



EXECUTIVE COMMITTEE CHARTER

EUROASIA TOTAL LOGISTICS PUBLIC COMPANY LIMITED

ISSUE 4

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Preparation and Approval History

Document No.	Editor/Controller	Reviewer	Approver
RR-BOD-006-02	Managing Director	Chief Executive Officer	Board of Directors
	1 September 2023	1 September 2023	11 September 2023

Revision History

Issue	Issue Date	Effective Date	Revision details
1	10 October 2021	9 November 2021	First issue
2	10 June 2022	6 August 2022	Revise company name after conversion to public limited company
3	3 January 2023	12 January 2023	Amend the material of being a holding company
4	1 September 2023	12 September 2023	Add clause 5.9 detailing the significant changes

Note: To add or cancel any document, proceed according to the acts set out in the Approval and Implementation Authority.



Executive Committee Charter

1. Objectives

The Board of Directors appoints the Executive Committee, which is an important mechanism for the management of the Company's business; therefore, the Board of Directors agrees to prepare a charter of the Executive Committee in order for the Executive Committee to understand their roles, duties, and responsibilities and use this Charter as a guideline for performing their duties.

2. Composition of the Executive Committee

- 2.1. The Executive Committee must consist of at least three committee members appointed by the Board of Directors. The Executive Committee consists of directors and/or a number of executives of the Company and may have one or more other persons.
- 2.2. The Executive Committee or the Board of Directors appoints one of the Executive Directors to be a Chairman of the Executive Committee.
- 2.3. The Chairman of the Executive Committee may appoint a Secretary of the Executive Committee to assist the operation of the Executive Committee regarding meeting appointments, preparation of agenda, delivery of meeting documents, and minutes recording.

3. Qualifications of Persons to be Appointed as Executive Committee Members

The person who will be appointed as an executive committee member must have qualifications as follows:

- 3.1. Be knowledgeable, competent, honest, have business ethics and experience that is useful to the Company's business operations.
- 3.2. Able Be able to devote sufficient time to the Company and pay attention to fulfilling the duties in accordance with his or her responsibilities.



4. Appointment and term of Office of Executive Committee

4.1. The Executive Committee has a term of office for a period of 3 years from the date of appointment or according to the term of a director (in the case of being a director of the Board of Directors). Members of the Executive Committee who have retired from their term may be re-appointed as executive committee members.

4.2. In addition to the end of the term of office, members of the Executive Committee may retire upon:

- (1) Death
- (2) Resignation
- (3) Resolutions of the shareholders' and/or the Board of Directors' meetings voting to retire.
- (4) The court's ordered for dismissal of the directorship (in case of directorship)

4.3. In case the position of Executive Committee member is vacant until the number of the Executive Committee members is less than three persons for reasons other than the end of the office term, the Board of Directors shall appoint a fully qualified person as Executive Committee member, so that the Board of Directors shall have the full number as specified by the Board of Directors in this Charter. Unless the term of the Executive Committee member is less than 2 months, the Board of Directors shall not appoint an Executive Committee member. The person appointed as the replacement of that Executive Committee member shall be in the position only as long as the remaining term of that Executive Committee member whom he or she replaces.

5. Authority, Duties and Responsibilities

5.1. Operate and manage the business of the Company and its subsidiaries in accordance with the objectives, regulations, policies, requirements, orders, and resolutions of the meetings of the Board of Directors and/or the shareholders.

5.2. Consider and prepare policies, directions, business strategy, goals and operational plans, financial goals and budget, human resource management, investment, business expansion, public relations of the Company and its subsidiaries; and control and supervise the operation of the appointed working group to achieve the goals by properly considering business factors. This is as long as such policy is not



contradictory with the policy framework or guidelines set forth by the Board of Directors (if any) and the policy is also to be presented the Board of Directors for approval.

However, in case the Board of Directors has established the course of action already, if the facts presented to the Board of Directors are changed, the Executive Committee will review the use of approved budgets to suit the situation as far as it is not contrary to the Delegation of Authority.

