THE CHARTER OF BOARD OF DIRECTORS
LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED

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1. Purpose and Objectives

The Board of Directors is the driving force of the organization. Its roles and duties are to set strategies and policies pertaining to business operation for the Company (the "Company"). The Board of Directors must perform its duties responsibly, carefully and loyally in order to maximize the Company's benefit and act in fairness to all stakeholders. In addition, the board plays an important role in overseeing the performance of the Management to ensure the accomplishment of the Company's action plan. The Board of Directors has thus resolved to adopt this Charter of the Board of Directors so that every director is aware of his/her duties and responsibilities and performs them correctly and completely.

2. Duties of the Board of Directors

2.1 Overseeing the Company managing the business for the benefits of shareholders by observing the following four practices:

2.1.1. Performing its duties with responsibility and all due circumspection and caution (Duty of Care).

2.1.2. Performing its duties with faithfulness and honesty (Duty of Loyalty).

2.1.3. Performing its duties in compliance with laws, objectives, Articles of Association, the resolutions of the Board of Directors and the resolutions of Shareholders' Meetings (Duty of Obedience).

2.1.4. Disclosing information to shareholders accurately, completely, and transparently with verification and timeliness (Duty of Disclosure).

2.2 Defining objectives that promote sustainable value creation and governance outcomes as a framework for the operations of the Company.

2.3 Formulating and approving the Company's vision, mission, broad policies, strategies and financial objectives for business operation and reviewing them to be consistent with any change in business situation.

2.4 Monitoring and approving the Company's key operational initiatives, annual budget, major investment and funding decisions;

2.5 Determining and reviewing the board structure, in terms of size and composition to ensure its leadership role in achieving the Company's objectives.

2.6 Ensuring that the policy and procedures for the nomination and selection of directors are clear and transparent resulting in the desired composition of the board.

2.7 Ensuring that all directors are properly accountable for their duties and responsibilities and allocate sufficient time to discharge them effectively.

2.8 Ensuring that directors understand their roles and responsibilities, the nature of the business, the Company's operations, relevant laws and are consistently given support to enhance their skills and knowledge necessary to carry out their roles on the board.

2.9 Ensuring that an appropriate director's compensation structure and performance evaluation are in place.

2.10 Considering the appointment of the Chief Executive Officer as proposed by the Strategy Committee, and to carry out performance assessment of and to determine remuneration for the Chief Executive Officer.

2.11 Ensuring that the Company has effective human resources management and development programs to ensure that the Company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff.

2.12 Prioritizing and promoting innovation that creates value for business together with benefits for its customers, other stakeholders, society and the environment in support of sustainable growth of the Company.

2.13 Encouraging management to adopt responsible operations towards society and the environment and incorporate them into the Company's operational plan in order to ensure that every department and function in the Company adopts the Company's objectives, goals, and strategies, applying high ethical, environmental and social standards.

2.14 Establishing a framework for governance of enterprise IT that is aligned with the Company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the Company's objectives.

2.15 Ensuring that the Company has effective and appropriate risk management and internal control systems that are aligned with the Company's objectives, goals and strategies and comply with applicable laws and standards.

2.16 Monitoring and managing conflicts of interest that might occur between the Company, management, directors, and shareholders. The board should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.

2.17 Establishing a mechanism for handling complaints and whistleblowing.

2.18 Prioritizing and ensuring the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements.

2.19 Monitoring the financial liquidity and solvency of the Company and ensuring that risks to the financial position of the Company or financial difficulties are promptly identified, managed and mitigated.

3. Role of the Chairman of the Board

The Chairman of the Board is responsible for leading the Board with the following duties and responsibilities:

3.1 Summoning meeting for Board and presiding over the meeting. In making decision, the Chairman has a deciding or casting vote in the event of tied votes.

3.2 Setting Board meeting agenda in consultation with the CEO and the Chairman of the Strategy Committee and ensuring that Board members receive accurate, complete, timely and clear information prior to the meeting in order to assist their decision making process.

3.3 Conducting the Board meeting according to the agenda and relevant laws, allocating sufficient time and encouraging all directors to participate in the discussion, exercising their discretion prudently and expressing their opinions freely.

3.4 Overseeing and ensuring that the Board of Directors and the Sub-Committees effectively carry out their duties to achieve the Company's objectives.

4. Composition of the Board of Directors

The compositions of the Board of Directors are as follows:

4.1 The Board of Directors shall comprise at least 5 directors, each of whom shall be appointed and removed by shareholders' meeting. At least half of the total directors shall reside in Thailand.

4.2 The Board of Directors shall elect one of the members to be the Chairman of the Board.

5. Term of Office

At each annual general meeting of shareholders, one-third of the total number of directors shall retire from office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third shall retire from office. The director who has held office the longest shall retire. Retiring directors are eligible for re-election.

6. Meetings of the Board of Directors

The Board of Directors' meeting shall be held at least 4 times a year on a quarterly basis. The date and time for the Board meetings shall be planned and formally agreed upon in advance in the fourth quarter before the start of the new financial year. Additional meetings are convened as and when circumstances warrant.

7. The Board of Directors' Authorization

The Board of Directors is empowered to authorize various matters in accordance with the scope of authority stipulated by laws, the Company's regulations, Articles of Association, the Board of Directors charter, and the resolutions at the shareholders' meeting.

8. Remuneration of Directors

The Board of Directors assigns the Strategy Committee to review the policy and criteria for directors' remuneration and recommend the Board of Directors prior to proposing to the shareholders' meeting for approval. In determining the composition of the remuneration package, the nature of the role, duties and responsibilities performed, and market practice are taken into consideration. The package shall also be competitive with the industry's benchmark.

9. Development of Directors

9.1 When a person is appointed as a director of the Company, the Company shall provide him/her with the director orientation to introduce the Company's overview, operations, strategies and working plans and present to him/her the Charter of Board of Directors and various relevant information so that he/she acknowledges his/her roles and duties as a director of the Company.

9.2 Encouraging directors to be trained and developed to enhance up-to-date knowledge and new experience in line with the changing situations in order to benefit the operations of the Company.

10. Review of the Charter

The Board of Directors shall review and evaluate the adequacy and appropriateness of the Charter on an annual basis.

This Charter of the Board of Directors has been approved by the Board of Directors' Meeting No. 5/2026 held on November 11, 2026

(Mr. Ho KwonPing)
Chairman of the Board