

Executive Committee Charter

TEAM Consulting Engineering and Management Public Company Limited

Composition and selection of the Executive Board

The Executive Committee shall consist of the Company's directors, executives, employees of the Company and/or suitable persons appointed by the Board of Directors. The number of the Executive Committee should be determined as the Board of Directors deems appropriate. The Board of Directors shall appoint one of the Executive Committee members as the Chairman of the Executive Board.

Scope of powers, duties and responsibilities of the Executive Committee

1. Control the of the Company management to be in accordance with the policies set by the Board of Directors and report the operating results to the Board of Directors. No less than half of the members of the Executive Board must attend the Executive meeting. The resolution of the Executive Board must receive a majority vote from the meeting and the votes counted must be at least half of the total votes of the Executive Board.
2. Consider the appropriate indication of authority and approval levels of each individual. The duties that may facilitate corruption should be classified. Set appropriate procedures and methods for conducting transactions with major shareholders, directors, executives, or persons related to such persons to prevent the transfer of benefits. Present the consideration to the Board of Directors for approval of the principle, including supervision of compliance with the approved principles and regulations.
3. Consider the annual budget and budget spending procedures to be submitted to the Board of Directors. Supervise the budget allocation according to the Board of Directors consideration.
4. Consider the company's business plan improvement to suit the company benefit.
5. Consider and approve investment and set investment budget according to the manual of operational authority.
6. Consider the various contracts that are binding on the company according to the manual of operational authority.
7. Responsible for sufficient important information of the Company for the use in decision making by the Board of Directors and shareholders. Prepare reliable financial reports that meet proper standards and are transparent.
8. Consider the company's profits and losses and propose annual dividends to the Board of Directors.
9. Consider new business operations or business termination to be proposed to the Board of Directors.

10. Supervise the process of reporting unusual events or illegal engagements to the Executive Board in a timely manner. In the event that such events have a significant impact, they must be reported to the Board of Directors for consideration and correction within a reasonable period of time.
11. Take any action to support the aforementioned actions, as per the opinion of the Board of Directors or as authorized by the Board of Directors.
12. The meeting agenda proposed to the Board of Directors which has been vote and/or approved shall be reported to the Board of Directors at the next Board of Directors Meeting.
13. Control and supervise the business operations of subsidiaries and associates.
14. Consider the appointment or nomination of directors or executives in subsidiaries or associated companies.
15. Perform other duties as assigned by the Board of Directors.

The assignment of powers, duties and responsibilities of the Executive Committee previously mentioned shall not include the power and/or sub-delegation to approve any transaction in which the Company or the sub-authorized person or any person who may have a conflict of interest (as defined in the announcement of the Stock Exchange of Thailand (SET) Board) has an interest or other benefits that conflict with the Company. The approval of such transaction must be proposed to the meeting of the Board of Directors and/or the meeting of shareholders (as the case may be) for consideration and approval of such transaction in accordance with the Company's regulations or relevant laws.

Completion of Term

1. The Executive Committee has a term of office of 3 years from the date of appointment or as resolved by the Board of Directors. The Executive Board members who have completed the terms may be nominated and reappointed.
2. When leaving the position of a company director, executive or employee, they spontaneously leave the position of the Executive Committee member¹.

Meeting

1. In the case that the Chairman of the Executive Committee is not present at the meeting or is unable to perform his duties, the directors who attend the meeting shall select one of the directors to be the chairman of the meeting.
2. Directors who may have conflicts of interest or have interests in any matter shall not have the right to vote on such matter.

¹ Amended by the resolution of the Board of Directors' Meeting of TEAM Consulting Engineering and Management Public Company Limited No. 9/2023 on December 21, 2023.

Review and revision of the Charter

This Charter shall be reviewed at least annually by the Executive Director. Any revision shall be submitted to the Board of Directors for approval.

This Executive Committee Charter shall be effective from December 21, 2023 onwards.

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(Mr. Amnat Prommasutra)
Chairman of the Executive Committee

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(Mr. Rapee Phongbupakicha)
Chairman of the Board