



Electricity Generating Public Company Limited

Charter of Independent Directors 2025

The Board of Directors has introduced this Charter to outline the qualifications, tenure, roles, duties, and responsibilities of Independent Directors, ensuring they align with the principles of good corporate governance. Independent Directors are expected to perform their roles with integrity, fairness, and transparency, prioritizing the interests of shareholders and stakeholders.

1. Composition

- 1.1 In addition to representative and executive directors, at least one-third of the Board of Directors must consist of independent directors. Moreover, at least one Independent Director must have expertise in accounting.
- 1.2 The Independent Directors nominate the Lead Independent Director, who is then appointed by the Board. The Lead Independent Director's qualifications, duties, and responsibilities are defined in the Charter for the Lead Independent Directors.
- 1.3 The Board Secretary serves as the secretary for Independent Directors' meetings.

2. Qualifications

- 2.1 The Independent Director is required to meet the qualifications outlined in the company's good corporate governance principles.
- 2.2 The Independent Director must demonstrate independence, exercise sound judgment, and remain impartial in their duties.
- 2.3 The Independent Director must dedicate his or her time to effectively oversee the company's operations.

3. Term of Office

- 3.1 Each Independent Director serves a term of three years, with one year meaning the duration between appointment at Annual General Meeting until the subsequent Annual General Meeting.

- 3.2 The independent directors cannot hold the position for more than 6 years in a row from the day of first appointment. Taking into account their knowledge, expertise and necessity for the interest of Company, the Board may re-appoint the retired person but he/she shall not hold the position exceeding 9 consecutive years.
- 3.3 The term of the Independent Directors concludes upon (1) the expiration of their term, (2) resignation, or (3) death.

4. Duties and Responsibilities

The Independent Directors are responsible for:

- 4.1 Reviewing, providing opinions, and providing suggestions for the company's benefit with full independence, free from conflicts of interest or influence from externals and major shareholders. The Independent Directors must voice objections when they disagree with decisions, ensuring conclusions are made in the best interest of the company, especially minority shareholders and stakeholders.
- 4.2 Recommending significant issues for consideration or acknowledgement by the Board, even if they are not on the meeting agenda.
- 4.3 Encouraging the company, its directors, and Management to adhere to good governance principles and best practices, ensuring they oversee the company with care, diligence, and integrity, while complying with laws, objectives, and resolutions set by the Board and shareholders.
- 4.4 Encourage the company, its directors, and Management to consider the expectations of minority shareholders on important matters, ensuring that any decisions or actions taken do not infringe upon or violate the rights of shareholders, particularly in cases of business transactions with stakeholders and related parties.
- 4.5 Overseeing the company's adherence to anti-corruption and anti-fraud policies.
- 4.6 Reviewing the Charter and definition of Independent Directors annually with subsequent revision if necessary or in case of any changes to ensure that the charter is appropriate and in line with duties, responsibilities, and the law or related regulations.
- 4.7 Evaluating the effectiveness of the Independent Directors annually.
- 4.8 Reviewing and representing their independence annually to the Board while serving as Independent Directors.
- 4.9 Continuously enhancing their knowledge and skills relevant to their role.
- 4.10 Fulfilling any other duties assigned by the Board, provided these duties do not affect their independence.

5. Meetings

- 5.1 Independent Directors must meet at least once a year. The Management or other relevant individuals may be invited to provide input as necessary.
- 5.2 The Lead Independent Director presides over meetings. If absent, the attending Independent Directors elect a chair for that meeting.
- 5.3 To form a quorum for the meeting, no less than half of the Independent Directors must be present.
- 5.4 Each Independent Director has one vote, and decisions are made by a majority vote. In the event of a tie, the Lead Independent Director has the deciding vote.
- 5.5 Independent Directors with a conflict of interest in any agenda item must refrain from participating in discussions or voting on that item.
- 5.6 Independent Directors are required to attend meetings regularly, with a minimum attendance rate of 75% per year.

6. Reporting

Independent Directors are accountable to the Board and must report the results of their meetings to the Board.

7. Advisors

Independent Directors may seek advice from external independent advisors when needed, with the costs covered under the company's expenses.

This Charter will take effect on June 27, 2025.



(Mr. Prasert Sinsukprasert)

Chairman

Electricity Generating Public Company Limited

Note: An English version of the Charter has been prepared from the Thai version. In the event of a conflict or a difference in interpretation between the two languages, the Thai version shall prevail.