



**Independent Director Charter**  
**PTT Global Chemical PLC**

**1. Objectives**

The Independent Director Charter is prepared to clearly identify the compositions, qualifications, roles, duties and responsibilities of the Company's Independent Directors. By adhering to this Charter, Independent Directors will have a clear and practical guideline to perform their required duties with transparency and efficiency and in compliance with the good corporate governance principle - all to ensure trustworthiness and reliability for all shareholders and stakeholders.

**2. Compositions and Qualifications of Independent Directors**

- 2.1 Independent Directors must possess all the qualifications as defined in the Company's Corporate Governance and Business Code of Conduct Handbook. Such qualifications are also required to be reviewed and endorsed at least once every year throughout their terms.
- 2.2 Independent Directors must comprise of more than half of the Board of Directors. These Independent Directors must be experienced and fully qualified as per the specifications of the Capital Market Supervisory Board and the Company's Board of Directors.
- 2.3 The tenure of an independent director shall not exceed a cumulative of nine years from the first day of service.
- 2.4 Independent Directors can appoint one of their members to act as the Chairperson of the Independent Directors.
- 2.5 The Chairperson of the Independent Directors serves a term of three years from the day of the appointment. If the Chairperson leaves the position or, under any circumstances, has to vacate his or her position before the term ends, the Independent Directors are to appoint a qualified replacement within three months from the day the

position becomes vacant. The term of the appointed replacement will be the same as the remaining term of the former Chairperson.

### **3. Scope of Duties and Responsibilities**

Independent Directors are to maintain their neutrality at all times and are required to perform in the best interest of the Company as a whole, to ensure fair treatment for all shareholders. Responsibilities of Independent Directors can be described as follows:

- 3.1 Provide suggestions and opinions to the Board of Directors concerning important issues and beneficial to the Company and its shareholders as well as other relevant stakeholders.
- 3.2 Ensure that the Company complies with the anti-corruption policy.
- 3.3 Focus on the importance of social responsibility and environmental.
- 3.4 Seek external advice from independent consultants if needed, with the Company providing the budget for such expenses.
- 3.5 Ensure that the Company operates according to all the rules and regulations issued by the regulatory body supervising listed companies with respect to Independent Directors. The Independent Directors are also to review the definition of 'Independent Directors' to ensure that it is appropriate and complete according to the laws.
- 3.6 Review the adequacy of the Charter annually and propose recommended amendments to the Board of Directors for approval.
- 3.7 Engage in any duties as assigned by the Board of Directors, as long as they do not interfere with the independent nature of the Independent Director.

### **4. Meetings**

- 4.1 At least one meeting of the Independent Directors is to be held in each calendar year. Members of the management or any other concerned parties in the matters being discussed, or other individuals as deemed fit; can also be invited to join the meetings.

- 4.2 The required quorum for the meeting of the Independent Directors is no less than two-third of all mandatory Independent Directors. The Chairperson of the Independent Directors is also to act as the Chairperson of the meeting. If, under any circumstances, the Chairperson cannot chair the meeting, the quorum can appoint one of the Independent Directors present to act on the behalf of the Chairperson. When a vote is required in such meetings, each Independent Director is eligible to one vote. The majority of the votes are considered the resolution of the meeting. In case of equal votes of both sides, the Chairperson of the meeting is to exercise his or her vote to decide the matter.
- 4.3 Independent Directors, who may have a Conflict of Interest in any matter being discussed in a meeting, are required to leave the meeting.

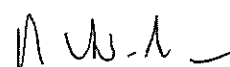
## 5. Reporting

The Independent Directors are required to provide their performance report or any worthwhile issues to the Board of Directors on a regular basis.

## 6. Development and Performance Evaluation

- 6.1 Independent Directors are encouraged to regularly participate in skills development programs or activities that contribute to the development of their knowledge, skills and performance.
- 6.2 The Independent Directors are to conduct an annual self-appraisal of their own performance and report the appraisal outcome to the Board of Directors.

This Charter takes effect from October 22, 2020 onwards.



(Mr. Piyasvasti Amranand)

Chairman