



Board of Directors Charter
Charoen Pokphand Group Co., Ltd.



Contents

1. Objective	1
2. Composition of the Board of Directors	1
3. Qualifications of Directors	1
4. Term Limits	2
5. Retirement of Directors	2
6. Roles and Responsibilities of the Chairman	3
7. Roles and Responsibilities of the Board of Directors	3
8. Board Meetings	4
9. Board Performance Evaluation	4
10. Review of Charter	4



Board of Directors Charter

Charoen Pokphand Group Co., Ltd.

1. Objective

To ensure that the operations of Charoen Pokphand Group Co., Ltd. (hereafter referred to as the “Company”) adhere to corporate governance principles, this Board of Directors Charter is established as a framework for the Board to perform its duties that is important in creating value for the business and its stakeholder’s groups. These responsibilities are generally delegated to management, in order for the Board of Directors to focus on its main responsibilities in setting the Company’s policy and strategic direction, as well as the Corporate Governance Policy.

2. Composition of the Board of Directors

- 2.1 The Board of Directors is composed of directors appointed in the general meeting of shareholders.
- 2.2 The composition of the Board of Directors shall consider the diversity in all aspects including age, gender, ethnicity, nationality, country of origin, knowledge, ability, skill, expertise, and experience.
- 2.3 The total number of directors shall be adequate to the Company’s current operating conditions while remaining within the boundaries set by the Article of Association.
- 2.4 The appointment and removal of the Chairman and the Chief Executive Officer shall be in accordance with the Article of Association.
- 2.5 The Board of Directors shall appoint a Board Secretary to support its performance of duties and prepare documents for Board meetings and shareholder meetings, in addition to periodically follow-up the progress of Board resolutions and performing other activities as requested by the Board of Directors.

3. Qualifications of Directors

- 3.1 Is a shareholder that meets the qualifications specified in the Article of Associations.
- 3.2 Has the knowledge, ability, expertise, and experience to contribute to the Group.



- 3.3 Shall dedicate sufficient time to perform their duties and share their opinions on the Company's operations on a regular basis.
- 3.4 Does not possess any prohibited characteristics.
- 3.5 Is a person of integrity, honesty, and ethics.

4. Term Limits

One-third of all directors shall be selected for retirement by rotation at every Annual General Meeting. The longest-serving Director shall be selected first, but for directors who serve equal terms, the directors amongst them shall agree to retire or be decided by lot. If the total number of directors cannot be exactly divided into three parts, the number of directors nearest to one-third shall retire from office. All retired directors are eligible for re-election.

5. Retirement of Directors

- 5.1 Apart from retirement by rotation as described in Item 4, directors shall vacate from office in the following cases:
 - (1) Resignation
 - (2) Death or legally declared by the court as a missing person
 - (3) Legally declared by the court to be incompetent, quasi-incompetent, or mentally incapable of acting as director
 - (4) Convicted and sentenced to imprisonment, except if found to be caused by negligence or a petty offense
 - (5) Legally declared by the court to be bankrupt or under receivership
 - (6) Over 75 percent of shareholders vote to pass a resolution to vacate a director from office
- 5.2 The appointment of directors to replace a director vacated from Item 4 and 5.1 shall remain in accordance with the Article of Association, and the incoming director shall hold office only for remaining term of office of the vacated director.



6. Roles and Responsibilities of the Chairman

- 6.1 Lead the performance of the Board of Directors.
- 6.2 Preside over Board of Directors meetings and shareholder meetings to ensure all meetings are conducted effectively and in accordance with corporate governance principles.
- 6.3 Oversee that the Board of Directors performs its duties in accordance with the law, rules, regulations, the Corporate Governance Policy, and the Code of Conduct.
- 6.4 Promote director participation to express their opinions on the operation.
- 6.5 Oversee that all directors contribute to the Company's ethical corporate culture and good corporate governance.

7. Roles and Responsibilities of the Board of Directors

- 7.1 Exercise their duties with care, prudence and honesty, as well as in accordance with the law, the Company's objectives, the Article of Association and shareholder resolutions, except if it requires prior approval from shareholders' meetings.
- 7.2 Determine the Company's vision, mission, policy, targets and business strategy, as well as reviewing regularly to maintain consistency with the current business climate.
- 7.3 Monitor progress of the Company's operating performance by means of regular reports.
- 7.4 Establish and regularly review policies, principles, guidelines, frameworks and mechanisms related to corporate governance including the Corporate Governance Policy, the Code of Conduct, the Conflicts of Interest Policy and Guidelines, the Anti-Bribery and Anti-Corruption Policy and Guidelines, and the Whistleblowing Policy and Guidelines.
- 7.5 Oversee all financial reports, auditors and audits are conducted in accordance with the Article of Association.
- 7.6 Oversee the effectiveness and efficiency in risk management, internal controls, and auditing.
- 7.7 Ensure there is a succession plan for directors and the Chief Executive Officer.
- 7.8 Consider the appointment of the Executive Board and Board Committees, as well as approving and reviewing their charters for sufficiency and appropriateness regularly



- 7.9 Determine and amend the names of authorized signatories of Charoen Pokphand Group.
- 7.10 Appoint persons to handle said matter on behalf of the Board of Directors as deemed appropriate; the Board of Directors may later cancel, change or revise such authority.
- 7.11 Consider the payment of dividends to shareholders taken only from annual net profits, and shall not be declared if the Company is experiencing an accumulated loss.

8. Board Meetings

- 8.1 All directors shall receive an invitation notice containing the meeting agenda and supporting documents no less than 7 days in advance.
- 8.2 The meeting quorum shall be in accordance with the Article of Associations.
- 8.3 Board Resolutions shall receive approval from a majority of total directors.
- 8.4 If the Chairman is not present at the meeting or is not able to discharge his or her duties, the Board of Directors shall nominate a director who is present to preside over that meeting.
- 8.5 The Board Secretary or an assigned person shall prepare the minutes to the meeting, ensure that the contents of the minutes are complete, and maintain the records of approved minutes for reference.

9. Board Performance Evaluation

The Board of Directors shall perform a self-evaluation on an annual basis.

10. Review of Charter

The Board of Directors shall review this Charter on an annual basis or whenever there are significant changes to the Board.