- 5.3. Supervise, check, and monitor the business operations of the Company and its subsidiaries in line with the policies, business strategy, goals and operational plans, financial goals and budget of the Company and its subsidiaries approved by the Board of Directors to be efficient and effective, conducive to business condition, and provide advice and recommendations on management to the senior executives.
- 5.4. Study the feasibility of investing in new projects and use the authority to consider and approve the Company and its subsidiaries to invest or jointly invest with individuals, juristic persons, or other business organizations in the form that the Executive Committee deems appropriate to implement the business according to the objectives of the Company and subsidiary as well as considering and approving the use of budget for such investment, entering into a legal contract and/or any action related to such investment until the completion of the specified amount as far as it does not conflict with the Delegation of Authority and/or relevant laws and regulations, including but not limited to the Regulations of the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”) on the Acquisition and Disposal of Assets and Related Party Transactions, as well as the Public Limited Companies Act B.E. 2535 (1992) (including amendment) and the Securities and Exchange Act B.E. 2535 (1992) (including amendment) (“**Laws applicable to Listed Companies**”) and/or according to the Articles of Association of the Company and its subsidiaries.
- 5.5. Monitor the performance and progress of investment projects of each business and report on the results and problems or obstacles that have arisen and guidelines for improvements and corrections to the Board of Directors.
- 5.6. Consider the profits and losses of the Company and its subsidiaries and advise on dividend payment to be presented to the Board of Directors.



- 5.7. Consider and provide recommendations or opinions to the Board of Directors regarding the projects, proposals, or any transactions relating to the business operations of the Company and its subsidiaries, including considering funding options when necessary, and suggest the Board of Directors to comply with the relevant laws and rules or regulations of the Company that require the meetings of the shareholders and/or the Board of Directors to approve it.
- 5.8. Consider and approve financial transactions with financial institutions for account opening, borrowing, applying for loans, pledges, mortgages, guarantees, and others, including the purchase and sale and registration of any land ownership according to the objectives for the benefit of operations of the Company and its subsidiaries as well as entering into legal contracts, submitting applications, making offers, contacting the government agencies to obtain various rights of the Company and its subsidiaries and/or any action related to such matters until the completion of the amount specified in the Delegation of Authority that has been approved by the Board of Directors and/or the relevant laws and regulations. However, the Board of Directors still has the power to consider and approve financial transactions with financial institutions in opening an account if necessary.
- 5.9. Examine any changes that may significantly affect the Company's financial position as soon as such changes are made known (including, checking for changes in the shareholding of major shareholders of the Company every time the Company closes the shareholder register book or when the list of names for granting rights to shareholders and changes in directors or executives of the Company ("Significant Changes") and reports such significant changes to the financial institutions in accordance with the terms of contracts between the Company and financial institutions within a reasonable period of time. The Chief Financial Officer or any person deemed appropriate by the Chief Financial Officer shall perform any of the duties under this Section.
- 5.10. Approve the establishment of subsidiaries, capital increases, or capital reductions, or the acquisition of other sources of funding in subsidiaries, restructuring shareholders within subsidiaries, including transactions and operations of subsidiaries without contravening the guidelines set forth by the Board of Directors. In this regard, such approval must be in accordance with applicable laws and rules, including but not limited to laws applicable to listed companies and/or according to the Articles of Association of the Company and its subsidiaries.



- 5.11. Consider and approve rules, regulations, policies on management and operations of the Company and its subsidiaries or any actions binding the Company and its subsidiaries according to the limits defined in the Delegation of Authority approved by the Board of Directors.
- 5.12. Appoint and/or assign one or more individuals to take any action within the scope of authority of the Executive Committee as the Executive Committee deems appropriate and within the period deemed appropriate by the Executive Committee, whereby the Executive Committee may cancel, revoke, amend, or change such authorized persons or authority as it deems appropriate.

