



Charter of the Executive Committee
G-Able Public Company Limited

Reviewed on 17 January 2024

Table of Contents

	Page
1. Definition	1
2. Objective	1
3. Composition	1
4. Qualifications	1
5. Appointment, Office Term and Vacating Office	2
6. Duties and Responsibilities	4
7. Meeting	4
8. Reporting	5
9. Performance Evaluation	5
10. Charter Review	5

1. Definition

“Company”	means	G-Able Public Company Limited
“Board of Directors”	means	The Board of Directors of G-Able Public Company Limited
“Executive Committee”	means	The Executive Committee of G-Able Public Company Limited
“Director”	means	Director of G-Able Public Company Limited
“Member of the Executive Committee”	means	Member of the Executive Committee of G-Able Public Company Limited

2. Objective

The Board of Directors has appointed the Executive Committee to assist in overseeing the administration and control of the Company's operations to align with the direction, policies, and business strategies outlined by the Board of Directors. This is to ensure the highest return on investment and benefits to shareholders.

3. Composition

- 3.1 The Executive Committee shall consist of not less than 5 Members of the Executive Committee.
- 3.2 The Chairman of the Executive Committee shall not be the same person holding a position of the Chairman of the Board of Directors to ensure clear separation of roles and responsibilities and to maintain a balance in the Company's operations.
- 3.3 The Chief Executive Officer shall be appointed as the Member of the Executive Committee by virtue of position.

4. Qualifications

- 4.1 Possessing qualifications with no prohibited characteristics pursuant to public companies limited law and other relevant laws
- 4.2 Being a person who has knowledge, capabilities and experiences that are beneficial to the Company's business
- 4.3 Demonstrating honesty, integrity, and ethic in conducting business and being able to devote sufficient time to fulfill the duties fully and effectively
- 4.4 Not engaging in, being a partner of, or serving as a director in any other entity engaging in a similar business or a business that may compete with the Company's business, whether for personal benefit or the benefit of others, unless it is disclosed at the Board of Directors' meeting or the Executive Committee's meeting before any appointment (as applicable)

5. Appointment, Office Term and Vacating Office

5.1 Appointment

- 1) The Member of the Executive Committee shall be appointed by the Board of Directors.
- 2) The Chairman of the Executive Committee may appoint by the Board of Directors or by the Executive Committee through the election of one Member of the Executive Committee, provided that the Chairman of the Executive Committee shall not be the same person holding a position of the Chairman of the Board of Directors.
- 3) The Company shall assign its employee to act as the secretary to the Executive Committee with approval from the Executive Committee.

5.2 Office Term

- 1) If the Member of the Executive Committee is the Director, the office term shall be in accordance with the office term of his/her directorship, unless it is approved otherwise by the Board of Directors.
- 2) In case the Member of the Executive Committee is the executive, the office term shall be as long as he/she hold the position of the executive, unless it is approved otherwise by the Board of Directors.
- 3) A retiring Member of the Executive Committee by rotation is eligible for re-election.
- 4) In case the position of the Member of the Executive Committee becomes vacant due to any reason other than a retirement by rotation, the Board of Directors shall consider and appoint a qualified person as the Member of the Executive Committee to ensure that the Executive Committee has the number of members as required and specified in this Charter.

5.3 Vacating Office

- 1) The Member of the Executive Committee shall vacate office upon:
 - 1.1) completion of the office term;
 - 1.2) termination from being the Director or the executive, or other resolution being passed by the Board of Directors;
 - 1.3) death;
 - 1.4) resignation; and
 - 1.5) lack of qualifications, or possession of a prohibition under the public companies limited law.
- 2) Any Member of the Executive Committee who wishes to resign from his/her position shall submit a written resignation letter to the Chairman of the Executive Committee and submit a copy of such written resignation letter to the Chairman of the Board of Directors. The resignation shall take effect from the date the resignation letter is received by the Company.

