

(Translation)

Charter of the Board of Directors

R&B Food Supply Public Company Limited recognizes and places great importance on corporate governance. In addition, the Board of Directors must strictly perform their duties in accordance with the Company's regulations in accordance with the Public Companies Act in accordance with relevant laws. Related to securities and the stock exchange and other legal matters. The Company has established a charter for the Board of Directors in order to emphasize the roles and responsibilities of the Board of Directors. To be in line with the principles of good corporate governance set forth by the Stock Exchange as follows:

1. Composition of the Board of Directors

Board of Directors Must have the following elements:

- 1.1 The Board of Directors consists of not less than 5 directors and not less than half of the total number of directors. in Thailand and every director must have qualifications as specified by law.
- 1.2 The committee structure must consist of at least one-third of the total number of independent directors. But there must not be less than 3 people. The independent directors must have all the qualifications according to the criteria for qualifications of independent directors as specified in the announcement of the Capital Market Supervisory Board No. TorChor. 39/2016 regarding Requesting permission and permission to offer newly issued shares (“Announcement TorChor. 39/2016”) or that will be revised in the future.
- 1.3 The Company's Board of Directors consists of at least 3 Audit Committee members. This Audit Committee must have all the qualifications according to Announcement TorJor. 39/2016, including those that will be revised in the future. In addition, there is a scope of duties and responsibilities as announced by the Stock Exchange of Thailand.
- 1.4 The Board of Directors will elect one director to be the Chairman of the Board of Directors. In cases where the Board of Directors considers it appropriate, it may elect one or more directors to be the Vice Chairman of the Board of Directors.

- 1.5 The company has a policy to appoint the chairman of the board of directors. Must not be the same person as the Chief Executive Officer and not be a spouse, or the child of the Chief Executive Officer Except in the case where the company has more than half of the total number of independent directors.
- 1.6 Company directors do not have to be shareholders of the company.
- 1.7 The shareholder meeting shall appoint company directors according to the following criteria and methods.
 - ก) Each shareholder has votes equal to 1 share per 1 vote.
 - ข) Each shareholder may use the votes they have to elect one or more persons to be directors of the company. In the case of electing several persons to be directors of the company Votes cannot be allocated to anyone, however much (voting for the election of company directors on a Non - Cumulative basis only)
 - ค) Persons receiving the highest number of votes in descending order Be elected as a Company Director equal to the number of Company Directors that should be or will be elected at that time. In the event that the persons elected in descending order have the same number of votes, the number of directors that should be or will be elected at that time exceeds the number of directors of the Company. The chairman of the shareholder meeting shall have the deciding vote.
- 1.8 In the event that the position of company director is vacant for reasons other than retirement at the end of the term. The Board of Directors may select persons who are qualified, and does not have any prohibited characteristics according to law to be a replacement director at the next meeting of the Board of Directors. Unless the term of the said director is less than 2 months remaining, the person who becomes the director in his place will hold the position of director of the Company only for the remaining term of the director he replaces.
- 1.9 Board of Directors Establish a policy on diversity of the Company's directors. that must be recruited For those who will serve as directors, considering the necessary skills that are still lacking in the board, including professional expertise, without limiting the gender of those who will serve as directors. in any way so that the committee will be even stronger.

2. Qualifications of the Board of Directors

- 2.1 Directors must be persons with knowledge, abilities, and experiences that will be beneficial to business operations. Be honest, honest, have ethics in doing business and have enough time to dedicate knowledge. ability and perform duties for the company fully
- 2.2 Directors must have all qualifications and must not have prohibited characteristics according to the law on public limited companies. and the law on securities and exchange They must also not have characteristics indicating a lack of suitability to be trusted to manage a business in which the public is the shareholder as specified by the Office of the Securities and Exchange Commission.
- 2.3 Directors cannot operate businesses that have the same nature and compete with the Company's businesses. or become a partner or directors of other juristic persons having the same condition and competing with The Company's business is carried out whether for its own benefit or for the benefit of others. unless the shareholder meeting is informed before the appointment resolution is made.
- 2.4 Number of registered companies that each director may hold directorship positions in not more than 3 companies

