

Executive Committee Charter

1. Definitions

“The Company”	refers to KCG Corporation Public Company Limited.
“Board of Directors”	refers to the Board of Directors of KCG Corporation Public Company Limited.
“Executive Committee”	refers to the Executive Committee of KCG Corporation Public Company Limited.
“Director”	refers to a member of the Board of Directors of the Company.
“Executive Committee Member”	refers to a member of the Executive Committee of the Company.
“Chief Executive Officer (CEO)”	refers to the Chief Executive Officer and President of the Company.
“Senior Executives”	refers to executives of the Company who fall under the definition of “executive” as prescribed by the Securities and Exchange Commission of Thailand (SEC).

2. Objectives

The Executive Committee is established to supervise, manage, and monitor the Company's operations in alignment with its strategic direction, policies, and business plans to ensure efficiency, effectiveness, and sustainable development under the principles of good corporate governance. The Committee shall also submit matters for acknowledgement or consideration to the Board of Directors as initiated by the Executive Committee or in accordance with the authority, duties, and responsibilities assigned.

3. Composition

- 3.1 The Executive Committee shall consist of no fewer than three (3) and no more than six (6) members of the Board of Directors.
- 3.2 The Chairman of the Executive Committee should not be the same individual as the Chairman of the Board of Directors or the Chief Executive Officer (CEO) to ensure clear segregation of duties and balance of power.
- 3.3 The CEO shall serve as an ex officio member of the Executive Committee.

4. Qualifications

Members of the Executive Committee shall possess the following qualifications:

- 4.1 Knowledge, competence, expertise, and a diverse range of skills and experience beneficial to the Company's business, and the ability to dedicate sufficient time.
- 4.2 Strong leadership and the capability to effectively oversee the actions of senior executives.
- 4.3 Integrity, honesty, and high ethical standards in business conduct.
- 4.4 Courage to make decisions and act in a fair and just manner.
- 4.5 Impartiality and non-discrimination in carrying out their duties.

5. Appointment, Term, and Termination

5.1 Appointment

The Board of Directors shall appoint the Chairman and members of the Executive Committee.

5.2 Term

Executive Committee members shall serve a term of three (3) years. Members completing their term may be reappointed.

5.3 Termination

Aside from completion of term, an Executive Committee member shall vacate office under the following circumstances:

- 5.3.1 Resignation
- 5.3.2 Disqualification or prohibition under the Public Limited Companies Act, Securities and Exchange Act, or other relevant laws
- 5.3.3 Removal by resolution of the Board of Directors
- 5.3.4 Expiration of directorship term

5.4 Resignation

Any member wishing to resign shall submit a resignation letter to the Chairman of the Board and send a copy to the Chairman of the Executive Committee. The resignation shall take effect upon receipt unless otherwise stated in the resignation letter.

5.5 Replacement

In case of vacancy other than by rotation, the Board of Directors shall appoint a qualified replacement to maintain the required number of Executive Committee members as per this Charter. The replacement member shall serve for the remaining term of the predecessor. The appointment must be made within 90 days, unless the remaining term is less than 2 months, in which case a replacement may be omitted.

6. Duties and Responsibilities

6.1 Executive Committee

The Executive Committee shall have the following duties and responsibilities:

- 6.1.1 Review and screen key policies, strategic directions, and core business principles
- 6.1.2 Review and endorse the annual business plan, budget, investment plan, organizational structure, management authority, and business rules.
- 6.1.3 Oversee the implementation of strategic plans and evaluate performance at both group and corporate levels, including issuing policies for improvement in operations, safety, occupational health, social and environmental responsibility, and governance.
- 6.1.4 Supervise the creation of value across the supply chain efficiently and effectively.
- 6.1.5 Monitor and evaluate business performance, financial status, and key operations against budget, KPIs, and competitors, and report to the Board at least semi-annually; ensure credit rating assessments by external agencies at least six months before any bond issuance.

