



MEDEZE

Charter : Executive Committee

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Charter**Executive Committee****1. Introduction**

In accordance with the resolution of the Board of Directors of Medeze Group Public Company Limited ("the Company"), this announcement sets forth the principles and guidelines regarding the Charter, authority, duties, and responsibilities of directors, executives, and employees. This shall serve as the guiding framework and practices.

The Board of Directors is responsible for appointing the Executive Committee, comprising a suitable number of directors and/or executives, to manage and control the business operations of the Company and/or its subsidiaries and/or its associated companies, including the group companies, as assigned by the Board. This is intended to support operations, build confidence among stakeholders, and promote sustainable growth for the Company. This charter is established to ensure that the Executive Committee understands its role, duties, and responsibilities, and uses this charter as a guide to perform its duties lawfully and in accordance with good corporate governance principles.

2. Composition and Appointment of the Committee

The Board of Directors will consider and approve the appointment of the Executive Committee, with the following details:

- 2.1 The Executive Committee shall consist of a Chairperson, a Vice-Chairperson (if any), and a Secretary of the Executive Committee.
- 2.2 The number of members shall be appropriate to the size of the Company's operations and ensure effective performance, with a minimum of 5 and a maximum of 10 members.
- 2.3 Executive Committee members are not required to be members of the Board of Directors.
- 2.4 The Board of Directors shall select one member of the Executive Committee to serve as the Chairperson. If the Board deems it appropriate, it may also select one or more Executive Committee members to serve as Vice-Chairperson(s).
- 2.5 The Chairperson of the Executive Committee may be the same person as the Chief Executive Officer.

2.6 The Executive Committee may appoint one employee of the Company to serve as the Secretary of the Executive Committee to assist with the operations of the Executive Committee related to scheduling meetings, preparing meeting agendas, distributing meeting documents, and recording meeting minutes.

3. Qualifications of the Committee Members

- 3.1 Executive Committee members must possess the knowledge, ability, and experience that would be beneficial to the Company's business operations. They must be honest, with integrity, demonstrate ethical business conduct, and have sufficient time to dedicate their knowledge, ability, and duties fully to the Company.
- 3.2 Executive Committee members must possess the qualifications and not have any disqualifications as stipulated under the Public Limited Company Act, the Securities and Exchange Act, and/or any other relevant laws.
- 3.3 Executive Committee members may not engage in business operations, be a partner, or serve as a director in another legal entity with similar nature and/or competing with the Company's business and/or its subsidiaries and/or its associated companies, whether for their own benefit or for the benefit of another person, unless the matter is disclosed to the Board of Directors meeting or the Company's shareholders' meeting before the appointment is resolved (as the case may be).

4. Term of Office

- 4.1 The Board of Directors shall appoint Executive Committee members by considering their experience, which would be beneficial to the Company's business operations.
- 4.2 Executive Committee members who are also members of the Board of Directors shall serve a term of 3 years, concurrent with the term of office of the Board of Directors. Upon completion of their term, they may be re-appointed by the Board of Directors.
- 4.3 Executive Committee members who are executives of the Company shall serve a term of office equivalent to their position as executives of the Company, unless the Board of Directors resolves otherwise.
- 4.4 Any Executive Committee member wishing to resign from their position shall submit a letter of resignation to the Company. The resignation shall be effective from the date the letter of resignation is received by the Company.

4.5 In addition to the expiration of term mentioned above, Executive Committee members shall cease their position upon:

- (1) Death
- (2) Resignation
- (3) Loss of qualifications for being an Executive Committee member or having disqualifications as stipulated by the Public Limited Company Act, or having characteristics demonstrating a lack of suitability for being entrusted to manage the affairs of a public company according to the Securities and Exchange Act (and its amendments), including the announcements of the Securities and Exchange Commission.
- (4) Loss of qualifications for being an Executive Committee member as stipulated in this charter.
- (5) A resolution by the Board of Directors and/or the shareholders' meeting to remove them from their position
- (6) A court order for removal.

4.6 In the event that a position on the Executive Committee becomes vacant, the Board of Directors shall select a qualified individual to fill the position. The new Executive Committee member shall hold the position for the remainder of the term of the Executive Committee member they are replacing.

5. Scope of Authority, Duties, and Responsibilities

The Board of Directors has assigned the Executive Committee the authority, duties, and responsibilities to manage the Company's affairs related to the normal course of operations, and administration of the Company and/or its subsidiaries and/or its associated companies, including the group companies. This includes reviewing and determining business plans, budgets, management structures, and various management authorities of the Company and/or its subsidiaries and/or its associated companies, including the group companies. The Committee will determine the guidelines for conducting business in alignment with economic conditions. It is also responsible for planning, supervising, and addressing information technology system issues, to propose to the Board of Directors for consideration and approval and/or endorsement, as well as for monitoring the Company's performance in accordance with the established policies under the supervision of the Chairperson of the Executive Committee. In summary, the Executive Committee's key authority, duties, and responsibilities are as follows:

5.1 To conduct the operations and manage the Company's affairs in accordance with its objectives, articles of association, policies, regulations, requirements, orders, and resolutions of the Board of Directors and/or the shareholders' meeting, within the framework of relevant laws.

