



Company Secretary Charter

PrukSA Holding Public Company Limited

Company Secretary Charter

1 Objectives

In order to support the operations of the Company's Board of Directors and Sub-Committees and to ensure that Pruksa Holding Public Company Limited ("PSH") and its subsidiaries correctly comply with all applicable laws, the regulations of the governing agencies in the capital market, the Company's Articles of Association, and resolutions of shareholders' meetings, the Board of Directors hereby determines the duties and responsibilities of the Company Secretary to ensure that they can perform their duties responsibly and effectively.

2 Qualifications of the Company Secretary

- 2.1 The Company Secretary must have a degree in law, business administration, or economics and/or have passed training related to company secretary duties conducted by an organization or agency recognized by the capital market.
- 2.2 The Company Secretary must have knowledge, capabilities, and at least five years of experience beneficial to the duties of a company secretary or expertise in the capital market law and the laws related to public limited companies in order to support the effective and efficient performance of the Board and the Sub-Committees.

3 Appointment, Term of Office, and Retirement

- 3.1 Appointment: The Company Secretary shall be appointed by the Board.
- 3.2 Term of Office: The Company Secretary shall occupy the position for as long as the Board considers appropriate. If the company secretary position becomes vacated, the Board shall appoint another person with all the above qualifications as the new Company Secretary within 90 days from the date that the previous company secretary retires, resigns, or is unable to carry out the duties. While the position is vacant, the Board shall assign one director or one executive with the right qualifications to fill the position temporarily.
- 3.3 Retirement: The Company Secretary shall retire from the position due to death, resignation, or the resolution of the Board to remove them from the position.

4 Scope of Duties and Responsibilities

Apart from the roles and duties under Sections 89/15 and 89/16 of the Securities and Exchange Act (No.4) B.E.2551 (2008), the Board of Directors prescribes that the Company Secretary shall have the following duties and responsibilities.

- 4.1 To carry out the duties with a sense of responsibility, diligence, and honesty in accordance with the laws, the Company's objectives, the Articles of Association, the resolutions of the Board of Directors, and resolutions of shareholders' meetings pursuant to Section 89/23 of the Securities and Exchange Act (No.4) B.E.2551 (2008).
- 4.2 To organize board meetings and shareholders' meetings pursuant to the applicable laws, the Company's Articles of Association, the regulations applicable to the Company, the Charter, and the Best Practices.
- 4.3 To take notes and prepare comprehensive and complete minutes within the period specified by law.
- 4.4 To notify the involved executives of the resolutions and policies of the Board and the shareholders; to monitor the implementation of such resolutions and policies, and to coordinate and follow up on the implementation of the resolutions of the board meetings and the resolutions of the shareholders' meetings.
- 4.5 To prepare and retain the directors' registration, board meeting invitation letters, minutes of board meetings, shareholders' meeting invitation letters, and minutes of shareholders' meetings.
- 4.6 To ensure that all data and information are disclosed in accordance with all regulations, notifications, and rules of the Stock Exchange of Thailand, the Securities and Exchange Commission, and other related regulatory agencies, as well as the good governance principles.
- 4.7 To retain the conflict-of-interest forms submitted by the Directors or the Executives, and to submit copies of the forms to the Chairman of the Board of Directors and the Chairman of the Audit Committee for their review.
- 4.8 To retain copies of the reports on changes in securities held by the Directors or the Executives.
- 4.9 To advise the Directors regarding laws and regulations related to good governance, how to maintain the Company's status as a listed company, and laws and regulations related to the Company's business operation.

4.10 To care for, maintain, and update important corporate documents such as the Certificate of Incorporation, the Memorandum of Association, and the Articles of Association to ensure they are always up to date.

4.11 To carry out other tasks assigned by the Board and the Sub-Committees or as prescribed by the Capital Market Supervisory Board.

5 Reporting

The Company Secretary reports directly to the Board of Directors.

This charter is effective from 15 March 2024 onward.

-Signed-

(Dr. Prasarn Trairatvorakul)

Chairman of the Board of Directors

Pruksa Holding Public Company Limited