

Charter of the Board of Directors

Business Alignment Public company Limited

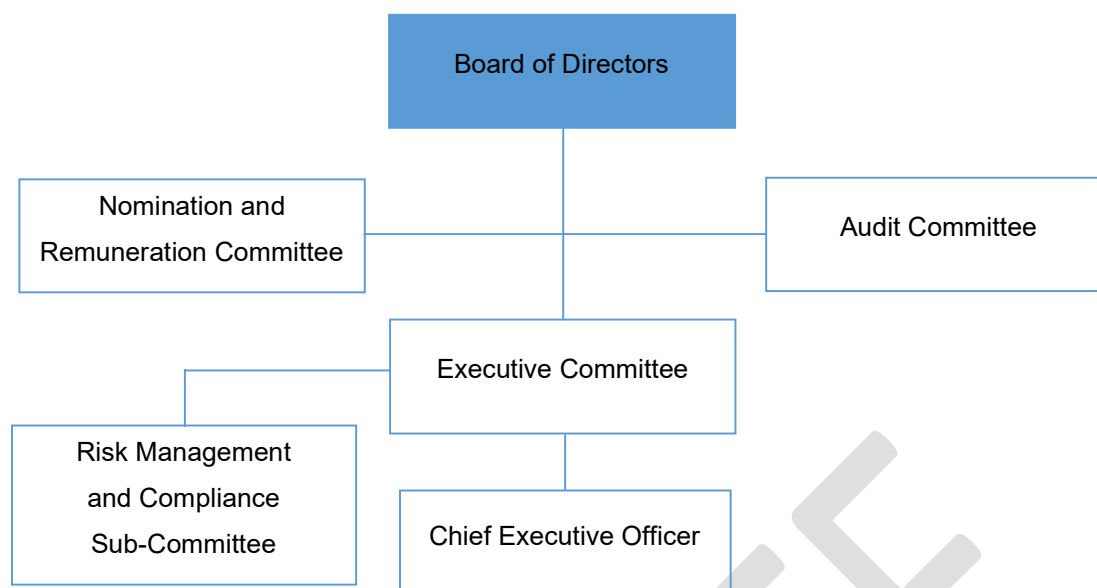
Charter of the Board of Directors

Objective

The Board of Directors of Business Alignment Public Company Limited (“the Company”) is aware of and places importance on good corporate governance, performing its duties with responsibility, efficiency, transparency, prudence, and integrity, as a reasonable person conducting such business would under the same circumstances. The Board assesses risks across all factors, prevents and counters fraud and corruption, and promotes continuous development in order to safeguard the interests of shareholders and stakeholders. Therefore, the Charter of the Board of Directors has been established to serve as a principle to be strictly adhered to and implemented effectively.

Definition

- The Independent Director (“ID”) refers to a director who is independent of major shareholders, or the major shareholder group and the Management, and who possesses all qualifications stipulated by the criteria of the Capital Market Supervisory Board.
- Non-Executive Director (“NED”) refers to a director who is not a member of the Management and is not involved in the day-to-day management of the Company.
- Executive Director refers to a director who is directly involved in the administration or operation of the Company’s business and has the authority to make decisions regarding various day-to-day business operations.
- The Top Executive refers to the Company’s highest-ranking executive with the authority to make decisions, as outlined in the manual of authority. This is currently the position of Chief Executive Officer.
- The Chief Executive Officer (“CEO”) refers to the highest-ranking executive in the Company, responsible for overseeing business operations, planning strategic initiatives, and managing the Company’s day-to-day activities.