- 5.2 To consider and review the management's proposals, determine organizational structures, vision, mission, goals, policies, direction, business strategies, the Company's business operations, operational plans, investments for expansion, public relations, determine financial plans, annual reports, budgets including annual budgets, human resource management, and investment in information technology, to be presented to the Board of Directors for further consideration and determination.
- 5.3 To have the authority to appoint working groups for the operations or management of the Company, and to determine the authority, duties, and responsibilities of those working groups, as well as to supervise the working groups to achieve the established policies and goals.
- 5.4 To provide advice, consultation, and establish guidelines for policies and responsibilities of the Chief Executive Officer and special working groups.
- 5.5 To monitor the Company's and its subsidiaries' performance to ensure compliance with the policies and goals approved by the Board of Directors, and to ensure quality and efficiency of operations.
- 5.6 To consider the annual budget allocation proposed by the management before submitting it to the Board of Directors for consideration and approval.
- 5.7 To have the authority to approve financial expenditures related to the normal course of the Company's business, but not exceeding the budget approved by the Board of Directors.
- 5.8 To study the feasibility of new projects and to have the authority to approve participation in various tenders, as well as to undertake projects as deemed appropriate, including entering into related legal transactions until completion, within the approval framework established by the Board of Directors and in accordance with the provisions of the Securities and Exchange Act.
- 5.9 To approve major capital expenditures as outlined in the annual budget, as delegated by the Board of Directors or as previously approved in principle by the Board of Directors.
- 5.10 To have the authority to approve borrowing funds, financial transactions with banks or financial institutions to support normal business activities such as opening bank accounts, closing bank accounts, lending funds within the group, arranging credit facilities, or any loan requests by the Company, in accordance with the table of approval authority that has been approved by the Board of Directors. In cases where the amount exceeds the budget approved by the Board of Directors, this must be reported to the Board of Directors for acknowledgement at the next meeting. And in cases where company assets are used as collateral, the approval of the Board of Directors must be sought.
- 5.11 To consider and monitor the performance of the group companies and propose the payment of interim or annual dividends for the approval of the Board of Directors.

- 5.12 To determine organizational structures, management authority, including the appointment, hiring, transfer, termination, setting of salaries, compensation, and bonuses for executives at the level of Director of a department or equivalent and higher, excluding the position of Chief Executive Officer.
- 5.13 To have the authority to appoint individuals or groups to conduct the Company's operations, under the supervision of the Executive Committee, or may delegate authority to these individuals as the Executive Committee deems appropriate, within a timeframe determined by the Executive Committee. The Executive Committee may revoke, withdraw, change, or amend those who have been delegated authority or the delegated authority itself as they deem appropriate.
- 5.14 To have the authority to appoint a chairperson of advisors, advisors, or an advisory committee for the Executive Committee as deemed appropriate, and to have the authority to determine the compensation, per diem, welfare benefits, facilities, and other expenses of the chairperson of advisors, advisors, or the advisory committee as deemed appropriate.
- 5.15 To have the authority to appoint the Company's executives to perform all duties, except for the appointment of the Managing Director, which must be approved by the Board of Directors. It can also delegate authority to any individual to act on its behalf in any matter that falls under its duties and responsibilities as deemed appropriate by the Executive Committee.
- 5.16 The Executive Committee or the Chairperson of the Executive Committee has the authority to convene the Executive Committee meetings and/or set meeting rules as deemed appropriate.
- 5.17 In the event that the Chairperson of the Executive Committee is unable to perform their duties, the Chairperson of the Executive Committee shall appoint an acting Chairperson to perform their duties on a temporary basis. The acting Chairperson shall have the same authority as the Chairperson of the Executive Committee.
- 5.18 To consider and approve various authorities in the management operations for the executives according to the regulations.
- 5.19 To ensure that the Company has appropriate, rigorous, and efficient internal controls by coordinating with the Audit Committee.
- 5.20 To propose qualified candidates to the Board of Directors for appointment as directors and/or executives in the subsidiaries and/or associated companies, at least in proportion to the Company's shareholding, and determine guidelines for supervising the operations of subsidiaries and/or associated companies to be proposed to the Board of Directors for approval.
- 5.21 To supervise the development of information systems and technology in accordance with the organization's objectives, effectively and transparently, under the provisions of the law, and the Medeze Group's plan for managing the security of its computer and communication systems to

comply with international standards effectively and achieve maximum benefits, and to supervise the administration of the information and technology system to be consistent with the policies and strategies in order to achieve the goals based on good governance, and to monitor, evaluate, and adjust policies, strategies, and develop information systems and management technology to be suitable for the changing circumstances and technology while considering efficiency and effectiveness.

