



Executive Committee Charter



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BEC World Public Company Limited

To enable the Executive Committee of BEC World Public Company Limited to efficiently perform their duties as assigned by the Board of Directors for the best interest of the Company and in compliance with the good Corporate Governance Policy, the Board of Directors deems appropriate to prescribe the Executive Committee Charter as follows:

1. Objective

The Board of Directors shall appoint the Executive Committee to assist in the management of the Company's operation in accordance with direction, policy and business strategy of the Company as determined by the Board of Directors to ensure that the Company would be able to provide the highest return on investment and benefits to shareholders. In addition, it shall ensure that the Company has systems for management and promotion of the Company's sustainable development operation in order to create good performance, manage the business risk at acceptable level and create balance of Environmental, Social, and Governance – ESG.

The Executive Committee shall be conveyed direction, policy and principles of corporate governance from the Board of Directors to determine strategy and operation plan. The President shall be responsible for supervising the management and daily operation of the Executive Committee. Therefore, the Board of Directors may delegate the Executive Committee to perform any work on their behalf. For some operations, which involve new matters or involve variety professionals, the Executive Committee may propose the issues to the Board of Directors for approval specifically, such as, the entering into a joint venture agreement with third party.

2. Composition, Nomination and Qualification

2.1 Composition and nomination

- 2.1.1 The Board of Directors shall consider to appoint the Executive Committee by selecting from the Company's directors.
- 2.1.2 The Executive Committee shall comprise of not less than 3 directors, but not exceeding five (5) directors.
- 2.1.3 The Chairman of the Executive Committee shall be selected from executive directors as provided under article 2.1.2 and the Board of Directors shall appoint the Chairman of the Executive Committee.
- 2.1.4 The President shall be appointed as the Executive director by position.
- 2.1.5 The Board of Directors may appoint a working group to assist the Executive Committee's performance in an appropriate number, which can be appointed from directors, executives of the Company and of the Subsidiaries, other persons within the organization and/or third party with sufficient knowledge and experience as required by this Charter.
- 2.1.6 The Executive Committee shall appoint a secretary to assist the Executive Committee's operation.

2.2 Qualifications

- 2.2.1 The Chairman of the Executive Committee shall not be the same person as the Chairman of the Board of Directors and the President for clear segregation of roles and balance in the operation.



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- 2.2.2 The executive directors shall have knowledge in management and capable of applying their skills and experiences to perform their duties to achieve the Company's objectives.
- 2.2.3 The executive directors shall independently exercise their discretion and have goal aim for the maximum benefit of the Company's management.
- 2.2.4 The executive directors shall perform their duties in good faith for the best interest of the Company. The executive directors' decision shall be made with prudence and honesty without conflict of interest, by basing on duty of care and duty of loyalty principles.
- 2.2.5 The executive directors must dedicate their times sufficiently and appropriately in performing their duties.

3. Vacation

- 3.1 The executive directors shall vacate from the position as follows:
 - (1) To be retired by rotation;
 - (2) To be terminated from being the Company's directors;
 - (3) To resign; and
 - (4) Lack of qualifications or acquire any prohibited characteristics as specified by the Public Limited Companies Act, B.E. 2535 and Securities and Exchange Act B.E. 2535 (including amended edition)
- 3.2 For the resignation of the Chairman of the Executive Committee, the resignation letter shall be submitted to the Chairman of the Board of Directors in advance not less than one month.
- 3.3 For the resignation of the executive directors, the resignation letter shall be submitted to the Chairman of the Executive Committee in advance not less than one month.

4. Roles, authority, duties and responsibilities

4.1 The Executive Committee

- 4.1.1 The Executive Committee shall review goal, strategy, operation plans, annual budget and approving authority of the Company to propose them to the Board of Directors for approval and/or advice, including examine and follow-up the Company's operation as provided under the policy, strategy and plan.
- 4.1.2 The Executive Committee shall examine, follow up and control the Company's business operation to ensure its compliance with the policy, goal, strategy, performance plan and annual budget as approved by the Board of Directors to ensure the efficiency to support the business conditions. In addition, the Executive Committee shall give management advice to the President and senior executives.
- 4.1.3 The Executive Committee shall consider and approve the expenditure for investment, execution of financial transactions and other matters for the Company's normal business operation within the approving authority as approved by the Board of Directors.
- 4.1.4 The Executive Committee shall regulate and monitor the Company's operating result and financial status, including regularly providing report of the operating result and solution to the Board of Directors if the operating result fails to reach the target.
- 4.1.5 The Executive Committee shall review the organizational structure and management of the Company to ensure the efficiency to cover the employment, promotion, appointment, relocation, remuneration, development and training as well as termination of executives from the level of Vice President or equivalent and above. In this regard, the President may be appointed to be authorized to act on behalf of the Company.



