

## Executive Committee Charter

### 1. Objectives

The Board of Directors approved to prepare this Executive Committee Charter to support the functions of the Executive Committee, to develop trusts for stakeholders and to promote sustainable growth for the Company. This Charter provides clear requirements about composition, term of office, roles and responsibilities and meetings of the Executive Committee. It will assist members of the Executive Committee in understanding their roles and responsibilities. It also sets out guideline for the Executive Committee on the performance of their duties in accordance with the law and the principle of good corporate governance.

### 2. Composition and appointment

(1) The Executive Committee shall comprise at least three executive committees who shall be appointed by the Board of Directors based on the advice of the Nomination Committee. The Executive Committee comprises directors and may also comprise executives of the Company, experts, or professionals.

(2) The Board of Directors shall appoint Chairman of the Executive Committee from one executive director who is a director of the Company. Chairman of the Executive Committee shall appoint a secretary for the committee to assist with functions of the Executive Committee in connection with meeting calls, preparation of agenda items for meetings, deliver of meeting documents and recording of minutes of meeting.

### 3. Qualifications of members of the Executive Committee

Chairman and members of the Executive Committee shall have the following qualifications and shall not possess any of the following prohibited characteristics:

(1) Having knowledge, capability and experience that contributes to the business operation of the Company, being loyal, honest and having the integrity in business operations, paying attention to the performance of duties and being capable to devoting sufficient time for the performance of duties for the success of the Executive Committee in accordance with its objectives;

(2) Having qualifications and not having prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act and relevant rules and regulations.

### 4. Term of office

(1) Each term of office of members of the Executive Committee shall not exceed three years from the date of appointment or as determined from the term of office as the director of the Company, executive of the Company, expert, or professional. Upon expiry of the term of office, members of the Executive Committee may be reappointed to the Executive Committee for another term.

(2) In addition to the above retirement by rotation, members of the Executive Company shall retire from the office upon:

- 1) Death;
- 2) Resignation;

- 3) Disqualification or possessing characteristics prohibited under the law on public companies and the securities law;
- 4) Being removed from office by resolution of the Board of Directors

(3) Any member of the Executive Committee may resign by submitting notice of resignation to the President.

(4) If a position of member of the Executive Committee becomes vacant for other reasons than retirement by rotation, the Board of Directors shall appoint a person who is qualified and does not possess prohibited characteristics under the law to assume the vacant position except when such vacant position has a term of less than two months. In such case, the Board of Directors may not appoint a member of the Executive Committee. A member appointed to assume the vacant position may only remain in office for the remaining term of whom he or she replaces.

## **5. Meetings**

(1) A minimum of four Executive Committee meetings shall be held in a span of one year, or as appropriate, to consider matters that are within the scope of powers and duties and matters that have been assigned by the Board of Directors for scrutiny before they are proposed to the Board of Directors for consideration and approval. Chairman of the Executive Committee may call additional extraordinary meetings as may be deemed appropriate.

(2) In calling a meeting of the Executive Committee, Chairman of the Executive Committee or secretary as the delegated person shall send notice of invitation to the meeting to members of the Executive Committee at least seven days in advance of the meeting date to allow time for members of the committee to review relevant documents and information before coming to the meeting. However, in case of an emergency, the notice of invitation to the meeting including supporting documents may be submitted to members of the committee and the date of the meeting may be set shorter than this required notice period.

(3) Attendance of at least half the total number of members of the Executive Committee shall be required in order to constitute a quorum.

(4) If Chairman of the Executive Committee is absent from the meeting, members of the Executive Committee in attendance shall elect any one member of the committee to act as Chairman of the meeting.

(5) In the current age of technological advancement, members of the committee who are travelling may attend the meeting via a video/ teleconference or such other tools having similar nature.

(6) One member of the Executive Committee shall have one vote. Decisions of the meeting shall be reached by majority votes. Any member who has an interest in any matter may not have the right to vote on the matter. In a case of vote tie, Chairman of the Executive Committee shall cast one extra vote to reach the final decision.

(7) The Executive Committee shall have the power to invite any third parties with specific responsibilities or related persons or expertise in any matter to attend the meeting as may be appropriate. The Executive Committee may also consider to convene another separate meeting with such third parties in the case that the Executive Committee is of the view that there are issues or matters to be discussed specifically.

**6. Duties and responsibilities**

(1) To carry out and manage businesses of the Company and its subsidiaries in accordance with relevant objectives, Articles of Association, policies, rules, regulations, orders and resolutions of the Board of Directors meeting for the best interest of the Company.

(2) To consider and develop business policies, directions and strategies including work plan, financial targets and annual budgets and to exercise executive power to manage businesses of the Company and its subsidiaries in conjunction with the management before proposing the matter to the Board of Directors for approval.

(3) To supervise business operations of the Company and its subsidiaries to ensure that they comply with the business policies, directions and strategies including work plan, financial targets and annual budgets approved by the Board of Directors and that they are efficient and contribute to the nature of business. The Executive Committee shall also have the duty to advise senior executives on the management matters.

