



Board Composition and Diversity Policy

IRPC Public Company Limited

According to the good corporate governance principles for listed companies 2017 or “the Corporate Governance Code” (CG Code), Principle 3: "Strengthen Board Effectiveness", Guidelines 3.1.1: The Board should establish a skills matrix to ensure that the board consists of directors with appropriate and the necessary qualifications, knowledge, skills, experience, character traits, with an appropriate gender and age balance and diversity to achieve the objectives of the company and stakeholder interests. At least one (1) of the non-executive directors should be experienced and competent in the Company’s main business.

To comply with the aforementioned GG Code, the Nomination and Remuneration Committee of IRPC Public Company Limited is responsible for nominating candidates for the Company's Board of Directors as specified in the charter and the criteria for considering the composition and diversity of the board as follows:

- The board should consist of a proper number of directors in order to perform their duties efficiently, depending on the Company’s size, type and complexity of its business. The Board of Directors of IRPC Public Company Limited consists of not less than 5, but not more than 15 directors.
- Consider the overall composition of the board which consists of directors with appropriate and the necessary qualifications in terms of skills, knowledge, experience and specific abilities that are beneficial to the company, as well as dedication and effort to performing their duties in order to strengthen the composition of the board for the utmost benefit of the Company, and also taking into account the conflicts of interest of each director.
- Consider recruiting and selecting suitable persons to serve as directors/independent directors without discrimination due to gender, age, race, nationality or religion.

- Consider the proportion between executive directors and non-executive directors, reflecting the appropriate checks and balances to prevent unfettered power of decision and authority of any one individual, whereby:
 - The majority of the board should be non-executive directors, who can exercise objective and independent judgement.
 - The number and qualifications of the independent directors should reflect applicable legal requirements (SET/SEC). The Board should consist of independent directors, no less than 1/3 of the total number of directors.
- Oversee the disclosure of policy on board composition and diversities, including other necessary information of directors such as age, gender, educational background, experiences, shareholding percentages, number of years holding directorship in the Company and other listed companies in the annual report (56-1 One Report), and the company's website.

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