



Ratch Pathana Energy Public Company Limited
Charter of the Executive Committee
B.E. 2567 (2024)

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The Board of Directors recognizes the importance of the Corporate Governance Code and compliance with Section 3/1 of the Securities and Exchange Act B.E. 2535 (1992), as amended by the Securities and Exchange Act (No.4) B.E. 2551 (2008) and the Securities and Exchange Act (No.5) B.E. 2559 (2016). To align with current management and operational practices, The Board of Directors' meeting of Ratch Pathana Energy Public Company Limited No. 5/2024, held on June 26, 2024, resolved to approve the Charter of the Executive Committee and to revoke all the previously issued versions of the Charter of the Executive Committee as follows:

1. Objective

The Executive Committee serves as part of the executive management team and is established to oversee and execute the company's business operations, as delegated by the Company's Board of Directors. The Executive Committee shall perform its duties with responsibility, prudence, and integrity, as a prudent businessperson, under similar circumstances, exercising independent judgment and commercial discretion free from any undue influence due to their position as executive director.

2. Composition and Qualification

The Executive Committee shall consist of no fewer than five (5) members, including the Chairman of the Executive Committee and other members. The Board of Directors may appoint directors of the Company and/or other individuals, whether internal personnel such as officers or employees of the Company and/or external candidates, to serve such positions. All members must possess the requisite knowledge and experience to effectively manage the Company's operations.

3. Terms of Office

- 3.1 The Executive Committee shall serve a term of one (1) year from the date of appointment. Upon the expiration of the term, if the Board of Directors has not yet appointed a new Executive Committee, the incumbent Executive Committee shall continue to perform its duties until a new Executive Committee is duly appointed. Such appointment must be completed within two (2) months from the day of term expiration. The member of the Executive Committee whose term has expired may be reappointed.

- 3.2 In the event that the position of the Executive Committee becomes vacant due to reasons other than expiration of term, with such remaining term not less than 2 (two) months, the Board of Directors shall appoint new Executive Director to fill the vacancy at the next meeting. The appointed individual shall hold office for the remaining term of the person he/she has replaced.
- 3.3 The member of the Executive Committee shall vacate office upon:
- (a) Completion of the term of appointment
 - (b) Resignation
 - (c) Death
 - (d) A resolution duly passed by the Board of Directors for removal from office.
 - (e) Engages in conduct that demonstrates a lack of suitability to be entrusted with the management for public company, in according with the criteria prescribed by The Securities and Exchange Commission.
- 3.4 Any member of the Executive Committee who intends to resign prior to the expiration of their term shall notify the Company in writing at least one (1) month in advance, stating the reason for such resignation.

4. Meetings

4.1 Meeting Agenda

The date, time, venue and agenda of the meeting are set at least seven (7) days in advance, together with the provision of adequate supporting documents. Written minutes of the meeting shall be duly prepared and recorded.

4.2 Number of Meetings

The Executive Committee shall convene meetings at least six (6) times per year, while additional meetings may be held as deemed necessary.

4.3 Quorum

A quorum for a meeting of the Executive Committee shall be constituted by the presence of not less than one-half (1/2) of the total number of the Executive Committee.

In the event that the Chairman of the Executive Committee is absent from the meeting or unable to perform their duties, the Vice Chairman, if any, shall preside over the meeting. If there is no Vice Chairman, or if the Vice Chairman is also unable to perform such duties, the attending Executive Committee members shall elect one among themselves to act as the Chairman of the meeting.

4.4 Voting

Any resolution of the Executive Committee's meeting shall be determined by a majority votes of the members participating in the meeting, each member entitled to one vote. Any member who has a conflict of interest in the matter under



consideration shall not be entitled to participate in the discussion or vote on such matter. In the event of a tie, the Chairman of the meeting shall have a casting vote.

5. Authority

5.1 Directions, Strategy, Policy, Business plan and Budgeting.

- 5.1.1 To consider and propose the company's key directions, strategies, and policies, along with strategic objectives and key performance indicators (KPIs), to the Board of Directors;
- 5.1.2 To consider and propose the business plan, investment budget, and annual operating budget to the Board of Directors for consideration and to approve any increases, decreases, or changes only for items within the same category of investment or accounting expense, provided that such changes do not exceed the approved budget.
- 5.1.3 To approve emergency budgets for critical situations that may have a material impact on business operations, including accidents or natural disasters, provided that the amount for each instance does not exceed THB 30 (thirty) million.

