Charter of the Board of Directors

Origin Property Public Company Limited ("the Company")

(Review of the Board of Directors Charter for 2025, approved by the Board of Directors Meeting No. 8/2025,

on November 14, 2025)

Contents

Objectives

The Board of Directors serves as the representatives of the shareholders and plays a vital role in defining the primary objectives and goals of the business, as well as establishing operating policies, risk management frameworks, and business strategies. This includes the allocation of essential resources to ensure that the Company's personnel can effectively perform their duties to achieve the specified objectives. Furthermore, the Board of Directors is responsible for monitoring and evaluating performance, as well as overseeing the appropriateness of the Company's performance reporting.

The Board also holds the authorities and responsibilities as prescribed by law, the Company's Articles of Association, and the resolutions of the Shareholders' Meetings, the key details of which are presented in Section 5: Duties and Responsibilities.

Composition and Appointment of the Board of Directors

1. Appointment by Shareholders: The appointment of directors shall be considered and approved by the shareholders.
2. The Board of Directors shall consist of a Chairman, a Vice Chairman (if any), and directors, in a number appropriate to the Company's business size and operational efficiency. The Board shall comprise at least five (5) members. At least two-thirds (2/3) of the total number of directors must be Independent Directors. At least one-half of the total number of directors must reside in the Kingdom of Thailand. Each director may hold a directorship in no more than five (5) listed companies.
3. The Board of Directors shall elect one director to serve as the Chairman, and may elect a Vice Chairman and other positions as deemed appropriate.
4. In the event that the Chairman is not an Independent Director. Independent Directors shall constitute no less than one-half of the Board; or If the proportion of Independent Directors is less than one-half, one Independent Director shall be appointed to jointly consider and determine the Board meeting agendas.
5. The appointment of directors must comply with the Company's Articles of Association and relevant laws. The process must be transparent and based on a thorough review of the candidates'

educational backgrounds and professional experiences, provided in sufficient detail to facilitate informed decision-making by the Board and shareholders.

6. The Board structure shall emphasize diversity, including gender, age, race, nationality, professional skills, and specialized expertise aligned with the Company's business strategy. This includes a commitment to having at least two (2) female directors.

Qualifications of the Board of Directors

1. Directors must possess the requisite knowledge, capabilities, and integrity, upholding high business ethics. They must be able to dedicate sufficient time to contribute their expertise and perform their duties for the Company effectively.
2. Directors must possess the qualifications and not have any prohibited characteristics under the Public Limited Companies Act and other relevant laws. Furthermore, they must not exhibit characteristics indicating a lack of suitability to be entrusted with the management of a public-owned business, as prescribed by the Capital Market Supervisory Board.
3. A director may hold directorships in other listed companies; however, the total number shall not exceed five (5) listed companies. This must strictly comply with the guidelines set by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
4. A director shall not engage in any business of the same nature as and in competition with the Company's business. This includes not becoming a partner in an ordinary partnership, an unlimited liability partner in a limited partnership, or a director of a private or other company operating a business of the same nature and in competition with the Company, whether for their own benefit or the benefit of others, unless the shareholders' meeting is notified prior to the appointment resolution.
5. Independent Directors must meet the independence criteria prescribed by the Capital Market Supervisory Board. They must be able to protect the interests of all shareholders equitably, prevent conflicts of interest, and attend Board meetings to provide independent and unbiased opinions.

Term of Directorship.

1. The Nomination and Remuneration Committee shall recruit and nominate qualified candidates who fully meet the criteria specified in this Charter for the position of company

director. The nominated candidates shall be presented to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) for further consideration and election by the shareholders' meeting.

2. A director shall hold office for a term of three (3) years and, upon the expiration of such term, may be eligible for re-election. In the event that a director is appointed to fill a vacancy due to reasons other than retirement by rotation, the Nomination and Remuneration Committee shall select a qualified individual who fully meets the criteria specified in this Charter and does not possess any prohibited characteristics under the law, to be nominated to the Board of Directors' meeting for appointment at its next meeting, unless the remaining term of office of such director is less than two (2) months. The person so appointed to fill the vacancy shall hold office only for the remaining term of the director whom he/she replaces.

3. At every annual general meeting of shareholders, one-third (1/3) of the directors at that time shall retiring director. If the number of directors cannot be divided exactly into three parts, the number closest to one-third (1/3) shall retire. A retiring director may be eligible for re-election. The directors who are to retiring director in the first and second years following the registration of the company shall be determined by drawing lots. In subsequent years, the directors who have been in office the longest shall retire.

4. An independent director shall hold office for a consecutive term of not exceeding nine (9) years, unless the Board of Directors deems that such individual should continue to hold the office of independent director of the Company for the best interest of the Company.

