

The Executive Committee Charter
Thantawan Industry Public Company Limited

The Executive Committee Charter

1. Objective

The Executive Committee is established by the Board of director. The objective is to oversee the operation in order to perform the work of the management for managing business of the Company to be in accordance with the specified policies, plans and targets, including the operations according to the law, SET regulations and various codes of ethics in order to promote good corporate governance.

2. Composition

- 2.1. The Executive Committee will be appointed by the Board of Directors, with the number of members determined at the discretion of the Board. The committee will consist of certain members of the Board of Directors (who are not independent directors) and may include company executives and/or external individuals as deemed appropriate.
- 2.2. The total number of members of the Executive Committee will be considered and appointed by the Board of Directors as appropriate. The number may be adjusted, increased, or decreased based on the situation and context of the company's operations at that time.
- 2.3. The Board of Directors will select one member of the Executive Committee to serve as the Chairman of the Executive Committee.
- 2.4. The Chairman of the Executive Committee must not be the same individual as the Chairman of the Board of Directors.

3. Qualifications

- 3.1. Must possess the qualifications and not have any prohibitive characteristics under the laws governing public limited companies and other relevant laws.
- 3.2. Must be an individual with knowledge, skills, and experience that are beneficial to the company's business.
- 3.3. Must demonstrate integrity, honesty, and ethical conduct in business operations, with sufficient time and dedication to fully and effectively perform duties.
- 3.4. Executive directors are prohibited from engaging in activities, becoming partners, or serving as directors of other entities that have similar operations and compete with the company's business, whether for personal or third-party benefit, unless they inform the Board of Directors or the Executive Committee prior to the appointment resolution (as the case may be).

4. Appointment, Term and Retirement

4.1. Appointment

- 1) The Executive Committee must be appointed by the Board of Director.
- 2) Chairman of the Executive Committee must be appointed by the Board of Director.
- 3) The Executive Committee shall appoint the Secretary of the Executive Committee.

4.2. Term

- 1) In case of the Executive Director who is a director of the Company shall have a term in accordance with the term of a director of the Company except the Board of Director have an alternative resolution.
- 2) In case of the Executive Director who is the Executive of the Company have a term in the office as the management of the Company except the Board of Director have an alternative resolution.
- 3) In case of the Executive Director is another person who is not a director or a manager of the Company shall have a term of office as the Board of Director has resolved.
- 4) In case of the Executive Director's retirement, they may be re-appointed.

4.3. Retirement

- 1) The Executive Director is retired when
 - 1.1) Term completed
 - 1.2) Ceased from being a director of the Company or ceased from the Executive of the Company or the resolution from the Board of Director.
 - 1.3) Death
 - 1.4) Resign
 - 1.5) Lacking qualification or having prohibit characteristics or accused under Public Limited Companies Act, B.E.2535 (1992) and/or Securities and Exchange Act B.E.2535 (1992).
- 2) Any the Executive Director retired, they have to submit a resignation letter to Chairman of the Executive Committee and sent a copy to Chairman of the Board of Director. The retirement is effective from the date that the resignation letter is delivered to the Company.

5. Scope, Authority, Duties, and Responsibilities

- 5.1 To perform duties within the scope of the law, the company's objectives, articles of association, and the resolutions of the Board of Directors and shareholders' meetings, with integrity, caution, responsibility, and ethics, while considering the interests of all shareholders equally.

