
Qualifications of an Independent Director of Nova Organic Public Company Limited

The independent directors shall possess the qualifications as specified by the Company's definition of Independent Director and in accordance with the qualifications of the Audit Committee as announced by the Stock Exchange of Thailand. The qualifications and scope of work of the Audit Committee shall be able to equally care for the interests of shareholders in all aspects and not cause conflicts of interest. In addition, the independent directors must be able to attend the Board of Directors' meeting and express independent opinions. The Company requires that independent directors are the directors who do not act as executives and independence from the management and controlling shareholders as well as do not have business relationship with the Company in a manner that would have limit the expression of independent opinion. The directors are required to possess additional qualifications as follow:

- 1) Holding no more than 1% of total voting shares of the Company, subsidiary, affiliate. This also include the shareholding of persons related to such independent directors.
- 2) Not currently be or never been the Company's executive director, employee, staff, consultant with monthly salary or entities with controlling authority over the Company except it has been at least two years after the person has retired from the position. In case of being the officer in accounting and finance department, there must be at least five years away from that position before being appointed.
- 3) Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the Company and subsidiary.
- 4) Not currently having or never had any relations with the Company, subsidiary, affiliate in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the Company, subsidiary, affiliate except the person discharge from the relation stated in the first paragraph at least two years. In addition, the Company shall not be able to enter into the conflict. This includes making trade transactions that are normally made to operate, lease or lease property, items related to assets or services, or to provide or receive financial assistance by receiving or lending guarantees which result the Company or its party have debts to the other party of more than 3% of net tangible assets or more than Baht 20 million, whichever is lower. The calculation of such debt obligations is in accordance with the method of calculating the value of connected transactions in accordance with the announcement of the Stock Exchange of Thailand on disclosure and operation of listed companies in connected transactions. However, in determining the debt obligations, the debt

- obligations incurred during the year before the date of business relationship with the same person shall be considered.
- 5) Not currently be or never provided auditor services for the Company, subsidiary, affiliate or controlling party of the Company except the person has been discharged from the service at least 5 neglecting years before being appointed.
 - 6) Not currently be or never provided professional services, legal consulting, nor financial consulting services to the Company, subsidiary, affiliate, major shareholder or controlling parties of the Company with a fee more than Baht 2 million per year. Also, the person should not currently be or never be a significant shareholder, controlling person, or partner of current service providers except the person has been discharged from the service at least 2 years before being appointed.
 - 7) Not currently be a director appointed to represent the Company's directors, major shareholders, or the shareholder related to major shareholder.
 - 8) Being a director who does not operate a business of the same nature and is in significant competition with the company's or its subsidiaries' business, not being a significant partner in the partnership, not being a director who participates in management, an employee, a consultant who receives a regular salary, or holding more than 1% of the total number of shares with voting rights of other companies that operate businesses of the same nature and are in significant competition with the company's or its subsidiaries' business.
 - 9) Not under any conditions that may impede the person from having independent opinion towards the Company's operations. After being appointed as an Independent Director in accordance with Clauses 1) – 9), Independent Directors may be assigned by the Board to make any decisions on the businesses of the Company, subsidiary, affiliate or juristic persons who may have conflicts of interest by making decisions in the form of collective decisions.

The Company may appoint a person who has or has had a business relationship or provides professional services in excess of the value under Clause 4 or 6. can be an independent director if the directors of the company have considered carefully and are of the opinion that the appointment of such a person does not affect the performance of duties and independent opinions.

Information on independent directors proposed by the company as a proxy of shareholders

Name – Surname	Position	Special conflict of interest* in the proposed agenda
1. Assoc. Prof. Dr. Prakrit Tangtisanon (Age 82 years) Address: No. 54/115 Moo 13 Khlong Kum Subdistrict, Bueng Kum District, Bangkok.	Chairman of the Board of Directors/ Independent Director/ Member of Audit Committee and Member of Nomination and Remuneration Committee	Having a Special conflict of interest in Agenda 6 To consider and approve the appointment of directors who will retire in 2024
2. Mr. Mongkol Kasaemsun Na Ayudthaya (Age 64 years) Address: No. 55/3 Sam Wa West Subdistrict, Khlong Sam Wa District, Bangkok.	Director / Independent Director / Chairman of the Audit Committee / Chairman of Nomination and Remuneration Committee	No
3. Dr. Amnuay Gajeena (Age 67 years) Address: No. 87/32 Moo 6 Bang Rak Yai Subdistrict, Bang Bua Thong District, Nonthaburi.	Director / Independent Director / Member of the Audit Committee	No

Note: Details of independent directors' biographies appear in 56-1 One Report Year 2023 under the heading "Directors' Profile", which was disclosed on www.nova-organic.com

* The disclosure of special interest specified in the AGM Checklist Form is the disclosure of information specifically on any special interest that an independent director who will be acting as proxy for the shareholders has in any matters on the agenda such a special interest in the election of directors due to being a nominee for the re-election.