

## Charter of the Executive Board

### Thai Group Holdings Public Company Limited

#### 1. Objectives

The Executive Committee is a sub-committee of the Board of Directors established to support and promote the performance of the Board of Directors in supervising management and overseeing the operations of the Company, its subsidiaries, and associates within the Thai Group in alignment with the policies, objectives, and strategies prescribed by the Board of Directors. This is to ensure that the business operations of the Company, its subsidiaries, and associates are conducted efficiently, transparently, and in a manner that appropriately achieves the established objectives.

#### 2. Definitions

(1) **“Charter of the Executive Board”** means Charter of the Executive Board of Thai Group Holdings Public Company Limited.

(2) Unless otherwise specifically defined, the terms used in this Charter shall have the following meanings:

**“Company”** means Thai Group Holdings Public Company Limited.

**“Subsidiary”** means a company in which Thai Group Holdings Public Company Limited holds an investment of more than 50 percent, whether directly or indirectly.

**“Associated Company”** means a company in which Thai Group Holdings Public Company Limited holds an investment of not less than 20 percent but not more than 50 percent, whether directly or indirectly.

**“Board of Directors”** means the Board of Directors of Thai Group Holdings Public Company Limited.

**“Executive Board”** means the Executive Board of Thai Group Holdings Public Company Limited.

**“Executives”** means the Chief Executive Officer and President, and the first four senior executives of Thai Group Holdings Public Company Limited as defined by the Securities and Exchange Commission and/or the Stock Exchange of Thailand.

#### 3. Composition, Appointment, and Term of Office of the Executive Board

3.1 The Executive Board shall consist of persons possessing qualifications and experience as determined by the Board of Directors, including knowledge, capabilities, and experience beneficial to the Company's business operations. Such persons shall possess business ethics, be capable of exercising independent and impartial judgment free from management influence or other vested

interests, and be able to devote sufficient time to the Company in order to perform their duties efficiently and achieve the prescribed objectives.

- 3.2 Members of the Executive Board shall be appointed by the Board of Directors and shall hold office for a term corresponding to their term as directors of the Company. Persons appointed to the Executive Board must possess the qualifications and must not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and other laws relevant to the Company's business operations.
- 3.3 The Executive Board shall consist of at least three (3) directors of the Company. The Executive Board or the Board of Directors shall appoint one member of the Executive Board to serve as Chairman of the Executive Board. Where deemed appropriate, the Executive Board may appoint one or more members as Vice Chairman of the Executive Board. The Vice Chairman of the Executive Board shall perform duties as assigned by the Chairman of the Executive Board in accordance with the Company's Articles of Association.
- 3.4 A member of the Executive Board shall vacate office upon ceasing to be a director of the Company in accordance with the criteria prescribed under the Board of Directors Charter.
- 3.5 The Executive Board shall appoint a secretary to support and assist the operations of the Executive Board, including arranging meetings, preparing meeting agendas, delivering supporting documents for meetings, and recording minutes of meetings.

#### **4. Meetings, Quorum, and Voting**

- 4.1 The Executive Board shall convene meetings at least four (4) times per year and may hold special meetings as necessary. Notice of the meeting schedule and agenda shall be given to the Executive Board in advance, together with supporting documents for the meeting at least five (5) days prior to the meeting date in order to allow sufficient time for consideration before attending the meeting, except in urgent cases where the Chairman of the Executive Board may determine otherwise and specify another method of notice and an earlier meeting date.
- 4.2 A meeting of the Executive Board shall require the attendance of not less than one-half of the total number of Executive Board members to constitute a quorum.
- 4.3 The Chairman of the Executive Board shall act as chairman of the Executive Board meeting. In the absence of the Chairman of the Executive Board or if the Chairman is unable to perform his/her duties, the Vice Chairman of the Executive Board, if any, shall act as chairman of the meeting. If there is no Vice Chairman of the Executive Board, or if the Vice Chairman is absent or unable to perform such duties, the Executive Board members present at the meeting shall elect one member to act as chairman of the meeting.

- 4.4 Resolutions of the Executive Board meeting shall be passed by a majority vote, with each Executive Board member having one vote. An Executive Board member having an interest in any matter shall neither attend the meeting nor vote on such matter. In the event of an equality of votes, the chairman of the meeting shall have an additional casting vote.
- 4.5 The Company shall ensure that minutes of the Executive Board meetings are prepared and that certified supporting documents are properly maintained for reference and verification purposes. At each Executive Board meeting, the Company shall arrange for executives and relevant persons to attend the meeting in order to provide accurate and timely information for consideration and decision-making. Executive Board members may propose matters for inclusion in the meeting agenda through the Company Secretary Office or the relevant responsible unit.
- 4.6 Executive Board members may request additional information necessary for decision-making from management through the Chief Executive Officer and President or the Company Secretary Office.

## **5. Scope of Authorities, Duties, and Responsibilities**

The Executive Board shall perform its duties based on the principles of honesty, integrity, transparency, and accountability. In this regard, the Executive Board shall avoid any actions that may give rise to conflicts of interest and shall act in the best interests of the Company as a whole, rather than for the benefit of any particular group or individual shareholder.

