

Definition of Independent Director of the Company

The Board of Directors has defined the qualification of independent director comply with rules and regulation of The Securities Exchange of Thailand and the Securities and Exchange Commission of Thailand. The details are as follows:

1. Hold shares not more than one per cent in the Company, its parent company, subsidiary, affiliate, or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
2. 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, affiliate, same level subsidiary, or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years.
3. Not being a person related by blood or registration under the provision of laws, such as father, mother, spouse, sibling, and child, including spouse of the children, of the executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary.
4. Not having a business relationship with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgement, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years.
5. Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate, or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years.
6. 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, affiliate, or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years.

7. 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.
8. Not undertaking any business of the same nature and in competition with the company and the subsidiary, or being a managing director, employee, staff, advisor with a regular monthly salary or holding more than one per cent of the voting shares.
9. Not having any other characteristics that cause the inability to express independent opinions.

Profiles of the Independent Directors to be the Proxy for shareholders

1. Mr.Varut Taymeya

Age 44

Address 15 Soi Pridi Banomyong 26,
Sukhumvit 71 Rd., Khlong Tan Nuea,
Wattana, Bangkok

Current position in the Company Chairman of the Risk Management Committee
/ Member of the Nomination and
Remuneration Committee / Member of the
Audit Committee / Independent director



Date of appointment as a director 4 April 2023

Year of independent director 2 Year (4 April 2023 – Present)

Education/Training

- Master's Degree, M.B.A., Duke University, USA
- Bachelor of Economics, Chulalongkorn University
- TLCA Executive Development Program (EDP) Class 18, Thai Listed Companies Association
- Director Accreditation Program (DAP) Class 193/2022, Thai Institute of Directors (IOD)

Shareholding in the Company (%) 0.04

Conflict of Interest in the proposed agenda Having conflict of interest in Agenda 7 To consider and approve the directors' remuneration for the 2025 year

Family relationship with other directors and executives -None-


Professional experience in the 5 preceding years

Positions in Listed Company – The Stock Exchange of Thailand

- 2024-Present Deputy Chief Executive Officer / Director, Nusasiri Public Company Limited (old name) / Stella X Public Company Limited
- 2024 Chief Executive Officer, Accounting and Finance Division (Acting), Nusasiri Public Company Limited (old name) / Stella X Public Company Limited

	- 2022-Present	Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent director, Kijcharoen Engineering Electric Public Company Limited
	- 2017-2020	Head of Client Coverage, Kiatnakin Phatra Financial Group
Positions in Other Organization / Institutes / Businesses (Non-Listed Company)	- 2021-Present	Investment Director, J.AO Holdings Company Limited
	- 2020-Present	Director, Issara J Company Limited
	- 2012-Present	Director, Viva Capital Company Limited
Positions in Other Business that may cause conflicts of interest or in competition with the Company	-None-	

2. Prof.Dr.Wilert Puriwat

Age	57	
Address	315/116 Phaya Thai Rd., Pathum Wan, Pathum Wan, Bangkok	
Current position in the Company	Member of the Audit Committee / Independent director	
Date of appointment as a director	11 July 2022 (The date that the Company converted to public company limited)	
Year of independent director	2 Year and 9 months (11 July 2022 – Present)	
Education/Training	<ul style="list-style-type: none"> - Doctor of Philosophy (Management Studies), University of Oxford United Kingdom - Master of Private and Public Management, Yale University, USA - Master of Business Administration, Yale University, USA - Master of Business Administration in Marketing ,Thammasat University - Bachelor of Business Administration (Class Honors) in Finance and Banking , Chulalongkorn University - Director Accreditation Program (DAP) Class 137/2017, Thai Institute of Directors (IOD) - Cert. in Global Branding: University of Cambridge, UK - Cert. in Strategic Human Resource Management: Harvard 	
Shareholding in the Company (%)	-None-	
Conflict of Interest in the proposed agenda	<p>Having conflict of interest in Agenda 6 To consider and appoint directors replacing the directors who will retire by rotation to be the Company’s directors and</p> <p>Agenda 7 To consider and approve the directors’ remuneration for the 2025 year</p>	
Family relationship with other directors and executives	-None-	
Professional experience in the 5 preceding years		
Positions in Listed Company –	<ul style="list-style-type: none"> - 2022-Present Member of the Audit Committee / 	

