Approved by:

Resolution of the Board of Directors Meeting No. 8

Dated 12 November 2025 (Agenda 7)

Scope, authority, duty and responsibility of the Board of Directors of Sermsang Power Corporation Company Limited and its Subsidiaries

The meeting of the Board of Directors has approved scope, authority, duty and responsibility of the Board of Directors as follows:

1) Comply with applicable laws, the Company's objectives and rules, the Board resolution and the resolution of shareholder with responsibility, caution and honesty.
2) Consider and approve vision, business strategy, business direction, goal, corporate approach, operation plan and budget of the Company and the subsidiaries as the proposal of the Board of Directors and Management.
3) Supervise the operation management and the performance of the Executive Committee, Chairman, Chief Executive Officer, Management and any delegated persons to comply with the policy.
4) Monitor the performance of the Company, the subsidiaries and the associated continually according to the operation plan and the Company's budget.
5) Arrange for the Company, the subsidiaries and the associated to adopt proper and efficient accounting system, good internal control and good internal audit.
6) Provide the Statement of Position and Income Statement as at end of the fiscal year of the Company and the subsidiaries and authorize to certify the financial statement for the proposal of the shareholder resolution.
7) Propose the selection and the appointment to the auditors of the Company and the subsidiaries and reasonable audit fee as the Audit Committee's proposal to the Annual General Meeting for approval.
8) Set and adopt the written good corporate governance policy efficiently to ensure that the Group is fairly responsible for all stakeholders.
9) Propose the appointment to the qualified persons to be the Director without the prohibited qualification as per Public Limited Companies Act B.E.2535, Securities and Exchange Act B.E.2535 including the relevant announcement, rules and/or regulations due to the vacancy of the position of Director in case of expiration and other reasons. In addition, determine the Directors' remuneration for shareholders' approval.

10) Appoint sub-committee including the Audit Committee, the Executive Committee, the Nomination and the Remuneration, Risk Management Committee or any sub committees as well as determine an authority of the sub-committee to assist and support the Board's operation.

11) Consider and amend the name of authorized Directors.

12) Consider the appointment of the Executives and Company's Secretary as the definition set by the Securities and Exchange Commission or the Capital Market Supervisory Board as well as determine the executives' remuneration as proposed by the Nomination and Remuneration.

13) Ask for professional opinion from external organizations for suitable decision, if necessary.

14) Encourage Directors and Executives of the Company to participate in seminar courses about their duties and responsibilities organized by Thai Institute of Directors Association (IOD).

15) Supervise the Company's operation efficiently and protect benefit for all stakeholders.

16) Organize the Annual General Meeting for shareholders within 4 months after the end of fiscal year.

17) Organize the Board meeting at least every 3 months.

18) Generate annual report of the Board and financial statement of the Company and the subsidiaries to present the financial position and performance of the Company and the subsidiaries in prior year as well as propose for shareholders' meeting to review and approve.

19) Supervise management and operation of the Company and the subsidiaries as per the Company's policy. In case of change in Directors of the subsidiaries, the Board has to manage to ensure that the subsidiaries' Directors who are nominated or appointed by the Company will acknowledge and comply with corporate policies, Public Limited Companies Act, Civil and Commercial Code, Securities Laws including announcement, rules, any regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand such as related company transactions,acquisition and disposition of significant assets which is unconflicted to any laws including adequate, proper internal control and internal audit.

20) Set policies, supervise to have a system that well supports anti-corruption efficiently to ensure that the Board of Directors has realized and given importance to anti-corruption and instilled it to become the organizational culture.

In addition, the Board of Directors is in charge of determining measurement and mechanism direct and indirectly, monitoring the subsidiaries and/or associated (if any) to comply with the measurement, mechanism, corporate control policy, Public Limited Companies Act, Civil and Commercial Code, Securities Laws including announcement, rules, any regulations of the Capital

Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand as well as protecting the interests in corporate investment. In addition, the Board is authority in compliance and management to the subsidiaries and/or associated (if any) with previous approval from the Board of Directors and shareholder meeting (as the case maybe) and approval from the meeting of Board of Directors and/or Shareholder of the subsidiaries and/or associated (as the case maybe) as follows:

(1) Authorization of the Board of Directors

(a) The appointment or nomination of directors and executives in subsidiaries and/or associated (if any) is at least proportion to corporate shareholding in the subsidiaries and/or associated (if any). The authority of the appointed or nominated director and executives is the consideration of voting in the meeting of subsidiaries and/or associated (if any), general management and normal operation of subsidiaries and/or associated (if any) as appropriate to maximize profits unless there are any agendas for the approval of the Board or Shareholders 'meeting.

