



**Charter of the Executive Committee
PrukSA Holding Public Company Limited**

Charter of the Executive Committee

1. Purpose

To support operations, build confidence among stakeholders, and ensure the Company's sustainable growth, as well as to clarify the composition, tenure, responsibilities, and meetings of the Executive Committee, the Board of Directors has approved the creation of the Executive Committee Charter. This charter will serve as a guideline for performing duties in accordance with the law and in alignment with good corporate governance principles.

2. Composition and Qualifications

- 1) The Executive Committee is appointed by the Board of Directors and consisting of at least three members, including some Board members, the committee may also include executives of the Company and/or external individuals.
- 2) The Board of Directors shall appoint one of the Board members to serve as the Chairperson of the Executive Committee.
- 3) Members of the Executive Committee must possess relevant knowledge, skills, and experience, allocate sufficient time, express independent opinions, have an adequate understanding of their roles, responsibilities, and possess a legal and regulatory compliance standing.
- 4) The Company Secretary serves as the secretary of the Executive Committee, unless assigned otherwise by the Executive Committee.

3. Office term

- 1) The Executive Committee has a term of office of 3 years. with their tenure aligning with the directorship term. Upon completion of the term, they may be reappointed by the board of directors.
- 2) The Executive Committee member who are an executives of the Company have a term of office for as long as they hold an executive position in the Company, unless otherwise resolved by the board of directors.
- 3) The Executive Committee members who are outsiders, who do not hold positions as directors or executives of the Company, have a term of office as determined by the Board of Directors and may be subject to changes as deemed appropriate by the Board of Directors.
- 4) In addition to the expiration of their term as mentioned above, a member of the Executive Committee shall cease to hold their position upon:
 - 1) Death.
 - 2) Resignation, submitted in writing to the Chairman of the Board of Directors.
 - 3) Loss of qualifications to serve as a director of the company, or possessing disqualifications under the Public Limited Company Act or exhibiting characteristics that demonstrate a lack of suitability to be entrusted with the management of a company with public shareholders, as defined in Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551 (and as may be amended).
 - 4) A resolution by the Annual General Meeting of Shareholders or the Board of Directors to remove the individual from the position.

- 5) In case of a vacancy in the Executive Committee for reasons other than the completing an office term, the Board of Directors shall appoint a person who is qualified and not prohibited by law to fill the vacancy.

4. Scope of authority

- 1) The Executive Committee has a duty to performing duties with responsibility, due care and integrity, in compliance with laws, the Company's objects and the Articles of Association, as well as resolutions passed by Board of Directors' Meetings and Shareholders' Meetings.
- 2) To define the policies, goals, strategies, operational plans, annual budgets, and management authority of the Company and its subsidiaries for submission to the Board of Directors for approval.
- 3) To oversee the operations of the Company and its subsidiaries to ensure alignment with the policies, goals, strategies, operational plans, and annual budgets approved by the Board of Directors, ensuring effectiveness and business suitability, while providing advice and management guidance to senior executives.
- 4) To monitor the operations of joint ventures to ensure compliance with commercial agreements, joint venture arrangements, or contracts between the parties.
- 5) To approve the use of funds for investments in the Company's normal transactions that fall outside the approval authority of the Investment Committee. This includes financial transactions with financial institutions for opening accounts, borrowing, pledging, mortgaging, guaranteeing, and other related matters, as well as the buying and selling/registration of land ownership for normal business transactions of the Company and its subsidiaries, within the defined approval limits.
- 6) To define the internal organizational structure¹⁾ and ensure effective internal management.
- 7) To approve the appointment of the Company's representatives to serve as directors in subsidiaries and joint ventures only when establishing new companies, in accordance with the authority delegated by the Board of Directors.
- 8) To oversee and approve matters related to the operations of the Company and its subsidiaries, and to appoint or delegate individuals, whether one or more, to act on behalf of the Board of Directors as deemed appropriate. The Board of Directors may revoke, amend, or modify such authority. However, any delegation of authority must not enable the designee to approve matters in which they may have a conflict of interest or personal stake, unless such approvals are in accordance with policies and criteria previously approved by the shareholders' meeting or the Board of Directors.
- 9) To review and filter all matters presented to the Board of Directors, except those within the scope of responsibilities and/or authority of other sub-committees, which shall directly present to the Board of Directors.

Note: ¹⁾Organizational Structure refers to the internal structure within the business segments or units

- 10) To perform any other duties as assigned by the Board of Directors. The delegation of authority and responsibilities by the Board of Directors shall not enable the Board or its designees to approve matters in which they or any related parties may have a conflict of interest, as defined by the Securities and Exchange Commission's regulations. Such approvals must be submitted to the Board of Directors and/or the shareholders' meeting (as applicable) for approval in accordance with the Company's regulations and relevant laws, except for approvals related to normal business transactions that fall within clearly defined parameters.
- 11) To manage the Company's information technology (IT) systems and implement appropriate security measures in accordance with industry standards. The IT systems and security protocols should be regularly reviewed and updated to align with evolving information technology risks.
- 12) To encourage the development and appropriate application of innovations and technology to ensure the efficient operation of the Company's business and resource utilization. This should also create mutual benefits for the Company's operations, customers, partners, stakeholders, society, and the environment.
- 13) To assess performance at least once per year and report any obstacles or issues that may have prevented the achievement of objectives (if any) to the Board of Directors.

5. Meetings

- 1) The Executive Committee shall meet regularly at least once a month, or as deemed appropriate.
- 2) For convening a meeting, the Chairman of the Executive Committee or the Secretary of the Executive Committee, as the appointed representative, shall send a notice of the meeting to the committee members at least seven days prior to the meeting, unless there is an urgent matter requiring immediate attention to protect the Company's interests, in which case the meeting notice may be sent through other means with an expedited schedule.
- 3) Any member of the Executive Committee with a conflict of interest in any matter shall not attend the meeting and shall have no right to vote on that matter.
- 4) The Executive Committee may invite other individuals, such as the Chief Executive Officer, Managing Directors, Deputy Managing Directors, Assistant Managing Directors, department heads, and/or other relevant persons, to attend meetings as appropriate. Additionally, the Executive Committee may consider holding separate meetings with such individuals if there are specific issues or matters that require private discussion.

6. Quorum

- 1) In the Meeting of the Executive Committee, there shall be at least one half of the number of the Executive Committee members to form a quorum. In case the Chairman of the Executive Committee is not present at the Meeting or is not capable of performing the duty, the attending members of the Executive Committee shall elect among themselves one member to chair the Meeting.
- 2) In the Meeting, a resolution shall be passed by a majority of the votes with one member of Executive Committee having one vote. In case of a tie vote, the Chairman of the Meeting shall cast one more vote as the casting vote

7. Charter Review

This Charter must be reviewed at least annually or in response to any event or factor that may impact the Company or its operations, as deemed appropriate by the Board of Directors or the Executive Committee.

This Charter is effective from 14 November 2024 onward.

- Signed -

(Dr. Prasarn Trairatvorakul)

Chairman of the Board of Directors

Pruksa Holding Public Company Limited