

Good Corporate Governance Practices**Subject: Self-Assessment for Board of Directors of Listed Company**

(SET Revised Edition January B.E.2564)

Objectives

The principles of good corporate governance for listed companies suggested that the company's Board of Directors and sub-committees should conduct continuous self-assessments annually and together consider the overall performance which include improving execution of duties and responsibilities of the Board of Directors for the benefit of the Company with maximum efficiency and effectiveness. Therefore to support such matters, The Stock Exchange of Thailand has prepared examples and guidelines of self-assessment for the Board of Directors and sub-committees as a guideline for listed companies to apply in the future.

Guidelines

The Board of Directors and sub-committees Self-assessment is set as a guideline to examine the performance of the Board of Directors according to the established good corporate governance policy. Moreover to review the problems and obstacles that occurred in past years. Which should be proceeds as follows:

1. The company's Board of Directors reviews and approves the self-assessment form of the Board of Directors and sub-committees.
2. Self-assessment of the Board of Committees and sub-committees should be conducted both as a group and individually at least once a year.
3. Individual self-assessment of committee can be done either as a self-assessment and a cross-assessment.
4. The company's Board of Directors should assign the Company Secretary to send the Board of Directors assessment forms to all members by the beginning of December of each year.
5. All company directors are to complete the evaluation form and return it to the company secretary within the specified time.

Self-Assessment of the Board of Directors (as a whole)

Year 2022

Assessment Scoring Method

0 = Strongly disagree or never conducted

1 = Disagree or seldom conducted

2 = Fair or moderately conducted

3 = Agree or well conducted

4 = Strongly agree or excellently conducted

Criteria	Score					Comment	Remark
	0	1	2	3	4		
1. Board structure and qualifications							
1.1 The board size suits the core business and supports the board's performance effectively	<input type="checkbox"/>						
1.2 The board consists of diversely skilled and experienced directors who support the act of the board the board's performance effectively.	<input type="checkbox"/>						
1.3 The number of independent directors suits the current board size and supports the board's activities effectively	<input type="checkbox"/>						
1.4 Each type of directors such as Non-executive directors, Executive directors, Independent directors is suitable	<input type="checkbox"/>						
1.5 When considering the core business, the qualifications of an independent director are suitable	<input type="checkbox"/>						
1.6 The nomination process of a qualified director is transparent, fair and free from influence.	<input type="checkbox"/>						
1.7 Directors manage the commitment well, with limitation in number of their board seats at other listed companies	<input type="checkbox"/>						
1.8 The formation of committee is suitable for the business.	<input type="checkbox"/>						
1.9 The appointment and qualification review of corporate secretary is carried out by the board	<input type="checkbox"/>						
2. The board meeting is conducted under the following conditions:							
2.1 1 The board is notified the date of the board meeting in advance, ensuring the attendance of directors.	<input type="checkbox"/>						
2.2 The frequency of board meetings is appropriate.	<input type="checkbox"/>						
2.3 Each agenda is discussed with sufficient time allocated	<input type="checkbox"/>						
2.4 The meeting invitation and related information are distributed to directors in advance, giving sufficient time to study prior to the meeting.	<input type="checkbox"/>						
2.5 The meeting environment supports the sharing and discussion among directors.	<input type="checkbox"/>						
2.6 Particular director does not attend the meeting and abstains from voting on a particular agenda in which he or she has a conflict of interest	<input type="checkbox"/>						

Criteria	Score					Comment	Remark
	0	1	2	3	4		
2.7 Meeting without present of management.	<input type="checkbox"/>						
2.8 Board self-assessment	<input type="checkbox"/>						
3. In line with the duties and responsibilities of the board of directors, the board gives priority and devotes sufficient time in the following issues:							
3.1 Business direction, business strategy, and business plan that takes sustainable development into account.	<input type="checkbox"/>						
3.2 Company's corporate governance policy	<input type="checkbox"/>						
3.3 Business code of conduct	<input type="checkbox"/>						
3.4 Transaction with conflicts of interests on an arm's length basis	<input type="checkbox"/>						
3.5 Related parties transactions to be considered under related rules	<input type="checkbox"/>						
3.6 Internal control	<input type="checkbox"/>						
3.7 Risks and risk management	<input type="checkbox"/>						
3.8 Whistleblowing, monitoring, blower protection policy	<input type="checkbox"/>						
3.9 Monitoring the implementation of management team	<input type="checkbox"/>						
3.10 Financial statement done under generally accounting standards	<input type="checkbox"/>						
3.11 Remuneration of the board and management team	<input type="checkbox"/>						
3.12 CEO annual performance evaluation	<input type="checkbox"/>						
4. Others							
4.1 The relationship between the board and management team is smooth. The board does not intervene the normal operation of management team.	<input type="checkbox"/>						
4.2 Directors' self-development and training are encouraged.	<input type="checkbox"/>						

Energy Absolute PCL.

Sign _____

(.....)

Date.....

Self-Assessment of the Board of Directors (individual)

Year 2022

Assessment Scoring Method

- 0 = Strongly disagree or never conducted
- 1 = Disagree or seldom conducted
- 2 = Fair or moderately conducted
- 3 = Agree or well conducted
- 4 = Strongly agree or excellently conducted

Criteria	Score					Comment	Remark
	0	1	2	3	4		
1. Board structure and qualifications							
1.1 Knowledge and experience of a director are fit with business.	<input type="checkbox"/>						
1.2 For any formed committee, members' knowledge and experience are appropriate to the assigned duties and responsibilities	<input type="checkbox"/>						
2. The board meeting							
2.1 Prior to the meeting, a director prepares and studies information.	<input type="checkbox"/>						
2.2 Opinions from a director are useful for the business	<input type="checkbox"/>						
2.3 Particular director does not attend the meeting and abstains from voting on a particular agenda in which he or she has a conflict of interest	<input type="checkbox"/>						
2.4 Chairman or an assigned person can conduct efficient meetings.	<input type="checkbox"/>						
3. Roles, duties and responsibilities of the board							
3.1 A director complies with related rules, laws and charter, and performs his duty well.	<input type="checkbox"/>						
3.2 A director devotes time for his duties.	<input type="checkbox"/>						
3.3 A director does not intervene the normal operation carried out by management team.	<input type="checkbox"/>						
3.4 A director properly supervises and monitors management's operation	<input type="checkbox"/>						
3.5 A director is enthusiastic about continuous development.	<input type="checkbox"/>						

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Sign _____

(.....)

Date.....