Composition of Board of Directors

- The Board consists of at least five directors, with no less than half of the total number of directors required to reside in the Kingdom. The directors shall meet the qualifications set by law and the Company's Articles of Association, without any discrimination based on gender or other differences.
- The Board of Directors shall include at least one-third independent directors. The Board has approved the definition of an independent director as a person who fully meets the qualifications and independence that is in accordance with the criteria of the Capital Market Supervisory Board. At present, the said regulations stipulate the following qualifications of independent directors.
 - (a) holding shares not exceeding one percent of the total number of voting rights of the company, its parent company, subsidiary, associated company, major shareholder or controlling person, including the shares held by related persons of such independent director;
 - (b) neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of appointment. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
 - (c) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the company or its subsidiary;

- (d) not having a business relationship with the company, its parent company, subsidiary, associated company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor having been a significant shareholder or controlling person of any person having business relationship with the company, its parent company, subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

- (e) neither being nor having been an auditor of the company, its parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years from the date of appointment;
- (f) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million baht from the company, its parent company, subsidiary, associated company, major shareholder or controlling person, and neither being nor having been a significant shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of appointment;
- (g) not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;
- (h) not operate any business which has the same nature as and is in significant competition with the business of the company or subsidiary, or not being a principal partner in any partnership, or not being an executive director, employee, staff, or advisor who receives salary; or not holding shares exceeding one per cent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of the company or subsidiary;

- (i) not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under (a) to (i) of the first paragraph, the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder or controlling person, providing that such decision shall be in the form of collective decision.

- The Board consists of directors with diverse qualifications in terms of skills, experience, expertise, and specific characteristics, including gender and age, which align with the Company's business strategies. These qualities are essential for achieving the organization's objectives and goals, as outlined in the Board Skill Matrix. This matrix covers areas such as medical field, engineering, accounting and finance, information technology, business management, organizational leadership, and corporate governance etc. At least two directors shall have knowledge of the Company's business, and at least one shall have expertise in accounting or finance.
- The Board of Directors shall elect one of the members to be the Chairman of the Board who is an independent director and is not the same person as the Chief Executive Officer. Additionally, there is no familial or business relationship between them. The roles and responsibilities of the Chairman and the CEO are clearly separated.

Qualification of Board

- Possessing qualifications as stipulated by the Public Limited Companies Act, securities and exchange laws, the Company's Articles of Association, and corporate governance policy, as well as not having any disqualifying characteristics according to the Notification of the Capital Market Supervisory Board.
- Having knowledge, skills, leadership qualities, and broad vision.
- Upholding honesty, integrity, code of conduct, and business ethics, along with any additional qualifications that may be specified by law or deemed appropriate by the Board.
- Having sufficient time and independence to fully dedicate himself or herself to serve the best interests of the Company.

Board Diversity

The nomination of directors considers diversity in the structure of the Board, including education, work experience, skills, and knowledge, without restrictions based on gender, age, race, nationality, religion, or other differences.

Roles, Duties and Responsibilities of the Board of Directors

1. To perform its responsibilities in compliance with its fiduciary duties and ensure that the Company operates in accordance with applicable law and standards.
2. Establish clear leadership role and responsibilities of the Board
 - 2.1. To demonstrate a thorough understanding of its leadership role, assume its responsibilities in overseeing the Company, and strengthen good governance, including:
 - defining objectives;
 - determining means to attain the objectives; and
 - monitoring, evaluating, and reporting on performance.
 - 2.2. To exercise its leadership role and pursue the following governance outcomes for achieving sustainable value creation:
 - competitiveness and performance with long-term perspective;
 - ethical and responsible business;
 - good corporate citizenship; and
 - corporate resilience.
 - 2.3. To demonstrate a thorough understanding of the division of the Board and Management responsibilities, clearly define the roles and responsibilities of Management and monitor Management's proper performance of its duties.
3. Define objectives that promote sustainable value creation
 - 3.1. To define objectives that promote sustainable value creation and governance outcomes as a framework for the operation of the Company
 - 3.2. To ensure that the Company's annual and medium-term objectives, goals, strategies, and plans are consistent with the long-term objectives, while utilizing innovation and technology effectively.
4. Strengthen the Board effectiveness
 - 4.1. To determine and review the Board structure, in terms of size, composition, and the proportion of independent directors so as to ensure its leadership role in achieving the Company's objectives.
 - 4.2. To select an appropriate person as the Chairman and ensure that the Board composition serves the best interest of the Company, enabling the Board to make its decisions as a result of exercising independent judgement on corporate affairs.
 - 4.3. To ensure that the policy and procedures for the selection and nomination of directors are clear and transparent resulting in the desired composition of the Board
 - 4.4. To consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, linked to the performance of each individual director and the Company, and provide incentives for the Board to lead the Company in meeting its objectives, both in the short and long term
 - 4.5. To ensure that all directors are properly accountable for their duties, responsibilities and (in-) actions, and allocate sufficient time to discharge their duties and responsibilities effectively

