



ASSETwise

Executive Committee Charter

AssetWise Public Company Limited

1. Objectives

In order to support the operational practices, build confidence among stakeholders, and to help manage and control the operations of AssetWise Public Company Limited ("the Company") so that it can be in accordance with the directions, policies, and strategies for business operations as specified by the Board of Directors, the Board of Directors therefore agreed to prepare this Executive Committee Charter to be used as a guideline in performing their duties legally and in accordance with the principles of good corporate governance.

2. Composition

- 2.1 The Executive Committee consists of at least 3 directors consisting of a number of company's directors and may consist of company's executives proposed by the Nomination and Remuneration Committee.
- 2.2 The Board of Directors shall consider and appoint one qualified executive director to be the Chairman of the Executive Committee.

3. Eligibility

- 3.1 Being eligible and not having any prohibited characteristics under the Public Limited Company Law and other relevant laws.
- 3.2 Retaining knowledge, ability, and experience that is appropriate and beneficial to the company's business. Also being honest and ethical in carrying out a business while having sufficient time to perform their duties fully and effectively.
- 3.3 The Chairman of the Executive Committee shall not be the same person as the Chairman of the Board of Directors so that there is a clear separation of roles and a balance of power in business operations.
- 3.4 The Executive Directors shall be unable to operate the business, become a partner or a director in other juristic persons with the same nature as the company's and in any competitive manner unless it is notified to the Board of Directors' meeting or the Executive Committee is informed before it has a resolution appointing such Executive Director (as the case may be).

4. Appointment, Term of Office, and Termination of Office

4.1 Appointment

- 1) The Executive Committee shall be appointed by the Board of Directors.
- 2) The Chairman of the Executive Committee shall be appointed by the Board of Directors.
- 3) Chief Executive Officer is automatically appointed as Executive Director by his/her position.
- 4) The Executive Committee shall be able to appoint a secretary to the Executive Committee or may assign the Company Secretary to perform duties of the secretary of the Executive Committee unless the Executive Committee delegates otherwise. This is to assist the Executive Committee with regard to the meeting appointments, preparing meeting agendas, submitting supporting documents for the meeting as well as recording the minutes of the meeting.

4.2 Term of Office

- 1) The Executive Director who is also director of the company shall have 3-year term of office, and upon expiration of the term, may be reappointed by the Board of Directors.
- 2) The term of office of the Executive Director who is also director of the company shall last as long as his/her executive position in the company subsists unless the Board of Directors agrees otherwise.

4.3 Termination of Office

- 1) The Executive Directors vacate their office upon:
 - 1.1) Completion of the term of office as the director/management of the company;
 - 1.2) Termination of the director/management position;
 - 1.3) Death;
 - 1.4) Resignation;
 - 1.5) Being disqualified as a director of the company or prohibited under the Public Limited Companies Act; or having any characteristic indicating a lack of suitability to be entrusted to manage a publicly owned business as specified in Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551;
 - 1.6) Being terminated by the Board of Directors' resolution
- 2) Any Executive Director wishing to resign from the position shall submit a resignation letter to the company's Chairman of the Board of Directors, and the resignation shall be effective as of the date the resignation letter reaches the company.

5. **Scope of Duties and Responsibilities**

The Executive Committee has important roles and duties in conducting business in accordance with strategies, policies, goals/objectives including compliance with the company's regulations. The Executive Committee also has the power and duties to control and supervise the company's business and carry out assorted tasks assigned by the Board of Directors. To achieve such vision and to be in line with the company's mission, the Executive Committee also has the authority and responsibility as to the following matters:

- 5.1 Perform duties in accordance with the law, objectives, and regulations of the company, resolutions of the Board of Directors and the shareholders' meeting All tasks shall be conducted with honesty, responsibility, caution, and ethics, taking into account the interest of each shareholder of the company equally.
- 5.2 Prepare and define business guidelines and policies, goals, operational plans, business strategy, and the annual budget that are appropriate and in accordance with economic and competitive environment. These are to be however approved by the Board of Directors.
- 5.3 Outline financial and investment policies of the company and set out directions of investment policy to be in line with the company's policy and also approve investment regulations and investment proposals according to the company regulations.
- 5.4 Manage businesses and operations of the company and its subsidiaries in accordance with the business policy guidelines, goals, operational plans, business strategy, and annual budget approved by the Board of Directors so that they are efficient and conducive to business conditions while providing consultation and advice to senior management. In this regard, the business administration of the company shall be in accordance with the policies, regulations, rules, and relevant laws or any order prescribed by the Board of Directors.
- 5.5 Supervise and monitor the performance of the company and its subsidiaries and report operating results, financial status as well as significant issues and matters of the company and its subsidiaries to the Board of Directors.
- 5.6 Consider, examine, and approve matters to be presented to the Board of Directors for consideration or approval except for the matters already assigned to other sub-committees by the Board of Directors.

