



กฎบัตรคณะกรรมการบริหาร
(Executive Committee Charter)

Kijcharoen Engineering Electric Public Company Limited

Creator

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Approver

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Chairman of the Board

History of Document Amendments

Revision No.	Date	Details	Approver
00	1 March 2022	Initial Issue	Board of Directors (3/2022)
01	20 February 2025	1) Revised format 2) Added sections 1.2, 1.5, 2.4, 5.2, and 6.2. 3) Revised sections 4.4 and 5.1.	Board of Directors (1/2025)
02	20 February 2026	There has been a minor revision to the wording in Clause 3.9 without any change to the substantive content.	Board of Directors (1/2026)

Executive Committee Charter

The Executive Committee is a sub-committee appointed by the Board of Directors or the shareholders' meeting (as the case may be). Its purpose is to support the Board of Directors in overseeing the management's operations and the company's business activities. The committee ensures that these operations align with the established policies, plans, and goals, and that they comply with all relevant laws and regulations to promote good corporate governance.

1. Composition

- 1.1 The Executive Committee shall consist of at least three directors and/or executives appointed by the Board of Directors or the shareholders' meeting, as the case may be. The Chief Executive Officer shall serve as an ex officio member of the Executive Committee.
- 1.2 The Chairman of the Executive Committee shall not be the same person as the Chairman of the Board or the Chief Executive Officer. This separation of roles ensures a clear division of duties and a balance of power in operations.
- 1.3 The Board of Directors or the Executive Committee shall select one member of the Executive Committee to serve as the Chairman of the Executive Committee.
- 1.4 The Executive Committee shall appoint a Secretary to the Executive Committee. The secretary's duties include supporting the Executive Committee's operations by scheduling meetings, preparing agendas, distributing meeting materials, recording meeting minutes, and performing other duties as assigned by the Executive Committee.
- 1.5 The Company Secretary shall serve as the Secretary to the Executive Committee unless the Executive Committee assigns the role to another person.

2. Qualifications

- 2.1 Members must possess the knowledge, skills, and experience that are highly beneficial to the company's business operations. They should also demonstrate integrity, honesty, and business ethics.
- 2.2 Members must have sufficient time to fully dedicate their knowledge, skills, and duties to the company.
- 2.3 Members must meet the qualifications and not possess any of the prohibited characteristics as stipulated by the Public Limited Company Act, the Securities and Exchange Act, and any other relevant laws.
- 2.4 Executive Committee members may not engage in any business, become a partner, or

serve as a director in another legal entity that is of a similar nature and competes with the company's business, whether for their own benefit or the benefit of others. An exception may be granted if the member discloses the situation to the Board of Directors or the Executive Committee before their appointment is finalized (as the case may be).

3. Duties and Responsibilities

- 3.1 The Executive Committee is responsible for managing the company's business in accordance with its objectives, bylaws, policies, regulations, and resolutions from the Board of Directors and/or the shareholders' meeting. They must act with integrity, diligence, and responsibility, and consider the equal benefit of all shareholders.
- 3.2 The committee shall define the company's policies, goals, strategies, operational plans, annual budget, and various management authorities. These will then be submitted to the Board of Directors for approval.
- 3.3 The committee will oversee the company's operations to ensure they align with the policies, goals, strategies, and annual budget approved by the Board of Directors. They are also responsible for advising and guiding senior management.
- 3.4 The committee shall review the annual budget and spending procedures for submission to the Board of Directors. They will also supervise spending to ensure it remains within the approved budget.
- 3.5 The committee shall review and adjust the company's business plans as needed to benefit the company.
- 3.6 The committee shall review and approve regulations, policies, and business management guidelines, or any actions that are binding on the company.
- 3.7 The committee shall determine appropriate authority levels and approval limits for each individual. They will also ensure that duties are separated to prevent fraud. This includes setting up proper procedures for transactions with major shareholders, directors, executives, or their related parties to prevent conflicts of interest. These procedures will be submitted to the Board of Directors for approval, and the committee will ensure they are followed.
- 3.8 The committee will research, evaluate, and assess new business opportunities and have the authority to approve investments and set investment budgets. They can also consider and approve contracts that are binding on the company, in accordance with the authority outlined in the operational authority manual.

