



Executive Board Charter
Charoen Pokphand Group Co., Ltd.



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Executive Board Charter

Charoen Pokphand Group Co., Ltd.

1. Objective

The Board of Directors has appointed the Executive Board as the governing authority of Charoen Pokphand Group Co., Ltd. (hereafter referred to as the “Company”) and its subsidiaries to operate in accordance with its approved policies, strategies, and business direction. To provide a framework for the Executive Board to perform their duties with maximum effectiveness and maintain stakeholder groups’ confidence, the Board of Directors has therefore authorized the preparation of this Executive Board Charter.

2. Composition of the Executive Board

- 2.1 The Executive Board comprises of the Chief Executive Officer and senior executives from the Company and its subsidiaries.
- 2.2 The composition of the Executive Board shall consider the diversity in all aspects, including age, gender, ethnicity, nationality, country of origin, knowledge, ability, skill, expertise, and experience.
- 2.3 The Chief Executive Officer is the Chairman of the Executive Board.
- 2.4 The total number of Executive Board members shall be determined by the Chairman of the Executive Board, as appropriate to the Company’s performance and operating environment.
- 2.5 The Executive Board shall appoint a secretary to support its performance of duties and prepare documents for Executive Board meetings, in addition to periodically follow-up the progress of Executive Board resolutions and performing other activities as requested by Executive Board.

3. Qualifications of Executive Board Member

- 3.1 Has the knowledge, experience, and skills in business management, especially in his or her area of expertise.



- 3.2 Has a clear understanding of his or her roles and responsibilities.
- 3.3 Shall dedicate sufficient time to perform his or her duties and share his or her 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

Executive Board Members have term limits that are concurrent with being an executive of the Company or its subsidiaries, except if indicated otherwise by the Board of Directors.

5. Retirement of Executive Board Members

Executive Board members shall retire from office upon:

- 5.1 Death
- 5.2 Resignation upon submitting an official letter
- 5.3 The Board of Directors passing a resolution to dismiss the member from office
- 5.4 Change of positions, by submitting a resignation letter

6. Roles and Responsibilities of the Chairman of the Executive Board

- 6.1 Ensure the effective functioning of the Executive Board, including providing guidance and delegate authority to the respectively responsible executives.
- 6.2 Preside over Executive Board meetings to ensure all meetings are run effectively in accordance with corporate governance principles and promote member participation to express their opinions in the performance of duties.
- 6.3 Report the Executive Board's performance to the Board of Directors and ensure that the information to be presented is adequate, correct, and timely, as well as to inform the Board of Directors immediately on important matters.
- 6.4 Consider the appointment of the management-level Steering Committees, as well as approving and reviewing their charters for sufficiency and appropriateness annually.
- 6.5 Build good relationships between the Board of Directors, employees, and stakeholders as well as communicate with public media.



7. Roles and Responsibilities of the Executive Board

- 7.1 Oversee the Company's operation related to financial, investment, and business in line with strategies, policies, and business direction approved by the Board of Directors.
- 7.2 Oversee the implementation of sustainability development to ensure that operations are in line with the Company's policies, principles, and guidelines related to corporate governance and sustainable development.
- 7.3 Oversee operational efficiency by ensuring the implementation of internal controls, risk management, accounting and financial systems, as well as being compliant with applicable laws and standards, including in whistleblowing, conflicts of interests, management of information technology, creation and use of innovations and other matters related to operations.
- 7.4 Oversee the Company's organizational structure to ensure efficient management and administration.
- 7.5 Oversee the implementation of auditing processes in all functions, including in strategy, financial reporting, compliance, and operations.
- 7.6 Oversee the development of human resources to ensure that the organization has talented employees and other necessary resources to meet the Company's strategy in addition to top executive development and succession planning.
- 7.7 Oversee the communications, monitoring, and evaluations of various functions in accordance with the policy approved by the Board of Directors, as well as report the results to the Board of Directors.
- 7.8 Oversee and approve matters related to the Company's operations; the Executive Board may appoint or assign persons to handle said matter on their as deemed appropriate and the Executive Board can cancel, change or amend such authority.
- 7.9 Oversee subsidiary operations to ensure their compliance with corporate governance principles in addition to laws, regulations, and Group policy.
- 7.10 Perform any other duties as assigned by the Board of Directors.



8. Executive Board Meetings

- 8.1 The Executive Board shall set meetings at least on a quarterly basis. Additional meetings may be called as appropriate.
- 8.2 The meeting quorum must consist of no less than two-thirds of the total number of Executive Board members.
- 8.3 All Executive Board resolutions shall receive approval from a majority of Executive Board members, who receive one vote each, excluding the member of the Executive Board with special interests in a resolution who cannot vote on such. If there is an equal number of votes, the Chairman of the meeting shall have a casting vote.
- 8.4 The Executive Board may invite members of management, staff, outside advisors, related parties, or others as deemed appropriate to attend and report or provide information at Executive Board meetings.
- 8.5 The secretary to the Executive Board 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. Executive Board Performance Evaluation

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

10. Reporting

The Executive Board shall report the results of their operations, as well as any other recommendations considered important to the Board of Directors for revision and improvement, with the Chairman of the Executive Board responsible for reporting to the Board of Directors.

11. Review of Charter

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