- 4.6. To ensure that the Company's governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate
 - 4.7. To conduct a formal annual performance evaluation of the Board, its sub-committees, and each individual director. The evaluation results shall be used to strengthen the effectiveness of the Board.
 - 4.8. To ensure that the Board and each individual director understand their roles and responsibilities, the nature of the business, the Company's operations, relevant law and standards, and other applicable obligations, as well as support all directors in updating and refreshing their skills and knowledge necessary to carry out their roles on the Board and the sub-committees.
 - 4.9. To ensure that the Board can perform its duties effectively and has access to accurate, relevant and timely information, as well as appoint a company secretary with necessary qualifications, knowledge, skills, and experience to support the Board in performing its duties.
5. Ensure effective CEO and people management
 - 5.1. To ensure that a proper mechanism is in place for the nomination and development of the Chief Executive Officer (CEO) and key executives for ensuring that they possess the knowledge, skills, experience, and characteristics necessary for the Company to achieve its objectives.
 - 5.2. To ensure that an appropriate compensation structure and performance evaluation are in place
 - 5.3. To consider its responsibilities in the context of the Company's shareholder structure and relationships, which may impact the management and operation of the Company.
 - 5.4. To ensure the Company has effective human resources management and development programs for ensuring that the Company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff
6. Nurture innovation and responsible business
 - 6.1. To prioritize and promote innovation that creates value for the Company and its shareholders together with benefits for its customers, other stakeholders, society, and the environment, in support of sustainable growth of the Company
 - 6.2. To encourage management for adopting responsible operations and incorporate them into the Company's operations plan. This is to ensure that every department and function in the Company adopts the Company's objectives, goals, and strategies, applying high ethical, environmental and social standards, and contributes to the sustainable growth of the Company.
 - 6.3. To ensure that management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the Company to meet its objectives
 - 6.4. To establish a framework for governance of enterprise IT that is aligned with the Company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the Company's objectives.
7. Strengthen effective risk management and internal control
 - 7.1. To ensure that the Company has effective and appropriate risk management and internal control systems that are aligned with the Company's objectives, goals and strategies and comply with applicable law and standards

- 7.2. To establish an audit committee that can act effectively and independently
- 7.3. To manage and monitor conflicts of interest that might occur between the Company, Management, directors, and shareholders, as well as prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties
- 7.4. To establish a clear anti-corruption policy and practices (including communication and staff training), and strive to extend its anti-corruption efforts to stakeholders

8. Ensure disclosure and financial integrity

- 8.1. To ensure the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements
- 8.2. To monitor the Company's financial liquidity and solvency
- 8.3. To ensure that risks to the financial position of the Company or financial difficulties are promptly identified, managed and mitigated, and that the Company's governance framework provides for the consideration of stakeholder rights.
- 8.4. To ensure sustainability reporting, as appropriate
- 8.5. To ensure the establishment of a dedicated Investor Relations function responsible for regular, effective and fair communication with shareholders and other stakeholders (such as analysts and potential investors)
- 8.6. To ensure the effective use by the Company of information technology in disseminating information

9. Ensure engagement and communication with shareholders

- 9.1. To ensure that shareholders have the opportunity to participate effectively in decision-making involving significant corporate matters
- 9.2. To ensure that shareholders' meetings are held as scheduled and conducted properly, with transparency, and ensuring inclusive and equitable treatment of all shareholders and their ability to exercise their rights
- 9.3. To ensure accurate, timely and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings.

