

Lead Independent Director Charter

SCG Decor Public Company Limited

The Board of Directors Meeting No. 204 (4/2023) held on March 9, 2023, resolved to approve the first Charter of the Lead Independent Director, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Charter upon the conversion of the Company into a public limited company.

The Board of Directors of SCG Decor Public Company Limited (the "Company") has considered and established Charter of the Lead Independent Director to determine the scope, authority, and duties of the Lead Independent Director clearly to support operations of the Board of Directors in accordance with the principles of Good Corporate Governance and to ensure coordination and balance of power between the Board of Directors and the Management appropriately. The Chairman must also make suggestions and express opinions on important and beneficial matters to the Company, shareholders, and minor shareholders, which will assist the Board of Directors perform their duties more efficiently and carefully while building confidence among the Company's stakeholders in conducting business with transparency and taking care of the interests of all parties fairly.

1. Scope of Authority of the Lead Independent Director

The Chairman has the following authority:

- 1.1 Sets Board meeting agenda and consider matters to be included in the meeting agenda with the Chairman of the Board, the Chief Executive Officer, and the President to ensure that important matters are included and presented to the Board of Directors for consideration and acknowledgment.
- 1.2 Chairs the Independent Directors' meeting.
- 1.3 Represents the Independent Directors in discussions with the Board Chairman and Management regarding governance issues and important matters as deemed appropriate by the Independent Directors, including providing opinions and observations of Independent Directors to the Board of Directors.
- 1.4 Chairs the meeting of the Board of Directors on agenda items in which the Chairman of the Board has a conflict of interest.
- 1.5 Chairs the meeting of the Board of Directors in the case where the Chairman and the Vice Chairman cannot attend the meeting.
- 1.6 Reviews the Independent Chairman's Charter at least once a year to be up to date and consistent with the Company's operations.
- 1.7 Carries out other duties as assigned.

2. Qualifications and Nomination of the Lead Independent Director

- 2.1 Serving as an Independent Director of the Company.
- 2.2 Able to fully devote time to supervise the company and provide beneficial opinions and suggestions to the Company's business operations.

2.3 Nominated by the Board of Directors

3. Terms of Office

3.1 The Lead Independent Director has a term of office of 3 years from the date of appointment. but no longer than their remaining term of office of the Company's directors.

3.2 The Lead Independent Director who vacates office upon the expiration of his term may be re-appointed to hold the position continuously. However, the Chairman shall hold the position continuously for no more than 9 years from the date of his first appointment to the position of an Independent Director. In the case of appointing the Chairman after more than 9 years of service, the Directors should consider the reasonableness of such necessity.

3.3 The Lead Independent Director shall vacate the office when:

3.3.1 The term of the Chairman has expired.

3.3.2 Resign or leave the position of Company Director.

4. Meetings and minutes of Independent Directors' meetings

4.1 Independent Directors must meet at least once annually. They may invite Management or related persons to attend the meeting.

4.2 The Lead Independent Director has the authority to call a meeting of the Independent Directors.

4.3 At the meeting of the Independent Directors, the following matters may be considered:

(1) Provide opinions on the appropriate roles and duties of the Board of Directors and Independent Directors for the benefit of the Company, shareholders, and minor shareholders.

(2) Consider important items that relevant regulations require approval from Independent Directors, such as the appointment of an independent financial advisor, etc.

(3) Review the Company's compliance with laws related to Independent Directors, including reviewing the definition of Independent Directors to be appropriate and complete according to law.

(4) Carry out any other actions as assigned by the committee which must not affect the independent performance of duties.

4.4 At a meeting of the Independent Directors, at least half the number of directors must be present to constitute a quorum. Decision in the meeting shall be made by a simple majority vote. Each director is entitled to one vote.

4.5 The Director Secretary is responsible for preparing minutes of meetings of the Independent Directors

4.6 The Chairman must report the meeting summary to the next Board of Directors meeting.

5. Remuneration

The Lead Independent Director shall be entitled to remuneration for his position in addition to his remuneration as a Director of the Company and Independent Directors shall be entitled to remuneration in the amount approved by the shareholders meeting.

This Charter shall be effective from June 9, 2023 onwards.