



**Charter
Executive Committee
Malee Group Public Company Limited**

1. Objectives

The Board of Directors considers and appoints a number of Executive Committees who are qualified to help manage, supervise, and control the company's business as assigned by the Board of Directors as well as to support the performance of the Executive Committee. This is one of the important mechanisms for supervising the management, organization and business of the Group in accordance with the policies, plans and goals set by the Board of Directors with maximum efficiency to build confidence for all stakeholders as well as to create clarity on the scope of duties and responsibilities and other important things related to the Executive Committee. The Board of Directors therefore approved the preparation of the Executive Committee Charter as a guideline for the performance of duties of the said committees in accordance with the law and the principles of good corporate governance

2. Composition and Appointment of the Executive Committee

The board of directors may appoint a number of directors, including the Company's employees it deems appropriate to become an executive committee with the duty to supervise the day-to-day operation or other businesses as it assigns, and the president of the committee is appointed by the board.

The chairman of the executive committee must be appointed by the board of directors. If no person is appointed by the board of directors to be chairman of the executive committee, or if this position becomes vacant for any reason, the executive committee may appoint one of its members to be chairman of the executive committee.

3. Qualifications of Company Directors

1. No gender limit
2. A person with no history of blemish and characteristics prohibited by law and good corporate governance principles
3. A person with knowledge, abilities, and honesty who have business ethics and sufficient time to devote knowledge and skills and perform duties for the Company
4. A person with a vision and can see the overall picture that is in line with the company's business strategy well
5. A person with good human relations, morality and appropriate personality
6. A Person with the skills to communicate effectively
7. A person with business ideas and systematic decision making
8. A person with knowledge and understanding of finance or commercial or in the industry and have experience in business administration.

4. Term of office

Members of the Executive Committee have a term of office year-by-year. The Nomination and Remuneration Committee shall propose to the Board of Directors to consider appointing a new Executive Director in place of the former Executive Director at the first meeting of the Board of Directors after the Annual General Meeting of Shareholders.

The meeting of the Board of Directors may pass a resolution to remove any executive director from office prior to the expiration of his/her term with a vote of not less than three-fourths of the number of committees present at the meeting and having the right to vote.

5. Duties and Responsibilities

The Executive Committee has a duty to comply with the law, objectives, and regulations of the Company as well as resolutions of the shareholders' meeting by performing duties with honesty and carefully protect the interests of shareholders and stakeholders, both short-term and long-term, to ensure that the operation of the Company is in the direction that creates the greatest benefit to shareholders and stakeholders.

1. To consider formulating strategies and business plans including the management structure and various executive powers of the Company to propose to the Board of Directors for approval.
2. To consider setting the rate of compensation and employee salary structure to propose to the Nomination and Remuneration Committee for consideration before proposing to the Board of Directors for approval
3. To examine, follow up, review, and give opinions on the implementation of business policies and management guidelines in various aspects of the Company that have been set for efficiency as assigned by the Board of Directors.
4. To consider and approve the annual budget before presenting to the Board of Directors for approval
5. To consider starting a new business of the Company in order to comply with the Company's policy before presenting to the Board of Directors' meeting for approval
6. To periodically review business operations, both normal and non-normal transactions of each business line.
7. Has the power to do legal acts binding the Company within the scope specified in the Company's policies and procedures regarding the authority to approve the operation
8. To perform any other tasks as assigned by the Board of Directors and agreed by the Executive Committee.

Persons who may have conflicts have a stake or may have conflicts of interest in any other manner with the Company or its subsidiaries except for approval of items that comply with the policy and criteria approved by the Board of Directors. The approval of the said transaction must be proposed to the Board of Directors' meeting and/or the shareholders' meeting for consideration and approval in accordance with the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission (SEC), or related laws.

6. Meeting

The Executive Committee meetings are considered to be an important duty. Member of the Executive Committee attend board meetings regularly to acknowledge and jointly decide on the Company's business operations. At the meeting of the Executive Committee, not less than one-half of the total number of Executive Directors must be present in order to constitute a quorum. In the event that the Executive Chairman is not present at the meeting or is unable to perform his duties, Member of the Executive Committee present at the meeting shall elect one of the Executive Directors to preside over the meeting.

6.1 Agenda

In setting the agenda for the Executive Committee Meeting, the Company gives all Executive Directors an opportunity to propose matters to be considered as an agenda of the meeting as well as being able to express their opinions freely and the secretary of the Executive Committee will collect such matters to present to the chairman of the executive committee for consideration and approval to set as an agenda for the meeting and prepare a letter calling for the next executive committee meeting.

The secretary of the Executive Committee prepares the invitation letter for the Executive Committee meeting. In each meeting, the date, time, venue and agenda of the meeting are clearly set, and supporting documents for the meeting are delivered to the Executive Committee and attendees at least 7 days in advance of the meeting date in order for them to have time to consider various matters or requesting additional information for consideration to consider various matters assigned.

6.2 Number of meetings

The Executive Committee must hold at least 10 meetings per year, depending on the circumstances and the necessity to review and comment on the monthly performance reports and income statements reported by management, and for the operation of the Executive Committee to achieve the set objectives. Each meeting will have a clearly set agenda in advance and there may be special meetings to consider matters of urgency.

6.3 Attendees

The Board of Directors may invite the Company's internal auditors and related executives attend the meeting as necessary to provide useful information and to know the policy directly

6.4 Voting

In voting at the Executive Committee meeting, the resolution of the majority of votes shall be adopted in which one director has one vote. Directors who have interests will not attend the meeting or waive their right to vote on that matter. If the votes are equal, the chairman of the meeting shall be the arbiter.

6.5 Minutes

At the end of the meeting, the secretary of the Executive Committee is responsible for preparing the minutes of the meeting by proposing to the meeting to certify in the first agenda of the next meeting and then send it to the Executive Chairman for consideration and signature to certify the correctness.

The Executive Directors are able to express opinions and request to amend the minutes of the meeting to be as accurate as possible. Minutes of meetings approved by the meeting are systematically stored in the form of confidential documents and stored in the form of electronic documents for the convenience of searching for references.

7. Reporting

The Executive Board has the duty and responsibility to report the Board's activities and opinions to shareholders and general investors, as well as government agencies, to ensure that the Board of Directors has been carefully managed and takes into account the interests of all shareholders equally. The Executive Committee must report the performance of its duties to the Board of Directors. And the performance of duties in the past year is reported to shareholders in the annual report.

8. Evaluation

To ensure that the Executive Committee works effective and the objectives assigned to it are achieved, the Board of Directors shall provide a self-assessment assessment by the Board of Directors or other suitable methods to bring the assessment results to improve the operation to be more efficient and achieve the stated objectives

This Charter of the Board of Directors of Malee Group Public Company Limited was revised and reviewed on November 14, 2022 to be effective in place of the original one from January 1, 2023 onwards. This charter shall be reviewed every 2 years, unless there is a requirement or new rules that have an impact will be taken into account from time to time.

.....***Chintana Boonyarat***.....

Mrs. Chintana Boonyarat

Chairman of the Board of Directors

Malee Group Public Company Limited