



บริษัท นอร์ธอีสต์ รับเบอร์ จำกัด (มหาชน)
NORTHEAST RUBBER PUBLIC COMPANY LIMITED
เลขประจำตัวผู้เสียภาษี (TAX ID) : 0107561000242

Tel : 044-666928-9
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Charter of the Executive Committee

North East Rubber Public Company Limited

Composition

1. The Executive Committee consists of at least 5 directors, with the Chief Executive Officer serving as the Chairman of the Executive Committee by position.
2. Executive directors must be knowledgeable, understanding of the company's business or have specific expertise that is an important factor for the company's business operations to achieve its objectives.
3. The Executive Chairman must be appointed by the Board of Directors.

Qualification

1. The Executive Committee must consist of persons with qualifications and experience as specified by the Board of Directors.
2. Having knowledge, ability and experience that are beneficial to business operations. Having determination and ethics in conducting business.
3. Able to devote time to the company adequately and attentively in performing their duties according to their responsibilities.

Scope of Duties and Responsibilities of the Executive Committee

1. Perform the duty in controlling the Company's management according to the policy established by the Board of Directors, and report the overall operation to the Board of Directors. However, in carrying out the Executive Committee's Meeting, the committee members not less than half of the executive directors shall attend the meeting. In part of the Executive Committee's resolution, the majority vote from the meeting shall be obtained, and the said counted votes shall be at least half from total votes of the Executive Committee.
2. Consider the vision, mission, goals, business objectives, business strategy, business plan as proposed by the Chief Executive Officer by considering business factors appropriately for presentation and get approval from the Board of Directors.
3. Consider defining authority and level of approval of each person to be appropriate, segregate the duties which may be favorable for corruption, and establish an appropriate procedure and method for entering the transaction with a major shareholder, a director, or a related party of the said person to prevent the transfer of benefit, and

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- propose to the Board of Directors for approving the principle, and control the observance with the approved principle and requirements.
4. Consider the annual budget and procedure for spending the budget, and propose to the Board of Directors, and control the spending based on the budget already approved by the Board of Directors
 5. Consider updating the Company's business operation plan to be suitable for the Company's benefits.
 6. Consider approving the investment, and define an investment budget based on the authority in the operating authority manual.
 7. Consider and approve rules, regulations, management policy, and business operations of the company or any action which is binding on the company.
 8. Consider entering into a contract which is binding with the Company based on the authority in the operating authority manual.
 9. Take responsibility to adequately have the Company's key data to be used as decision support of the Board of Directors and shareholders, and prepare the reliable financial report according to the good and transparent standards.
 10. Consider the profit and loss of the company, and propose an annual dividend to the Board of Directors.
 11. Consider the new business operation or business dissolution to be proposed to the Board of Directors.
 12. Monitor the performance and progress of the company's investment projects and report the results to the Board of Directors for acknowledgment.
 13. Consider and approve the operating manual to ensure that the operations are a systematic procedure.
 14. Consider and approve operations that are normal business transactions according to the investment budget or the budget approved by the Board of Directors. The limit for each transaction is as specified in the Authority Manual.
 15. Providing consultants or people with specific expertise or a person who gives independent opinions to provide necessary opinions or advice as appropriate.
 16. Report to the Board of Directors on the performance of the Executive Committee. Including any other matters that are necessary and appropriate and it should be presented to the Board of Directors for acknowledgment.
 17. Govern to have a procedure for the requirement of the operators to promptly report the events or acts which are abnormal or breach of laws to the Executive Committee; and the requirement for reporting to the Board of Directors for acknowledgement to consider correcting within a reasonable period in case of the significant effect from the said event.

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18. Carry out whatever to support the aforesaid execution or based on the opinions of the Board of Directors or as authorized by the Board of Directors.
19. The proposal to the Executive Committee's Meeting in any matters which are resolved and/or approved by the Executive Committee's Meeting shall be reported to the Board of Directors for acknowledgement in the following Board of Directors' Meeting.

However, the aforesaid authority and responsibility of the Executive Committee excludes the authority and/or sub-authorization in approving any transactions of which a member of the Executive Committee or a sub-authorized person or a person that may have conflict (as defined in the Notification of the Capital Market Supervisory Board) has gain and loss or interest in any other nature, in conflict with the Company. In approving the transactions in the said nature, the transactions must be proposed to the Board of Directors' Meeting and/or Shareholders' Meeting (as the case may be) for considering and approving the said transactions as prescribed in the Company's Articles of Association, or related laws.

Meeting

1. At a meeting of the Executive Committee, there must be members of the Executive Committee not less than half of the total number of the Executive Committee to constitute a quorum. In case the Chairman of the Executive Committee is not present at the meeting or unable to perform their duties, the members of the Executive Committee present at the meeting shall elect one member of the Executive Committee to preside over the meeting.
2. One member of the Executive Committee has one vote. And the decision of the meeting shall be considered as a majority vote. In the event that any member of the Executive Committee has an interest in any matter, will not have the right to vote on that matter. If the votes are equal, the Chairman of the Executive Board shall have an additional vote as a deciding vote.

Term of Office

Members of the Executive Committee serve a term of three years. Members of the Executive Committee retiring by rotation may be elected back to the position again.

Members of the Executive Committee may retire for the following reasons:

- the term of service of the committee members expires

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- The Board of Directors resolved to dismiss
- Resignation
- Death

In this regard, in the event of a member of the Executive Committee resigns before the end of their term of office, such members of the Executive Committee must notify the Chairman of the Executive Committee. The Board of Directors must consider appointing members of the Board of Directors to replace the resigned member of the Executive Board within 90 days. In order to the Executive Board to have the number of members required by the Board of Directors.

The Charter of the Executive Committee effective since December 8, 2022 by the resolution of the Board of Directors Meeting No.7/2022 dated December 8, 2022.

-Mr.Chanitr Charnchainarong -

(Mr.Chanitr Charnchainarong)

Chairman of the Board of Directors

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