5. Besides retirement by rotation, directors will be removed from their position due to:

   5.1. Death

   5.2. Resignation

   5.3. Lacks the qualifications of a company director as specified in this Charter, or possesses any of the prohibited characteristics under the law on public limited companies, or exhibits characteristics indicating a lack of suitability to be entrusted with the management of a business publicly owned by shareholders as prescribed in the Securities and Exchange Act (including its amendments) as well as the relevant notifications of the Securities and Exchange Commission.

5.4. Removal by a resolution of the shareholders' meeting. Such resolution requires a vote of not less than three-fourths (3/4) of the shareholders present and eligible to vote, who collectively hold at least one-half of the total shares held by the shareholders present and eligible to vote;

5.5. Removal by a court order.

6. Any director wishing to resign from office shall submit a resignation letter to the Company. Such resignation shall take effect from the date the resignation letter reaches the Company or the effective date specified in the resignation letter, whichever is later.

In the event that the Chairman of the Board of Directors resigns or vacates office for any reason prior to the expiration of the term, the Board of Directors shall select a new Chairman who possesses the required qualifications and does not hold any prohibited characteristics under the law.

Authorities, Duties, and Responsibilities

In addition to the primary duties as the shareholders' representatives as aforementioned, the powers, duties, and responsibilities of the directors shall be in accordance with those prescribed by law, the Company's Articles of Association, and the resolutions of the shareholders' meeting, which include the following actions:

1. Perform their duties in compliance with the law, the Company's objectives, the Articles of Association, the resolutions of the Board of Directors, and the resolutions of the shareholders' meeting, with accountability, due care, and loyalty.

2. Review, examine, formulate details, and approve the vision, business strategies, business direction, business policies, goals, guidelines, operational plans, and budgets of the Company and its subsidiaries, as prepared by the Executive Committee and the Management.

3. Oversee and monitor the administration and management of the Executive Committee, the Chief Executive Officer, the Management, or any persons assigned with such duties, to ensure

compliance with the specified policies, operational plans, and budgets, in an efficient and effective manner.

4. Continuously monitor the Company's operational performance to ensure compliance with the Company's operational plans and budgets.

5. Ensure that the Company and its subsidiaries implement appropriate and efficient accounting systems, and establish sound internal control and internal audit systems.

6. Ensure the preparation of the Company's financial statements at the end of the Company's accounting period, which have been audited by the auditor, and present them to the shareholders' meeting for consideration and approval.

7. Consider and approve the selection, nomination, and appointment of the auditor, as well as the appropriate audit fee as proposed by the Audit Committee, prior to submission to the annual general meeting of shareholders for consideration and approval.

8. Establish a written corporate governance policy and ensure its effective implementation, to provide assurance that the Company acts with accountability and fairness towards all stakeholder groups.

9. Determine the enterprise-wide Risk Management policy and oversee the systems or processes to manage risks, including mitigation measures and control methods to minimize impacts on the Company's business.

10. Approve the appointment of qualified individuals without prohibited characteristics under the Public Limited Companies Act B.E. 2535, the Securities and Exchange Act B.E. 2535 (including amendments), and relevant regulations, to fill vacancies arising from reasons other than retirement by rotation. Also, endorse the appointment of directors to replace those retiring by rotation and determine their remuneration for shareholders' approval.

11. To consider and determine the management structure, with the authority to appoint the Executive Committee, the Chief Executive Officer (CEO), and other sub-committees as appropriate. This includes defining the scope of authority and duties of the Executive Committee, the CEO, and various sub-committees appointed to assist and support the Board of Directors in performing its duties.

However, the delegation of authority within the defined scope must not be in a manner that enables the CEO or the sub-committees to consider and approve transactions in which they may have a conflict of interest, a vested interest, or any other conflicts of interest with the Company or its subsidiaries (if any); except for the approval of transactions that comply with the policies and criteria previously considered and approved by the Board of Directors.

12. Approve asset acquisition or disposal transactions (Material Transaction: MT) and/or related party transactions (RPTs), except where shareholder approval is required by law or regulations of the Capital Market Supervisory Board and the SET.

13. To ensure the establishment of a written Corporate Governance Policy and an Anti-Corruption Policy covering all forms of corruption for the Company, its subsidiaries, and/or associated companies, in accordance with good governance principles. These policies shall, at a minimum, comply with the guidelines prescribed by the Stock Exchange of Thailand (SET) and/or the Office of the Securities and Exchange Commission (SEC). Furthermore, such policies must be implemented effectively to ensure that the Company, its subsidiaries, and/or associated companies maintain accountability and provide fair treatment to all groups of stakeholders.

