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|  Jaymart <small>GROUP</small> | Charter of the Executive Committee | |
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Charter of the Executive Committee



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Principles and Rationale

In an environment of constant change and volatility in economic, social, political, technological, and highly competitive conditions, effective management is a key mechanism that enables the Company to achieve its defined strategies, objectives, and goals. To this end, the Board of Directors has established the Executive Committee to manage the Company's operations and to review and screen significant matters prior to their submission to the Board of Directors for consideration. The Executive Committee is also responsible for carrying out tasks assigned by the Board of Directors to ensure that the Company's operations align with its objectives.


The Company has consolidated key principles and practices relating to the Executive Committee based on the criteria, rules, regulations, and announcements of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), to serve as guidelines for the Executive Committee in performing its duties and responsibilities accurately and appropriately.

Objective

To serve as a manual for the Executive Committee in performing its duties.

Scope of Work

This Executive Committee Charter applies to the business operations of Jaymart Group Holdings Public Company Limited and its subsidiaries ("the Company"). It covers matters relating to the Executive Committee's structure, charter, meetings, performance evaluation, and reporting.

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1) Executive Committee Structure

Composition

1. The Executive Committee shall be appointed by the Board of Directors, in such number as the Board deems appropriate, and shall consist of certain members of the Board and may also include members of the Company's management.
2. The Board of Directors shall appoint one member of the Executive Committee to serve as the Chairman of the Executive Committee.
3. The Executive Committee shall appoint a secretary to the Executive Committee.

Qualifications


1. Possess knowledge and strong capability in business administration and organizational management.
2. Be a person who is trusted, reliable, and generally respected.
3. Have a thorough understanding of the Company's business and products.
4. Understand sound management principles, possess good judgment and decision-making skills, and be able to analyze problems and provide appropriate recommendations.
5. Be creative, able to express opinions, and willing to listen to the opinions of others.
6. Be able to devote sufficient time to perform duties as a member of the Executive Committee.
7. Possess the qualifications, and not possess any prohibited characteristics, as prescribed under the Public Limited Companies Act, the Securities and Exchange Act, and any other applicable laws.

Tenure

1. Executive Committee members who are also members of the Board of Directors shall have a term of office corresponding to their term as members of the Board of Directors, unless otherwise resolved by the Board of Directors.
2. Executive Committee members who are executives of the Company shall have a term of office corresponding to their tenure as executives of the Company, unless otherwise resolved by the Board of Directors.

Vacation of Office

1. In the event of vacating office as a member of the Board of Directors, if such vacation is due to retirement by rotation and the person is re-elected as a director, that person shall continue to serve as a member of the Executive Committee.


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2. A member of the Executive Committee shall vacate office when:
 - 2.1. He or she passes away.
 - 2.2. He or she resigns.
 - 2.3. The Board of Directors passes a resolution for removal from office.

2) Executive Committee Charter

The Company defines the duties and responsibilities of the Executive Committee as follows:

- 2.1. Conduct the business and manage the operations of the Company in accordance with the objectives, articles of association, policies, rules, regulations, and resolutions of the Board of Directors and/or resolutions of the shareholders' meeting.
- 2.2. Supervise, oversee, and monitor the Company's performance to ensure compliance with the policies, business objectives, business plans, strategies, budgets, and management authorities approved by the Board of Directors, in an effective and efficient manner conducive to the business environment, while providing advice and recommendations on management to senior executives.
- 2.3. Review and screen management's proposals and present the Company's objectives, policies, strategies, and business plans, including the annual budget, to the Board of Directors for approval.
- 2.4. Approve significant capital expenditures specified in the annual budget as authorized by the Board of Directors, or as previously approved in principle by the Board of Directors.
- 2.5. Approve operating expenses within the normal course of the Company's business in accordance with the budget approved by the Board of Directors, provided that each transaction amount complies with the authority table approved by the Board of Directors.
- 2.6. Monitor the performance and progress of investment projects in each business unit, report the results, including any issues or obstacles encountered and proposed corrective actions, to the Board of Directors.
- 2.7. Propose an organizational structure suitable for the Company's operations to the Nomination and Remuneration Committee for endorsement prior to submission to the Board of Directors for approval.
- 2.8. Consider the profit and loss of the Company and its subsidiaries, and the proposal for interim or annual dividend payments, for submission to the Board of Directors for approval.
- 2.9. Propose the annual budget for salary increases, salary adjustments, and annual bonus payments for employees of the Company and its subsidiaries, for submission to the Board of Directors for approval as part of the annual budget process.

