

Sabina Public Company Limited
Charter of the Executive Committee

This charter has been established to ensure efficiency, effectiveness, and compliance with applicable laws and regulations in operations. It serves as a guideline for all relevant personnel at Sabina Public Company Limited, including its subsidiaries and indirect subsidiaries, in understanding and adhering to the objectives, scope, authority, duties, and responsibilities of the Executive Committee.

1) Objectives

The Board of Directors appoints the Executive Committee to assist in managing the company's operations, providing recommendations, addressing significant issues, and monitoring and evaluating the performance of the company, its subsidiaries, and indirect subsidiaries. This ensures operational efficiency in achieving the set goals and adherence to good corporate governance policies.

2) Composition of the Executive Committee

- 2.1 The Executive Committee comprises directors (who are not independent directors) and/or executives, with a minimum of five members unless otherwise approved by the Board of Directors.
- 2.2 The Chairman of the Executive Committee must not be the same person as the Chairman of the Board or the Chief Executive Officer to maintain a clear separation of roles and a balanced power structure.
- 2.3 The composition of the Executive Committee should reflect diversity in aspects such as age, gender, race, nationality, domicile, knowledge, skills, expertise, and work experience.
- 2.4 The Executive Committee appoints a Secretary to support its operations, manage documents related to meetings, coordinate actions in accordance with resolutions, and undertake tasks assigned by the committee.

3) Qualifications

- 3.1 Members of the Executive Committee must be directors or executives of the company.
- 3.2 They must possess knowledge, competence, and experience beneficial to the company's business operations, maintain integrity, adhere to business ethics, and have sufficient time to dedicate to their duties.
- 3.3 They must not have any prohibitive characteristics as stipulated by public company law, securities and exchange laws, and other relevant regulations. Additionally, they must not exhibit traits indicating untrustworthiness in managing a publicly held company, as defined by the Securities and Exchange Commission.

4) Appointment, Term of Office, and Termination

- 4.1 The Executive Committee members are appointed by the Board of Directors, based on their educational background and professional experience.
- 4.2 They serve a term of three years, aligning with their directorship term. Upon the completion of their term, they may be reappointed as deemed appropriate by the Board.
- 4.3 The Executive Committee members vacate their positions under the following conditions:
 1. Death
 2. Resignation
 3. Loss of qualifications as stipulated in this charter or by relevant laws
 4. Removal by resolution of the Board of Directors or shareholders' meeting
 5. Court order for removal
- 4.4 Any member wishing to resign must submit a written notice to the Chairman of the Board at least 30 days in advance.
- 4.5 In case of a vacancy due to reasons other than term expiration, the Board of Directors shall appoint a qualified individual to fill the position, who will serve for the remaining term of the predecessor.

5) Scope of Authority and Responsibilities

- 5.1 Formulate policies, strategies, and business direction in alignment with the company's objectives as assigned by the Board of Directors, ensuring compliance with legal, regulatory, and corporate requirements.
- 5.2 Establish organizational structure and management authority, covering aspects such as recruitment, employment, transfers, training, and termination of employees, excluding the Chairman of the Executive Committee and the Chief Executive Officer.
- 5.3 Review and screen the annual budget proposal submitted by the Chief Executive Officer before presenting it to the Board of Directors for approval.
- 5.4 Monitor and assess the implementation of company policies and management strategies for effectiveness.
- 5.5 Evaluate and screen investment opportunities in core and non-core businesses before submitting them for Board approval.
- 5.6 Approve financial borrowing or credit facilities from financial institutions, as well as payment and expenditure decisions for normal business transactions.
- 5.7 Allocate bonuses, rewards, or other compensations approved by the Board.
- 5.8 Perform other duties assigned periodically by the Board of Directors.

The Executive Committee may delegate financial approval authority for specific matters or multiple matters to senior management of the company as deemed appropriate by the Executive Committee.

However, any such approvals must not involve transactions that would enable the Executive Committee to authorize matters in which they or any related persons may have conflicts of interest, vested interests, or other potential conflicts of interest (as defined by the company's regulations and the Securities and Exchange Commission). This applies to transactions with the company, its subsidiaries, or indirect subsidiaries, except for normal business transactions conducted under general commercial terms as prescribed by the Board of Directors. For any transactions in which an Executive Committee member or any related person may have a conflict of interest, vested interest, or potential conflict of interest with the company,

its subsidiaries, or indirect subsidiaries, the concerned Executive Committee member shall not have the right to vote on the matter.

6) Meetings

6.1 The Executive Committee meetings are convened as deemed necessary, with the Chairman of the Executive Committee or the Secretary (as authorized) responsible for calling the meetings, which must be held at least 12 times per year.

6.2 A meeting notice must be sent to members at least seven days in advance unless it is an urgent matter, specifying the date, time, location, and agenda.

6.3 A quorum requires the presence of at least half of the total committee members. If the Chairman is absent or unable to perform duties, the attending members shall elect one among them to preside over the meeting.

6.4 Resolutions are passed by majority vote, with each member having one vote. A member with a conflict of interest in any matter must abstain from voting. In case of a tie, the presiding Chairman has a casting vote.

7) Reporting

The Executive Committee reports key operational matters to the Board of Directors at least six times a year, highlighting significant issues the Board should be aware of. Key findings are also disclosed in the company's annual report.

8) Performance Evaluation

The Executive Committee conducts an annual performance review to assess achievements, challenges, and obstacles, using feedback for continuous improvement and operational development.

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(Mr.Bunchai Punturaumporn)

Chairman of the Executive Committee