a majority vote. In the case of a tie, the chairman of the meeting has the casting vote. Any differing opinions must be recorded in the meeting minutes.
- 5.4 Board meetings can be conducted electronically in compliance with relevant legal requirements.

## **6. Directors' Compensation**

Directors' compensation includes monthly remuneration, meeting allowances, annual bonuses, or other benefits as per the Company's regulations or as approved by the shareholders' meeting. This compensation can be fixed or set according to guidelines, and may be revised periodically or remain unchanged until further notice. The compensation will be benchmarked against the industry average, focusing on the best interests of shareholders.

The process of determining directors' compensation involves the Nomination and Compensation Committee proposing the compensation rate to the Board, which then requires approval from the annual general shareholders' meeting. The compensation paid to directors must be disclosed in accordance with the SEC's prescribed format.

## **7. Performance Reporting**

The Board of Directors is responsible for reporting their performance to the annual general shareholders' meeting, and this must also be included in the Annual Information Disclosure Form (Form 56-1 One Report).



#### **8. Review of the Charter**

The charter of the Board of Directors must be reviewed and evaluated for adequacy and appropriateness at least once (1) a year.

#### **9. Effective Date of the Charter**

This Charter of Board of Directors takes effect from the date approved by the Board of Directors' meeting, onward.

(Mr. Sombath Phanichewa)

Chairman of the Board of Directors

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