



Board of Director Charter

Amarin Corporations Public Company Limited



## Board of Director Charter

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#### 1. The Objective

Board of Director Charter created to define the roles, duties and responsibilities of Board of Directors by the Board of Directors on behalf of shareholders has been adhered to as an important policy in performing duties strictly according to the law and follow the principles of good corporate governance of the Amarin Corporations Public Company Limited group ("AMARIN"), including the adoption of governance principles good corporate governance for listed companies (both Corporate Governance Principles and Corporate Government Code) to adapt to suit the company. Which has the structure of the board of directors and operations in accordance with the Securities and Exchange Act which has been determined by the Board of Directors, is confident that operations will be carried out in accordance with the principles of good corporate governance and build confidence among stakeholders all parties involved include customers, partners, and shareholders. Including a good example for the AMARN Group to develop and grow steadily, strong and still standing.

#### 2. Composition and Term of Rotation

2.1 Composition of the committee, number of committee members, selection of committee chairman, and term of rotation are as specified in the Securities and Exchange Act.

2.2 Board of Directors is who appoints the company secretary, performs duties to support the performance of duties of the Board of Directors By providing legal advice and various regulations that the committee must know and practice Including performing duties in taking care of the business of the Board of Directors and coordinate in accordance with the resolutions of the Board of Directors.

#### 3. Meeting

3.1 Board of Directors Has the power and responsibility to supervise, set policies, and supervise the operations of the company so that it continues to grow and consistent



with the objectives Resolution of the Board of Directors and laws, including related regulations by performing duties with caution, honest, taking into account the maximum benefits of the Company stakeholders and those involved and the overall economic system. The Board of Directors will adhere to the requirements of relevant laws. It is considered an important principle not to order or act or refrain from giving orders or in any action that may be the cause the Company, its subsidiaries, and the AMARIN Group have acted illegally, regulations or to ethics that the Board of Directors has established as the basis for performing duties.

3.2 For good corporate governance and to make the work of the Board of Directors efficient and effective, including to comply with relevant regulations. The committee therefore appointed Sub-committees such as Audit Committee, Executive Committee, Nomination and Remuneration Committee, Corporate Governance Committee and Sustainability and Risk Management Committee

In addition, the Board of Directors may appoint other sub-committees or experts or advisor as necessary and appropriate to the changing situation.

#### **4. Duties of the Board of Directors**

The Board of Directors has powers and duties as specified in the Securities and Exchange Act. and Stock Exchange of Thailand B.E. 2535 and various related regulations, including compliance with good governance business principles and ethics of the AMARIN Group are as follows:

4.1 Vision, mission, goals and business strategies of the company to be consistent with the changing situation.

4.2 Follow up and ensure that progress is reported so that operating results meet goals, indicators and strategic plans under the budget that the Board of Directors has approved, including provide policies for improving and developing competitiveness at the international level.

4.3 Establish good corporate governance policies and company ethics, including practices to stakeholders Anti-fraud and corruption prevention of money laundering,

confidentiality and receiving notifications of clues and complaints (Whistleblower).  
The corporate governance policy and code of ethics are reviewed annually.

- 4.4 Establish an appropriate and adequate internal control system and monitor the efficiency of the internal control system to meet accepted standards such as the Committee of Sponsoring Organization (COSO) by revealing the adequacy of controls and the review is reported in the annual report.
- 4.5 Establish a risk policy and appropriate risk management framework including following efficiency of risk management on a regular basis by revealing its adequacy of the risk management system in the annual report.
- 4.6 Establish a policy framework for information technology management and treatment measures security and safety of information technology systems to be in accordance with the standards which are acceptable in the industry, monitor and review and improve it to be consistent and appropriate with information technology risks.
- 4.7 Promote the creation and use of innovation and technology appropriately in order to business operation and use resources efficiently and pedigree for mutual benefit both for the AMARIN group of companies, business partners, related parties, and society.
- 4.8 Supervise the company's operations to have financial stability to be able to run your business continuously.
- 4.9 Ensure that financial information is prepared and disclosed that is accurate, complete, and timely and reflects operating results and financial status in accordance with accounting standards set forth in accordance with accounting laws. Including disclosing various important information to the organization correctly, complete according to relevant rules and guidelines.
- 4.10 Establish a framework and mechanism for supervising subsidiaries or joint ventures by the Board of Directors. The suitability of the person is considered to be represented as a director of a subsidiary company or associated company to control and oversee the operations of subsidiaries or associated companies at the level appropriate for each business.
- 4.11 Set criteria and process for selecting the CEO and senior executives that is transparent and clear as well as determine compensation and evaluate it annually,



including follow up and ensure that there is a process for preparing personnel for replacement or inherit the position of director, president and senior executives (Succession Planning) by annually.

