

TANACHIRA

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Roles, Duties and Responsibilities of the Chairman of the Board Tanachira Retail Corporation Public Company Limited (“the Company”)

The principle role of the Chairman of the Board is to ensure that the Board is effective in its tasks of setting and implementing the Company’s direction and strategy.

The Chairman plays a leadership and pivotal role in ensuring that the Board works effectively. The key roles of the Chairman are:

1. Determining the composition, size and the Board structure in order to create a balance between executive directors and independent directors.
2. Promote and support the Board of Directors in performing their duties to the fullest extent of their capabilities, in accordance with their scope of authority, responsibilities, and the principles of good corporate governance.
3. Oversee and ensure that the Board of Directors carries out its duties efficiently to achieve the Company’s objectives and strategic goals.
4. Ensuring the participation of the executives, non-executives and independent directors in the Board’s decision processes and activities.
5. Promote a culture of openness and debate through ensuring constructive relations between the executive directors and non-executive directors, and between the Board of Directors and the management.
6. Engage the Board regularly in the assessment and development of its performance, communicate expectations among directors, and oversee directors’ performance to enhance overall effectiveness.
7. Be the Chairman at the Board of Directors’ meeting and perform duties in determining the meeting agenda with the Chief Executive Officer and Company Secretary to oversee the material matter to be proposed in the agenda meeting of the Board of Directors, and The Chairman shall have the casting vote in Board of Director meetings in the event of a tie.
8. Encourage the directors to attend the shareholders’ meeting and perform duties as the Chairman of such meeting.

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