Executive Committee Charter

Primo Service Solutions Public Company Limited

PRIMO SERVICE SOLUTIONS
PUBLIC COMPANY LIMITED

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1. Objectives

The Board of Directors has resolved to enforce this Executive Committee Charter to empower and support the Executive Committee in performing its duties responsibly for the best interests of the Company, and to ensure full compliance with Good Corporate Governance principles.

2. Composition

1. The Executive Committee must consist of individuals possessing the qualifications and experience recommended by the Nomination and Remuneration Committee to the Board of Directors, and subsequently approved by a resolution of the Board of Directors.
2. The Chairman of the Executive Committee must be appointed by the Board of Directors.
3. The Company Secretary shall serve as the Secretary of the Executive Committee, unless designated otherwise by the Executive Committee.

3. Term of Office

The term of office of a member of the Executive Committee shall terminate upon:

1. Death
2. Resignation
3. Removal by a resolution of the Board of Directors

Any member of the Executive Committee wishing to resign from office shall submit a resignation letter to the Chairman of the Board of Directors. The Board of Directors must then appoint a new member of the Executive Committee to fill the vacancy within 90 days, ensuring that the total number of members on the Executive Committee complies with the requirements prescribed by the Board of Directors.

4. Duties and Responsibilities

1. Provide recommendations and advice regarding the Company's strategic direction, management structure, annual business plans, and budgets.
2. Manage and oversee the Company’s business operations to ensure alignment with the established plans, objectives, and targets.
3. Review the operational performance and activities of the Company and its group companies, and report the findings to the Board of Directors on a monthly basis.
4. Explore, identify, and evaluate new business opportunities for the Company.
5. Review and provide recommendations to the Board of Directors regarding the Company’s dividend payment policy.
6. Review and approve various transactions relating to investments or divestments of the Company's assets, human resources management, finance and treasury, general administration, and other transactions relevant to the Company's business operations, within the scope of the Delegation of Authority (DOA) prescribed by the Board of Directors.

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7. Consider and review the Company's risk management and risk control systems.
8. The Executive Committee may sub-delegate authority to executives or employees to perform specific tasks on its behalf as deemed appropriate. However, such sub-delegation must not be granted in a manner that enables the Executive Committee or its designated attorney-in-fact to approve transactions in which they or any person with a potential conflict of interest, vested interest, or any other form of conflict of interest with the Company (as defined by the notifications of the Capital Market Supervisory Board or the Securities and Exchange Commission) may have an interest or benefit. Furthermore, the approval of such transactions must strictly comply with the policies and principles established by the Board of Directors, as well as applicable laws.
9. Engage advisors or independent experts to provide opinions or recommendations as deemed necessary.
10. Request executives or employees to attend Executive Committee meetings or provide relevant information regarding the matters under discussion in the meetings.
11. Regularly report to the Board of Directors on the activities and operations undertaken by the Executive Committee within its scope of authority, including any other matters deemed necessary and appropriate to be brought to the Board of Directors' attention.
12. Conduct an annual self-assessment to review the Executive Committee's own operational performance.
13. Review and assess the adequacy of this Charter on a regular basis, and propose any necessary amendments or modifications to the Board of Directors for consideration and approval.
14. Perform any other duties and tasks as assigned by the Board of Directors.

5. Meetings

The Executive Committee must hold a meeting at least once a month. The Chairman of the Executive Committee, or the Secretary of the Executive Committee acting upon the order of the Chairman, must distribute the meeting notice to all members of the Executive Committee at least 7 days prior to the meeting date. However, in the event of an urgent necessity, the Chairman of the Executive Committee may call a meeting without the requirement of a prior written meeting notice.

6. Quorum

At an Executive Committee meeting, at least half of the total number of Executive Committee members must be present to constitute a quorum. In the event that the Chairman of the Executive Committee is absent from the meeting or is unable to perform their duties, the members present shall elect one of themselves to act as the chairman of the meeting. Each member of the Executive Committee shall have 1 vote. All resolutions and decisions of the meeting shall be passed by a majority vote. Any member who has a vested interest in a particular matter shall not be entitled to vote on that matter. In the event of a tie vote, the chairman of the meeting shall have a second or casting vote to resolve the matter.

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7. **Responsible Personnel**

All executives and heads of all departments of the Company have a duty to report information or support the operations of the Executive Committee upon request.

Note: The review of this Charter was considered and approved by Resolution of the Board of Directors Meeting No. 8/2023 held on 13 November 2023.

-Signature-

(**Mr. Marote Vananan**)

Chairman of the Board
Primo Service Solutions Public Company Limited

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