

(-Unofficial English Translation-)

# **Executive Committee's Charter**



**BTS Group Holdings Public Company Limited**

**March 28, 2014**

**Reviewed and revised on April 1, 2023**



## ***Introduction***

The Executive Committee of BTS Group Holdings Public Company Limited (the “Company”) commits to manage and operate the Company’s business with responsibility, due care and in compliance with the vision, mission, goal, policies and business direction of the Company. In addition, the Executive Committee will perform any other tasks as assigned by the Board of Directors to support the efficient performance of the Board of Directors. The Executive Committee will perform the duties by taking into account the best interest of the Company and the shareholders.

The Executive Committee’s Charter (this “Charter”) has been prepared by addressing the Structure of the Executive Committee, Rules of Meeting of the Executive Committee, Duties and Responsibilities of the Executive Committee in order to allow the Executive Committee to perform their duties appropriately in accordance with the objective of the establishment of the Executive Committee.

This Charter was approved by the Board of Directors’ Meeting held on March 28, 2014, and has been reviewed and amended from time to time to correspond with the organization structure and to promote the good corporate governance of the Company.

This Charter (as amended) shall be effective on April 1, 2023 henceforth.

## ***Structure of the Executive Committee***

1. The Executive Committee shall consist of at least 5 members. The members shall be appointed by the Board of Directors. The members are not required to possess the director position;
2. For the members of the Executive Committee who possess the director position, their title shall be called "Executive Director". For the members who do not possess the director position, they shall be called "Member of the Executive Committee";
3. One of the members of the Executive Committee shall act as the Chairman of the Executive Committee. The Chairman of the Executive Committee shall be appointed by the Board of Directors from the members who possess the director position;
4. The Chairman of the Executive Committee has the authority to appoint the Assistant to Chairman of the Executive Committee to assist him on the tasks as he may designate;
5. The members of the Executive Committee shall hold the office for a term of three years. The retired members may be re-appointed by the Board of Directors;
6. The members of the Executive Committee shall cease from their office in case of:
  - 6.1. retirement by rotation;
  - 6.2. resignation;
  - 6.3. death;
  - 6.4. the Board of Directors' Meeting having a resolution to dismiss him from the office;
7. In case of a vacancy in the Executive Committee, the Board of Directors may appoint the qualified person as a replacement; and
8. The Executive Committee shall have a secretary to assist their performance of duties.

## ***Rules of Meeting of the Executive Committee***

1. The Executive Committee has scheduled a meeting on a regular basis as it deems appropriate;
2. In the meeting, the Chief Executive Officer of the Company and/or the Chief Executive Officer of the core subsidiaries shall report to the Executive Committee the business affairs of the Company, subsidiaries, joint venture companies and/or other companies that the Company and/or the subsidiaries hold shares/have investment in the significant amount;
3. The quorum for the meeting of the Executive Committee shall consist of no less than a half of the members;
4. If the Chairman of the Executive Committee is not present at the meeting or unable to perform his duties, the presenting members may choose one of the members who possesses the director position as the chairman for such meeting; and
5. A resolution of the meeting shall be made in a majority voting basis. In the case of an equality of votes, the chairman of the meeting shall have a casting vote.

## ***Duties and Responsibilities of the Executive Committee***

Executive Committee has duties and responsibilities as follows:

1. To determine business policy, vision, mission, values, strategy and goals, both in terms of monetary and non-monetary, including the management structure, to correspond with the economy and competitive environment and to propose such to the Board of Directors for consideration and approval;
2. To prepare business plan, financial budget, and management authorities of the Company and to propose such to the Board of Directors for consideration and approval;
3. To govern, review and monitor the Company's performance result in compliance with the policy, mission, vision, values, strategy and goals, both in terms of monetary and non-monetary, as well as the approved business plan and financial budget on a quarterly basis in order to ensure that the Company's performance result is efficient and effective;
4. To consider and approve the Company's and subsidiaries' projects and report the project progress to the Board of Directors;
5. To report their performance to the Board of Directors and/or at the shareholders' meeting;
6. To conduct an evaluation of the performance of the Executive Committee on an annual basis and report the evaluation result to the Board of Directors;
7. To appoint the working group to assist the Executive Committee in performing their duties as well as to appoint the independent expert consultants for providing advice and assistance for the performance of duties by the Executive Committee; and
8. To perform other tasks as assigned by the Board of Directors and to perform any other acts as stipulated by laws or regulations of the authorities.

## ***Duties and Responsibilities of the Chief Executive Officer***

1. To be in charge of the day-to-day business operations of the Company, supervise and manage the works and operations of the Company to comply with the policy, vision, mission, values, strategy and goals, both in terms of monetary and non-monetary, as well as the business plan and financial budget as approved by the Board of Directors and/or the Executive Committee;
2. To employ, appoint, transfer, dismiss, and terminate employees in all levels, except (i) the appointment, transfer and dismissal of senior executives who hold the position of Deputy Chief Executive Officer and Chief Officer, which shall be approved by the Board of Directors and (ii) the appointment, transfer and dismissal of the Head of Internal Audit, which shall also be approved by the Audit Committee;
3. To determine the salary and remuneration, adjust the salary, bonus, reward and welfare of all employees of the Company, including the senior executives who hold the position of Deputy Chief Executive Officer and Chief Officer in correspondence with the remuneration mechanism and welfare as approved by the Nomination and Remuneration Committee;
4. To authorize the execution or termination of any contract (which have not been included in the approved annual budget) to be entered into by the Company or any subsidiary in the group with any other third party where the aggregate value of each contract does not exceed the designated amount;
5. To consider and approve the intercompany loans among the Company and the subsidiaries;
6. To determine and propose the Company's climate strategy to address climate-related risks and opportunities to the Sustainability Committee for the Board of Directors approval, conduct periodic reviews and revisions of the strategy, monitor the implementation and incorporate this strategy into the relevant Company's processes and employee responsibilities;
7. To issue internal order, policy, announcement and memo of the Company in order to ensure that the operations of the Company are in compliance with the policy and the interest of the Company, including to maintain the organizational disciplinary;
8. To perform other tasks as assigned by the Board of Directors and/or the Executive Committee and to perform any other acts as stipulated by laws or regulations of the authorities;

9. To delegate one or more persons to perform any task on his behalf. However, such delegation shall not be the authorization that allows any designated person, who has a conflict of interests or a conflict of any kinds with the Company or its subsidiaries, to approve such transaction; and
10. If the Chief Executive Officer is not in the office or unavailable to perform his duties, the Deputy Chief Executive Officer shall act and perform the duties on his behalf in full respects and the Deputy Chief Executive Officer shall report or propose those approved matters to the Chief Executive Officer as soon as practicable.

Nonetheless, the power of the Chief Executive Officer shall not allow him to approve a transaction that he or his related person(s) is in conflict of interests or conflict of any kinds with the Company or its subsidiaries.

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