ASTRA

FIT AND PROPER POLICY

FIT AND PROPER POLICY FOR THE BOARD OF DIRECTORS

1. POLICY OBJECTIVE

ASTRA Enterprise Public Company Limited ("ASTRA" or "the Company") has adopted a Directors' Fit and Proper Policy ("Policy") for the appointment and re-election of Directors of the Company and its subsidiaries, and it is to be included in the whistleblowing section of the Company.

1.1 The objective of this Fit and Proper Policy is to outline a set of formal and transparent criteria for the Human Resource Remuneration and Governance Committee ("HRG") and the Board of Directors (the "Board") in the selection of candidates for appointment as Directors and in the evaluation of Directors annually as well as for recommendation to the shareholders for re-election at the Annual General Meeting.

1.2 The aim is to ensure that each Director has the character, experience, integrity, competence, independence (for Independent Directors) and time to effectively discharge his/her role as Director.

1.3 To enhance the whistleblowing policy of the Company by encouraging everyone to report any directors not adhering to the Fit and Proper policy, thereby significantly reducing the likelihood of misconduct.

2. SCOPE

2.1 This policy applies to the appointment and re-election as Director of the Company and its subsidiaries. ASTRA's joint venture companies and associated companies are encouraged to adopt this policy as applicable

3. FIT AND PROPER CRITERIA

The fit and proper criteria to be considered in assessing a candidate for appointment as Director and for Re-election as Director include as following:

3.1 Character and integrity

(a) Probity

(i) is compliant with legal obligations, regulatory requirements, professional standards and must act in accordance to Securities and Exchange Act B.E. 2535 (1992) especially in section 89/7, 89/8, 89/9 and 89/10.

(ii) has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.

(iii) have not been reprimanded or disqualified by a professional or regulatory body for dishonesty or loss of integrity.

(iv) must act in the way he/she considers, in good faith, would be most to promote the success and benefits of the Company.

(v) have recognized the critical importance of maintaining confidentiality in the company's operations and being mindful of the potential impact on the Company's business and its members as a whole.

(b) Personal integrity

(i) has not perpetrated or participated in any business practices which are deceitful, oppressive improper (whether unlawful or not), or which otherwise reflect discredit on his/her professional conduct.

(ii) service contract whether in the capacity of management or director, had not been terminated in the past due to concerns about personal integrity.

(iii) has not abused other positions such as political appointment, to facilitate government relations for a company in a manner that contravenes the principles of good governance.

(c) Financial integrity

(i) manages personal debts or financial affairs satisfactorily.

(ii) demonstrates the ability to fulfil personal financial obligations as and when they fall due.

(d) Reputation

(i) is of good repute in the financial and business community.

(ii) has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.

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(iii) has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management.

3.2 Experience and competence

(a) Qualifications, training and skills

(i) possesses educational qualifications, relevant experience, skills, and knowledge applicable to the Company's current operations, as well as the business or industry the Company plans to invest in (Innovative).

(ii) has a considerable understanding of the workings of a large public corporation.

(iii) possesses general management skills as well as an understanding of corporate governance and best practices as well as sustainability matters, including material matters on environmental, social and governance (“ESG”).

(iv) financially literate.

(v) keeps knowledge current based on continuous professional development.

(vi) possess leadership capabilities and a high level of emotional intelligence.

(b) Relevant experience and expertise

(i) possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.

(c) Relevant past performance or track record

(i) had a career of occupying a high-level position in a comparable organization, and was accountable for driving or leading the organization’s governance, business performance or operations.

(ii) possesses a commendable past performance record as gathered from the results of the Board effectiveness evaluation.

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3.3 Time and commitment

(a) Ability to discharge role having regard to other commitments

(i) able to devote time as a Board member, having factored in other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including non-profit organizations).

(b) Participation and contribution to the Board or track record

(i) demonstrates a willingness to participate actively in Board activities.

(ii) demonstrates a willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom.

(iii) manifests passion in the vocation of a Director.

(iv) exhibits the ability to articulate views independently, objectively and Constructively.

(v) exhibits open-mindedness to the views of others and the ability to make considered judgments after hearing the views of others.

3.4 Independence (applicable to the appointment and re-appointment of Independent Director)

The candidate/Director meets the criteria of an Independent Director as defined under The Securities and Exchange Commission, Thailand.

4. EVALUATION OF A CANDIDATE FOR DIRECTORSHIP OR RE-APPOINTMENT OF DIRECTOR

4.1 The fit and proper evaluation of each Director shall be conducted by the Company both prior to initial appointments and on annual basis or whenever the Company becomes aware of information that may materially compromise a Director's fitness and propriety.

4.2 The criteria shall be evaluated individually, as well as collectively, taking into account the diversity of the Board's qualifications, experience, skills, gender and age.

4.3 Failure to meet one of the criteria does not necessarily equate to the failure to meet the fit and proper criteria as a whole. The Company will consider the specific circumstances surrounding a candidate’s failure to meet the fit and proper criteria, which could be the lapse of time since the occurrence of the event, the significance or the extent of proof of the matter.

5. REVIEW OF POLICY

The policy shall be approved by the Board, upon the recommendation of the HRG, and shall be reviewed annually or as and when to reflect the current regulatory requirements, best practices or the current needs and structure of the Group.

This policy shall be effective from February 26, 2026, onwards.

Mr. Chatchaval Jiaravanon

Chairman of ASTRA Enterprise

Public Company Limited

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Appendix 1: Securities and Exchange Act B.E. 2535 (1992) Compilation

Section 89/7

In carrying out the business of the company, directors and executives must perform their duties with responsibility, caution, honesty, and integrity. They must also comply with the law, the company's objectives, regulations, and resolutions of the board of directors, as well as resolutions passed at shareholder meetings.

Section 89/8

In performing their duties with responsibility and caution, directors and executives must act in a manner similar to a prudent person engaged in the same business. It is deemed that directors or executives have fulfilled their duties responsibly and cautiously if they can prove that, at the time of decision-making: (1) Decisions were made in good faith and deemed beneficial for the company's best interests. (2) Decisions were based on information believed to be sufficient in good faith. (3) Decisions were made without personal gain, directly or indirectly, in the matter at hand.

Section 89/9

When considering whether directors or executives have fulfilled their duties with responsibility and caution, factors such as: (1) The position held in the company at that time. (2) The scope of responsibilities for the position in the company, as defined by law or assigned by the board. (3) Qualifications, knowledge, abilities, and experience, including the purpose of the appointment.

Section 89/10

In performing their duties with honesty and integrity, directors and executives must: (1) Act in good faith for the utmost benefit of the company. (2) Act with clear and appropriate intentions. (3) Not engage in actions conflicting with or contrary to the interests of the company, with significant implications.