



ISO 9001, ISO 14001 & ISO 45001 CERTIFIED

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Charter of the Executive Committee

Don Muang Tollway Public Company Limited



## Charter of the Executive Committee

### 1. Composition, Qualifications, and Term of Office

#### 1.1 Composition and Qualifications

- (1) The Executive Committee consists of eight (8) members, including:
  - a. Four (4) members who may be Company directors, executives/employees of the Company, or external individuals, appointed by the Board of Directors, with remuneration determined by the Board of Directors and
  - b. Four (4) members including the Managing Director, Executive Vice President - Business & Finance, Executive Vice President – Operations and First Senior Vice President.
- (2) The Board of Directors appoints the Chairman of the Executive Committee.
- (3) In the case of reasonable grounds and for the benefit of the company, the Board of Directors has the authority to appoint an additional executive director, not exceeding one (1) person.
- (4) The Chairman of the Executive Committee has the authority to appoint the Vice Chairman of the Executive Committee, the Secretary of the Executive Committee, as well as appoint working groups to support various operations of the Executive Committee.

#### 1.2 Term of Office

The Executive Committee shall hold office until the Board of Directors issues an order for a change or appoints a new person to replace them.

In this regard, the Executive Committee may vacate their position under the following circumstances:

- (1) Death
- (2) Resignation
- (3) In the case where the Executive Committee member is an Executive / Employee of the Company as per Clause 1.1 (1) b., they shall cease to be part of the Executive



Committee when that Executive/Employee's employment with the company is terminated.

- (4) In the case where the Executive Committee member is a director of the Company, they shall cease to be part of the Executive Committee when they are no longer a Director of the Company.
- (5) In the case where the Executive Committee member is an external person, they shall cease to be part of the Executive Committee when their employment contract ends.
- (6) The individual is deemed unsuitable to continue as an Executive Committee member or is unable to perform the duties of the Executive Committee member for any reason.
- (7) The Board of Directors passes a majority vote to remove the individual from the Executive Committee.

## **2. Scope of Duties and Responsibilities**

The Executive Committee has the authorities and responsibilities as follows:-

### **2.1 Management**

- (1) Determine policies, directions, strategies, (Business Sustainability Plan) on the Environmental, social, and governance: ESG by clearly separating ESG into 3 dimensions: E in-process, S in-process, and G in-process to present to the Board of Directors' Meeting for approval, including operations related to the aforementioned matters to be in accordance with the Board of Directors' policy and the approved Budget.
- (2) Review and monitor performance of the Company and its subsidiaries to be in accordance with the policies, goals, strategies, plans and budgets approved by the Board of Directors.
- (3) Offer recommendations and advice to the Management.
- (4) Screen agenda items of the proposed matters, as well as related information, for the Board of Directors' meetings.



- (5) Screen the annual Budgets proposed by the Management prior to submission to the Board of Directors for consideration and approval.
- (6) Authorize to perform several transactions, including:
  - a. Consider and approve investments, financial transactions with financial institutions to open accounts, borrow, pledge, mortgage, guarantee, and any other investment transactions and normal financial transactions of the Company with the amount not exceeding Baht 500 million.
  - b. In the event that the Board of Directors' Meeting or the Shareholders' Meeting (depending on specified procedures) approve participation in auctions, the executive board has the authority to consider and approve transactions with financial institutions to issue various types of letters of guarantee related with the auction according to the Term of Reference (TOR) or Request for Proposal (RFP).
  - c. Review to approve operations that are normal business transactions, including operations that support the Company's normal business with general trading conditions in the amount of each item not exceeding 30 million Baht, but not exceeding the budget approved by the Board of Directors or as the Board of Directors has approved in principle, subject to the regulations of the Securities and Exchange Commission, including the Stock Exchange of Thailand regarding the connected transactions and the acquisition or disposal assets.
- (7) Determine the Organization Chart from Assistant Managing Director upwards to propose the Board of Directors for approval.

For the Chief Executive Officer and the Managing Director positions will be selected in accordance with the procedures in the Charter of the Nomination and Remuneration Committee, which is approved by the Board of Directors.
- (8) Authorized to appoint, remove or hire Consultants/Experts related to internal management of the Company's organization for maximum efficiency.
- (9) Perform any other duties as assigned by the company's Board of Directors on a case-by-case basis.



## 2.2 Sustainability Development

- (1) Promote and support preparation of the Environmental, social, and governance (ESG) Policy in accordance with laws, guidelines, rules, and regulations of government agencies and regulators and other practices related to sustainability development.
- (2) Regulate and follow up on corporate sustainability development performance According to the business plan for sustainability to be effective for maximum benefit to the Company and stakeholders.
- (3) Follow up on the progress of the performance of various working teams related to corporate sustainability development, along with providing the necessary feedback and support encouraging the Company to communicate to directors, executives, employees at all levels, and related parties to be aware and understand the policies and guidelines for sustainable development of the organization, including urging directors, executives and employees at all levels to follow the Company's sustainability development guidelines efficiently.
- (4) Report performance results, assessment results of compliance with policies and best practices in sustainability development, and important issues related to corporate sustainability management to the Board of Directors.
- (5) Perform other tasks as assigned by the Board of Directors from time to time.

## 3. Meetings

- (1) The Chairman of the Executive Committee may determine the frequency of meetings as appropriate, but there must be at least one (1) meeting per month to review the monthly performance, the Business Sustainability Plan, and policies for sustainable business practices in the areas of Environmental, social, and governance (ESG). ESG areas are clearly divided into three categories: E in-process, S in-process, and G in-process, to ensure that performance is efficient, business goals are met, and assignments from the Board of Directors are fulfilled.
- (2) The Chairman of the Executive Committee has the authority to call the Executive Committee meetings and to set the rules and agenda as deemed appropriate. For the



meeting to be considered a quorum, at least half (1/2) of the Executive Committee members must be present.

- (3) The Chairman of the Executive Committee has the authority to invite members of the Company's Board of Directors, Executives/Employees, Specialized Experts, or other relevant individuals to attend the meetings.
- (4) The Chairman of the Executive Committee serves as the meeting chair. In the event that the Chairman is unable to attend or perform duties, the Vice Chairman of the Executive Committee will preside over the meeting. If the Vice Chairman is also unable to attend or perform duties, the Executive Committee members present will select one member to serve as the chair of the meeting.
- (5) The resolution of the meeting shall be determined by a majority vote. In the event of a tie, the Chairman of the meeting shall cast an additional vote as the deciding vote.
- (6) The Secretary of the Executive Committee or the person assigned shall be responsible for recording the meeting minutes.

#### **4. Performance Reporting**

The Executive Committee is required to report its performance to the Board of Directors. Important matters and resolutions from the meetings must be reported to the Board of Directors after each the Executive Committee meeting.

#### **5. Charter Review**

The suitability of the Charter of the Executive Committee must be reviewed at least once (1) a year.

The Charter of the Executive Committee shall be effective from November 9, 2023, onwards.

(Mr. Sombath Phanichewa)

Chairman of the Board of Directors

Don Muang Tollway Public Company Limited