

INDORAMA VENTURES PCL

BOARD OF DIRECTORS CHARTER

(As approved in the Board of Directors Meeting No.5/2009 dtd 28/08/2009)

Board of Directors Charter

Composition

- 1) The Company's Board of Directors shall consist of at least five (5) directors and not less than half of all directors shall be resident within the Kingdom of Thailand.
- 2) The Company's Board of Directors shall consist of at least three (3) independent directors. Not less than one-third of the total Board composition shall be independent directors

Qualifications of Director

- 1) All directors must meet the stipulations under various regulations and those prescribed by the Company's Articles of Association.
- 2) Have at least a Bachelor's Degree in any field.
- 3) Be knowledgeable in the Company's business and provide adequate time and inputs to the benefit of the Company.
- 4) Be an individual with honesty, integrity and high morale.
- 5) The directors shall not take position as director in other listed company exceeding five (5) companies. In the case that a director takes director position in excess of the criteria, the Board of Directors shall consider the effectiveness in the performance of the said directors' duties and shall report the reasons for the appointment in the corporate governance report in the annual registration statement (Form 56-1) and the annual report (Form 56-2).

Qualifications of Independent Director

The Independent Director of the company shall have the qualification as specified in the Notification of the Capital Markets Supervisory Board including its future amendments.

Roles and Responsibilities

- 1) To conduct their duties in compliance with the laws, objectives, articles of association and resolutions of shareholders' meetings with duty of care and duty of loyalty.
- 2) To formulate and approve the vision, strategies, business directions, policies, targets, guidelines, plans of work and budget of the Company and its subsidiaries as prepared by management and oversee the administration and the performance of the management or any persons assigned to do such work to ensure compliance with the policies set out by the Board of Directors.
- 3) To follow-up the outcome of work to ensure compliance with the plan and budget on an ongoing basis.

- 4) To ensure that the Company and its subsidiaries adopt and set in place an appropriate, strong and effective accounting system including an internal control and internal audit system.
- 5) To review the risk management procedures and policies and also follow up on the results.
- 6) To set in place the corporate governance policy and its effective implementation.
- 7) To appoint the sub-committees such as Audit Committee, Nomination, Remuneration and Corporate Governance Committee, or any other sub committees in order to assist the Board of Directors duties.
- 8) To appoint the senior executive positions of the Company such as Chairman of Executive Committee, Chief Executive Officer, Chief Operating Officer and Chief Financial Officer and any other senior officer as deemed necessary.
- 9) To appoint the Company Secretary to assist the Board of Directors in its various activities to run the business in line with the related laws and regulations.
- 10) To seek professional opinions from external agencies, if required in order to take appropriate decisions.
- 11) To encourage directors and executives to attend the seminar program of Thai Institute Directors Association (Thai-IOD) in the course that related to their duties and responsibilities.

In any case, the authorization of duties and responsibilities of the Board of Directors of the Company shall not constitute an authorization or sub-authorization which may cause the Board of Directors of the Company or its authorized person(s) to be able to approve any transaction that such person or any person who may have a conflict of interest (as defined in the notification of the Securities and Exchange Commission or the notification of the Capital Markets Supervisory Board) may have an interest or may benefit in any manner or may have any other conflict of interest with the Company or its subsidiaries, unless the approvals of such transactions are consistent with the policies and criteria approved by the shareholders meeting or the Board of Directors meeting.

Term of Directorship

At every annual ordinary meeting of shareholders, one-third of the directors of the Company shall retire from office. If the number of directors cannot be divided into a multiple of three, the number of directors nearest to one-third shall retire. The retiring directors shall be entitled to be re-elected.

Otherwise than retirement by rotation, the directors shall vacate office upon:

- 1) Death
- 2) Resignation
- 3) Loss of qualifications or disqualification under regulations and notifications of laws or the Articles of Association of the Company

- 4) Removal by a resolution passed by the meeting of shareholders
- 5) Removal by a court order

Meetings

The Board of Directors shall hold a meeting at least once a quarter for which the date of meeting shall be planned ahead and an extraordinary meeting shall be held if necessary.

1) Agenda:

An agenda of each meeting will be determined in advance by the Company Secretary in consultation with the Chairman of the Board, and documents supporting the meeting will be delivered to the members of the Board of Directors at least seven days in advance in order to provide time for consideration of the matters or request additional supporting information. Where it is necessary or urgent to preserve the rights or benefits of the Company, a meeting may be called by other methods and documents supporting the meeting can be delivered to the members of the Board of Directors less than seven days in advance.

2) Frequency of Meetings:

(a) Meetings of the Board of Directors should be held at least four times a year.

(b) The Chairman of the Board may convene a special meeting on its own or if there is a request from a member of the Board.

3) Attendance & Quorum & Voting:

In order to ensure the maximum participation of all directors prior to the end of each year a meeting schedule containing the dates for the Board of Directors meeting for the coming year will be circulated.

The quorum for a meeting requires the attendance of at least 50% of the total number of the members of the Board of Directors. Voting during a meeting is made by a simple majority of those directors attending. A director who has interests in any matter shall not be entitled to vote on such matter.

Sub-Committee

The Board of Directors may appoint one or several sub-committees to take charge of reviewing specific and important points in order to assist the Board of Directors. The Board of Directors shall approve the sub-committee members, sub-committee charter setting out matters relevant to their composition, duties and responsibilities and other matters relating to such sub-committee as the Board may consider appropriate. On an annual basis, the Board shall review the charter for each sub-committee.

Remuneration

The Board of Directors provides authority to the Nomination, Compensation and Corporate Governance Committee to design and set up the policy of remuneration package both

monetary and non-monetary. The process of remuneration will be transparent and appropriate with responsibility and comparable with industry standard.

In the absence of a Nomination & Remuneration Committee, the Board shall undertake the said responsibility.

Self Assessment Performance

The Board shall undertake an annual Board performance evaluation which compares the performance of the Board with the requirements of the Charter. The Board of Directors shall consider the result of the assessment for future improvement.