

**CHIEF EXECUTIVE OFFICER CHARTER**  
**PROEN CORP PUBLIC COMPANY LIMITED (the “Company”)**

**1. Purpose**

The Board of Directors has resolved to adopt this Chief Executive Officer Charter in order to support the Chief Executive Officer (“CEO”) in performing his/her duties with responsibility and in the best interests of the Company, and in alignment with the principles of good corporate governance.

**2. Appointment of the Chief Executive Officer**

The Chief Executive Officer shall be appointed by the Board of Directors of the Company.

**3. Qualifications of the Chief Executive Officer**

- 3.1 The CEO must be a person possessing knowledge, competence, honesty, integrity, and ethical business conduct, and must have sufficient time to devote his/her knowledge and abilities to the performance of duties for the Company.
- 3.2 The CEO must possess the qualifications and must not have any prohibited characteristics as prescribed under the Public Limited Companies Act, the Non-Life Insurance Act, and other applicable laws. The CEO must also not have any characteristics indicating a lack of suitability to be entrusted with the management of a publicly held company, as prescribed by the Capital Market Supervisory Board.
- 3.3 The CEO must not engage in any business of the same nature as, and competing with, the Company’s business; nor become a partner in an ordinary partnership; nor an unlimited liability partner in a limited partnership; nor a director of a private company or any other company conducting a business of the same nature and in competition with the Company, whether for personal benefit or for the benefit of others, unless prior disclosure has been made to the shareholders’ meeting before the resolution appointing such person.

**4. Nomination and Appointment Consideration**

- 4.1 The Board of Directors shall undertake the nomination and propose a person who possesses the qualifications as specified in this Charter to serve as CEO. The nomination shall be submitted to the Board of Directors for consideration and appointment.
- 4.2 The CEO shall vacate office upon:
  - a) death;
  - b) resignation;



- c) lack of qualifications as prescribed in this Charter, or possession of prohibited characteristics under the Public Limited Companies Act, or characteristics indicating a lack of trustworthiness under SEC Notification No. KorJor. 8 / 2 5 5 3 Re: Determination of Untrustworthy Characteristics of Directors and Executives of Public Companies under the Securities and Exchange Act (as amended), relevant SEC notifications, the Non-Life Insurance Act, or relevant notifications of the Office of Insurance Commission (OIC); or
- d) removal by resolution of the Board of Directors, whereby such resolution must be passed by not less than three-fourths (3/4) of the directors present and entitled to vote.

## 5. Powers, Duties, and Responsibilities

The CEO shall have the following powers, duties, and responsibilities:

- 5.1 To perform duties with responsibility, due care, and integrity, giving primary consideration to the best interests of the Company, and to ensure compliance with applicable laws, the Company's objectives, Articles of Association, and resolutions of shareholders' meetings.
- 5.2 To manage, supervise, and approve the Company's day-to-day operations for the benefit of the Company and in accordance with the policies, strategies, and operational plans established by the Board of Directors and/or the Executive Committee, and within the scope of authority prescribed by the Board of Directors and applicable laws.
- 5.3 To prepare policies, strategies, goals, business plans, annual budgets, management structures, and management authorities for submission to the Executive Committee for consideration prior to proposing them to the Board of Directors for approval.
- 5.4 To monitor, control, and regularly report the Company's overall performance to the Board of Directors and the Executive Committee.
- 5.5 To ensure that senior executives and personnel in all departments perform their duties efficiently and effectively, to promote continuous organizational and personnel development, and to maintain the Company's good corporate image.
- 5.6 To determine and adjust the Company's management structure to align with corporate policy and industry competitive conditions.
- 5.7 To hire, appoint, transfer, remove, dismiss, and determine compensation for employees below the CEO level in accordance with the Company's regulations.
- 5.8 To issue, amend, supplement, and improve the Company's regulations, rules, and operational instructions to ensure compliance with corporate policies, safeguard the Company's interests, and maintain internal discipline.
- 5.9 To delegate authority and/or assign duties to other persons within the scope of approval authority, regulations, or instructions prescribed by the Board of Directors and/or the Executive Committee.



5.10 To act and represent the Company in dealings with external parties in matters related to and beneficial to the Company.

5.11 To approve operational and ordinary expenses within the approved budget limits, and to negotiate and approve the execution of juristic acts, contracts, and/or transactions relating to the Company's operations within the authority and/or financial limits approved by the Board of Directors and/or directors.

5.12 To perform any other duties as assigned by the Executive Committee and/or the Board of Directors. Notwithstanding the foregoing, the delegation of authority to the CEO shall not include the authority to approve any transaction in which the CEO, any sub-delegate, or any person who may have a conflict of interest (as defined in the notifications of the Capital Market Supervisory Board) has an interest or other conflicting interest with the Company. Approval of such transactions must be submitted to the Board of Directors and/or the shareholders' meeting (as the case may be) in accordance with the Company's Articles of Association and applicable laws.

## 6. Review and Amendment of the Charter

The CEO shall review this Charter annually and shall propose any amendments as deemed appropriate to the Board of Directors for acknowledgement and consideration.

## 7. Effective Date

This Chief Executive Officer Charter was reviewed and approved at the Board of Directors' Meeting No. 2/2026 held on 25 February 2026 and shall be effective from 26 February 2026 onwards.



Dr. Satit Puttachaiyong  
Chairman of the Board