3. Duties and responsibilities of the Board of Directors

The Board of Directors has the following duties and responsibilities:

- 3.1 Manage the company in accordance with the law, objectives, and company regulations. as well as the resolutions of the meeting Legitimate shareholders with honesty Be careful to protect the interests of the company.
- 3.2 Arrange a shareholder meeting, an annual general meeting, within 4 months from the end of the company's accounting period. The company should send the shareholder meeting invitation, including the agenda and supporting documents for consideration, in a reasonable amount of time in advance. and must not be less than the period specified in the company regulations.
- 3.3 Arrange a meeting of the Board of Directors at least once every 3 months. and it should be a full board meeting When considering voting on matters or transactions that are significant Significant items should include: List of acquisitions or disposals of assets of the Company and its subsidiaries that have a significant impact on the Company. List of important asset purchases or sales Expanding investment projects Consideration and approval of entering into connected transactions

- Determination of the level of authority and setting policies for financial management and risk management of the company's business, etc.
- 3.4 Provide an internal control system internal audit and efficient and effective risk management
 - 3.5 Provide an accounting system Reliable financial reporting and auditing, including ensuring that there is a document storage system that allows the accuracy of information to be checked later.
 - 3.6 Arrange for the preparation of financial statements at the end of the company's accounting period to be accurate in showing the financial position and operating results of the past year in a truthful, complete and accurate manner. Conforms to generally accepted accounting standards. and examined by the company's auditor before being presented to the general meeting of shareholders for consideration and approval.
 - 3.7 Consider and approve the appointment of an auditor who has qualifications as required by law, regulations, announcements, and consider and approve the annual audit fee. To present to the general meeting of shareholders for consideration and approval.
 - 3.8 Set goals, guidelines, policies, and business plans. and the company's budget Control and supervise (Monitoring and Supervision) the administration and management of the management team to ensure that they are in accordance with the policies, plans, and budgets that have been set with efficiency and effectiveness.
 - 3.9 Review, inspect and approve business expansion plans. large investment projects as well as joint investments with other entrepreneurs proposed by the management.
 - 3.10 Consider specifying and changing the names of directors who have authority to bind the company.
 - 3.11 Consider proposing annual dividend payments to shareholders for approval at the annual general meeting of shareholders. and consider approving the payment of interim dividends to shareholders When it is seen that the company is reasonably profitable to do so. and report such dividend payment to the shareholders' meeting at the next shareholder meeting.
 - 3.12 Enforce control policies and corporate governance mechanisms for companies investing in subsidiaries. or associated companies including
 - 3.12.1 Perform duties according to the scope of duties and responsibilities that have been established for directors who have been approved by the Board of Directors meeting to

- become directors. or executives of subsidiaries or associated companies in proportion to the Company's shareholding in such subsidiaries or associated companies.
- 3.12.2 Follow up on the performance of subsidiaries or joint ventures to ensure that they are in line with plans and budgets on an ongoing basis.
- 3.12.3 Monitor and ensure that subsidiaries disclose information regarding financial status and operating results. Making transactions between each other and the acquisition or disposal of assets that are significant to the Company correctly and completely.
- 3.12.4 If it is the case that the subsidiary enters into a transaction with a connected person There is the acquisition or disposal of property. or doing any other important transactions The Board of Directors especially Directors or any other persons who receive a resolution from the Board of Directors' meeting To be appointed as a director or executives in subsidiaries It is responsible for supervising subsidiaries to comply with regulatory mechanisms regarding transactions with connected persons. List of assets acquired and sold Including important transactions as specified by the company. Consider such transactions of subsidiaries in the same way as transactions under the same criteria, nature and size as the company must receive resolutions from the board of directors' meeting or shareholders' meeting. of the company, as the case may be
- 3.13 Consider and resolve to approve the appointment, change of persons to become directors and/or executives in subsidiaries or associated companies in proportion to their shareholding in the subsidiaries or associated companies. Including determining the use of control policies and corporate governance mechanisms in which companies invest in subsidiaries or joint ventures. To show that the company has a mechanism for supervising its subsidiaries as specified in Announcement TorJor. 39/2016 regarding requesting permission and granting permission to offer newly issued shares as amended. Including those that will be corrected in the future.
- 3.14 Consider determining the management structure. Has the power to appoint Executive Committee Chief Executive Officer and other subcommittees as appropriate, such as the audit committee Nomination and Remuneration Committee, etc., including determining the scope of authority and duties and/or remuneration of the executive committee Chief Executive Officer and various sub-committees appointed