The Executive Board shall have the authority, duties, and responsibilities to supervise the operations of the Company, its subsidiaries, and associates as delegated by the Board of Directors, including establishing management guidelines to ensure that business operations are conducted appropriately, efficiently, and in alignment with the objectives and strategies of the organization, under the framework of policies prescribed by the Board of Directors. The authority, duties, and responsibilities of the Executive Board shall include the following:

- 5.1 Conduct and manage the business operations of the Company, its subsidiaries, and associated companies in accordance with the Company's objectives, Articles of Association, policies, rules, regulations, directives, and resolutions of the Board of Directors.
- 5.2 Propose policies, vision, mission, business goals and objectives, business strategies, business plans, annual budget, and management authorities of the Company, its subsidiaries, and associated companies, taking into consideration relevant business factors as appropriate, for submission to the Board of Directors for consideration and approval.
- 5.3 Supervise, review, and monitor the business operations of the Company, its subsidiaries, and associated companies to ensure alignment with the approved vision, mission, goals, business objectives, strategies, business plans, and annual budgets as endorsed by the Board of Directors, thereby promoting efficient and effective operations in line with business conditions, as well as to

provide advice, guidance, and support to senior management to ensure that the organization operates in accordance with its established direction.

- 5.4 Consider and approve business operations that are in the ordinary course of the Company's business within the approved budget and/or capital expenditure as approved by the Board of Directors, with the approval limits for each transaction in accordance with the approved delegation of authority matrix, including the execution of related agreements.
- 5.5 Study the feasibility of new investment projects and to have the authority to consider and approve investments or joint investments by the Company, its subsidiaries, and associated companies with individuals, juristic persons, or other business entities in such forms as deemed appropriate by the Executive Committee in order to carry out the business in line with the objectives of the Company, its subsidiaries, and associated companies, including the consideration and approval of expenditures related to such investments, the execution of agreements, and/or any related actions until completion, within the approved limits and/or in compliance with applicable laws, regulations, and/or the Articles of Association of the Company, its subsidiaries, and associated companies.
- 5.6 Monitor the performance and progress of each business investment project then report the results including problems or obstacles and amendments to the Board of Directors for acknowledgment.
- 5.7 Provide recommendations to the Board of Directors regarding dividend payments of the Company, its subsidiaries, and associated companies.
- 5.8 Consider and provide recommendations or opinions to the Board of Directors on any projects, proposals, or transactions relating to the business operations of the Company, its subsidiaries, and associated companies, including consideration of funding alternatives when necessary, and/or as required by applicable laws, regulations, or the Articles of Association for approval by the shareholders' meeting and/or the Board of Directors.
- 5.9 Consider and approve capital expenditures, financial transactions with financial institutions, including the opening of accounts, borrowings, credit facilities, pledges, mortgages, guarantees, and other related arrangements, as well as the purchase, sale, and registration of ownership of land for the purpose of and in the interest of the Company's business operations, including the execution of agreements, submission of applications or proposals, and dealings with government authorities to obtain the Company's rights, and/or any related actions until completion, within the limits prescribed in the approved delegation of authority matrix and/or in compliance with applicable laws, regulations, or the Articles of Association of the Company.
- 5.10 Monitor and ensure that reports are submitted to the Executive Committee for acknowledgement regarding capital expenditures, financial transactions with financial institutions, such as borrowings, credit facilities, pledges, mortgages, guarantees, and other related arrangements as well as the

purchase, sale, and registration of land ownership for the purpose of and in the interest of the subsidiaries' business operations, including the execution of agreements, submission of applications or proposals, and dealings with government authorities to obtain the subsidiaries' rights, and/or any related actions until completion, within the limits prescribed in the approved delegation of authority matrix of the subsidiaries and/or in compliance with applicable laws, regulations, or the Articles of Association of the Company.

- 5.11 Consider and approve borrowings, lending, provision of credit facilities, guarantees, and the entering into legally binding transactions with other parties by the Company and its subsidiaries that may result in increased financial obligations, as well as the provision of financial assistance in any form to other parties which is not in the ordinary course of the subsidiaries' business, within the limits prescribed in the approved delegation of authority matrix and/or in compliance with applicable laws, regulations, or the Articles of Association of the Company.
- 5.12 To consider the rules, regulations, management policies, and business operations of the Company, its subsidiaries, and associated companies, as well as any actions that may be binding upon the Company, its subsidiaries, and associated companies.
- 5.13 Determine the organizational structure and management authority of the Company.
- 5.14 To invite executives or employees to attend meetings of the Executive Committee and/or to prepare and provide relevant information relating to matters to be discussed at such meetings.
- 5.15 To have such duties, powers, and responsibilities as may be assigned by the Board of Directors from time to time or in accordance with the policies delegated by the Board.
- 5.16 Provide regular reports to the Board of Directors on the operations conducted within the scope of authority and responsibilities of the Executive Committee. This includes any other pertinent matters deemed necessary and appropriate for the Board of Directors' acknowledgment.
- 5.17 Consider and approve operational manuals and the scope of responsibilities of management to ensure that operations are carried out in a systematic and orderly manner.

## **6. Evaluation of the Executive Board**

In evaluating the performance of the Executive Board, a self-assessment method may be adopted, covering both collective and individual performance evaluations. The evaluation results shall be reported to the Board of Directors on an annual basis.

## **7. Review and Amendment of the Charter**

This Charter shall be reviewed regularly at least once a year by the Executive Board. Any amendment thereto shall be proposed to the Board of Directors for consideration and approval.

8. Enforcement

This Executive Board Charter was approved by the Board of Directors' Meeting No. 6/2025 held on 27 November 2025 and shall become effective from the date of its announcement onward.

Announced on 15 December 2025.

(Mr. Chotiphat Bijananda)  
Chairman of the Executive Board