- 5.2 To manage the company's business to achieve its objectives, vision, mission, strategies, and policies set by the Board of Directors, in accordance with the law, conditions, regulations, and the company's articles of association, as well as applicable regulatory authorities.
- 5.3 To provide recommendations to management regarding strategic direction, organizational structure, business plans, and the company's annual budget before presenting them to the Board of Directors for approval.
- 5.4 To oversee the company's operations to ensure they align with the approved policies, goals, strategies, operational plans, and annual budgets set by the Board of Directors, effectively and in accordance with changing business conditions, as well as providing advice and recommendations on management matters to senior executives.
- 5.5 To approve the expenditure of funds within the approved budget and ensure compliance with procedures, as well as the management authority set by the Board of Directors.
- 5.6 To approve the structure of salaries and other benefits for executives and employees, then submit them to the Nomination and Remuneration Committee for review and onward submission to the Board of Directors for approval.
- 5.7 To approve the review and modification of the organizational structure, operating procedures, and workflows of each department.
- 5.8 To propose borrowings, loans, or credit requests from financial institutions, as well as guarantees, to the Board of Directors for approval.
- 5.9 To approve payments for transactions in the ordinary course of business, with clear limits set for each item. These limits must comply with the company's procedures and the approval authority of the Executive Committee, which has already been reviewed by the Board of Directors.
- 5.10 To assess the feasibility of investing in new projects, with conditions for investment, such as:
- i. The investment project must undergo a feasibility study with a clear Feasibility Study.
 - ii. The investment must be in the form of joint ventures, acquisitions, asset purchases, or others, but not loans or financial assistance.
 - iii. Each investment project must be submitted to the Board of Directors for approval.
- 5.11 To propose liquidity management, investment in the capital markets, money markets, and other securities to the Board of Directors for approval.
- 5.12 To define strategies and operational directions, and provide advice to management regarding the company's sustainability policies.
- 5.13 To supervise, review, and monitor the ongoing implementation of the company's sustainability operations.

- 5.14 To supervise the operations in accordance with the authority granted by the Board of Directors and may appoint or delegate one or more individuals to perform certain actions on behalf of the Executive Committee as deemed appropriate. The Executive Committee can revoke, modify, or amend such authority.
- 5.15 To have the authority to hire external consultants, experts, and other advisors as the Board may deem necessary at its discretion, including approving the fees and conditions of the hiring with a defined period.
- 5.16 To consider, approve, recruit, select, and evaluate the probationary performance of employees at the director level and above, excluding the position of Chief Executive Officer (CEO) or its equivalent, which falls under the authority of other committees as specified.
- 5.17 To review and filter all types of work presented to the Board of Directors, except for matters that fall under the authority and responsibility of other sub-committees of the company, which will review and present their filtered work directly to the Board of Directors.
- 5.18 To review and update the Executive Committee's charter on an annual basis.
- 5.19 To perform any other duties assigned by the Board of Directors.

6. Meeting

- 6.1 The Executive Committee held at least one meeting each month and it may hold an additional meeting as chairman of the Executive Committee deems appropriate.
- 6.2 Chairman of the Executive Committee is the person who calling for the Executive Committee meeting. In the event that chairman of the Executive Committee is absent or unable to perform duties. The person who is assigned from chairman can call the Executive Committee meeting instead. During the Executive Committee meeting, the Executive Director must attend by themselves. Chairman of the Executive Committee may allow other person to attend the meeting or provide an opinion to the meeting as well.
- 6.3 A half of a total number of the Executive Director must attend in order to constitute a quorum.
- 6.4 The decision of the Executive Committee meeting shall be made by a majority of the Executive Director who attend the meeting in which one member has one votes. Except in case of equal votes for any agenda, chairman of the meeting have the rights to vote for deciding. Additionally, the Executive Director, who have interest in any matter, do not have the rights to vote in that matter.
- 6.5 Information, reports and various detail proposed to the Executive Committee meeting for consideration must be screened and approved from the head of units or the top executive of the department before proposing to the Executive Committee meeting for consideration by the head of units or the top executive is directly responsible for these information, report as well as various detail unless the

Executive Committee considers or orders otherwise. Information, report and various detail that will present to the Executive Committee meeting shall be sent to the secretary of Executive Committee in order to prepare for presentation at the meeting before the meeting starts. The presentation will be done by the head of units, the top executive or other assigned person is responsible for presenting to the Executive Committee meeting except the Executive Committee considers or orders otherwise.

6.6 Secretary of the Executive shall prepare the meeting minute and keep a document of the meeting.

7. Reporting

The Executive Committee must report the performance of operation to the Board of Director regularly. The Executive Committee also report the performance of operation in the past year to shareholders in the annual report with the following detail;

7.1 The number of meeting

7.2 The number of time that the Executive Director attends the meeting

7.3 The performance according to the charter

8. Evaluation

The Board of Director shall evaluate the performance of operation annually and report any problem, which cause the operation to not success to it is goal (if any), to the Board of Director.

This charter was approved at the Board of Directors meeting No. 12/2024 on December 20, 2024.