In this regard, the delegation of authority within the specified scope of authority and duties must not be in the nature of delegation of authority that causes the Executive Committee Chief Executive Officer And the various subcommittees can consider and approve transactions that may have conflicts of interest. or any other conflicts of interest with the company or subsidiaries (if any), except for approval of transactions that are in accordance with policies and criteria that the Board of Directors has already considered and approved.

In the case where the Board of Directors has assigned the Chief Executive Officer or other persons acting on behalf of the Board of Directors in any matters Such delegation must be in writing. or clearly recorded as a resolution of the Board of Directors in the minutes of the Board of Directors' meeting and clearly specify the scope of authority and duties of the assignee.

- 3.15 The board of directors may authorize one or more directors or any other person to perform any act on behalf of the board. It is under the control and supervision of the committee. or may authorize such person to have authority as the board deems appropriate and within a period of time that the board deems appropriate. The committee may cancel , revoke, change or amend such authorization when appropriate.

In this regard, the delegation of power Must not be in the nature of granting authority to such person. Able to consider and approve transactions which he or any person may have a conflict of interest in any other manner. that will be made to the company or its subsidiaries (if any) unless it is an approval of a normal business transaction and according to general trade conditions or according to the policies and criteria that the Board of Directors considers and Already approved It is subject to the rules, conditions and procedures as specified regarding connected transactions. and the list of acquisitions or disposals of important assets According to the announcement of the Capital Market Committee and/or any other announcements from relevant agencies

- 3.16 Directors and executives must report to the company their own or related persons' interests. which is an interest related to the management of the activities of the company or subsidiary in accordance with the rules, conditions and procedures announced by the Capital Market Supervisory Board.
- 3.17 Consider setting policies and supervising to have a system that supports effective and efficient anti-corruption to ensure that the management is aware of and gives importance to anti-corruption in all forms. and receive reports on the implementation of anti-corruption policies and measures.

- 3.18 Directors, executives, including spouses or minor children of directors are prohibited. or executives Use information within the company and subsidiaries or associated companies Either obtained from the performance of duties or in any other way. that have or may have a significant impact on the Company Subsidiary or associated company For the benefit of yourself or others, whether directly or indirectly, and whether or not you receive compensation or not.
- 3.19 Directors and executives of the company including related persons of such directors and executives Has a duty to inform the company of the relationship and transactions with the company Subsidiaries or associated companies in a manner that may cause conflicts of interest. and avoid transactions that may cause conflicts of interest with the company Such subsidiary or joint company
- 3.20 Appoint a company secretary to assist the board of directors in performing various tasks. To ensure that the Company's business operations are in accordance with relevant laws, rules, regulations and guidelines.
- 3.21 Appointment of directorship in other companies by the Chief Executive Officer and senior executives of the company Can hold the position of director of a company elsewhere, subject to approval from the board of directors.

