

## Charter of Executive Committee

### 1. Objectives

The Board of Directors of PROEN Corp Public Company Limited (“the Board”) considers and appoints the Executive Committee consisting of directors and executives that qualified to manage and supervise the Company’s operation as assigned by the Board of Directors. This Charter is prepared to assist the Executive Committee in understanding their duties and responsibilities. It also sets out guidelines for the Executive Committee on the performance of their duties.

### 2. Compositions

- 2.1 The Executive Committee comprises of directors and executives not less than four members.
- 2.2 The Board of Directors shall elect one of their members to be the Chairman of the Board. In case considering appropriate, the Board of Directors may elect one or many directors to be Vice Chairman(s).
- 2.3 The Chairman of the Executive Committee shall be the same person as the Chief Executive Officer.
- 2.4 The Chairman of the Executive Committee shall not be the same person as the Chairman of the Board of Directors.

### 3. Qualifications

- 3.1 Having knowledge, capability and experience that contribute to the business operations of the Company, being loyal, honest and having integrity with regard to the operation of the business and being capable of devoting sufficient time to the performance of duties.
- 3.2 Having the qualifications and not possessing any prohibited characteristics under the law on Public Limited Companies, the Securities and Exchange Act and other relevant laws (depending on the case).

### 4. Appointment, Term of Office and Vacate of Office

- 4.1 The Executive Committee is appointed by the Board of Directors. By considering the experience that beneficial to the business operations of that person as well.
- 4.2 The members of the Executive Committee shall vacate office upon
  - Death
  - Resignation
  - Lack of qualifications or possession of prohibited characteristics under the laws of Public Limited Companies or characteristics that indicating a lack of



appropriateness in respect of trustworthiness in managing a business whose shares are held by public shareholders as specified in Section 89/3 of the Securities and Exchange (4<sup>th</sup> revision) B. E. 2551

- The meeting of the Board of Directors resolves to remove him or her from office
- 4.3 In the case that a member of the Executive Committee wishes to resign from the position, he or she shall submit a resignation letter to the Company. The resignation shall be effective from the date on which the resignation letter reaches the Company.
- 4.4 In the case that a position of the Executive Committee is vacant, the Board of Directors shall appoint a substitute person who possesses qualifications to become a replacing member.

## 5. Duties and Responsibilities

The Board of Directors has authorized the Executive Committee to has the authorities, duties and responsibilities to manage the normal course of business and the management tasks of the Company, considers and determines the policies, business plans, budgets, management structures and Company's management powers. Determine the guidelines for conducting business operation in accordance with the economic conditions to propose to the Board of Directors' meeting in order to scrutinize and approve and/or give approval, as well as to audit and monitor on the Company's performance in accordance with the policy.

- 5.1 Have the authority to implement the corporate Board of Directors' policy that is in accordance with the laws, terms, rules and regulations of the Company, except the transaction that legitimately require prior approval by the meeting of Board of Directors or shareholders.
- 5.2 Have the authority to prepare and propose the Company's policy, business plan, strategy, management authority and annual budget for further presentation to the Board of Directors for approval.
- 5.3 To study the feasibility of new projects and to have the authority to consider and approve the Company to participate in the auctions, operate the project as well as to carry out legal acts related to such matters until the completion and in accordance with the approval authority that approved by the Board of Directors.
- 5.4 Have the authority to consider and approve the Company to invest in or enter into joint investments with any individuals, juristic persons or such other business entities for the purpose of complying with the Company's objectives and in accordance with the approval authority that approved by the Board of Directors as well as to carry out legal acts related to such matters until the completion.
- 5.5 Have the authority to consider and approve the business operation expenses that is the normal course of business, based on budgets approved by the Board of Directors and in accordance with the approval authority that approved by the Board of Directors.



- 5.6 Have the authority to approve, appoint, employ, terminate, disciplinary action, determining of salary rate, bonus, pension and other rewards as well as the expenses and facilities of officers or Company's employees which has positions from the level of Deputy Chief Executive Officer downward or equivalent or special working groups to perform specific tasks.
- 5.7 Have the authority to appoint an advisor or the Advisory Board of the Executive Committee, as seem appropriated and has authority to determine remuneration and other expenses of such advisor or advisory board, as seem appropriated and in accordance with the approval authority that approved by the Board of Directors.
- 5.8 To perform other duties in accordance with the policy that assigned by the Board of Directors.
- 5.9 Have the authority to appoint persons or group of persons to operate the Company's business under the controlling of Executive Committee or may delegate such person or group of persons in order to they have authority to carry out any act that the Executive Committee seem appropriated and has authority to change, amend, cancel or revoke such authorization.

In this regard, the authorization of duties and responsibilities of the Executive Committee shall not be the delegation or sub-delegation that enables the persons authorized by the Executive Committee to approve affiliated transactions in which they or persons possibly having conflicts of interest (as defined under the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or the other relevant regulatory) may have any interest or gain any benefit or have any other conflicts of interest against the Company or its subsidiary companies and/or related companies, Executive Committee does not have the authority to approve such matters and shall report such matters to the Board of Directors' meeting and/or the shareholders' meeting (depending on the case) to approve. An exception is in cases where the approval is for transactions that are in compliance with the ordinary course of business and based on general trade conditions, in compliance with the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or the other relevant regulatory.

## 6. Meetings

The Executive Committee shall have the meeting every month to consider matters that are within the scope of its authorities and duties assigned by the Board of Directors and to scrutinize matters to be proposed to the Board of Directors for consideration and approval.



## 7. Quorum

The Executive Committee meeting must be attended by at least half of the total members of the Executive Committee members to be considered a quorum. In case that the Chairman is absent or unable to perform his/her duties, members attending the meeting shall elect one amongst them to chair the meeting.

A resolution of the Executive Committee is derived from majority votes, each of whom has one vote unless any member who may stand to gain or lose in relation to any item on the matter, shall not vote on such matter. If the voting results in a tie, the chair of the meeting shall cast an additional decisive vote.

## 8. Reporting

The Executive Committee shall report the result of the performance to the Board of Directors and report their duties for the past year to the shareholders in the annual report with the following details disclosed:

- 8.1 Number of times that attended the meeting
- 8.2 Results of the performance of duties

## 9. Performance Assessment

The performance assessment of the Executive Committee shall be conducted every year. The Executive Committee shall assess the performance of the Executive Committee as a whole and report the results of the annual assessment to the Board of Directors.

## 10. Effective Date

This Charter of Executive Committee has been approved by the Board of Directors at the Board of Directors Meeting No. 5/2019 on 14 August 2019. It will be effective from 15 August 2019 onwards.

Dr. Satit Putthachaiyong

Chairman



PROEN Corp Public Company Limited

72 CAT Telecom Tower 4<sup>th</sup>, 18<sup>th</sup> Fl.,  
Charoen Krung Rd. Bang Rak  
Bangkok 10500

0 2690 3888  
0 2691 1898

PROENInternet  
www.proen.co.th



ISO/IEC 27001:2013

ISO 9001:2015