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## **Charter of the Executive Committee**

### **Petchsrivichai Enterprise Public Company Limited**

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This Charter is prepared by Petchsrivichai Enterprise Public Company Limited. The Executive Committee shall review and evaluate this Charter annually and propose necessary amendments for the Board of Directors' consideration and approval.

#### **1. Objectives**

The Board of Directors has appointed the Executive Committee to support the operations, establish guidelines, and determine the operational framework of the Company to ensure compliance with applicable laws and regulations.

#### **2. Composition and Term of Office of the Executive Committee**

- 2.1 Members of the Executive Committee are not required to be members of the Board of Directors.
- 2.2 Appointment of the Executive Committee members must be conducted through the nomination process of the Nomination and Remuneration Committee and must include details of the nominee's educational background and professional experience for the Board of Directors' consideration.
- 2.3 The Board of Directors shall appoint no fewer than 3 and no more than 5 members to the Executive Committee and shall appoint one member as the Chairman of the Executive Committee.
- 2.4 Executive Committee members, who are also Board Directors, shall serve a term of 3 years, which coincides with their directorship term. Executive Committee members who are not Board Directors also serve a term of 3 years and may be reappointed as deemed appropriate by the Board of Directors.
- 2.5 Executive Committee members who are also Board Directors shall vacate their position upon completion of their term, resignation, death, or cessation of their directorship as stipulated in the Articles of Association. Executive Committee members who are not Board Directors shall vacate their position upon completion of their term, resignation, death, termination of employment with the Company, or by resolution of the Board of Directors.
- 2.6 If an Executive Committee member vacates office due to term expiration or other reasons resulting in the number of members being less than required, the Board of Directors shall appoint

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a new member within 3 months from the date the vacancy arises to ensure continuity in the Committee's operations.

### **3. Scope of Authority, Duties, and Responsibilities**

- 3.1 To consider and formulate strategies, management structures, business plans (short, medium, and long-term), including the annual budget for further presentation and consideration.
- 3.2 To manage the Company's operations to achieve its stated objectives and goals, including identifying and evaluating investment opportunities in new businesses.
- 3.3 To oversee and monitor the performance and financial status of the Company and its group companies and to report such performance and financial status to the Board of Directors monthly.
- 3.4 To consider and provide opinions to the Board of Directors regarding the Company's dividend policy.
- 3.5 To review and approve matters related to investment and asset disposal, human resource management, finance and treasury operations, general administration, and any other matters related to the Company's business, within the scope of authority delegated by the Board of Directors.
- 3.6 To consider and review risk management and the Company's internal control systems.
- 3.7 The Executive Committee may delegate authority to executives or other persons as deemed appropriate for certain matters. Such delegation or approval must not involve connected transactions or matters that may result in conflicts of interest, or matters where the Executive Committee has vested interests, as stipulated in the Company's Articles of Association and the announcements of the Capital Market Supervisory Board. All approvals must comply with the policies and procedures set by the Board and regulatory authorities.
- 3.8 To screen all matters submitted to the Board of Directors, except for matters under the responsibility and/or authority of other sub-committees, which are to be submitted directly to the Board.
- 3.9 To perform any other duties assigned by the Board of Directors.

### **4. Meetings**

- 4.1 Meetings should be held at least once per month or as deemed appropriate. A quorum shall consist of no fewer than half of the Executive Committee members.

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- 4.2 In the event the Chairman of the Executive Committee is unable to preside over the meeting, the Chairman may assign another member, or the members present may elect a member to act as the meeting chair.
- 4.3 If any member is unable to attend a meeting, the member shall notify the Secretary of the Executive Committee either verbally or in writing.
- 4.4 Prior to the meeting, each member shall preliminarily review the agenda to identify any conflicts of interest. Any Executive Committee member with a conflict of interest in any agenda item shall refrain from discussion and voting on that item or shall leave the meeting.
- 4.5 Resolutions of the Executive Committee meeting shall be passed by a majority vote of the attending members, with each member having one vote. The meeting chair shall abstain from voting unless there is a tie, in which case the chair shall cast the deciding vote. Members with a conflict of interest shall not vote on the relevant agenda item.

## **5. Reporting**

The Executive Committee shall report its performance to the Board of Directors and disclose its annual performance to shareholders in the Company's annual report. The report should include the following details:

- Number of meetings held
- Attendance of each Executive Committee member
- Performance according to the responsibilities defined in the charter

## **6. Performance Evaluation of the Executive Committee**

The Executive Committee shall conduct a performance evaluation at least once a year and report the results to the Board of Directors to improve operational efficiency and achieve the defined objectives.

This Charter of the Executive Committee is based on the resolution of the Board of Directors' Meeting No. 5/2024 (Post-conversion), held on November 11, 2024, and shall be effective from November 11, 2024, onward.

*-Chanitr Charnchainarong-*

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(Mr.Chanitr Charnchainarong)

Chairman of the Board Directors