14. To consider and appoint representatives to serve as directors and executives in subsidiaries and/or associated companies that operate core businesses, at least in proportion to the shareholding percentage in such subsidiaries and/or associated companies. This requirement is subject to any restrictions under other laws or conditions of joint ventures with the public sector, or any other cases as prescribed by the Securities and Exchange Law, notifications of the Capital Market Supervisory Board, or regulations of the Stock Exchange of Thailand. In this regard, the directors and executives of the aforementioned subsidiaries and/or associated companies who are appointed or nominated must possess the qualifications, roles, and responsibilities as stipulated by the relevant laws, and must not possess any untrustworthy characteristics as per the notification of the Securities and Exchange Commission (SEC) regarding the determination of untrustworthy characteristics for company directors and executives.

15. Directors are responsible for reporting their own conflicts of interest and those of their related persons to the Company. Additionally, a reporting requirement shall be established

for High-Level Executives and their related persons to notify the Board of Directors regarding any trading of the Company's shares at least one business day in advance of the transaction. The Company Secretary shall be assigned to report every change in shareholding and provide a summary of securities holdings to the Board of Directors.

16. To monitor and supervise the management and operations of the Company, its subsidiaries, and/or associated companies to ensure compliance with the Company's policies, relevant business laws, as well as the Securities and Exchange Law, notifications of the Capital Market Supervisory Board, and regulations of the Stock Exchange of Thailand.

17. To delegate authority to one or more directors or any other person to act on behalf of the Board of Directors, under the Board's supervision. The Board may grant such authority as it deems appropriate and within a specified timeframe, and reserves the right to cancel, revoke, change, or amend such delegation at its discretion. However, such delegation of authority must not enable the authorized person to consider and approve transactions in which they or any person with a potential conflict of interest, vested interest, or any other conflicts of interest may have with the Company, its subsidiaries, and/or associated companies, as defined by the notifications of the Capital Market Supervisory Board, the Stock Exchange of Thailand, and/or any other relevant regulatory authorities. An exception is made for the approval of transactions that strictly comply with the policies and criteria previously considered and approved by the Board of Directors.

Oversight of Non-Competition Agreements.

1. Anti-competitive agreement performance governance between the Company and Britania Company Limited ("BRI") ("Anti-competitive Agreement")

   A. When an opinion is submitted from Audit Committee, Board of Directors shall be responsible for the governance of Anti-competitive Agreement performance between the Company and BRI by considering the Audit Committee's opinion for the consideration.

   B. In the case that Board of Directors, by Directors with no conflict of interest, consider that the agreement amendments will not lead to competition between the Company and/or the companies in the Company Group (as defined in Anti-competitive Agreement) with BRI and/or BRI Company Group (as defined in Anti-competitive Agreement), the Board of Directors may still consider amending the agreement. However, if the Board of Directors considers that the amendment will lead to business competition, the Board of Directors will consider not amending the Agreement.

C. In the event of termination of the Agreement under the conditions set forth in Anti-competition Agreement, when the Board of Directors by the Directors with no conflict of interest has considered that the event is in accordance with the provision in the Anti-competitive Agreement, the Board of Directors shall issue a notice to the other party upon acknowledgement of the Agreement termination and notify SET of the termination thereafter.

2. Supervision of compliance with non-competition agreement between the Company and Primo Service Solution Company Limited ("PRI") ("Non-Competition Agreement")

A. When opinions are sent from the Audit Committee, the Board of Directors is responsible for overseeing compliance with the non-competition agreement between the Company and PRI by considering the opinions of the Audit Committee.

B. In the case where directors who have no conflict of interest considered that the contract amendment would not cause competition between the Company and/or the Company Group's subsidiaries (according to the definition set out in the non-competition agreement) with PRI and/or PRI group's subsidiaries (according to the definition set out in the non-competition agreement), the Board of Directors may consider amending the contract further. If the Board of Directors considers that the contract amendment will create business competition, the Board of Directors will consider not to amend the contract.

C. In the case that the contract termination occurs according to the conditions specified in the non-competition agreement, when the directors who have no conflict of interest considered that the contract termination was as specified in the non-competition agreement, the Board of Directors shall prepare a written notice to the other contracting party when being aware of the contract termination and inform the contract termination to the Stock Exchange.

3. Supervision of compliance with non-competition agreement between the Company and Origin Hotel Company Limited ("OHT") ("Non-Competition Agreement")

A. When opinions are sent from the Audit Committee, the Board of Directors is responsible for overseeing compliance with the non-competition agreement between the Company and OHT by considering the opinions of the Audit Committee.

B. In the case where directors who have no conflict of interest considered that the contract amendment would not cause competition between the Company and/or the Company Group's subsidiaries (according to the definition set out in the non-competition agreement) with OHT and/or OHT group's subsidiaries (according to the definition set out in the non-competition agreement), the Board of Directors may consider amending the contract further. If the Board of Directors considers that the contract amendment will create business competition, the Board of Directors will consider not to amend the contract.

