



The Board of Directors Charter

Thai Union Group Public Company Limited

The Board of Directors is the driving force of the organization. Its roles and duties are to set strategies and policies pertaining to business operation of the Company. The Board of Directors must perform its duties accountably, carefully, prudently and loyally, and must protect the interests of the Company in order to maximize the long-term benefits and fairness to shareholders and all other stakeholders in accordance to the principles of good corporate governance as well as monitoring the operations of the Company to comply with laws, objectives, regulations and resolutions of the Board of Directors as well as the shareholders.

1. Authorities, Duties and Responsibilities

The authorities, duties and responsibilities of the Board of Director are as follows;

- 1.1 Oversee the operation and supervise the management in order to ensure that the operations of the company are in accordance with the objectives, regulations, and the shareholders' resolutions.
- 1.2 Set vision, mission and the Company's goal.
- 1.3 Review and approve vision and mission every five years.
- 1.4 Set targets and business policies to be implemented by the management.
- 1.5 Monitor the implementation of the strategy, goals and policies to comply with the Company's objectives.
- 1.6 Oversee the management's performance to ensure effectiveness.
- 1.7 Hold at least five Board of Directors Meetings per year.
- 1.8 Hold at least one general shareholders' meeting to report the Company's operating results and request approval on management matters that are beyond the scope of the directors' authorization.
- 1.9 Monitor operating results and the financial status of the Company and its subsidiaries.
- 1.10 Approve quarterly and annual financial reports, information disclosure reports 56-1 One Report in accordance with the regulations of The Stock Exchange of Thailand and the Securities and Exchange Commission.
- 1.11 Prepare a report on the Board of Directors' accountability for financial reporting, to be shown in conjunction with the auditor's report in the Company's Annual Report, to give assurance that the Company's financial reports are accurate and

บริษัท ไทยยูเนียน กรุ๊ป จำกัด (มหาชน)

THAI UNION GROUP PUBLIC COMPANY LIMITED

Tax ID & Registered no. 0107537000891 [website: thaiunion.com](http://www.thaiunion.com)

Head Office: 72/1 Moo 7, Sethakit 1 Road, Tarsai Sub-District, Muang Samutsakhon District, Samutsakhon Province, 74000 Thailand
Tel: 66 (0) 34816500 Fax: 66 (0) 34816499

BKK. Office: 979/12 M Floor, S.M.Tower, Phaholyothin Road, Phayathai Sub-District, Phayathai District, Bangkok 10400 Thailand
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have been prepared based on standard accounting principles and consistent accounting policy.

- 1.12 Set up the Company's internal control system, internal audit system, and an effective risk management system.
- 1.13 Propose the appointment of an auditor and set the level of compensation as proposed by the Audit Committee.
- 1.14 Propose the list of directors to be replaced and their replacement to the general shareholders' meeting.
- 1.15 Propose the rate of meeting allowances, compensation to directors and members of subcommittees to the general shareholders' meeting.
- 1.16 Examine and approve matters proposed by the management committee and related to connected transactions, potential conflict of interests, purchase and sales of assets and other matters as specified in the rules and regulations of the Securities and Exchange Commission and The Stock Exchange of Thailand.
- 1.17 Examine and approve the Company's material transactions involving legally-binding contractual obligations, debts obligations, and guarantees.
- 1.18 Approve the appointment and set the scope of work for the Company's subcommittees.
- 1.19 Set the number of other companies in which President & CEO may hold position of Director.
- 1.20 Set and approve a written corporate governance policy for the Company and review the policy and compliance to the policy regularly, at least annually.
- 1.21 Set and monitor a written code of business conduct and anti-corruption policy that all directors, executives and employees understand business ethical standards and guidelines of the Company.
- 1.22 Approve the appointment of the Company's secretary in order to responsible for the following:
 - To prepare or store the following documents:
 - Register of directors
 - Invitations to Board meetings and minutes of Board meetings
 - Invitations to shareholders' meetings and minutes of shareholders' meetings
 - Annual Report and reports of disclosure
 - Reports of directors' and executives' interests
 - Other duties concerned with good governance pursuant to regulations and announcements of the Stock Exchange of Thailand and the Securities and Exchange Commission.