The Board of Directors has the authority to approve various matters, for example:

- The Company's vision, mission, and direction.
- Annual plans and budgets.
- Investments, project implementation, and key contracts for the Company and its subsidiaries.
- Dividend policy.
- Performance evaluation of the Board and the CEO.
- Appointment of directors who resign during the year and the formation of subcommittees.
- Determination of authorized signatories for the Company.
- Appointment of representatives as directors in the Company's subsidiaries and setting governance guidelines for those entities.

Matters involving shared responsibility of the Board and Management:

- Formulating and reviewing policies and strategies, plans, and targets.
- Ensuring robust system for risk management and internal control.
- Clearly defining Management's responsibilities.
- Overseeing appropriate policies and plans for resource allocation, including HR, IT and budgeting.
- Monitoring and evaluating financial and non-financial corporate performance.
- Ensuring integrity of financial and non-financial information disclosures.

Roles and Duties of the Chairman of the Board

1. To supervise, monitor, and ensure that the Board of Directors performs their duties efficiently and achieves the Company's objectives and goals.
2. To encourage the Board of Directors to carry out their duties as per corporate governance practices and contribute to the Company's ethical culture and good corporate governance.
3. To jointly set the Board meeting's agenda with the Chief Executive Officer, ensuring the inclusion of the important matters.
4. To summon meeting for Board and preside over the Board's meeting and the Shareholders' Meeting.
5. To ensure that meetings have the efficiency and the sufficient time for the Management's presentation, encourage and support board members to have queries and express their opinions freely, and supervise the meetings to focus on agenda matters, as well as summarize the resolutions.
6. To promote constructive relations between executive and non-executive directors, and between the Board and the Management.
7. To communicate important information to the Board members.

Meetings of the Board of Directors

- The Board of Directors is required to meet at least four times a year (once every three months), with a meeting schedule prepared in advance for each year. The company secretary informs all directors of the meeting schedule by the last quarter of the prior year. Additional meetings are convened as and when circumstances warrant.
- When calling a board meeting, the meeting notice and supporting documents (in hard copy and/or electronic format) shall be sent to all directors at least five working days before the meeting. However, in urgent cases where the Company's interests are at stake, the notice may be sent through other means and the meeting scheduled sooner.

- A quorum for each board meeting requires at least two-thirds of the total number of directors to be present. For any resolution to be made, at least two-thirds of the directors shall participate in the vote.
- Board decisions are determined by a majority vote, with each director having one vote. In case any director has a vested interest in any agenda items under consideration, such a person shall abstain from voting on such an agenda item. In the event of a tie, the chairman of the meeting has a casting vote.
- Each director should attend at least 75% of the total board meetings each year.
- Non-executive and independent directors hold at least one meeting per year without the presence of Management to discuss management-related issues and recommendations for improving the Company's operations. The conclusions and outcomes of these meetings are communicated by the Chairman to Management, serving as a guide for the Company's further development.

Term of Office

At each annual general meeting of shareholders, one-third (1/3) of the current directors shall retire from office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall retire from office. Retiring directors are eligible for re-election.

Nomination of Board Members

For nomination of Board members, the Company emphasizes a person with knowledge, skills, experience, leadership, broad vision, integrity, and ethical conduct, as well as those who can dedicate sufficient time to fulfill his/her duties for the Company's benefit. The Company also values the Board diversity and uses a Board Skills Matrix to identify the qualifications of the nominated director. This matrix helps the Company identify skills that are lacking and determine the appropriate qualifications to align with the Company's business strategy. In addition, the Company may refer to the director pool of the Thai Institute of Directors Association (IOD) for director nomination.

Nomination Procedures of the Directors

In the event of a vacancy on the Board of Directors, the Nomination and Remuneration Committee reviews the Board Skills Matrix to evaluate the necessary qualifications, knowledge, skills, and experience for the new director. This evaluation includes:

- Not having legal disqualifications or violations of regulatory requirements.
- Not having conflicts of interest or competing interests with the Company.
- Upholding high standards of ethics, integrity, and honesty.
- Dedicating adequate time to his/her duties.