- 6.1.6 Review and consider feasibility studies of new projects or ventures within its approval authority, and refer approved cases to the Board for further consideration.
- 6.1.7 Engage independent consultants or experts for complex or specialized projects as needed, at the Company's expense.
- 6.1.8 Review and approve agendas proposed by management or Executive Committee members prior to submission to the Board or shareholders' meetings.
- 6.1.9 Oversee liquidity, asset and liability management, investments, joint ventures, and risk management; report to the Board at least every six months.
- 6.1.10 Promote and oversee innovation to enhance work efficiency, create unique products, and instill a culture of creativity and change acceptance among employees.
- 6.1.11 Supervise business restructuring, technological integration, information security, and continuous learning through relevant training and seminars.
- 6.1.12 Implement governance systems ensuring transparent, honest, and fair operations with accountability toward stakeholders and avoidance of conflicts of interest.
- 6.1.13 Promote research and innovation in products, services, and processes to enhance business performance
- 6.1.14 Establish annual plans for innovation and sustainability initiatives, including CSR and environmental activities
- 6.1.15 Oversee human resource sufficiency, talent acquisition, development, and performance evaluation
- 6.1.16 Perform any additional duties as assigned by the Board.
- 6.1.17 Ensure compliance with laws and regulations of the SEC, SET, and other governing authorities
- 6.1.18 Arrange joint meetings with the Audit Committee at least twice per year to discuss enterprise risk management.
- 6.1.19 Oversee performance, budgets, and operations of subsidiaries, with quarterly reports from subsidiary executives

6.2 Chairman of the Executive Committee

In addition to duties outlined above, the Chairman of the Executive Committee shall:

- 6.2.1 Assign the Committee Secretary to schedule meetings and set agendas annually; convene meetings with at least 3 days' notice, unless urgency requires otherwise.
- 6.2.2 Preside over Executive Committee meetings and:
 - (1) Conduct meetings according to agenda.
 - (2) Allocate sufficient time for open, independent, and thorough discussions, ensuring balanced consideration of stakeholder interests.
 - (3) Summarize resolutions and define actionable steps within specified timeframes
- 6.2.3 Ensure effective and efficient performance of the Executive Committee

7. Meetings and Quorum

- 7.1 The Executive Committee shall convene meetings at least once per month. Additional meetings may be called at the discretion of the Chair of the Executive Committee. A schedule of meetings shall be set in advance for the entire calendar year.

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- 7.2 A quorum of the Executive Committee shall be constituted when not less than half of its total members are in attendance.
- 7.3 Where necessary, the Chair of the Executive Committee may permit meetings to be conducted via electronic means, provided such meetings comply with all applicable laws and regulations. Meetings held through electronic media shall be deemed equivalent to in-person meetings, in accordance with the law and the provisions of this Charter.
- 7.4 The Chair of the Executive Committee shall preside over all meetings. In the event the Chair is absent or unable to perform their duties, the attending committee members shall elect one among them to act as the Chair of the meeting.
- 7.5 Decisions of the Executive Committee shall be made by a majority vote. Each member of the Executive Committee shall have one vote. In the event of a tie, the Chair of the meeting shall cast an additional deciding vote. Members who have a conflict of interest in any given agenda item shall not be entitled to vote on that matter.
- 7.6 Any member unable to attend a scheduled meeting shall notify the Secretary of the Executive Committee in advance.

8. Reporting

The Executive Committee shall report its performance to the Board of Directors at least once annually. The report shall include a summary of its activities during the preceding year, with at minimum the following details:

- (1) Number of meetings held by the Executive Committee.
- (2) Attendance record of individual members.
- (3) Summary of performance in accordance with the duties and responsibilities set forth in the Executive Committee Charter.

9. Performance Evaluation

- 9.1 The Executive Committee shall conduct annual performance evaluations, both on an individual and collective basis. The results, including any identified obstacles to achieving objectives, shall be reported to the Board of Directors.
- 9.2 The Secretary of the Executive Committee shall be responsible for preparing the evaluation forms, summarizing results, analyzing areas for improvement, and reporting the evaluation outcomes to the Board of Directors.

10. Remuneration

The Nomination and Remuneration Committee shall consider and determine the remuneration of the Executive Committee. Recommendations shall be submitted to the Board of Directors for approval and subsequently proposed for final approval at the Annual General Meeting of Shareholders.

Remuneration may be set in the form of meeting allowances, either on a case-by-case basis or as a standing arrangement until amended.

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11. Charter Review

The Executive Committee shall review this Charter at least once annually and may propose amendments or enhancements as deemed appropriate. Any revisions shall be submitted to the Board of Directors for consideration and approval.

This Executive Committee Charter was approved by the Board of Directors at Meeting No. 1/2025 on 17 January 2025 and shall become effective as of the date of approval.

Signed -*Chaiyawat Wibulswasdi*-

Dr. Chaiyawat Wibulswasdi

Chairman of the Board