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# Executive Committee Charter

## ASTRA ENTERPRISE Public Company Limited

Revised version

pursuant to the resolution of the Board of Directors' Meeting No. 11/2025 held on September 1, 2025

ASTRA

# Executive Committee Charter

**1. Objective**

To support the operations of the Executive Committee, which is an important mechanism in the governance of the company's management, ensuring that such operations comply with the policies, plans, and objectives established by the Board of Directors. The aim is to maximize efficiency, build confidence among all stakeholders, and provide clarity regarding the scope of authority, duties, responsibilities, and other essential matters related to the Executive Committee. The Board of Directors has therefore approved the establishment of this Executive Committee Charter as a framework and guideline for the Committee in performing its duties.

**2. Composition**

2.1 The Executive Committee shall consist of no fewer than 3 members, as determined by the Board of Directors.

2.2 The Board of Directors shall appoint members of the Executive Committee.

2.3 The Board of Directors shall also appoint the Chairman of the Executive Committee, or authorize the appointed committee members to elect one among them as Chairman.

2.4 The Executive Committee may elect one or more Vice-Chairmen if deemed appropriate

2.5 The Executive Committee shall appoint a Secretary to assist with meeting arrangements, preparation of agendas, distribution of documents, and keeping of minutes.

**3. Qualifications**

3.1 Executive Committee members must not possess any prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act, or other applicable laws.

3.2 Members must not be directors, executives, or operators of businesses that compete with the company, unless such positions are disclosed to the shareholders' meeting and/or Board of Directors before appointment.

3.3 Members must devote sufficient time and attention to their duties, and must have the knowledge, competence, and experience necessary, as well as an understanding of the qualifications, duties, and responsibilities of being an Executive Committee member.

**4. Appointment, Tenure, and Termination**

**4.1 <u>Appointment</u>**

1) The Board of Directors shall appoint qualified individuals as members of the Executive Committee.

2) In the event that a member of the Board of Directors completes their tenure, or is otherwise unable to serve the full term, the Board shall appoint a successor. The appointee shall serve for the remainder of the term of the director being replaced.

**4.2 <u>Tenure</u>**

1) Members of the Executive Board shall hold tenure for a period of three (3) years. A director whose tenure has expired may be reappointed to the Executive Board at the discretion of the Board of Directors, as deemed appropriate.

**4.3 <u>Termination</u>**

4.3.1 A member of the Executive Board shall cease to hold office in any of the following cases:

(1) Upon completion of their tenure.

(2) Death.

(3) Resignation.

(4) Loss of qualifications required to serve as a member of the Executive Board.

(5) A resolution of the Board of Directors by a majority vote for removal from office.

(6) Becoming bankrupt, legally incapacitated, or otherwise declared incompetent.

(7) Being sentenced to imprisonment, or having a final judgment of imprisonment, except in the case of minor offenses or acts of negligence.


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4.3.2 Should any Executive Board member wish to resign prior to the completion of their tenure, such member must submit a resignation notice to the Company.

**5. Scope of Authority, Duties, and Responsibilities**

5.1 To conduct and manage the operations of the Company in accordance with its objectives, articles of association, policies, regulations, rules, directives, and resolutions of the Board of Directors.

5.2 To establish the Company's policies, vision, mission, values, business goals, objectives, strategies, business plans, annual budgets, and management authorities, taking into account relevant business factors, and to submit these for approval by the Board of Directors.

5.3 To oversee, monitor, review, and evaluate the Company's operations to ensure they are carried out efficiently in accordance with the mandates of the Board of Directors.

5.4 To consider and approve the Company's routine business operations within the limits or budgets approved by the Board of Directors, with transaction amounts in accordance with the authority granted by the Board.

5.5 To conduct feasibility studies for new investment projects and to have the authority to consider and approve investments by the Company, its subsidiaries, joint ventures, or business partnerships with individuals, juristic persons, or other business entities, in a manner deemed appropriate by the Executive Board to achieve the Company's objectives. This includes the authority to approve related expenditures, enter into contracts, and/or carry out any related actions within the scope of investment authority approved by the Board of Directors.