## **5. Duties of the Chairman of the Board**

The Chairman plays the leadership role of the Board of Directors by the duties of the chairman

- 5.1 Call a meeting of the Board of Directors by acting as chairman of the Board of Directors' meeting in the case that requires a final decision by the meeting. If the votes are equal, let the president vote further and one vote is the decisive vote.
- 5.2 Set the meeting agenda for the Board of Directors In consultation with the company secretary so that important matters have already been included in the agenda
- 5.3 Conduct meetings of the Board of Directors according to the agenda related laws and good corporate governance allocate adequate time and encourage all directors to participate in discussions use careful judgment and express your opinions freely.
- 5.4 Monitor and supervise the performance of duties of the Board of Directors to be efficient and achieve the organization's goals
- 5.5 Strengthen good relationships between the Board of Directors and the Management.

## **6. Board of Directors' Meetings**

- 6.1 Board of Directors' meetings are officially scheduled in advance for the whole year, with directors being informed of this schedule so that directors can allocate time for each meeting. The Chairman may convene an additional special meeting as necessary.
- 6.2 All directors receive an invitation letter, which clearly states the agenda of the meeting and documents at least seven days in advance, except for urgent matters that may be received later, but before the date of the meeting as appropriate.
- 6.3 Directors may propose matters so that the Board of Directors meeting can be considered as additional agenda through the company secretary or general administration management or other responsible agencies which have other names.



- 6.4 The director who stakeholders on the matter under consideration shall report the involvement and prohibit participation in the consideration of that matter.
- 6.5 Directors may request additional information necessary for decision-making from the management department through directors, managements or company secretary to determine the number of meeting members, while the Board of Directors must be at least two-thirds of all directors who have the right to vote on that agenda.
- 6.6 The minimum number of directors at the Board of Directors' meeting shall be resolved at the Board of Directors' meeting that at least two-thirds of all directors have the right to vote on that agenda.
- 6.7 The Board of Directors encourages senior executives to attend the meeting to provide additional information as directly related to the problem and to provide the Board of Directors with the opportunity to consider the succession plan
- 6.8 Non-executive directors shall convene meetings without the presence of executive directors or the management as necessary to discuss management issues of interest at least once a year
- 6.9 The company secretary is responsible for preparing the minutes of the Board of Directors' meeting and proposing to the Board of Directors to approve the minutes and to collect the minutes and relevant documents in a systematic manner.

## **7. Self-evaluation of the work of the Board of Directors**

- 7.1 The Board organizes a self-evaluation of the performance of the Board of Directors as a whole and individually on an annual basis to consider and review performance results, problems, and various obstacles in the past year. In order for the work of the Board of Directors and the management to be effective even more.
- 7.2 The Board of Directors determines the criteria used in the evaluation by assigning the committee to oversee take care of corporate governance and provide advice on the process of evaluating the performance of duties of Board of Directors to be consistent with corporate governance guidelines and ethics.
- 7.3 The Corporate Governance Committee considers the evaluation process, summary of assessment results and report the evaluation results to the Board of Directors to be

taken into consideration, improved and developed continue to carry out the work. However, outside experts may be able to evaluate it.

7.4 Audit Committee, Nomination and Remuneration Committee, corporate governance committee and sustainability and risk management committee take care of an evaluation performing one's own duties and present to the Board of Directors' meeting at least once a year.

## 8. Remuneration of Director, Senior Executives and Employees

8.1 Board of Directors has assigned the nomination and remuneration committee to consider policy filter and criteria for paying directors' remuneration by considering the rate to have suitability for duties and responsibilities Including comparison with industries of similar type and size and present to Board of Directors before presenting to the shareholder meeting for consideration and approval.

8.2 Board of Directors has assigned the nomination and remuneration committee to consider scrutinize policies and criteria for remuneration of the president and senior executives and personnel of the AMARIN Group in accordance with the operating results and success of the target before presenting it to Board of Directors for consideration and approval.

## 9. Development of Director, Senior Executives and Employees

9.1 New directors will be given an overview of the organization, operations of the Group, regular work plans, laws, regulations, and ethics related to directors with senior executives and the company secretary present such information before the first meeting of new directors.

9.2 Encourage directors and senior executives receive training and development in various forms such as seminars, lectures, and field visits to increase knowledge and new experiences that are modern and consistent with changing situations to be beneficial to work

9.3 Ensure that there is management and development of personnel of the AMARIN Group to have knowledge and ability in continuous work



#### 10. Charter Review

The Board of Directors will review and evaluate the adequacy and appropriateness of the charter at least 1 time per year.