

Executive Committee Charter
Mc Group Public Company Limited

1. Objective

The Executive Committee is a subcommittee appointed by the Board of Directors to manage the Company's operations as assigned by the Board. Its duties include overseeing the Company's operations to ensure they align with the Company's strategies, policies, business plans, and regulations, while carrying out its responsibilities with care and diligence to maximize benefits for the Company and adhering to good corporate governance practices.

2. Composition of the Executive Committee

The Executive Committee shall consist of at least three members. Members may include directors of the Company, as well as company executives or external individuals. However, the number of members who are Company directors must make up no less than half of the total committee members.

The Board of Directors shall appoint one of the Company directors serving on the Executive Committee as the Chairman and shall also appoint a Secretary to the Executive Committee to assist with meeting scheduling, preparation of meeting agendas, distribution of relevant documents, and recording meeting minutes.

3. Qualifications of Executive Committee Members

External Executive Committee members must not engage in business activities that are of the same nature and in competition with the Company's business, whether directly or indirectly, nor hold positions as partners, directors, executives, or advisors in other legal entities conducting similar and competitive business.

4. Appointment and Term of Office

4.1 The Executive Committee members are appointed by the Board of Directors, based on nominations by the Nomination and Remuneration Committee.

4.2 The term of office for an Executive Committee member is three years, except:

4.2.1 If an Executive Committee member, who was appointed as a director of the Company, ceases to be a director, they shall immediately vacate their position on the Executive Committee, even if their term is incomplete.

4.2.2 If an Executive Committee member, who was appointed from the Company's executives, ceases to be an employee of the Company, they shall immediately vacate their position on the Executive Committee, even if their term is incomplete.

- 4.3 In addition to term expiration, an Executive Committee member may vacate their position due to:
- 4.3.1 Death
 - 4.3.2 Resignation
 - 4.3.3 Removal by a resolution of the Board of Directors
- 4.4 In the event of a vacancy, the Board of Directors shall appoint a qualified individual to fill the position.

5. Powers, Duties, and Responsibilities of the Executive Committee

- 5.1 Set the vision, strategy, business direction, goals, business plans, budget, management structure, and approval authority for the Company and its subsidiaries. Review and screen management proposals to align with the economic environment and competition before presenting them to the Board for approval. Execute approved actions and monitor their effectiveness and efficiency.
- 5.2 Perform duties within the scope of the law, Company objectives, articles of association, and resolutions of the Board, acting with integrity, care, responsibility, and ethics, considering the interests of all shareholders equally.
- 5.3 Approve contracts and/or transactions related to the Company's regular business operations (such as purchasing, selling, investing, or joint ventures), following the Delegation of Authority or as determined by the Board.
- 5.4 Approve borrowing and loans from financial institutions, providing loans, and handling pledges, mortgages, or acting as guarantors for the Company and its subsidiaries, in line with the Delegation of Authority or as determined by the Board.
- 5.5 Review and approve significant business operations in accordance with the Company's general management framework, and report progress to the Board.
- 5.6 Manage overall organizational risk, assess risks, and design the Company's risk management structure.
- 5.7 Establish operational procedures for employees that do not conflict with the Company's articles of association and applicable laws.
- 5.8 Execute other duties as assigned by the Board or as per policies set by the Board.
- 5.9 Review the Executive Committee Charter annually.

6. Executive Committee Meetings

- 6.1 The Executive Committee must convene at least once per quarter.
- 6.2 Meeting notices, agendas, and supporting documents may be sent electronically to all Executive Committee members at least seven days before the meeting, except in urgent cases where a shorter notice period is allowed.

7. Quorum and Voting

- 7.1 A quorum for the Executive Committee meetings requires at least half of the members to be present. If the Chairman is absent or unable to perform duties, the members present shall elect one among them to preside as Chairman for the meeting.
- 7.2 Each Executive Committee member has one vote. Resolutions of the Executive Committee are passed by a majority vote. In case of a tie, the Chairman of the meeting shall have a casting vote.
- 7.3 The Executive Committee may invite Company executives, department heads, and/or other relevant persons to attend meetings as necessary.

This Charter shall be effective from May 13, 2024 onwards.

Announced on May 13, 2024

-Signed by-

(Mrs. Kaisri Nuengsigkapan)
Chairman of the Board of Directors