



# **Sammakorn Public Company Limited**

---

---

## **Executive Committee Charter**

**Revision 2025**

## **Sammakorn Public Company Limited**

### **Executive Committee Charter**

.....

Sammakorn Public Company Limited has issued the “Executive Committee Charter” according to the rules of the Stock Exchange of Thailand with the following requirements:

#### **1. Composition of the Executive Committee**

The Executive Committee consists of the following composition.

- 1.1 At least 3 members shall be the directors appointed to be the Executive Committee by the Board of Directors and in this number, an Executive Committee member shall be the Chairman of the Executive Committee.
- 1.2 The Managing Director shall be an ex officio Executive Committee member.
- 1.3 The Executive Committee shall appoint the Secretary to perform the duty to support the function of the Executive Committee, oversee the documentation related to the Executive Committee’s Meeting, monitor and coordinate to ensure compliance with the resolution of the Executive Committee, and execute other entrusted matters.

#### **2. Term of Office**

- 2.1 The Executive Committee members hold the office based on the period that he/she holds the director’s office.
- 2.2 Any Executive Committee member who will resign from the office shall submit the Resignation Form to the Chairman of the Board of Directors and the Board of Directors shall be the approver. The retirement from the office in other cases shall be in line with the Charter regarding the retirement of the director’s office.

#### **3. Scope of Authority**

The Executive Committee members have the following authority and responsibilities.

- 3.1 Consider the work plan and annual budget to be proposed to the Board of Directors.
- 3.2 Consider giving consent on the strategies to be consistent with the Company’s vision and policies with good efficiency and effectiveness and appropriateness with the business operation condition.
- 3.3 Consider screening works and comment about the management of every matter that will be proposed to the Board of Directors.

- 3.4 Consider approving as determined by the execution power or acknowledged by other entities regarding the administration deemed necessary or appropriate by the Executive Committee to be proposed for acknowledgement.
- 3.5 Consider screening the administration structure, rules, and regulations used as the Company's general operating standards, organizing structure chart, number, and wage rate of the staff.
- 3.6 Has the authority of general management and supervision of the Company's entity administration according to the policies and resolutions of the Board of Directors.
- 3.7 Consider approving the payment as determined in the execution power and annual budget approved by the Board of Directors.
- 3.8 Consider approving the application for the bank credit, borrowing, or incurrence of any other obligations, pledges, and mortgage of the Company's properties, the redemption of the said collateral, or any juristic acts within the limit approved under the executive power. In the case where the Company needs to use a loan limit of more than 50 million Baht, the Executive Committee shall first approve and subsequently ask for ratification from the Board of Directors.
- 3.9 Consider approving the purchase and sale of immovable properties within the limit of not more than 100 million Baht.
- 3.10 Consider nominating and approving the employment, removal, appointment, promotion, and feat of the top executives, except the Managing Director. The Nomination and Remuneration Committee is the person who determines the structure of rewards and other benefits.
- 3.11 In the case of exigency and beyond the authority and responsibilities of the Executive Committee, the Executive Committee shall call for the Board of Directors' Meeting for consideration as a special case.
- 3.12 Consider giving consent on other matters that are crucial for the Company, such as new business, change in the adoption of new Thai Accounting Standards that materially affect the Company, and lawsuit in which the Company becomes a defendant.
- 3.13 Consider approving the set of regulations regarding the staff.
- 3.14 Appoint any working group and/or person to perform the duty of screening works proposed to the Executive Committee or for any execution that is useful for the duty performance of the

Executive Committee, or for any representation as entrusted by the Internal Executive Committee.

- 3.15 Has the power to sub-authorize and/or entrust other persons to perform specific works instead.
- 3.16 Consider giving consent on other matters as entrusted by the Board of Directors.

#### **4. Meeting**

- 4.1 The Executive Committee shall hold or call for the meeting as deemed appropriate. The Meeting must be at least held once a month or as appropriate, and the Executive Committee has the duty to regularly attend the Meeting. In the case where the Chairman of the Executive Committee is absent from the Meeting or unable to perform his/her duty, the Executive Committee members who attend the Meeting shall select an Executive Committee member to be the Chairman of the Meeting.
- 4.2 In the Executive Committee's Meeting, the Executive Committee members at least two-thirds of the total number of directors shall attend each Meeting to meet the quorum.
- 4.3 The resolution of the Executive Committee can be performed by adhering to the majority vote. However, the Executive Committee member with an interest in any matters shall not participate in resolving those matters.
- 4.4 The resolution of the Executive Committee may be performed by circular resolution without the need to hold the meeting and is valid as if the meeting is held for resolution when every Executive Committee member has signed to certify the said resolution.

#### **5. Review of the Charter**

The executive committee will review and revise the charter annually to ensure it remains up-to-date and suitable for the company's circumstances.

-----  
Remark: The aforementioned charter has been reviewed and approved by the resolution of the Board of Directors' meeting No. 1/2025, held on February 20, 2025.