- 5.7 Consider and approve the company's disbursements for its operations and investment, opening and closing of the bank account, taking loan or credit from a financial institution, lending of money, pledge, mortgage as well as being a guarantor for the normal business operation of the company and its subsidiaries, including the purchase/registration of land proprietorship for normal business transactions of the company. Each transaction shall however be in line with the specified approval and action schedules.
- 5.8 Review and revise the Company's business plan so that it can be appropriate for the benefit of the company.
- 5.9 Administrate the operations of the company and its subsidiaries in an efficient manners. This includes having the power to cogitate and approve any appointment, selection, hiring, termination, transfer, promotion when it comes to management position. Retain the power to assign the Chief Executive Officer or an assigned person to act on behalf of the company as the company's authorized person in signing all relevant employment contracts, under the budget received from and approved by the Board of Directors.
- 5.10 Obtain professional opinions from third parties or external organizations at the expense of the company for an independent consultation or advice This includes occasional hiring of a third party to help the performance of the Executive Committee to ensure their duties in achieving objectives within the specified timeframe.
- 5.11 Supervise and approve matters relating to the company's operations and possibly appoint or assign or authorize one or more persons to perform any action under the control of the Executive Committee or delegate power to such person to have the power as the Executive Committee deems appropriate within a period of time approved by the Executive Committee. Nevertheless, the Executive Committee may cancel, revoke or change such assigned and authorized person as it sees fit. It is also important to note that the above authorization of power shall never be construed or implemented in a way that the Executive Committee or such person whose authority bestowed by the Executive Committee is able to approve any transaction that any executive director or any person who may have a conflict of interest (as defined in the Notification of the Securities and Exchange Commission or the Announcement of the Capital Market Supervisory Board), or be an interested person with/against the company or any of its subsidiaries. In such case, the Executive Committee shall present such matter to the Board of Directors and/or the shareholders' meeting for further consideration and approval under relevant regulations, announcements or laws, save as the case of approval of the transaction that is in accordance with the policy and the criteria already approved by the shareholders' meeting or the Board of Directors.
- 5.12 Perform any other tasks assigned by the Board of Directors.

6. Meeting

- 6.1 The Executive Committee shall hold a meeting at least once a month.
- 6.2 The Chairman of the Executive Committee may call a special meeting if it deems necessary or in case there is a request from the Chief Executive Officer or the Chairman of the Board of Directors whenever there is an agenda that require mutual discussion.
- 6.3 The meeting of the Executive Committee shall, to form a quorum, consist of no less than half of the members of the Executive Committee.

- 6.4 If any executive director is unable to attend the meeting, the Chairman of the Executive Committee may consider holding a meeting using a conference call system or a video conferencing system (VDO Conference).
- 6.5 The Chairman of the Executive Committee shall be the chair of the meeting. In case where, at any meeting, the Chairman of the Executive Committee is not present or is unable to perform his duties, the executive directors present at the meeting shall elect one executive director to be the chair of the meeting.
- 6.6 Decisions of the Executive Committee meeting shall be made final by a majority of votes. Each member of the Executive Committee has one vote. In case where the votes are tie, the Chairman of the meeting shall have one more vote as a deciding vote.
- 6.7 The Executive Committee shall have the power to invite the company's management or any person related to the company to give opinions and provide relevant information at the meeting.
- 6.8 Any member of the Executive Committee who has any interest in any matter that is about to have a resolution shall have no voting right and shall leave the meeting upon considering such agenda.
- 6.9 The secretary of the Executive Committee shall submit a meeting invitation letter and agenda related documents to the Corporate Governance Committee at least 3 days prior to the meeting. However, in urgent cases, to preserve the benefit of the company, the committee may be notified less than such specified period of time.

7. Reporting

The Executive Committee directly reports to the Board of Directors and has a duty to, on a regular basis, report to the Board of Directors the results of operations or matters that need to be taken into consideration and be aware of as to the company's dilemmas and obstacles as well as factors that may affect the operations of the company in the future. Nevertheless, in urgent cases, the Executive Committee may report to the Board of Directors prior to the next meeting of the company's Board of Directors.

8. Performance Evaluation

The Executive Committee shall evaluate its own performance and shall be annually evaluated by the company's Board of Directors. The evaluation result as well as problems and obstacles that interfere with the achievement of its operation (if any) shall also be reported to the Board of Directors.

9. Review of the Charter

An annual review of the charter is required to ensure its appropriateness and relevance with the current circumstances.

Notified on this 12th day of December 2024


(Mr. Sarawut Charuchinda)

Chairman of the Board

AssetWise Public Company Limited