4. Roles and duties of the Chairman of the Board of Directors

- 4.1 Serving as the chairman at the meeting of the Board of Directors
- 4.2 Decisive voting in cases where the Board of Directors' meeting has voting and the votes on both sides are equal.
- 4.3 He is the person who calls a meeting of the Company's Board of Directors.
- 4.4 Acting as chairman at the shareholder meeting

5. Appointment of company directors and term of office

- 5.1 Election of company directors shall be in accordance with the company regulations. and related laws There must be transparency and clarity in selecting company directors. The educational history and professional experience of that person must be considered, including qualifications and the absence of prohibited characteristics. with sufficient details for consideration For the benefit of decision - making by the Board of Directors and shareholders.
- 5.2 Company directors have a term of office of 3 years (where 1 year here means the period between the date of the general meeting of shareholders of the year in which they are appointed. until the next

year's general meeting of shareholders). In this regard, company directors who retire from office upon completion of their term may be nominated and reappointed to hold new positions again.

- 5.3 At every annual general meeting At least one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, The number closest to one-third (1/3) of the directors who must retire from office in the first and second years after the registration of the company is to be removed. Use the method of drawing lots to see whoever can leave.

In addition to retiring from office according to the term Company directors will leave their positions when

- dead
- resign
- Lacking qualifications or having prohibited characteristics according to the law regarding public limited companies, and/or the law regarding securities and exchange
- The shareholder meeting voted to remove with a vote of not less than three-fourths of the number of shareholders who attended the meeting and had the right to vote, and have shares totaling not less than half of the number of shares held by shareholders who attended the meeting and had voting rights.
- The court ordered him to leave.

- 5.4 Any director wishing to resign from their position must submit a resignation letter to the company. Resignation shall be effective from the date the resignation letter reaches the company. Directors who resign may also notify their resignation to the Public Company Registrar.

- 5.5 In the event that the position of company director is vacant for reasons other than retirement at the end of the term. The Board of Directors shall select persons who have qualifications and do not have prohibited characteristics according to the law on public limited companies, and the Securities and Exchange Act requires that he be appointed as a director of the company in his place. The next meeting of the Board of Directors Unless the term of the said director is less than 2 months remaining, the person who becomes the director in place of the said person will remain in the position. Company directors can only serve the remaining term of the company director they replace.

5.6 The term of office of independent directors shall not exceed 9 years without conditions, starting from 1 January 2021 onwards .

6. Board of Directors Meeting

The Board of Directors' meetings are as follows:

- 6.1 The Board of Directors must hold a meeting to acknowledge the Company's operating results at least every 3 months. At the meeting, the directors must express their opinions and use their independent judgment. Directors should attend every meeting. In addition to force majeure events which must be notified to the secretary of the board of directors in advance. Companies must report the number of meetings of the committee in the annual report. In each committee meeting, in order for all committee members to know in advance, the committee secretary must send a meeting invitation letter to all committee members to inform them of the date, time, place, and meeting agenda. It is delivered at least 7 days in advance and is the person who collects meeting documents from the directors. and management To be sent to the committee in advance and such documents must provide sufficient information for decision making and independent use of discretion by the committee. The secretary of the committee must record the issues in the meeting to prepare a meeting report which must have complete content. and completed within 14 days from the completion of the meeting to propose to the Chairman of the Board of Directors for signature and must provide a good storage system that is convenient for searching and maintains secrets well.
- 6.2 Company directors who have an interest in any matter do not have the right to vote on that matter. In addition to voting to elect directors and consideration of directors' remuneration
- 6.3 Minimum number of quorum at the time when the committee will vote at the committee meeting that There must be no less than two-thirds of the total number of directors.
- 6.4 Voting at a meeting of the Board of Directors shall be based on the opinion of the majority. In cases where the votes are equal, the chairman of the meeting shall cast one additional vote as the deciding vote. However, the opinions of other directors who did not vote in agreement must be stated in the minutes of the meeting.

7. Evaluation of the performance of the Board of Directors

Evaluation of the performance of the Board of Directors Specify that performance be evaluated annually. The Board of Directors will evaluate the performance of the Board of Directors as a whole and individually.