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- 1.23 Adhere to the Principle of Good Corporate Governance for Listed Companies, and other requirements on this subject by The Stock Exchange of Thailand and the Securities and Exchange Commission.

2. Composition

- 2.1 The Board of Directors consists of not less than five members.
- 2.2 The Board of Directors consists of independent directors of not less than one-thirds of the total number of directors but not less than 3 persons.
- 2.3 The Board of Directors shall appoint Chairman of the Board of Directors from any of the director. If the Chairman is not an independent director, the Board of Directors shall appoint an independent director as Lead Independent Director to jointly determine agendas of the Board meetings in order to encourage the balance of power between the Board of Directors and the Management and also comply with the good corporate governance for listed companies.
- 2.4 The Board of Directors may appoint Vice Chairman of the Board of Director as they see appropriate.

3. Qualifications of Company Directors

- 3.1 All directors must have full qualifications without any prohibited characteristics in accordance with the Public Limited Companies Act, B.E. 2535 (including its changes) (“PLC Act”), Securities and Exchange Act, B.E. 2535 (including its changes) (“Securities Act”) including applicable notifications, regulations and/or rules as well as the Articles of Association of the Company.
- 3.2 A director must not, without the consent of a general meeting of shareholders undertake commercial transactions of the same nature as and competing with that of the Company or its subsidiaries, nor may he/she be a partner with unlimited liability or a director in another legal entity carrying on a business of the same nature as and competing with that of the Company or its subsidiaries, either for his/her own benefits or others.
- 3.3 All directors must be capable and knowledgeable persons fully equipped with leadership, wide-ranging visions, experiences beneficial to the Company and knowledge of the Company’s business.

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- 3.4 All directors must be able to perform his/her duty and independently express their opinions with loyalty and integrity, to conduct the business with morality, and to devote sufficient time to perform his/her duties.

4. Terms of Office

- 4.1 At the annual general meeting of shareholders, one-third of the directors, or if their number is not multiple of three, then the number nearest to one third must retire from the office. The director who has held office longest shall retire. However, a retiring director is eligible for re-election.
- 4.2 Apart from the vacancy upon the expiration under the Company's Articles of Association, a director shall vacate office when:
- 4.2.1 the director is no longer qualified for the office as specified in the Company's Articles of Association or the Public Limited Companies Act and/or laws regarding securities and exchange;
 - 4.2.2 the director gives notice of resignation to the Board of Directors;
 - 4.2.3 the shareholders pass a resolution to remove the director from office;
 - 4.2.4 the court has a decision to remove the director from the office;
 - 4.2.5 death.

5. Meeting of the Board of Directors

- 5.1 Meetings of the Board shall be carried out in compliance with laws and the Company's Articles of Association.
- 5.2 In calling a meeting of the Board of Directors, the Chairman or the Company Secretary by order of the Chairman shall notify the meeting schedule to the Board of Directors not less than seven (7) days prior to the date of the meeting. Where it is urgent or necessary for the benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.

6. Quorum

- 6.1 At a meeting of the Board of Directors at least two-third of the number of directors must be present to constitute a quorum.

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- 6.2 Decision in the meeting shall be made by majority vote. Each director is entitled to one vote. In the event of tie vote, the Chairman of the meeting shall have a casting vote.
- 6.3 The director who has an interest in any matter shall not be entitled to vote on such matter.

7. Remuneration

The directors shall be paid a remuneration, the amount of which shall be fixed by the general meeting of shareholders.

This Charter shall be effective from 9th May 2022 onwards

-Signed By-

-Signed By-

(Mr. Thiraphong Chansiri)
Chairman of the Board of Directors and President &
CEO
Thai Union Group Public Company Limited

(Mr. Kirati Assakul)
Vice Chairman of the Board of Directors and
Lead Independent Director
Thai Union Group Public Company Limited

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