Furthermore, the qualification of nominated directors or executives as above is the persons in White List of directors and executives of the security issuer who have roles, duties, responsibilities and reliable personality as per the Determination of Untrustworthy Characteristics of Company Directors and Executives announced by the Securities and Exchange Commission.

(b) The consideration of final dividend and interim dividend (if any) of the subsidiaries and/or associated (if any).

(c) The revision of articles of association of the subsidiaries and associated (if any) except the revision of significant articles of association as per (2)(e).

(d) The consideration of annual budget of the subsidiaries and/or associated (if any).

(e) The appointment for the auditors of the subsidiaries and/or associated (if any) of which the auditors are not in an affiliated of a full member audit office of the Company, which does not correspond to corporate appointment approach that the auditors of subsidiaries and associated is an affiliated of the same audit office as the Company's.

From (f) to (i) all transactions are significant and impacts on materiality of financial position and operating performance of subsidiaries. Therefore, before the meeting of sub-committees and directors who are appointed for subsidiaries. The case is about calculation of financial transactions' size of subsidiaries compared to the Company's as per the criteria considered by the Board of Directors which is quoted from the rules of Acquisition and Disposition of Assets and/or the connected transactions (if any). In the consideration of the Board of Directors, all these transactions include the following cases.

(f) The subsidiaries agree to generate related transactions or its transactions about acquisition or disposition of assets including but not limited to the following issues.

  (1) The subsidiaries agree to transfer or relinquish the benefits and claims consideration of annual budget of the subsidiaries and/or associated (if any).

  (2) Sale or transfer all or part of subsidiaries' business to third parties.

  (3) Purchase or transfer other business to be owned by subsidiaries.

  (4) Execution, revision or cancellation for all or parts of leasing business of subsidiaries, assignment to the attorney to operate for the subsidiaries or merging subsidiaries with other businesses.

  (5) Lease or hire purchase business or assets of all or significant part of subsidiaries' business.

(g) Borrowing or lending, credit financing, guarantee, act in the law for subsidiaries' financial burden or subsidy to third-party for abnormal business of subsidiaries.

(h) Dissolution of subsidiaries.

(i) Any other items that are not part of the ordinary course of business of the subsidiary and are items that will have a significant impact on the subsidiary.

(2) Authorization of Shareholders' meeting prior to subsidiaries' generating transactions

(a) The case is about calculation of financial transactions' size of subsidiaries compared to the Company's as per the criteria considered by the Board of Directors which is quoted from the rules of Acquisition and Disposition of Assets and/or the connected transactions (if any). In the consideration of shareholders' meeting (the criteria for calculation as per relevant announcement of the Capital Market Supervisory Board, the Stock Exchange of Thailand).

(b) Capital increase of subsidiaries, share allocation and capital decrease are not proportion to previous shareholding or any action which the proportion of the Company's' voting right in shareholders meeting decreases less than proportion as law and the Company' s regulation directly and/or indirectly impact on has no authority to control subsidiaries. Moreover, calculation for transactions size compared with the company's size is to be approved in shareholders meeting (the criteria for calculation as per relevant announcement of the Capital Market Supervisory Board, the Stock Exchange of Thailand).

(c) The dissolution of subsidiaries of which transaction calculation is not compared to the Company's and approved by shareholder meeting (the criteria for calculation as per relevant announcement of the Capital Market Supervisory Board, the Stock Exchange of Thailand about acquisition or disposition of assets).

(d) Any unusual transactions of business which impact on subsidiaries significantly have calculated transaction size approved by shareholders' meeting (the criteria for calculation as per relevant announcement of the Capital Market Supervisory Board, the Stock Exchange of Thailand about acquisition or disposition of assets).

(e) The revision of subsidiaries in materiality to financial position and performance of subsidiaries includes but is not limited to only revision of subsidiaries which impact on voting right of the Company in meeting of subsidiaries' Board of Director and /or Shareholders or dividend payment.