(4) To consider and approve businesses that are conducted as the normal course of business of the Company based on investment budgets or budgets that are approved by the Board of Directors. The limits for each transaction shall be as prescribed under the Table of Authority approved by the Board of Directors. The Executive Committee shall also have the duty with regard to the entry into relevant agreements.

(5) To study feasibility for new investment projects and to have the power to consider and approve that the Company and its subsidiaries invest in or enter into joint investments with any individuals, juristic persons or such other business entities in the form deemed appropriate by the Executive Committee for the purpose of complying with the objectives of the Company and its subsidiaries. The Executive Committee shall also consider and approve payments for the purpose of such investments, the entry into agreements and/or any relevant acts until completion within the budget limit prescribed under the Table of Authority approved by the Board of Directors and/or in accordance with the relevant laws and regulations and/or the Articles of Association of the Company and its subsidiaries.

(6) To follow up on operating results and progress of investment projects of each business and report results and problems or obstacles encountered including relevant solutions to the Board of Directors.

(7) To consider profits and loss of the Company and its subsidiaries and advise on payment of dividends to be proposed to the Board of Directors.

(8) To consider and approve financial transactions to be entered into with financial institutions for the purpose of obtaining loans, credits, pledge, mortgage, guarantee or otherwise, including trading and registration of title over lands in accordance with the objectives for the purpose of businesses of the Company and its subsidiaries, and the entry into agreements, submission of applications and offers, making contacts or entry into agreements with the government agencies to obtain rights of the Company and its subsidiaries and/or to carry out such other acts relating to such matter until completion within the budget limit prescribed under the Table of Authority approved by the Board of Directors and/or in accordance with the relevant laws and regulations and/or the Articles of Association of the Company and its subsidiaries.

(9) To approve the appointment of management sub-committees to support functions of the Executive Committee. For this purpose, the management sub-committees shall have the powers, duties and responsibilities as provided under the charter for the management.

(10) To approve incorporation of subsidiaries, capital increase or decrease or to seek new financial resources for subsidiaries, restructure of shareholding for the subsidiaries and the entry into transactions by subsidiaries in accordance with the resolutions of the Board of Directors.

(11) To approve the appointment of delegated person for directorship and/or membership of sub-committees in the subsidiaries who have qualifications approved by the Board of Directors and in accordance with the law and resolutions of the Board of Directors.

(12) To consider and approve rules, regulations, management policies and business operations of the Company and its subsidiaries or to take such other steps to bind the Company and its subsidiaries in accordance with the limits provided in the Table of Authority approved by the Board of Directors.

(13) To determine organizational structure and management structure that is efficient and to propose the same to the Board of Directors for approval.

(14) To consider and approve employment, termination, promotion, disciplinary actions, relocation, adjustment to salary ranking or adjustment to salary rate and to consider such other merits of employees to the extent that these are out of the scope of powers of the Nomination Committee and the Remuneration Committee. The Executive Committee may authorize the Chief Executive Officer to consider and approve the matter subject to the budgets approved by the Board of Directors.

(15) To supervise, monitor and approve matters relating to business operations of the Company and may appoint and/or delegate any one person(s) to carry out any act within the scope of powers of the Executive Committee or as it may consider appropriate and within the period that the Executive Committee may consider appropriate. The Executive Committee may cancel, change or amend such authorization as it may consider appropriate.

The assignment of powers, duties and responsibilities of the Executive Committee shall not result in the delegation or sub-delegation which allows the Executive Committee and/or its delegated persons to consider and approve transactions in which they or persons with possible conflict of interests may have a conflict of interests or may benefit in any way or may have such other conflict of interests with the Company or its subsidiaries (as defined under the Notification of the Securities and Exchange Commission and/or the Notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant regulatory authorities). Exception is in case where the approval is for transactions that are in compliance with the policies and requirements approved by the general meeting of shareholders or the Board of Directors of the Company, which are for the normal course of business and have normal commercial terms in compliance with the Notifications of the Securities and Exchange Commission and/or the Notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant regulatory authorities.

(16) To ensure that executives and management or employees attend the meeting of the Executive Committee or prepare and give information about the matter to be discussed at the Executive Committee meeting.

(17) To have the powers and duties as may be assigned or as may be in accordance with the policy received from time to time from the Board of Directors.

(18) To seek advisers or persons who are independent to express opinion or give recommendations as may be necessary.

(19) To consider, review and revise the Charter for the Executive Committee at least once a year and propose the same to the Board of Directors for consideration and approval.

(20) To perform other tasks as may be assigned by the Board of Directors meeting by and with the consent from the Executive Committee.

**7. Assessment of Performance**

The Executive Committee shall conduct a self-assessment of performance both for the committee as a whole and for each individual member of the committee in order to review performance results, problems and obstacles encountered in the previous years and shall report the assessment results to the Board of Directors every year.

The Charter for the Executive Committee was considered and approved by the Board of Directors' meeting No. 4/2021, which was held on 12 May 2021. The policy shall come into force as from 12 May 2021.



( Prof.Dr. Weerakorn Ongsakul )  
Chairman of the Board of Directors  
Sri Trang Gloves (Thailand) Public Company Limited