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2.10. Arrange for management or employees to attend Executive Committee meetings, or prepare and provide relevant information for matters to be discussed at the meetings.

2.11. Engage consultants or independent experts to provide opinions or advice as necessary.


2.12. Have the authority to delegate powers to one or more persons to perform any acts under the control of the Executive Committee, or to authorize such persons to have the authority as deemed appropriate by the Executive Committee for such duration as the Executive Committee considers appropriate, with the right to revoke, withdraw, amend, or modify such delegated authority or the person(s) so authorized as deemed appropriate.

2.13. Manage the Company's risks to an appropriate level

- Establish and/or review the Company's risk management policy and submit it to the Audit Committee for review and endorsement prior to submission to the Board of Directors for approval.
- Define strategies, approaches, and methods for managing the Company's risks in alignment with the risk management policy, ensuring that risks can be assessed and monitored to remain within acceptable levels, with clear operating guidelines in place.
- Provide advice and support to the Chief Executive Officer and management in matters relating to enterprise risk management, as well as promote and encourage the continuous improvement and development of the Company's internal risk management system.
- Communicate, share information, and coordinate on risk and internal control matters with the Company's Audit Committee and/or the Company's Internal Audit Department.
- Support the implementation of appropriate principles and processes for risk management and internal control within the Company.

2.14. Perform other duties as assigned by the Board of Directors from time to time

The delegation of authority, duties, and responsibilities to the Executive Committee shall not constitute a delegation or sub-delegation of authority that would enable the person(s) so delegated by the Executive Committee to approve any transaction in which they or persons who may have a conflict of interest (as defined by the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or other relevant authorities) have an interest or may have any other conflict of interest with the Company, its subsidiaries, and/or related companies. The Executive Committee shall have no authority to approve such matters, which must instead be submitted to the Board of Directors and/or the shareholders' meeting (as the case may be) for approval, except for approvals of transactions in the ordinary course of business and on an

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arm's length basis in accordance with the relevant notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or other relevant authorities.

3) Executive Committee Meetings

- 3.1. The Executive Committee shall hold meetings at least once per quarter.
- 3.2. The Chairman of the Executive Committee may determine that the meeting be conducted via electronic media. In such cases, the meeting notice may be delivered via electronic mail.
- 3.3. A quorum for an Executive Committee meeting shall be constituted by the attendance of not less than half of the total number of committee members.
- 3.4. In the event that the Chairman of the Executive Committee/Chief Executive Officer is absent or unable to perform their duties, the Executive Committee members present shall elect one member to act as Chairman of the meeting.
- 3.5. The Executive Committee may invite the Company's executives or other relevant persons to attend the meeting or provide clarifications on related matters.
- 3.6. Resolutions of the meeting shall be passed by a majority vote. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote.
- 3.7. The Secretary to the Board of Directors shall be responsible for arranging the meeting schedule, preparing the meeting agenda, distributing supporting documents, and recording the minutes of the meeting.


4) Executive Committee Performance Evaluation

The Executive Committee shall conduct a self-assessment of its performance at least once a year and report any problems or obstacles that have prevented the achievement of objectives and goals, along with recommendations for improvement, to the Board of Directors.

5) Executive Committee Reporting

The Executive Committee shall report its performance to the Board of Directors and disclose its performance for the past year to the shareholders in the Annual Report, including the following details:

- 5.1. Number of meetings held.
- 5.2. Number of meetings attended by each Executive Committee member.
- 5.3. results in accordance with the duties and responsibilities set out in the Charter.

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This policy shall be effective from December 8, 2023, onwards.



Approving Authority of the Executive Committee Charter

Mr. Pisnu Pong-Acha

Chairman of the Board of Directors