The Company also prioritizes the Board diversity, including but not limited to race, religion, origin, and gender, along with qualifications mandated by law and relevant authorities. The Director Pool is used as a resource to identify suitable candidates aligned with the Company's strategy. The proposed candidates are then presented to the Board of Directors and shareholders for appointment according to the Company's Articles of Association.

Additionally, Shareholders are invited to nominate the candidate for Board of Directors in advance. This process is announced through the Stock Exchange of Thailand's channel and the Company's website, providing details on the nomination procedures for submission to the Board and the Annual General Meeting.

Method of Appointment of Directors

1. For the operation of its business, the Company shall have a Board of Directors consisting of at least five directors, provided that not less than one half of the total number of directors shall have a residence in the Kingdom and the director shall possess the qualifications required by law.

A Director need not necessarily be a shareholder of the Company.

2. The directors shall be elected at the Shareholders' Meeting in accordance with the following criteria and procedures:
 - 2.1 A shareholder shall have one vote per share.
 - 2.2 Each shareholder may exercise all the votes he or she has to elect one or several persons as director(s), but the shareholder cannot allot his or her votes to any person in any number; and
 - 2.3 The candidates who received the highest votes in their respective order of the votes shall be elected as the directors until all of the director positions that the Company has, or are to be elected at such meeting, are filled. In the event the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.
3. In the event of a vacancy on the Board of Directors for reasons other than by rotation, the Board of Directors shall elect any person who is qualified and who does not have any of the prohibited characteristics under the law on public limited companies and/or under the law governing securities and exchange as a substitute director at the subsequent Board of Directors' Meeting, unless the remaining term of office of the vacant directorship is less than two months. The aforesaid substitute director shall retain office only for the remaining term of office of the replaced director.

The resolution of the Board of Directors under the first paragraph shall be passed by a vote of not less than three-fourths (3/4) of the remaining directors.

Method of Removal of Directors

1. At each annual general meeting, one-third (1/3) of the total number of the directors shall retire from office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall retire from office.

Retiring directors are eligible for re-election.

Retiring directors in the first and second years following the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall retire.

2. Besides retiring by rotation, the directors shall be vacated from office upon:
 - 2.1 death;
 - 2.2 resignation;
 - 2.3 a lack of qualifications or having prohibited characteristics under the law on public limited companies and the law governing securities and exchange;
 - 2.4 removal by a resolution of the Shareholders' Meeting; and removal by a court order.
3. A director may be removed from office prior to the end of his/her term of office by a resolution passed at the Shareholders' Meeting, by a vote of not less than three-fourths (3/4) of the total number of shareholders who are present at the meeting and are eligible to vote, holding together not less than one-half (1/2) of the total number of shares of the shareholders who are present at the meeting and are eligible to vote.

Directors' Remuneration

The remuneration for the directors is determined based on the Company's strategies and long-term goals, as well as their experience, duties, scope, roles, and responsibilities, including the benefits the Company expects to receive from each director. This is benchmarked against standards in the same industry. The directors' remuneration must be approved by the shareholders' meeting and the Company shall provide the monetary remuneration as approved. In addition to the monetary remuneration, the Company does not provide any other benefits to its Board of Directors.

The remuneration for executive directors is lower than the remuneration for non-executive directors because the executive directors receive a salary and other benefits as part of their executive's duties and responsibilities.

Development of Directors

- When a director is appointed, the Company shall arrange an orientation to ensure new directors understand the Company's objectives, goals, vision, mission, values, nature of business, relevant regulations, corporate governance policy, and other necessary information for carrying out their duties.

- The directors are constantly encouraged to continuously enhance their skills and knowledge. This is facilitated by providing regular opportunities for training in courses related to their duties, whether through internal programs or external organizations, such as SET, SEC and the Thai Institute of Directors (IOD) etc.

Review of the Charter

The Board shall arrange a meeting to review and assess the adequacy of the Charter annually. This Charter was approved by the Board of Directors' Meeting No. 5/2025 on November 10, 2025.