5.6 To monitor the performance and progress of key operations and investment projects, and to report results, problems, obstacles, and proposed corrective actions to the Board of Directors.

5.7 To consider and approve manpower plans within the budget and organizational structure approved by the Board of Directors.

5.8 To propose interim or annual dividends for approval by the Board of Directors prior to submission to the Shareholders' Meeting

.5.9 The Executive Board shall have the authority to delegate powers to one or more individuals to perform specific actions under the supervision of the Executive Board, or to grant such individuals the authority as deemed appropriate by the Executive Board and within the time frame determined by the Executive Board. The Executive Board may at any time revoke, cancel, modify, or amend the delegated authority or the individuals holding such authority, as it sees fit.

However, the delegation of powers, duties, and responsibilities by the Executive Board must not allow the delegate to approve any transactions in which the delegate, or any person with potential conflicts of interest (as defined by the regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand, and/or relevant authorities), has a direct or indirect interest or potential conflict of interest with the Company and/or related companies. The Executive Board shall not have the authority to approve such transactions. These matters must be submitted to the Board of Directors and/or the Shareholders' Meeting (as applicable) for approval.

This shall not apply to approval of transactions that are conducted in the ordinary course of business and on normal commercial terms, in accordance with the announcements or regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand, and/or other relevant authorities.

5.10 To prepare the Executive Board Charter, which must be approved by the Board of Directors, and to review the appropriateness of the Charter at least once a year.

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

**6. Reporting**

6.1 The Executive Board shall have the duty and responsibility to report on the performance of their assigned tasks to the Board of Directors regularly.

6.2 To prepare a report on the performance of the Executive Board for disclosure in the Company's annual report (Form 56-1 One Report), which shall include:

1) The names of the Executive Board members.
2) The number of meetings held and the attendance of each Executive Board member.
3) A summary of the Executive Board Charter.
4) A report on the performance of duties during the past year in accordance with the Charter.

## 7. Meetings and Voting

### 7.1 Meetings

1) Meetings should be held at least once per quarter, as appropriate.
2) The Chair of the Executive Board, or a person authorized by the Chair, shall send a written notice of the meeting specifying the date, time, venue, and agenda to all Executive Board members at least three (3) days prior to the meeting. In urgent cases, to protect the Company's interests, the meeting may be called by other means, and supporting documents may be sent to members less than three (3) days in advance.
3) A meeting of the Executive Board shall have a quorum when at least one-half of the total number of Executive Board members are present.
4) If the Chair of the Executive Board is absent or unable to perform their duties, the attending Executive Board members shall elect one member to act as Chair of the meeting.
5) The Executive Board may invite relevant persons to attend the meeting to provide information as necessary.
6) The Secretary of the Executive Board must attend every meeting, and in cases where the Secretary is unable to attend, the Company may appoint another person to participate in their place.

### 7.2 Voting

1) Each Executive Board member shall have one (1) vote.
2) Resolutions of the Executive Board shall be passed by a majority of the votes of the members present and voting. In the event of a tie, the Chair of the meeting shall have an additional casting vote to break the tie.
3) Any Executive Board member who has a direct or indirect interest in a matter under consideration shall abstain from expressing an opinion and from voting on that matter.

### 7.3 Minutes of Meetings

The Secretary of the Executive Board, or a person authorized by the Secretary, shall record the minutes of the meeting and submit them to the Executive Board within seven (7) days from the date of the meeting.

## 8. Performance Evaluation

The Executive Board shall conduct a self-evaluation of its performance at least once a year to ensure that its operations are effective and achieve the intended objectives. The Chair of the Executive Board shall report the results of the evaluation, including any problems or obstacles that have prevented the achievement of objectives, to the Board of Directors.

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(Mr. Vichate Tantiwanich)

Chairman

of the Executive Committee