6. Duties and Responsibilities

- 6.1 To perform duties within the scope of the law, objectives and Articles of Association, as well as resolutions of the Board of Directors and resolutions of the shareholders' meeting with duty of loyalty, duty of care, accountability, and ethic, taking into account the interests of all shareholders equally
- 6.2 To manage the Company's business to achieve the objectives, vision, mission, strategy and policies of the Board of Directors and in accordance with the laws, conditions, rules and regulations of the Company and relevant regulatory agencies
- 6.3 To consider and screen the management's proposals, and present goals, policies and business plans, including the Company's annual budget to the Board of Directors for approval
- 6.4 To control, supervise and monitor the Company's performance in accordance with the policies, goals, business plans, business strategies and determined budgets, including management authority approved by the Board of Directors with efficiency and well-being of the business
- 6.5 To consider and approve the Company's normal business operations and transactions, such as investments according to the investment budget or the budget received from the Board of Directors, within the financial limits for each item following the delegation of authority outlined and approved by the Board of Directors
- 6.6 To present an organizational structure suitable for the Company's operations to the Board of Directors for approval
- 6.7 To consider the Company's profits and propose the payment of interim or an annual dividend to the Board of Directors
- 6.8 To appoint sub-committees as appropriate and determine the scope of authority and duties, as well as delegating powers to one or more persons to perform any act under the control of the Executive Committee, or may authorize such person to have authority as the Executive Committee deems appropriate within the specified period with the ability to may cancel, withdraw, change, or amend such as necessary
- 6.9 To engage an independent advisor to provide recommendations or suggestions as necessary
- 6.10 To report the significant operational results and important issues to the Board of Directors for acknowledgement
- 6.11 To conduct the evaluation of the performance of the Executive Committee on an annual basis, both in the forms of group and individual
- 6.12 To review the Charter of the Executive Committee at least once a year
- 6.13 To perform any other acts as assigned by the Board of Directors

In this regard, the delegation of authority, duties and responsibilities shall not be the authorization or sub-authorization that allows the attorney appointed by the Executive Committee to approve transactions that

he/she or a person who may have a conflict of interest (as defined in the regulations by the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or other relevant authorities) having interest against the Company, its subsidiaries, and /or related companies. The Executive Committee does not have the authority to approve such matters, and must be presented for approval at the Company's Board of Directors' meeting and/or the shareholders' meeting (as applicable), except for approvals related to normal business operations or support for normal business operations, as specified in the regulations by the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or other relevant authorities.

7. Meeting

7.1 The Executive Committee shall hold a meeting on a monthly basis. Additional meeting(s) may be held as the Chairman of the Executive Committee deems appropriate.

7.2 The Chairman of the Executive Committee is the one who calls the Executive Committee's meeting. In case the Chairman of the Executive Committee is not presenting or unable to perform his/her duties, a person assigned by the Chairman of the Executive Committee may call a meeting on his/her behalf.

Moreover, at the Executive Committee's meeting, the chairman of the meeting may allow other persons to attend the meeting or express their opinions to the meeting.

7.3 At the Executive Committee's meeting, there must be not less than one-half of the Member of the Executive Committee to constitute a quorum.

7.4 A resolution of the Executive Committee's meeting shall be passed by a majority vote of the total number of the Member of the Executive Committee attending the meeting, whereby each member shall have one vote. In case of a tie vote, the chairman of the meeting shall have a casting vote.

Any Member of the Executive Committee having conflict of interest on a matter considering shall not be entitled to vote on that matter.

7.5 Information, reports, and details presented for consideration at the Executive Committee's meeting must be scrutinizingly considered, reviewed, and approved by the supervisor before proposing and presenting at the Executive Committee's meeting. Such supervisor is directly responsible for the information, reports, and details presented, unless the Executive Committee decides otherwise.

All information, reports, and details to be presented at the Executive Committee's meeting shall be submitted to the secretary of the Executive Committee for compilation before the meeting, unless the Executive Committee decides otherwise. In this regard, the supervisor of each unit or person assigned is responsible for presenting to the Executive Committee's meeting.

7.6 The secretary to the Executive Committee shall be a minutes taker and keeper of meeting materials.

8. Reporting

The Executive Committee shall report its performance to the Board of Directors and shall report its performance of the previous year to the shareholders in the annual report with at least the following details:

- 1) number of the Executive Committee's meetings;
- 2) attendance of each committee member; and
- 3) performance results as stated in the Charter.

9. Performance Evaluation

The Executive Committee shall assess its performance annually and shall report obstacles that cause failure to achieve the objectives (if any) to the Board of Directors for acknowledgment.

10. Charter Review

The Executive Committee shall review its Charter annually and shall recommend any amendments as it deems appropriate to the Board of Directors for consideration and approval.