The Stock Exchange of
Thailand

Independent Director, Kijcharoen
Engineering Electric Public Company
Limited

- 2015-Present Independent Director / Chairman of the
Marketing and Sustainable
Development Committee / Member of
the Nomination and Remuneration
Committee, ZEN Corporation Group
Public Company Limited

Positions in Other Organization
/ Institutes / Businesses (Non-
Listed Company)

- 2024-Present Chancellor, Chulalongkorn University
- 2025-Present President, The Council of University
Presidents of Thailand
- 2025-Present President, The Association of Southeast
Asian Institutions of Higher Learning
- 2025-Present Chairman of the Board of Directors, CU
Enterprise co., Ltd., Chulalongkorn
University
- 2025-Present Qualified Commissioner,
Public-Private Partnership (PPP)
- 2025-Present Managing Director, Office of National
Higher Education Science Research and
Innovation Policy Council (NSTDA)
- 2022-Present Council Board Member, Chulalongkorn
University
- 2024 Qualified Commissioner, Thailand
Institute of Scientific and Technological
Research (TISTR)
Under Ministry of Higher Education,
Science, Research and Innovation
- 2024 Audit Committee,
Thailand Institute of Scientific and
Technological Research (TISTR)
Under Ministry of Higher Education,
Science, Research and Innovation
- 2019-2024 Dean of the Faculty of Commerce and
Accounting, Chulalongkorn University

- 2019-2024 Executive Committee in Faculty of
Commerce and Accounting,
Chulalongkorn University
- 2020-2023 Acting for Director of the
Technopreneurship and Innovation
Management Program, Chulalongkorn
University

Positions in Other Business -None-
that may cause conflicts of
interest or in competition with
the Company

3. Mr.Pichai Dusdeekulchai

Age 63

Address 12/2 Soi Sukhumvit 42, Phra Khanong,
Klong Toei, Bangkok

Current position in the Company Chairman of the Audit Committee /
Chairman of the Nomination and
Remuneration Committee / Member of
the Risk Management Committee /
Independent Director



Date of appointment as a director 26 April 2024

Year of independent director 1 Year (26 April 2024 – Present)

Education/Training

- Master's Degree in M.B.A , Ashland University, Ohio, U.S.A.
- Bachelor of Arts in Mathematics and Statistics Thammasat University
- Director Certification Program (DCP) (278/2562) from Thai Institute of Directors (IOD)
- Advance Audit Committee Program (ACCP) (38/2563) from Thai Institute of Directors (IOD)
- TLCA Leadership Development Program (LDP) (1) from Thai Listed Companies Association
- The Board's Roles in Climate Governance (BCG) #1/2024, Thai Institute of Directors Association (IOD)
- Audit Committee Forum #55, KPMG
- Enhancing Governance - Standard and Financing Insight, The Securities and Exchange Commission
- AML/CFT, Anti-Money Laundering Office (AMLO)
- Sustainable Finance 2024, The Thai Banker's Association
- Information Technology Security Awareness 2024, ACIS professional Center Co., Ltd.

Shareholding in the Company (%) 0.04

Conflict of Interest in the proposed agenda Having conflict of interest in Agenda 7 To consider and approve the directors' remuneration for the 2025 year

Family relationship with other directors and executives -None-

Professional experience in the 5 preceding years

Positions in Listed Company The Stock Exchange of Thailand	<ul style="list-style-type: none"> - 2022-Present - 2021-Present - 2019-Present - 2020-Present - 2020-Present 	<p>Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Inde Director, Kijcharoen Engineering Electric Public Company Limited</p> <p>Member of The Environment, Society and Corporate Governance Committee, Banpu Public Company Limited</p> <p>Independent Director / Member of the Audit Committee, Banpu Public Company Limited</p> <p>Independent Director / Member of the Audit Committee / Member of Corporate Governance Committee, Land and Houses Bank Public Company Limited</p> <p>Independent Director / Chairman of the Nomination and Remuneration Committee / Member of Audit Committee / Member of Risk Oversight Committee, LH Financial Group Public Company Limited</p>
Positions in Other Organization / Institutes / Businesses (Non- Listed Company)	<ul style="list-style-type: none"> - 2018-2018 - 2002-2018 	<p>General Manager & Deputy Country Head of Thailand, Sumitomo Mitsui Banking Corporation</p> <p>Head of Business Promotion, Sumitomo Mitsui Banking Corporation</p>
Positions in Other Business that may cause conflicts of interest or in competition with the Company	<p>-None-</p>	