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- 4.1.6 The Executive Committee shall review and approve transactions relating to investment and disposal of assets, human resource management, finance and financial management, general management, and other transactions relating to the Company's business operation within the scope of authority as approved by the Board of Directors.
- 4.1.7 The Executive Committee shall hire advisors or independent persons to provide opinions or recommendations as necessary.
- 4.1.8 The Executive Committee shall invite the executives or persons related to the Company to give opinions, attend meetings, or provide relevant information.
- 4.1.9 For sustainable development, the Executive Committee shall have a duty to support the sustainable growth to the Company and filter any policy related to sustainable development to propose to the Board of Directors to approve and determine sustainable activities, operation plan and budget to carry on activities for sustainability. The Executive Committee shall have a duty to monitor all potential problems or any tendency, which may affect the Company's business operation both social and environmental aspects to report to the Board of Directors and to monitor and ensure that the management shall have preventive measures and risk management to reduce the said effects, including the disclosure of the report relating to sustainability in the One Report form 56-1.
- To support the sustainable development, the Executive Committee has authority to appoint a working group for sustainability to propose policy, strategy, goal, activities plan, including to monitor and report of the social and environmental risks, which may affect the Company's operation, including, the preventive measures and risk management for the social and environmental risks to be proposed to the Board of Directors for approval.
- 4.1.10 The Executive Committee shall review and evaluate the adequacy of the Executive Committee Charter at least once a year to be proposed to the Board of Directors for approval of the revision.
- 4.1.11 The Executive Committee shall take any other actions within the authority as assigned by the Board of Directors from time to time.

4.2 Chairman of the Executive Committee

- 4.2.1 To call for the Executive Committee's meeting and to act as the Chairman of the Executive Committee's meeting to efficiently control the meeting in accordance with the Company's articles of association.
- To support the participants at the meeting to have an opportunity to freely and equally express their opinions,
 - To support the participants at the meeting to carefully consider facts and information, and shall promptly support the more up to date fact, whenever the meeting lacks of the said information, give reasonable advice, recommendation and fact.
 - To carry on the discussion in the meeting efficiently, summarize comments of speakers as deemed proper on proper occasions, mediate and compromise whenever there is a serious conflict of opinion.
 - To summarize the meeting and/or meeting resolutions accurately clearly and completely.
- 4.2.2 To support and encourage the Executive Committee to fully perform their duties within their authority and responsibilities according to the good corporate governance principles.
- 4.2.3 To supervise and monitor the operation of management personals to conform to the policy of the Executive Committee under laws, objectives, the Company's articles of association and resolutions of the Board of Directors.
- 4.2.4 To regulate and supervise the application of policy and strategic direction of the management, suggest and support the business operation of the management, but not participate in the Company's day-to-day operation.

4.3 President - TV BU (Executive Director) (Top Level Management)



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- 4.3.1 To be responsible for the business operation and the day-to-day management of the Company, including, the corporate governance as a whole to ensure its compliance with the Company's policy, business strategy, goal and operating plan, budget goal and budget plan as approved by the Board of Directors and the resolution of the shareholders' meeting.
- 4.3.2 To prepare business plan, determine administrative authority, prepare budget allocation for the business operation and annual budget to be proposed to the Board of Directors for approval through the Executive Committee's opinion, and report the development of the approved plan and budget to the Company's Board of Directors.
- 4.3.3 To work with working group of the human resource management to determine organization structure, method of administration, recruitment, training, employment, termination of employment and determine wages, salary, remuneration, bonus and benefits for employees. In addition, the President shall have authority to issue, revise, add and adjust rules, orders and work rules of the Company, such as, employment, appointment, termination, work- discipline of officers and employees, participate in prescribing criteria and method of performance evaluation including, the compensation adjustment for the high-level executives and the Company's employees at all levels.
- 4.3.4 To monitor the Company's operating result and ensure that the financial report showing the Company's financial status shall be periodically produced and submitted to the Board of Directors, through the Executive Committee's opinion, where the President shall regulate, supervise, give advice relating to direction and strategy consistent with the Company's policy and marketing status.
- 4.3.5 To supervise and control the Company's operations, such as, finance, risk management, internal control, operation and work support, etc.
- 4.3.6 To be the Company's representative to contact the government units and other regulatory units.
- 4.3.7 To contact and communicate with public, shareholders, clients and offices to promote the Company's good reputation and image.
- 4.3.8 To monitor the executives and employees to comply with the corporate governance policy and business ethics to operate business with awareness of society and environment to create the Company's sustainable value.
- 4.3.9 To consider, negotiate and approve the execution of contract and/or other operations relating to the Company's operation and/or day-to-day management within the approving authority as approved by the Board of Directors according to the Table of Authority.
- 4.3.10 To have authority, duties and responsibilities as delegated by or given the policy from the Board of Directors' assignments or according.