- 3.9 The committee will consider starting or discontinuing a business and propose it to the Board of Directors.
- 3.10 The committee will determine the organizational structure, management authority, as well as the appointment, hiring, transfer, and termination of executive-level employees (director level or equivalent), excluding the Chief Executive Officer. They will also set their compensation, including salaries and bonuses.
- 3.11 The committee will ensure that procedures are in place for staff to promptly report unusual or illegal activities to the Executive Committee. If such an event has a significant impact, it must be reported to the Board of Directors for resolution within a reasonable timeframe.
- 3.12 The committee has the authority to appoint subcommittees and/or working groups to manage or operate the company's business. They can also define their powers, duties, and responsibilities, as well as supervise their work to ensure they meet the defined policies and goals.
- 3.13 The committee has the authority to appoint individuals or groups to manage the company's business under their supervision. They may also delegate authority to these individuals or groups as deemed appropriate and have the power to change, amend, or revoke that authority. However, this delegation must not allow the authorized individuals to approve transactions in which they, or any party with a potential conflict of interest (as defined by the Capital Market Supervisory Board, the Stock Exchange of Thailand, or other relevant agencies), have a stake. The Executive Committee does not have the authority to approve such transactions; they must be presented to the Board of Directors and/or the shareholders' meeting for approval. An exception is made for transactions that are part of normal business and trade conditions as specified by the Capital Market Supervisory Board, the Stock Exchange of Thailand, or other relevant agencies.
- 3.14 The committee is responsible for ensuring there is sufficient crucial company information to support decision-making by the Board of Directors and shareholders. They must also produce reliable, high-standard, and transparent financial reports.
- 3.15 The committee will review the company's profit and loss and propose an annual dividend payment to the Board of Directors.
- 3.16 The committee will report its performance to the Board of Directors and prepare an Executive Committee report for disclosure in the company's annual report.
- 3.17 The Executive Committee may seek independent opinions from professional advisors or

specialists when deemed necessary, at the company's expense and with the approval of the Board of Directors.

3.18 The committee will perform any other duties assigned by the Board of Directors.

4. Term of Office

4.1 The term of an Executive Committee member is the same as the term of a director or the term of the Executive Committee itself.

4.2 An Executive Committee member who has completed their term may be reappointed.

4.3 If a member's position becomes vacant for any reason other than the expiration of their term, the Board of Directors must appoint a new Executive Committee member within three months from the date the vacancy occurred. The new member will serve only for the remainder of the term of the member they are replacing.

4.4 An Executive Committee member's position terminates immediately upon:

- Death
- Resignation
- Termination of their role as a company director or Executive Committee member
- Disqualification as an Executive Committee member or if they possess prohibited characteristics as defined by the Public Limited Company Act, the Securities and Exchange Act, or other relevant laws
- A resolution by the Board of Directors to remove them from their position

4.5 If an Executive Committee member resigns before the end of their term, they should provide written notice to the company at least one month in advance, along with their reasons, so the Board of Directors can consider a replacement. If the entire Executive Committee resigns, the outgoing committee must act in an interim capacity until a new Executive Committee takes office.

5. Executive Committee Meetings

5.1 The Executive Committee must hold meetings at least once a quarter. Additional meetings may be called at the discretion of the Chairman of the Executive Committee. The committee may also invite executives, employees, and other relevant individuals to attend meetings or provide clarification on specific matters.

5.2 The Chairman of the Executive Committee may call a special meeting if deemed necessary or if requested by the Chief Executive Officer or the Chairman of the Board, particularly

when there are urgent matters to be discussed.

- 5.3 Executive Committee meetings shall be held at the company's head office or at any other location designated by the Chairman of the Executive Committee. Meetings may also be held electronically, provided that the method and procedures comply with all applicable laws.
- 5.4 The Chairman or the Secretary of the Executive Committee (under the Chairman's directive) must send a meeting notice to the committee members at least seven days before the meeting. In urgent cases where the company's rights or interests are at stake, the meeting notice may be sent by other means and scheduled for an earlier date.

6. Executive Committee Quorum

- 6.1 For an Executive Committee meeting to constitute a quorum, at least half of the total members must be present.
- 6.2 The Chairman of the Executive Committee will preside over the meeting. If the Chairman is not present or is unable to perform their duties, the attending members will select one of the members to chair the meeting.
- 6.3 Decisions will be made by a majority vote, with each member having one vote. A member with a vested interest in a particular matter is not entitled to vote on that matter. In the event of a tie, the Chairman of the meeting will cast an additional vote as the deciding factor.

7. Executive Committee Reporting

The Executive Committee is responsible for regularly reporting its activities and any other duties assigned by the Board of Directors. They must also report to the shareholders in the company's annual report.

8. Performance Evaluation

The Executive Committee will conduct a self-assessment of its performance at least once a year. The results of this annual evaluation will be reported to the Board of Directors for their review and potential feedback, with the goal of improving future performance.

This charter became effective on March 1, 2022, and will be reviewed annually.