C. In the case that the contract termination occurs according to the conditions specified in the non-competition agreement, when the directors who have no conflict of interest considered that the contract termination was as specified in the non-competition agreement, the Board of Directors shall prepare a written notice to the other contracting party when being aware of the contract termination and inform the contract termination to the Stock Exchange.

Duties of the Chairman of the Board of Directors.

1. To supervise, monitor, and ensure that the Board of Directors performs its duties effectively and achieves the organization's primary objectives and goals.

2. To ensure that all directors participate in fostering an ethical corporate culture and promoting good corporate governance.

3. To determine the agenda for Board meetings, ensuring that significant matters and those within the Board's authority are appropriately included.

4. To allocate sufficient time for the management to present matters and for directors to thoroughly discuss key issues. This includes encouraging directors to exercise prudent judgment and express their opinions independently.

5. To oversee and ensure transparent information disclosure and management in cases involving conflicts of interest.

6. To promote and foster effective cooperation among the Board of Directors, the Management, and the Company Secretary, ensuring that all parties work together smoothly and efficiently.

7. To act as the representative of the Board of Directors in communicating the Company's significant information, as well as building and maintaining positive relationships with shareholders and stakeholders.

8. To serve as the Chairman of the Meeting, ensuring that sufficient time is allocated for each agenda item to allow directors to discuss and express their opinions independently on key issues, while considering the fair interests of shareholders and all concerned parties.

Meeting of the Board of Directors

1. The Board shall convene at least six times per year, with a predetermined annual schedule. Extraordinary meetings may be convened as necessary to address urgent matters. Each director is required to attend no less than three-quarters (75%) of the total number of meetings held during the year.

2. The Chairman of the Board and the Chairman of the Executive Committee are responsible for overseeing and approving the meeting agendas. In the event that the Chairman is not an independent director and the Board consists of independent directors totaling less than half of the entire Board, an independent director shall be appointed to jointly participate in determining the meeting agenda.

3. A quorum for a Board meeting requires the presence of at least half of the total number of directors, which must include at least one independent director. If the Chairman is absent or unable to perform their duties, the Vice-Chairman shall preside over the meeting. In the

absence of a Vice-Chairman, or if they are unable to perform their duties, the directors present shall elect one among themselves to act as the Chairman of the meeting. Resolution and Decision-making: Decisions of the Board shall be reached by a majority vote.

4. Each director is entitled to one vote on any matter brought before the Board. However, any director who has a conflict of interest in a particular matter is prohibited from exercising their voting right on that subject. In the event of an equality of votes (a tie), the Chairman of the meeting shall cast an additional deciding vote to resolve the matter.

5. To ensure transparency and objectivity, any director who holds a significant interest in a matter under deliberation must excuse themselves and leave the meeting room during the discussion and voting process for that specific agenda item.

6. The Company Secretary is responsible for distributing the notice of the meeting, along with the agenda and all relevant supporting documents, to all directors at least seven days in advance. This notice period is intended to allow directors sufficient time to review and study the information prior to the meeting. Furthermore, a tentative annual meeting schedule is communicated to the Board at the end of the preceding year or the beginning of the current year. Meetings are typically scheduled for the third week of the designated month, though dates may be adjusted or additional meetings convened as deemed appropriate.

7. Resolutions shall be passed by a majority vote. Any director who objects to a resolution may request that their dissent be formally recorded in the minutes of the meeting.

8. In considering any matter, directors have the right to request access to or review relevant documents. Furthermore, they may request that relevant members of the management team attend the meeting to provide additional information and detailed explanations.

9. The Company Secretary is responsible for recording and preparing the minutes of the meeting within 14 days. They are also tasked with maintaining the minutes and all supporting documents. Additionally, the Company Secretary shall provide support and follow up to ensure that the Board's actions comply with the law, the Company’s Articles of Association, and shareholder resolutions, while coordinating effectively with all relevant parties.

Reporting of the Board of Directors

The Board of Directors shall prepare a performance evaluation report to serve as supporting information for the Board of Directors' opinions, in order to report on its performance over the past year to the shareholders in the annual report, disclosing at least the following details:

1. The number of meetings held.
2. The attendance of each director at the meetings.
3. The remuneration of the Board of Directors.
4. The results of performance duties as specified in this Charter.

Individual Director (Self-Assessment)

The performance evaluation of the Board of Directors shall be conducted at least once a year for the Board of Directors (both as a whole and on an individual basis) and for the sub-committees, covering both individual self-evaluations and full board evaluations. In this regard, the Board of Directors shall prepare a performance evaluation report to serve as supporting information for the Board of Directors' opinions.

Review and Amendment of the Charter

The Board of Directors shall review this Charter annually and shall make amendments as it deems appropriate.

This Charter shall come into force and take effect from 14 November 2025 onwards.

-Chatchai Payuhanaveechai-

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Mr. Chatchai Payuhanaveechai

Chairman of the Board of Directors

Origin Property Public Company Limited