

CENTRALPATTANA

Charter of Lead Independent Director Central Pattana Public Company Limited

1. Objectives

The Charter of Lead Independent Director of Central Pattana Public Company Limited (“CPN”) enables the Lead Independent Director’s performance to be crystal clear in support of the Board’s governance of CPN, subsidiaries, and associates so that they may align with good corporate governance, with due coordination as well as checks and balances between the Board and management. The ultimate objective is to ensure all CPN stakeholders of transparent and fair business conduct.

2. Qualifications and appointment

- 2.1 Be an independent director of CPN
- 2.2 Command leadership, vision, discretion, and fairness in job performance
- 2.3 Can freely dedicate time for overseeing CPN’s business and can provide beneficial comments and advice for its business
- 2.4 The Board appoints the Lead Independent Director.

3. Terms

- 3.1 The Lead Independent Director holds a three-year tenure from the appointment date or up to the remaining director’s tenure
- 3.2 The Lead Independent Director can be reappointed upon term completion for the sake of uninterrupted business
- 3.3 If the Lead Independent Director leaves office for any reason before term completion, the Board must appoint a replacement within three months from the date when the position becomes vacant

- 3.4 The Lead Independent Director leaves office on
- 1) Lead Independent Director's term completion
 - 2) Resignation or dismissal from the Board.

4. Duties and responsibilities

- 4.1 Chair the meetings of independent directors
- 4.2 Coordinate with the Board Chairman and management in setting Board meeting agenda to ensure that key matters are included so that the Board may duly deliberate and acknowledge them in a timely manner
- 4.3 Represent independent directors in consultation with the Board Chairman and management on issues concerning governance and key matters considered suitable by independent directors, and coordinate their views as well as observations for the Board's consideration
- 4.4 Chair Board meetings on agenda items where the Board Chairman has vested interests and where the Board Chairman cannot attend.

5. Meetings

- 5.1 Independent directors must meet at least once annually and may invite management team members and relevant parties to their meetings
- 5.2 The Lead Independent Director is authorized to call meetings of independent directors
- 5.3 The Lead Independent Director reports meeting outcomes to the Board after independent directors' meetings
- 5.4 The Company Secretary or an assigned officer prepares such meeting minutes.

This Charter of Lead Independent Director takes effect from October 9, 2019.