In addition, Directors will operate subsidiaries to have internal control risk management system, anti-corruption system including proper, efficient and concise monitoring measurement for operation of subsidiaries and associated which ensures operation of subsidiaries and associates corresponds to plan, budget and policy of the Company as well as announcement, rules and criteria related to the announcement , rules and criteria of the Capital Market Supervisory Board, the Stock Exchange of Thailand , the Security and Exchange Commission, monitor subsidiaries and/or associates to disclose related transaction and /or acquisition or disposition of assets and/or materiality transactions of the Company and operate according to plan, budget, policy and criteria in corporate governance and operation management completely and accurately.

Board of Directors can empower and /or delegate a representative within scope of authority as per a power of attorney and/or principles, rules or order of the Company. The Board of Directors and Representative who have duties and responsibilities have no authority to approve conflict transactions the Board of Directors has no conflict as per the definition as announcement of the Security and Exchange Commission and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand) , any interests or benefits or conflict with the Company and subsidiaries except approval as the policy and approved criteria in Shareholders or Board of Directors Meeting as well as approval in normal and condition business as per announcement of the Security and Exchange Commission and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant institution.

Moreover, Directors and Executives and/or subsidiaries have the following duties.

1) Disclose financial position, operating performance, related transactions of the Company and/or subsidiaries including acquisition or disposition of assets with materiality to the Company and/or subsidiaries completely, accurately and timely. The Board of Directors of the Company and/or subsidiaries investigate related transactions or acquisition or disposition of assets with materiality of the Company and subsidiaries according to the announcement of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand.

2) Disclose and submit their information and related persons to the Board of the Company and subsidiaries to inform relationship and operation with the Company and subsidiaries which causes conflict of interests and avoid conflict of interests transactions with the Company and subsidiaries. The Board of the Company and subsidiaries have to inform this issues for any consideration with benefit to the Company and subsidiaries.

   Furthermore, Directors and Executives of the Company and/or subsidiaries have not to participate in their interests or conflict directly and indirectly.

   The following actions causes Directors, Executives or related persons with the Company and/or subsidiaries get financial advantage in addition to normal remuneration or damage the Company. These actions assume conflict of interests of the Company materially.

   (a) Transactions of the Company and subsidiaries with Directors, Executives or related persons do not comply with criteria of connected transactions.

   (b) Use of the Company and subsidiaries information except public information.

   (c) Utilization of property or business opportunity of the Company and subsidiaries in the same way as the Company and subsidiaries do (if any) which breaks criteria or regulation as the Capital Market Supervisory Board 's determination.

3) Report business plan, business expansion, big investment project including investment with other entrepreneurs with operating performance reports as Directors determine, present and/or submit documents for review as the Company requests.

4) Submit information or operating document to the Company as requested.

5) Inform and/or relevant documents to the Company if the Company finds material fact findings.

6) Arrange proper and adequate internal control for anti-corruption to the Company and/or subsidiaries, clear operating system to shows that the Company has sufficient disclosure system, transaction processing with materiality as per the criteria continually and reliably and channels for

Directors and Executives of the Company and /or subsidiaries to monitor operating performance, financial position, intercompany transactions with Directors, transaction processing of subsidiaries with its Directors and Executives, transaction processing with materiality of the Company and/or subsidiaries efficiently. Moreover, the Directors and Executives have to arrange for mechanism in operating system investigation in subsidiaries; whereas internal audit team and independent directors of the Company can access to information directly and there are internal audit reports for Directors and Executives to ensure that the Company and subsidiaries comply with working system regularly.

7) Prohibit Directors, Executive, Employee or delegator of the Company and /or subsidiaries including spouse and underage child of these persons to use internal information of the Company and/or subsidiaries which derives from duties, effect the Company and/or subsidiaries materially, give benefits or returns to themselves or others directly and/or indirectly.

8) Directors, Executives or related persons of the Company and subsidiaries will operate with the Company and/or subsidiaries whenever the transactions are approved by the Company's Board of Directors and/or the subsidiaries' Board of Directors (as the case maybe) depending on sizes of calculated transactions as per the announcement about connected transactions and relevant criteria of the Security and Exchange Commission and the Stock Exchange of Thailand; unless, transactions are trade agreement as persons of ordinary prudence will treat to their counterparties in the same situation with trade bargaining power, but without influence as the status of Directors, Executives or related persons(as the case maybe). The trade agreement is needed to be approved by the Board or corresponds to the principle as the Board approved.

(Mr. Varut Tummavaranukub)

Chief Executive Officer

Sermsang Power Corporation PLC.

Record of Revision History – Resolution of the Board of Directors Meeting No. 3, February 27, 2025 (Agenda 9)