



SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Charter of the Executive Committee

Approved by the Board of Directors' Meeting No. 6/2022

Held on 22 December 2022



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Charter of the Executive Committee

1. Definitions

“ Company ”	means Siamrajathanee Public Company Limited.
“ Board of Directors ”	means the Board of Directors of Siamrajathanee Public Company Limited.
“ Executive Committee ”	means the Executive Committee of Siamrajathanee Public Company Limited.
“ Company Director ”	means director of Siamrajathanee Public Company Limited.
“ Executive Director ”	means executive director of Siamrajathanee Public Company Limited.

2. Objective

The Board of Directors appoints the Executive Committee to oversee and control the Company's business operations in accordance with the direction, policy and strategy of business operations as specified by the Board of Directors. The Committee will support the Board of Directors' work in screening the strategic planning of various projects in accordance with the authority assigned by the Board of Directors as well as the regulations and principles of the Company's good corporate governance code of conduct and guidelines of the listed companies on the Stock Exchange of Thailand to ensure that it can generate return on investment and maximum benefit to shareholders.

3. Composition

- 3.1 The Executive Committee consists of not less than 5 executive directors, which may include executive director, executive level staff or a qualified third party personnel, who does not hold a position as director or executive of the Company.
- 3.2 The chairman of the Executive Committee must not be the same person as the chairman of the Board of Directors and the Chief Executive Officer in order to have a clear separation of roles and balance of power in the operation.
- 3.3 The Chief Executive Officer is appointed as executive director by position.
- 3.4 The Company Secretary shall act as secretary to the Executive Committee, unless the Executive Committee assigns otherwise.

4. Qualifications

- 4.1 Must have qualifications and does not have prohibited characteristics according to the laws relating to public limited companies and other applicable laws.





- 4.2 Must be a person with knowledge, capabilities and experience that is beneficial to the Company's business.
- 4.3 Must be honest and have integrity and ethics in conducting business operations and have sufficient time to devote to performance of duties fully and efficiently.
- 4.4 Executive Director cannot operate a business, become partner or director of another juristic person, with similar conditions and is competing with the Company's business, whether for his own benefits or for the benefit of others, unless notified to meeting of the Board of Directors or the Executive Committee for acknowledgment prior to the appointment (as the case may be).

5. Appointment and Retirement from Position

5.1 Appointment

The Board of Directors shall appoint the first set of Executive Committee. The appointment of Executive Director, from time to time, shall be carried out by the resolution of the meeting of the Executive Committee.

5.2 Retirement from position

- 1) Executive Director shall be retired when:
 - 1.1) deceased;
 - 1.2) resignation;
 - 1.3) lack of qualification or has prohibited characteristic as prescribed under the laws relating to public limited companies;
 - 1.4) by resolution of the Board of Directors.
- 2) Any resigning Executive Director shall submit a resignation letter to the chairman of the Board of Directors. The resignation shall be effective on the date on which the resignation letter reaches the Company.

6. Authority, Roles and Responsibilities

- 6.1 The Executive Committee is responsible for managing the Company's business to be in accordance with the objectives. The Company's business operations must comply with policies, regulations or orders as determined by the Board of Directors. In addition, the Executive Committee is responsible for considering various matters to be presented to the Board of Directors for approval.
- 6.2 The Executive Committee has a duty to supervise management of the Company to be in accordance with the policies determined by the Board of Directors and to report the operating results to the Board of Directors.
- 6.3 Supervise the management to develop a strategic plan to make the Company an organization that can compete effectively and can generate sustainable returns. The strategic plan must