However, the delegation of the authority, duties and responsibilities of the Executive Committee shall not be characterized as a delegation or sub-delegation of the authority that allows the authorized person from the Executive Committee to approve transactions with which they or other persons may have conflicts of interest (as defined by the Announcement of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related entities), interests, or any other conflicts of interest with the Company or its subsidiaries and/or related companies. The Executive Committee does not have the authority to approve the implementation of such matters. They must be presented to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) for further approval, except for the approval of transactions by a normal business and normal trading conditions as announced by the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related agencies.

- 5.13. Arrange for the executives, the management team, or employees to attend meetings of the Executive Committee or prepare and provide information related to matters to be discussed at the Executive Committee's meeting.
- 5.14. Have any authority, duties and responsibilities as assigned or according to the policies assigned by the Board of Directors from time to time.
- 5.15. Provide independent advisors or persons to give opinions or advice as necessary and appropriate at the Company's expense.
- 5.16. Report regularly to the Board of Directors on activities carried out by the Executive Committee under the scope of authority and duties of the Executive Committee, including any other matters necessary and appropriate to be presented to the Board of Directors for acknowledgement.



- 5.17. Consider and approve implementation of the normal business transactions of the Company under the investment budget or budget approved by the Board of Directors. The limits for each item are as defined in the Delegation of Authority approved by the Board of Directors, but not exceeding the annual budget approved by the Board of Directors, including entering into contracts related to such matters.
- 5.18. Consider and determine the remuneration structure of employees of the Company and its subsidiaries and present it to the Board of Directors for approval.
- 5.19. Consider, review, and revise the Executive Committee Charter at least once a year and present it to the Board of Directors for approval.
- 5.20. Perform any other operations as assigned by the Board of Directors.

6. Meetings

- 6.1 The Executive Committee shall have meetings as appropriate. The Chairman of the Executive Committee shall call the meeting of the Executive Committee as necessary or upon a request from an Executive Committee member or the Chairman of the Board of Directors.
- 6.2 In calling the Executive Committee's meeting, the Chairman of the Executive Committee or the Secretary of the Executive Committee, as assigned, shall send a meeting invitation to the Executive Committee members at least 3 days before the meeting date. Unless in case of urgent necessity to preserve the Company's benefits, the meeting can be notified by other means and an earlier meeting date can be set.
- 6.3 The Executive Committee may invite other persons who have specific duties and responsibilities, or related persons, or those who have knowledge and expertise regarding matters to be considered, to attend meetings as appropriate, including considering having separate meetings with such persons if there are issues or considerations that should be discussed specifically.

7. Quorum and Voting

- 7.1. At the meeting of the Executive Committee, no less than half of the total number of executive committee members must be present at the meeting to have a quorum. In case the Chairman of the Executive Committee is not present at the meeting or is unable to perform the duties, other executive committee members at the meeting select one of them to preside over the meeting.

7.2. One executive committee member has one vote, and the decision of the meeting adheres to a majority of votes. In the event that any executive committee member has a stake in any matter, that executive committee member has no right to vote on that matter. If the votes are equal, the Chairman of the Executive Committee shall cast one more vote as a decisive vote.

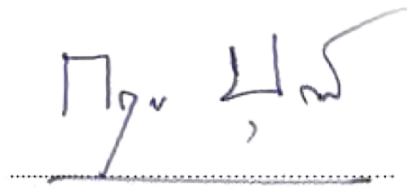
7.3. The Secretary of the Executive Committee is not entitled to vote.

8. Evaluation of the Executive Committee

In the performance evaluation of the Executive Committee, self-assessment methods may be used by evaluating the overall results as a whole, and the evaluation results shall be reported to the Board of Directors annually.

This Executive Committee Charter was considered and approved by the Board of Directors at the Board of Directors' meeting No. 6/2023 on September 11, 2023. It shall be effective from September 12, 2023 onwards.

Note: This English translation is for reference purposes only. In the event of any discrepancy between the Thai original Executive Committee Charter and this English translation, the Thai original shall prevail.



Mr. Krishna Boonyachai
Chairman of Board of Directors

Euroasia Total Logistics Public Company Limited