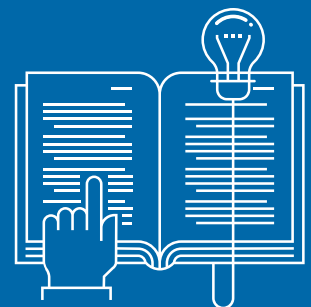


# Secretary of the Board Guide

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## Introduction

This Guide aims to clarify the general framework for the role of Secretary of the Board in listed companies and to define the competencies and responsibilities of that role. This Guide will present governance practices related to the main duties of the Secretary of the Board before its members, as well as job qualifications to possess the role of Secretary of the Board and to fulfill the Board's objectives.

The content of this Guide shall not be considered a substitute for the provisions of the Capital Market Law, the Companies Law, or their Implementing Regulations. In the event of any conflict between the content of this Guide and the provisions of the Capital Market Law, the Companies Law, or their Implementing Regulations, those Laws and Regulations shall prevail. And as the Implementing Regulations issued by the Capital Market Authority (the Authority) are subject to continuous amendments, reliance shall always be on the Regulations published on the Authority's website.

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## Definition of the Secretary of the Board

The Secretary of the Board is the person who is responsible for documenting the Company's Board meetings, manages the disclosure register of the Board and the Executive Management and other duties set forth herein. The Secretary may be a Board member or a non-Board member, whose responsibilities and remunerations shall be specified by a Board resolution unless the Company's bylaw includes provisions in connection in this regard.

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## Appointment and Termination of the Secretary of the Board

The Secretary of the Board shall be appointed by the Board and may not be terminated except by a Board resolution.

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## Duties and Responsibilities of the Secretary of the Board

### Documenting the Board's meetings:

The Secretary of the Board is responsible for documenting the Board's meetings and preparing minutes therefore, which shall include discussions and deliberations carried out during such meetings, and recording the resolutions of the Board and voting results and retaining them in a special and organized register. Such minutes shall be signed by all of the attending members. The minutes of the meeting must at least include the following:

- Venue, date, times on which such meeting commenced and concluded.
- Names of the attendees and any reservations they expressed (if any).
- Discussions and deliberations were carried out during such meetings.
- Resolutions of the Board and voting results.

### Record keeping

The Secretary of the Board must ensure that all reports submitted to the Board or prepared by it have been retained, including but not limited to quarterly and annual reports.

### Providing Board Members with Information and Minutes:

The Secretary of the Board must provide the Board members with all information needed in the course of their work, which is one of his competencies including:

- Meeting agenda and related documents and information.
- Any additional information related to the topics included in the agenda items, requested by any Board member.
- A copy of previous minutes of the Board's meetings as well as the information and documents related to the Company.



### Compliance:

The Secretary of the Board must ensure that the Board members comply and commit to the procedures approved by the Board.

### Notifying Board Members of the Dates of Board's Meetings:

The Secretary of the Board serves as a liaison between Board members, especially with regard to coordinating dates of meetings. Therefore, the Secretary of the Board must notify Board members of the dates of the Board's meetings within sufficient time prior to the date specified for the meeting.

### Presenting Draft Minutes:

The Secretary of the Board shall present the draft minutes to the Board members to provide their feedback before signing.

### Coordinating among Board Members:

The Secretary of the Board shall coordinate among Board members to help raise the efficiency of Boards' operations and enhance decision making expeditiously and efficiently.

### Providing Assistance and Advice:

The Secretary of the Board shall provide assistance and advice to Board members.

### Regulating Disclosure Register of the Board:

The Secretary of the Board shall manage the disclosure register of the Board and the Executive Management as per the disclosure requirements stipulated in the Capital Market Law, the Companies Law, and their Implementing Regulations.



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## Qualifications of the Secretary:

The Success and effectiveness of the Board's operations depend mainly on how the Secretary assumes the roles and duties in an efficient and proper manner. To that end, the Board may specify the requirements that the Secretary must meet, provided that they include at least one of the following:

- Holds a Bachelor degree in law, finance, accounting or management or their equivalent, and has relevant practical experience of no less than (3) years; or
- Has relevant practical experience of no less than (5) years.

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## Assessment and Remunerations

Remunerations of the Secretary of the Board shall be determined by a resolution of the Company's Board, unless the Company's bylaws include provisions in connection in this regard.



