

Executive Committee's Charter Super Turtle Public Company Limited

1. Objectives

The Executive Committee of Super Turtle Public Company Limited (the “**Company**”) was appointed by the Board of Directors with the key responsibilities to determine policy, performance target, plan and annual budget and to propose the same to the Board of Directors for consideration and approval, as well as to oversee, audit and monitor the Company's performance results to be in accordance with the policy, plan and annual budget approved by the Board of Directors so as to ensure that all performances are carried out in an efficient and effective manner. This Executive Committee's Charter (the “**Charter**”) was then created to outline (a) composition, qualifications and term of the Executive Committee, (b) roles, duties and responsibilities of the Executive Committee, (c) rules of the Executive Committee's meeting, (d) reporting by the Executive Committee, and (e) review of the Charter.

2. Composition, Qualification and Term

- 2.1 The Executive Committee shall consist of the Company's directors, executives and/or employees possessing vice president level (or above) who hold appropriate experience and qualifications with at least 3 members. Members of the Executive Committee shall be appointed by the Board of Directors.
- 2.2 Unless otherwise determined by the Board of Directors, a member of the Executive Committee who possesses the highest executive position shall act as the Chairman of the Executive Committee.
- 2.3 The members of the Executive Committee shall vacate their office upon:
 - Death
 - Resignation
 - Cessation from being the Company's director, executive or employee
 - Being discharged by a resolution of the Board of Directors' meeting
- 2.4 Any member of the Executive Committee who wish to resign shall submit a resignation letter to the Company, and the resignation shall be effect from the date of receipt of the resignation letter by the Company.
- 2.5 Unless otherwise determined by the Executive Committee, the Company Secretary shall act as the Secretary to the Executive Committee to assist the Executive Committee in performing its duties and to prepare the minutes of the Executive Committee's meetings.

3. Rules of the Meeting

- 3.1 The Executive Committee shall convene a meeting on a monthly basis. Extraordinary meeting(s) may be held as necessary and appropriate. If there is any necessity, the Chairman of the Executive Committee has the authority to cancel a monthly meeting.
- 3.2 The Secretary to the Executive Committee shall send an invitation to the members of the Executive Committee at least 7 days prior to the meeting date, unless in the case of urgency to preserve the Company's interests the meeting appointment may be notified by other means and the meeting date may be set earlier.
- 3.3 At least a half of total members of the Executive Committee must present at a meeting to constitute a quorum.

- 3.4 The Chairman of the Executive Committee shall act as the Chairman of the meeting. In case the Chairman of the Executive Committee is absent from a meeting or unable to perform his/her duties, other members of the Executive Committee presenting at the meeting shall elect one member among themselves to preside over such meeting as the Chairman of the Meeting.
- 3.5 A resolution of the Executive Committee's meeting shall be passed by a majority vote, whereby each member shall have one vote. In case of tie vote, the Chairman of the meeting shall have a casting vote. Any member of the Executive Committee having conflict of interest on a matter considering shall not be entitled to participate the meeting and vote on the matter.
- 3.6 The Executive Committee may invite any executive(s) and/or related person(s) to attend the meeting as it deems appropriate.

4. Roles, Duties and Responsibilities

- 4.1 To determine policy, vision, mission, corporate value, strategy, performance target, plan and budget according and corresponding to the economic and competitive situation; and to propose the same to the Board of Directors for consideration and approval
- 4.2 To consider and determine organization and management structure, including remuneration structure of the Company to enhance the Company's business operations and to be in line with the determined objective and target
- 4.3 To consider and approve transaction concerning the Company's normal course of business (e.g., purchase, acquisition, sale, disposal, investment, trade, transfer, lease and lease out of assets) within a transaction value approved by the Board of Directors
- 4.4 To consider and approve borrowing of any loan or arrangement of credit facilities, as well as lending money, pledging, mortgaging, creating encumbrance or becoming surety by the Company, within a transaction value approved by the Board of Directors
- 4.5 To consider and approve opening/closing of bank account and receipt of other related banking service, including determining the authorized signatories for the Company's bank account
- 4.6 To oversee and monitor the Company's performance to ensure alignment with the policy, strategy, performance target, including plan and budget as approved by the Board of Directors and compliance with the laws, regulations, articles of association and policies of the Company
- 4.7 To oversee the Company's compliance with the policy and guideline relating to corporate governance, Code of Conduct, and anti-corruption
- 4.8 To delegate one or more persons to perform any matter on behalf of the Executive Committee within the period as it deems appropriate, which may cancel, amend, or change such authority; however, such delegation shall not be an authorization that allows the delegated person(s) to approve any transaction that he/she or any person who may have a conflict of interest has an interest or any conflict of interest with the Company or its subsidiaries
- 4.9 To undertake any action assigned by the Board of Directors

5. Roles, Duties and Responsibilities of Chief Executive Officer

- 5.1 To oversee the operations and/or to manage the day-to-day operations of the Company
- 5.2 To conduct and manage the Company's operations to be in accordance with the policy, performance target, plan and budget as approved by the Board of Directors and/or the Executive Committee

- 5.3 To appoint working teams to assist the Executive Committee in performing its functions and to delegate any person(s) to perform any specific task on his/her behalf, provided that such delegation shall be under the authorization of power of attorney and/or in accordance with the regulation as approved by the Board of Directors
- 5.4 To follow up and evaluate the Company's performance on regular basis; and to report the same including the business update to the Executive Committee and the Board of Directors
- 5.5 To consider and approve the utilization of budget for the Company's normal course of business within authority approved by the Board of Directors
- 5.6 To consider and approve the entry into or termination of any agreements concerning the Company's normal course of business within authority approved by the Board of Directors
- 5.7 To employ, appoint, transfer, remove, dismiss and terminate the employment of the employees (excluding the head of internal audit unit); and to determine the rate of wages, remuneration, salaries, bonus and welfares for the employees of the Company following frame and structure that the Board of Directors and/or the Executive Committee determine
- 5.8 To issue orders, rules, announcements and memorandums to ensure that the operations of the Company are in accordance with the policies and for the interest of the Company, including maintaining the discipline within the organization
- 5.9 To perform other tasks designated by the Board of Directors and/or the Executive Committee from time to time

In this regard, the Chief Executive Officer shall not exercise his/her authority to approve a transaction which himself/ herself or his/her related person(s) may have or have a conflict of interest with the Company or its Subsidiaries, unless it is the approval of the transaction concerning the Company's normal course of business that the scope is clearly determined.

6. Reporting

The Executive Committee shall regularly report its performance to the Board of Directors.

7. Review of the Charter

The Executive Committee shall regularly review this Charter at least once a year or whenever there is significant change.

This Charter was approved by the Board of Directors' Meeting No. 1/2025 on 6 February 2025. It shall be effective from 6 February 2025.

-Signature -

Mr. Chaiwat Atsawintarangkun
Chairman of the Board of Directors
Super Turtle Public Company Limited