



## **Charter of Executive Committee**

### **Thai Rung Union Car Public Company Limited**

#### **Objectives**

The Board of Directors has appointed the Executive Committee to support and enhance the flexibility and efficiency of the Company's management, as well as to screen and consider matters prior to their submission to the Board of Directors for consideration. The Executive Committee shall also promote confidence among the Company's stakeholders and support the Company's sustainable growth. The Executive Committee shall ensure that the Company's business operations achieve the objectives, policies, strategies, plans, and targets established by the Company, comply with applicable laws and regulations of the Stock Exchange of Thailand, and are consistent with the principles of good corporate governance.

#### **Composition and Qualifications of the Executive Committee**

- 1 The Board of Directors shall appoint such number of directors as it deems appropriate to constitute the Executive Committee to perform duties as assigned by the Board of Directors.
- 2 The Board of Directors shall appoint one member of the Executive Committee to serve as the Chairman of the Executive Committee.
- 3 Members of the Executive Committee shall possess knowledge, understanding, expertise, and experience that are beneficial to the Company's business operations.
- 4 Members of the Executive Committee shall possess the qualifications and shall not have any prohibited characteristics prescribed under the laws governing public limited companies and other applicable laws and regulations.
- 5 The Chairman of the Executive Committee may be the same person as the Managing Director.
- 6 The Chairman of the Executive Committee shall not be the same person as the Chairman of the Board of Directors.

#### **Scope of Authority, Duties and Responsibilities of the Executive Committee**

- 1 To supervise and oversee the general business operations of the Company and perform duties assigned by the Board of Directors to achieve the Company's objectives.
- 2 To oversee, monitor, and supervise the implementation of policies and various plans to ensure that management successfully carries out the duties and responsibilities assigned by the Board of Directors.
- 3 To consider, screen, and approve material urgent matters within the scope of authority and the financial limit prescribed by the Board of Directors, provided that such transactions shall not exceed Baht 400 million.
- 4 To formulate financial policies and supervise and oversee financial management to ensure maximum efficiency, including all transactions with financial institutions.
- 5 To consider and approve transactions within the Company's ordinary course of business.
- 6 To perform such other duties as may be assigned by the Board of Directors.

Notwithstanding the foregoing, the scope of authority and responsibilities of the Executive Committee shall not include the authority to approve any transaction in which any member of the Executive Committee or any person who may have a conflict of interest has an interest or may have a conflict of interest, any connected transaction, or any acquisition or disposal of assets of a listed company, as prescribed by the rules and regulations of the Stock Exchange of Thailand.

#### **Term of Office**

Members of the Executive Committee shall hold office for a term of three (3) years. In the event that any member of the Executive Committee, who is also a director of the Company, completes his or her term of office as a director and is re-elected by the shareholders' meeting to serve as a director for another term, such person shall be deemed to have been approved to continue serving as a member of the Executive Committee by implication.



### **Quorum and Resolutions of the Executive Committee**

- A quorum shall consist of not less than one-half of the total number of members of the Executive Committee.
- Resolutions of the Executive Committee shall be passed by a vote of not less than one-half of the members attending the meeting.

### **Performance Evaluation**

The Executive Committee shall conduct a self-assessment of its performance and report the results of such assessment to the Board of Directors on an annual basis.

### **Reporting**

1. The Executive Committee shall report its performance and any recommendations or other matters that it considers material and that should be brought to the attention of the Board of Directors, or matters that should be corrected or improved as appropriate.
2. The Executive Committee shall prepare a report of its performance for disclosure in the Company's Form 56-1 One Report, which shall be signed by the Chairman of the Executive Committee.

### **Review of the Charter**

The Executive Committee shall review, assess, and evaluate the adequacy and appropriateness of this Charter on an annual basis. In the event of any material amendment, the revised Charter shall be submitted to the Board of Directors for consideration and approval.

This Executive Committee Charter shall be effective from 1 January 2026 onwards

Mr.Sompong Phaenchoke

Chairman of The Executive Committee