

## **CHARTER OF THE EXECUTIVE COMMITTEE**

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**Neo Corporate Public Company Limited**

## **Charter of the Executive Committee**

### **1. Purpose**

The Executive Committee is established to support the Company's Board of Directors in managing the Company's business in compliance with the established policies, work plans, articles of associations, and goals within the framework assigned by the Board of Directors.

### **2. Composition**

The Executive Committee shall consist of at least three members who do not need to be the Company's directors.

In this regard, the Executive Committee shall select one member to be the Chairman of the Executive Committee who must not be the same person with the Chief Executive Office to ensure clear separation of duties and balance of power in management.

The Executive Committee shall appoint a secretary of the Executive Committee to assist in the operations of the Executive Committee on scheduling meetings, preparing meeting agendas, distributing meeting materials, and recording meeting minutes.

### **3. Qualifications of members of the Executive Committee**

The Executive Committee members must have the following qualifications:

(1) Each member of the Executive Committee must have knowledge, abilities, honesty, integrity, ethics in business operation, and have sufficient time to dedicate knowledge and abilities and perform duties for the Company.

(2) Each member of the Executive Committee must have all required qualifications and possess no prohibited characteristics of a director and/or executive pursuant to applicable laws.

(3) Each member must not engage in any business that is in the same and competitive nature with the Company's business or become a partner or director in another legal entity operating a business that is in the same and competitive nature with the Company's business, whether for his/her own benefit or for others, unless the Board of Directors' meeting has been informed of the same before resolving to appoint such person.

### **4. Appointment and term of office**

The Board of Directors is responsible for appointing the persons who are fully qualified as specified in Section 3 above to be the members of the Executive Committee. The term of office of a member of the Executive Committee is three year and must coincide with such member's term of office as director of the Company (in the event that such member also holds a director position of the Company). In this regard, a member of the Executive Committee who retires upon the end of their term of office may be reappointed as member of the Executive Committee.

In addition to retirement upon the end of term of office, a member of the Executive Committee shall cease to hold office upon:

- (a) death;
- (b) resignation;

- (c) a resolution being passed at the Board of Directors' meeting to remove such member from the position;
- (d) disqualification of a member of the Executive Committee pursuant to this charter.

Any member of the Executive Committee who wishes to resign must submit the resignation letter to the Chairman of the Board of Directors.

In the event that a member of the Executive Committee completes his/her term of office or is unable to serve until the end of his/her term, resulting in the Company having fewer than three members of the Executive Committee, the Board of Directors must appoint a new member of the Executive Committee to ensure that the required number is met immediately or, at the latest, within three months from the date on which the number of members falls below the required minimum. This is to ensure the continuity of the Executive Committee's duties. However, the Executive Committee member appointed to replace the former member who left the office for a reason other than retirement upon the expiration of his/her term of office may remain in office only for the remaining term of the former member whom he/she is replacing.

## **5. Powers, roles, and responsibilities**

(1) The Executive Committee must prepare and establish policies, directions, strategies, business plans, budgets, management structures, and management authorities to propose to the Board of Directors for approval. The Executive Committee must proceed in accordance with approval obtained from the Board of Directors, including monitoring and checking to ensure effectiveness and efficiency of the said operations.

(2) The Executive Committee must manage, control, and oversee the Company's operations involving general management.

(3) The Executive Committee may approve the Company's entering into any contracts and/or transactions relating to the Company's ordinary business operations (such as sale and purchase transactions, investments or co-investments with other persons for ordinary business transactions of the Company and for the benefit of the Company's operations in accordance with its objectives) within the financial limits set out in the Authority Limits manual or as determined by the Board of Directors.

(4) The Executive Committee may approve the drawdowns from the credit facilities that the Board of Directors has approved to have with financial institutions within the financial limits set out in the Authority Limits manual.

(5) The Executive Committee may approve the appointment of various advisors that are necessary for the Company's operations, subject to the budgets approved by the Board of Directors in each year.

(6) The Executive Committee must establish a framework and policy for determining the salary structure, the salary increment criteria, and the criteria for determining bonuses, remuneration, and rewards for employees and executives (holding the positions below Chief Executive Officer) to propose to the meetings of the Nomination and Remuneration Committee and the Board of Directors for consideration and approval, respectively.

(7) The Executive Committee must report key performances of the Executive Committee to the Board of Directors on a regular basis.

(8) The Executive Committee must carry out any other actions as assigned by the Board of Directors or in accordance with the policies established by the Board of Directors.

(9) The Executive Committee must review and propose that the Board of Directors consider revising the scope of powers, duties, and responsibilities of the Executive Committee to ensure that it corresponds to the current circumstances.

(10) The Executive Committee may authorize any one or more than one person(s) to carry out any actions on behalf of the Executive Committee as it considers appropriate.