5.2 Human Resources Management

- 5.2.1 To approve the establishment or restructuring of the organizational structure at the departmental level, including considering and proposal of any change to the organizational manpower framework.
- 5.2.2 To recruit, appoint, remove, and transfer employees at the level of Deputy Managing Director.
- 5.2.3 To determine the remuneration and benefits for employees at the level of Deputy Managing Director and above, in accordance with the compensation structure and benefits schemes approved by the Board of Directors, with the authority delegated to the Chairman of the Executive Committee to execute such matters.
- 5.2.4 To approve the criteria for allocation of bonuses and the adjustment of annual compensation for employees, within the budget approved by the Board of Directors.
- 5.2.5 To appoint and remove any other working committees as deemed necessary for the conduct of the Company's management activities.
- 5.2.6 To issue regulations and announcements pertaining to operations, and to delegate authority to the Executive Director and/or employees in managerial positions to authorize the disbursement of company assets.

5.3 Transactions and Finance

- 5.3.1 To consider and propose guidelines for managing investments in other types of securities, and to approve such investments in accordance with the guidelines approved by the Board of Directors.
- 5.3.2 To approve the execution of non-financial juristic transactions, provided that the value of each transaction does not exceed THB 30 million.
- 5.3.3 To approve acquisition and investment in fixed assets, provided that the amount does not exceed the limit of THB 30 million per transaction.
- 5.3.4 To approve for the adjustment, disposal or write-off of fixed assets and intangible assets that are no longer in use, damaged, loss, destruction, deterioration, or obsolescence, provided that the total book value does not exceed the limit of THB 5 million per occurrence.
- 5.3.5 To approve for the revaluation, or disposal of raw materials and/or inventory that have deteriorated or become obsolete, resulting in a reduction of book value in accordance with the actual loss incurred, provided that the total book value does not exceed the limit of THB 5 million per occurrence.
- 5.4 To review and assess related parties transactions, and to summarize the findings for submission to the Audit Committee and the Board of Directors for approval, in accordance with the regulations and announcements of the Securities and Exchange Commission.
- 5.5 To delegate authority the management of the Company or other designated individuals to act on behalf of the Executive Committee.
- 5.6 To summon relevant company personnel to attend meetings, provide clarifications, express opinions, or submit necessary documents as deemed appropriate.
- 5.7 To consult with internal specialists or the Company's appointed advisors (if any) or to engage external consultants or experts as deemed necessary, with all related expenses borne by the Company.
- 5.8 To issue or prescribe additional operational regulations as deemed appropriate.
- 5.9 To act within the scope of authority delegated by the Board of Directors.

6. Duties and Responsibilities

- 6.1 To propose the Company's strategic goal, policies, annual business plans, and budget to the Board of Directors.
- 6.2 To be responsible for managing the company's operations in alignment with its strategic direction, business objectives, and corporate policies.
- 6.3 To ensure that the company's operations are conducted in full compliance with applicable laws, the company's objectives, articles of association, resolutions of the



Board of Directors and shareholders' meetings, as well as all relevant internal and external regulations.

- 6.4 To enhance the company's competitiveness and fostering continuous innovation.
- 6.5 To oversee the preparation of financial reports for review and/or audit by the external auditor, prior to submission to the Audit Committee and subsequently to the Board of Directors for consideration and approval.
- 6.6 To review and evaluate matters prior submission to the Board of Directors for consideration, endorsement, or approval.
- 6.7 Each executive director may be assigned specific responsibilities and shall report on the progress and performance of the matters under their supervision to the Executive Committee.
- 6.8 To prepare the Executive Committee reports for disclosure in the Company's annual report.
- 6.9 To review, revise and amend the Charter of the Executive Committee and propose to the Board of Directors for approval.
- 6.10 To perform any other duties assigned by the Board of Directors.

Announced on June 26, 2024

Sujarit Patchimnan
(Mr. Sujarit Patchimnan)
Chairman