- cover all dimensions of business operations, including the business operations of the group's affiliates (if any).
- 6.4 Monitor the progress and supervise the strategic plan, make recommendations to the management in the implementation of such plans, and supervise the management team to be clearly responsible for the implementation of each strategic plan.
 - 6.5 The Executive Committee shall revise the Company's business plan appropriately for the benefits of the Company.
 - 6.6 Screen the management's proposals and the feasibility study of investment projects or the expansion in information technology investments to consider a new business operation or a business dissolution for the Board of Directors' decisions, considering the potential risks.
 - 6.7 Monitor the performance and progress of investment projects. Report problems or obstacles that arise, together with improvement guidelines, to the Board of Directors.
 - 6.8 The Executive Committee shall set appropriate authority and level of approval of each person and provide for separation of duties that may facilitate corruption, including determining appropriate steps and procedures for conducting transactions with major shareholder, director, executive or those related to such persons in order to prevent transfer of benefits and present to the Board of Directors for approval of principles. The Executive Committee shall ensure compliance with principles and regulations which have been approved.
 - 6.9 The Executive Committee shall consider the annual budget and budget spending procedures to be proposed to the Board of Directors, and supervise the spending according to the budget approved by the Board of Directors.
 - 6.10 The Executive Committee shall consider and approve investment and determine investment budgets according to the authorization manual.
 - 6.11 The Executive Committee shall consider entry into various contracts that are binding on the Company according to the authorization manual.
 - 6.12 The Executive Committee shall be responsible for having sufficient important information of the Company in place for decision making by the Board of Directors and shareholders, including preparing reliable financial reports according to standards and with transparency.
 - 6.13 The Executive Committee shall consider profit and loss of the Company and propose the annual dividend payment to the Board of Directors.
 - 6.14 The Executive Committee shall ensure that there are procedures in place for staffs to report incident or unusual act or illegal act to the Executive Committee in a timely manner. In case that incident has a significant impact, staff must report the incident to the Board of Directors within a reasonable period of time for consideration and rectification.
 - 6.15 Take any action to support the aforementioned actions, the Board of Directors' opinions or as authorized by the Board of Directors including: Summoning documents and related persons for clarification. Appoint consultants and working groups as necessary and appropriate.





6.16 Executive Director shall propose to the meeting of the Executive Committee any matter which has been resolved and/or approved by the meeting of the Executive Committee. The Board of Directors shall be reported in the next Board of Directors' meeting.

However, the Executive Committee will not be able to approve any transaction for which the committee or any person with potential conflict of interest have a conflict of interest in other ways with the Company or its subsidiaries.

7. Meeting

- 7.1 The Executive Committee must meet at least once a month or as appropriate and may arrange additional meetings as the chairman of the Executive Committee deems appropriate.
- 7.2 The Chairman of the Executive Committee may convene a special meeting of the Executive Committee if it is deemed necessary or requested by the Chief Executive Officer or the Chairman of the Board of Directors when there is an agenda that needs to be jointly discussed.
- 7.3 At least one-half of the total number of executive directors must be present at the meeting of the Executive Committee in order to constitute a quorum.
- 7.4 The Chairman of the Executive Committee shall act as the chairman of the meeting. If at any meeting the Chairman of the Executive Committee is absent or unable to perform his duties, the executive directors present at the meeting shall elect one executive director to act as chairman of the meeting.
- 7.5 The decision of the meeting of the Executive Committee meeting shall be made by a majority of votes, whereby one executive director has one vote. And if the votes are equal, the chairman of the meeting shall have one more vote as a casting vote. However, the executive director who has an interest in any agenda shall not have the right to vote in that agenda.
- 7.6 The Executive Committee has the authority to invite management, executives or other persons relating to the Company to provide opinion, attend meeting or provide information as supporting information.
- 7.7 The secretary of the Executive Committee must deliver an invitation letter to the meeting and meeting agenda to the Executive Committee at least 3 days prior to the meeting, except in case where urgency is required to protect the Company's benefits, the Executive Directors may be notified of the meeting by other methods and the meeting date may be set sooner.

8. Reporting

The Executive Committee must report the performance of its duties to the Board of Directors for acknowledgement on a regular basis and report the results of the previous year's performance to shareholders in the annual report with at least the following details:

- 1) number of meetings;
- 2) number of times each Executive Director attends the meeting;
- 3) performance of duties as stipulated in the Charter.





9. Assessment of Executive Committee

The assessment of performance by the Executive Committee will be held annually. The Executive Committee will evaluate performance of the committee and report the results of the annual assessment to the Board of Directors.

This Charter of the Executive Committee shall be effective on 22 December 2022.

Announced on 22 December 2022

Signed _____

(Mr. Weidt Nuchjalearn)

Chairman of the Board of Directors

Siamrajathanee Public Company Limited

