Board Diversity Policy

Tanachira Retail Corporation Public Company Limited and its Subsidiaries

1. Principles

Tanachira Retail Corporation Public Company Limited (the "Company") and its subsidiaries are committed to conducting business in accordance with the principles of good corporate governance, while taking into consideration the interests of all stakeholders, with the aim of achieving stable and sustainable growth.

The Board of Directors plays a vital role in establishing The Company's policies, strategies, and business direction. Accordingly, The Company places importance on ensuring that the composition of the Board of Directors is appropriate in terms of size, qualifications, knowledge, capabilities, skills, and experience, in alignment with The Company's strategies and business operations.

The Company also recognizes the importance of diversity in the composition of the Board of Directors ("Board Diversity"), encompassing gender, age, nationality, race, ethnicity, skin color, country of birth, cultural background, educational background, marital status, religious beliefs, political opinions, as well as diverse areas of expertise and perspectives. Such diversity enables the Board to consider matters comprehensively, encourages constructive exchanges of views, and supports effective decision-making.

Accordingly, The Company has established this Board Diversity Policy (the "Policy") as a framework for determining the composition of the Board of Directors and promoting a transparent and fair process for the nomination and appointment of directors in accordance with the principles of good corporate governance.

2. Objectives

This Policy establishes guidelines for determining the composition of the Board of Directors and considering candidates nominated for appointment as directors, with a view to ensuring that the Board collectively possesses appropriate qualifications, knowledge, capabilities, skills, experience, and diversity in alignment with The Company's strategies and business direction, as well as the principles of good corporate governance.

3. Guidelines

3.1 Board Composition

1. The Company shall ensure that the composition of the Board of Directors is balanced and diverse, taking into consideration the following factors:

- Knowledge, capabilities, and areas of expertise relevant to The Company's business operations.
- Experience and skills aligned with The Company's current and future business strategies.
- Diversity in gender, age, nationality, race, ethnicity, educational background, skin colour, marital status, religious beliefs, and political opinions.
- The independence of directors and their ability to perform their duties effectively.

2. In considering the nomination and appointment of directors, the Board of Directors shall give due consideration to the overall composition and qualifications of the Board. A Board Skill Matrix shall be maintained and used as a framework for identifying the knowledge, skills, and expertise required of the Board, thereby supporting the nomination and appointment of directors in accordance with this Policy. This is intended to ensure that the Board, as a whole, possesses appropriate qualifications and capabilities to understand and respond to the needs of all relevant stakeholders.

3. As part of the nomination and appointment process, the Board of Directors may consider the development and potential of personnel within The Company who are deemed to possess the appropriate knowledge, capabilities, and potential to serve as directors in the future.

4. Upon the appointment of a new director, The Company shall arrange an appropriate orientation program and provide opportunities for the newly appointed director to become acquainted with The Company, its business operations, and the responsibilities of the Board, taking into consideration the circumstances and individual needs of each director. This is intended to facilitate the effective integration of new directors and enable the Board to perform its duties effectively.

4. Sources of Nominees

To promote diversity in practice, The Company encourages the consideration of director nominees from a variety of sources, including:

- Nomination by the Board of Directors.
- Nomination by shareholders.
- Executive search firms.
- The Director Pool database of the Thai Institute of Directors Association (IOD).
- Other sources deemed appropriate by The Company.

5. Director Qualifications

Candidates nominated for appointment as directors must possess all qualifications and must not have any prohibited characteristics prescribed under the Public Limited Companies Act, the Securities and Exchange Act, applicable rules and regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), and The Company's Articles of Association, as applicable.

6. Governance and Oversight

1. The Nomination and Remuneration Committee shall be directly responsible for overseeing the implementation of this Policy. Its responsibilities include monitoring, reviewing, and making recommendations regarding the structure, composition, and diversity of the Board of Directors at least annually.

2. The Nomination and Remuneration Committee shall prepare and review the Board Skill Matrix, assess the Board's composition in terms of diversity, and evaluate compliance with and the effectiveness of this Policy. The results of such assessments, together with any recommendations, shall be submitted to the Board of Directors for consideration.

3. The Company shall disclose information regarding Board Diversity and the implementation of this Policy in its Annual Registration Statement / Annual Report (Form 56-1 One Report) and/or other reports, in accordance with applicable laws and regulatory requirements.

7. Relevant Departments

Company Secretary and relevant departments shall support the nomination, appointment, and orientation processes for newly appointed directors. They shall also prepare relevant information, maintain the Board Skill Matrix, and prepare reports on Board Diversity for submission to the Nomination and Remuneration Committee and the Board of Directors, as well as support the disclosure of relevant information in accordance with applicable regulatory requirements.

8. Policy Review and Amendment

This Policy shall be reviewed for appropriateness at least once a year or whenever there are material changes in applicable laws, regulatory requirements, international standards, or The Company's business context.

Any amendment, revision, or revocation of this Policy shall be reviewed and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors before taking effect.