5.22 To perform other duties as assigned by the Board of Directors.

The delegation of the Executive Committee's authority, duties, and responsibilities will not be in the nature of granting authorization or sub-delegation that allows those who receive the authorization from the Executive Committee to approve transactions in which they or any person who may have a conflict of interest (as defined by the announcements of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies) has a vested interest or may have other conflicts of interest with the Company, its subsidiaries and/or related companies. The Executive Committee does not have the authority to approve such matters, which must be submitted to the Board of Directors and/or the shareholders' meeting (as the case may be) for approval, except for transactions that are within the normal course of business and normal trade conditions in accordance with the announcements of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies. In addition, this delegation of authority must be in writing or recorded as a resolution of the Executive Committee in the meeting minutes, clearly stating the scope of authority of the delegate and the duration of the delegation.

6. Quorum

A quorum for an Executive Committee meeting shall consist of no less than one-half of the total number of Executive Committee members. If the Chairperson of the Executive Committee is not present at the meeting or is unable to perform their duties, the Vice-Chairperson of the Executive Committee, if present, shall preside over the meeting. If there is no Vice-Chairperson or if the Vice-Chairperson is not present or unable to perform their duties, the Executive Committee members present shall select one of their members to preside over the meeting.

7. Meetings

- 7.1 The Executive Committee shall meet regularly, at least once a month, or as appropriate. In each Executive Committee meeting, the Secretary of the Executive Committee, in consultation with the Chairperson of the Executive Committee, shall determine the agenda in advance.
- 7.2 The Chairperson of the Executive Committee, or the Executive Committee member authorized by the Chairperson, shall determine the date, time, and location of the Executive Committee meetings. The meeting location may be different from the location of the Company's head office or a nearby province. If the Chairperson of the Executive Committee or the authorized Executive Committee member has not determined the meeting location, the Company's head office shall be used as the meeting location.
- 7.3 In calling an Executive Committee meeting, the Chairperson of the Executive Committee or a person authorized by the Chairperson shall send a meeting notice directly to the Executive Committee members or their representatives, specifying the date, time, location, and agenda for the meeting, not less than 7 days prior to the meeting date. Except in urgent circumstances for the protection of the Company's rights or interests, the meeting notice may be made by other means or the meeting date may be set earlier than that.
- 7.4 A quorum for the Executive Committee meeting shall consist of no less than one-half of the total number of Executive Committee members. If the Chairperson of the Executive Committee is not present at the meeting or is unable to perform their duties, the Executive Committee members present shall select one of their members to preside over the meeting.
- 7.5 Resolutions of the Executive Committee shall be made by majority vote. Executive Committee members with a vested interest in a particular matter shall not be present at the meeting and shall not have the right to vote on that matter.
- 7.6 The decisions of the Executive Committee meeting shall be made by a majority vote. Each Executive Committee member shall have one vote, except for Executive Committee members who have a vested interest in a particular matter, who shall not have the right to vote on that matter. If the votes are tied, the Chairperson of the meeting shall cast an additional tie-breaking vote.
- 7.7 The Executive Committee may invite other persons, such as the Company's executives, auditors, consultants, employees, and/or other relevant persons to attend the meeting as appropriate, including considering having a separate meeting with such individuals if there are issues or considerations that should be discussed specifically.

- 7.8 The Chairperson of the Executive Committee shall report the results of the meeting to the Board of Directors at the next meeting for their acknowledgement at all times.
- 7.9 The preparation of the meeting minutes is the responsibility of the Secretary of the Executive Committee. The meeting minutes must be certified by the Executive Committee in full before they can be used as a reference document for the results of each meeting.

8. Committee Reporting

The Executive Committee will prepare a report on its performance for the Board of Directors, and a report on its duties for the past year to the shareholders in the annual report, disclosing at least the following details:

- 8.1 The number of meetings held.
- 8.2 The number of meetings each Executive Committee member attended.
- 8.3 Compensation of the Executive Committee.
- 8.4 Results of its performance according to the charter.

9. Performance Evaluation

The performance evaluation of the Executive Committee shall be conducted annually, divided into two (2) categories: individual performance evaluation of each Executive Committee member, and performance evaluation of the entire Executive Committee, with the results reported to the Board of Directors.

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10. Review and Amendment of the Charter

The Executive Committee shall review this charter at least once a year, and shall propose any necessary amendments for the Board of Directors' consideration and approval.

Announced on February 24, 2023

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(Dr. Watcharee Thintanee)
Chairman of the Board
Medeze Group Public Company Limited

Document Control Record