In this regard, the delegation of authorities, duties, and responsibilities of the Executive Committee must not be in the nature of the authorization or sub-authorization that allows the Executive Committee or the persons delegated by the Executive Committee to approve the transactions which they or the person who may have a conflict (as defined in the Notification of the Securities and Exchange Commission and/or the Notification of the Capital Market Supervisory Board and/or as prescribed by the Stock Exchange of Thailand and/or the relevant authority(ies)) may have interest in, may derive benefit in whatever nature from, or may have any other conflicting interests with the Company or its subsidiary company, except for the transaction approvals that are in accordance with the policies and criteria approved by the meeting of the Board of Directors and are the approvals of transactions that are in the ordinary course of business and on general commercial conditions in accordance with the Notification of the Securities and Exchange Commission and/or the Notification of the Capital Market Supervisory Board and/or as prescribed by the Stock Exchange of Thailand and/or the relevant authority(ies).

## **6. Meetings**

(1) The Executive Committee's meetings must be held as the Chairman of the Executive Committee considers appropriate with a minimum of one meeting every three months.

(2) To convene a meeting of the Executive Committee, the Chairman of the Executive Committee or the designated person must send a meeting invitation notice to all members of the Executive Committee, along with the agenda and supporting documents, at least seven days prior to the meeting date. This is to allow the Executive Committee members sufficient time to study the information. In case of necessary or urgency, to protect the rights and interests of the Company, the meeting invitation notice may be given by other means, or an earlier meeting date may be scheduled.

(3) Meetings of the Executive Committee may also be conducted electronically, subject to compliance with the law on electronic meetings and other applicable laws. Such electronic meetings of the Executive Committee shall be considered equivalent to physical meetings of Executive Committee as prescribed by law and this charter whereby the Company's head office shall be considered the venue of the meeting.

(4) The Executive Committee may, at the Company's cost, invite other persons with specific responsibilities or relevant persons or persons with knowledge and expertise relevant to the matter to be considered to attend the meeting as appropriate. The Executive Committee may also consider holding separate meetings with such other persons if it considers that certain issues or considerations should be discussed separately.

## **7. Powers, duties, and responsibilities of the Chairman of the Executive Committee**

(1) The Chairman of the Executive Committee plays a role in controlling the meetings of the Executive Committee to ensure that the meetings are conducted efficiently in accordance with applicable laws and the Company's regulations and articles of associations, whereby the Executive Committee members must be allowed and encouraged to express opinions independently.

(2) The Chairman of the Executive Committee must support and encourage the Executive Committee to perform duties to the fullest of its ability in accordance with the scope of powers, duties, and responsibilities and in accordance with the Corporate Governance Policy.

(3) The Chairman of the Executive Committee must supervise, monitor, and oversee to ensure that the operations of the Executive Committee and other sub-committees of the Company comply with the Company's rules and regulations and achieve the objectives, policies, and work plans that have been established.

(4) The Chairman of the Executive Committee must monitor the management's implementation of strategic policies and guidelines and provide suggestions and support the business operations of the management.

## **8. Quorum and voting**

(1) At the Executive Committee's meetings, at least half of the total number of the Executive Committee members must be present to constitute a quorum. In case the Chairman of the Executive Committee is not present at the meeting or is unable to perform duties, the members of the Executive Committee being present at the meeting must select one member to preside as chairman of the meeting.

(2) The meeting shall make decisions by resolution passed with a majority vote.

(3) In a voting process, each member of the Executive Committee has the right to cast one vote, except for the member(s) having a conflict of interest in a particular matter who cannot vote on that matter. In the event of a tie in the voting, the chairman of the meeting shall cast an additional casting vote.

(4) The Chairman of the Executive Committee, or the designated member of the Committee, or the secretary of the Executive Committee shall report the resolutions of every meeting to the next Board of Directors' meeting for acknowledgment.

## **9. Evaluation**

The Executive Committee must conduct evaluations of its own performance, both individually and collectively, and review the performance of the Executive Committee in the past year, and report the performance evaluation to the Board of Directors at least once a year.

## **10. Remuneration**

The Nomination and Remuneration Committee is responsible for considering and determining the remuneration of the Executive Committee and proposing it to the Board of Directors for approval for further proposing it to the shareholders' meeting for approval (if applicable).

## **11. Review and modification of the charter**

The Executive Committee shall review this Charter of the Executive Committee at least once a year to ensure that it corresponds to current circumstances and must propose any necessary amendments or modifications to the Board of Directors for consideration and approval.

This Charter of the Executive Committee is effective from 25 August 2023 onwards.

(Mr. Virapan Pulges)

Chairman of the Board of Directors  
Neo Corporate Public Company Limited