4.4 Secretary of the Executive Committee

- 4.4.1 Procedure before the meeting
 - To coordinate with the President for compiling and managing the agendas of the meeting to submit to the Chairman of the Executive Committee for approval.
 - To determine date and time of the meeting, by inquiring of convenient dates and times of the executive directors and all participants to get the greatest number of the participants, then, determine the appropriate date and time of the meeting.
 - To invite the executive directors and the participants by sending the invitation letter with the agendas, relevant documents and the minute of the previous executive directors' meeting to all executive directors and the participants not less than three days before the meeting date to allow the directors and the participants to have



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sufficient time to study the documents.

4.4.2 Procedures during the meeting

- To arrange for the executive directors and the participants to sign their names in attending the meeting.
- To do any other action as assigned by the Executive Committee.
- To record the minute of the meeting in accordance with the participants' opinion and the meeting resolution as evidence for future operation reference.

4.4.3 Procedures after the meeting

- To prepare the minute of the Executive Committee's meeting to be submitted to the Chairman of the Executive Committee for consideration and signing and further propose the same to the Executive Committee's meeting for approval.
- To monitor and coordinate with relevant parties to ensure the compliance with the resolution of the Executive committee's meeting.
- To prepare a registry and keep minutes of the Executive Committee's meeting, the invitation letters and relevant documents.
- To provide a system of document retention and evidence relating to the Executive Committee's meeting in correct and complete manner, which can be examined for a period of not less than five years from the date of preparing the said documents and information.

4.4.4 To do any other action as assigned by the Executive committee.

5. The meeting

5.1 The Executive committee shall have a meeting at least once a month to consider various matters as delegated by the Board of Directors and preliminarily consider matters to be proposed to the Board of Directors for approval. Additional meetings may be held as the Chairman of the Executive committee deems appropriate.

The Executive Committee may convene a meeting through electronic media in accordance with the requirements of the relevant laws, rules, announcements, requirements or guidelines and the delivery of the invitation letter and relevant documents shall be sent via electronic means as provided under the Company's articles of association.

5.2 The Chairman of the Executive committee may call for extra meetings as deemed appropriate or as requested by executive directors.

5.3 The Executive Committee's meeting shall consist of not less than half of the total number of the executive directors to constitute a quorum. The Chairman of the Executive Committee shall be the Chairman of the meeting. If the Chairman of the Executive Committee does not attend the meeting, or unable to perform the duty, the executive directors shall select one of the executive directors to be the Chairman of the meeting.

5.4 Any executive or person involved the agenda presented in the meeting may be invited to attend the meeting to provide relevant information.

5.5 The meeting's resolution shall be made by a simple majority votes of the executive directors attending the meeting and casting vote, where one executive director shall have one vote.

5.6 Executive director with conflict of interest in any matter shall be refrain from voting on such matter.

6. Report

6.1 To regularly report important work performances to the Board of Directors, including all material issues that the Board of Directors should be aware of.



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6.2 To prepare report on annual evaluation of performance and propose to the Board of Directors, together with comments and suggestions as deemed necessary.

7. Evaluation of performance

The Executive Committee shall have self-evaluation of their performance annually and report the evaluation result, together with problems, obstacles and suggestions for development to the Board of Directors for acknowledgment and the said information shall be used to determine the direction of policy for continuous development of the Company.

The Board of Directors, BEC World Public Company Limited

Reviewed this Charter on 20th September 2024