



**Alpha Capital Partners Group PCL**  
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87/1 Witthayu Road, Lumpini, Pathumwan,  
Bangkok 10330

## **Charter for the Executive Committee**

### **Alpha Capital Partners Group Public Company Limited**

#### **1. Objectives**

This Charter for the Executive Committee of Alpha Capital Partners Group Public Company Limited (the "**Company**") is intended to support the functions of the Executive Committee, to develop trust in stakeholders and to promote sustainable growth for the Company. This Charter provides requirements about the composition, term of office, roles and responsibilities and meetings of the Executive Committee. It will assist members of the Executive Committee in understanding their roles and responsibilities. It also sets out guidelines for the Executive Committee on the performance of their duties in accordance with the laws and the principles of good corporate governance.

#### **2. Composition and appointment**

- (1) The Executive Committee shall comprise at least seven members who shall be appointed by the Board of Directors at the recommendation of the Nomination Committee.
- (2) The Executive Committee or the Board of Directors shall appoint the Chairman of the Executive Committee from one member of the Executive Committee. The Chairman of the Executive Committee shall appoint a secretary to assist with functions of the Executive Committee in connection with calling and arranging meetings, preparation of agenda items for the meetings, sending out meeting documents and recording the minutes of such meetings.

#### **3. Qualifications of members of the Executive Committee**

The Chairman and members of the Executive Committee shall have the following qualifications and shall not possess any of the following prohibited characteristics:

- (1) Members of the Executive Committee may or may not be director of the Company.
- (2) Having knowledge, capability and experience that contributes to the business operation of the Company and being capable of devoting sufficient time for the performance of duties for the success of the Executive Committee in accordance with its objectives.
- (3) Having qualifications and not having prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act and relevant rules and regulations.

#### **4. Term of office**

- (1) The term of office of each of the members of the Executive Committee shall not exceed three years from the date of appointment.

Upon expiry of their term of office, members of the Executive Committee may be reappointed to the Executive Committee for another term.

- (2) In addition to the retirement by the term of office in (1), members of the Executive Company shall retire from office upon:
  - 1) Death;
  - 2) Resignation;
  - 3) Disqualification or possessing characteristics prohibited under the laws on public companies and securities laws; or
  - 4) Being removed from office by a resolution of the Board of Directors.
- (3) Any member of the Executive Committee may resign by submitting a notice of resignation to the Chairman of the Executive Committee.
- (4) The Board of Directors must appoint a person to replace the retired member within sixty (60) days in order for the Executive Committee to complete the number of members as determined by the Board of Directors
- (5) If a position for a member of the Executive Committee becomes vacant for other reasons than retirement by the term of office in (1), the Board of Directors may appoint a person who possesses all the required qualifications to be a replacement member of the Executive Committee

#### **5. Meetings**

- (1) A minimum of four Executive Committee meetings shall be held in the period of one year, or as appropriate, to consider matters that are within the scope of powers and duties and matters that have been assigned by the Board of Directors before they are proposed to the Board of Directors for consideration and approval. The Chairman of the Executive Committee may call additional extraordinary meetings as may be deemed appropriate.
- (2) In calling a meeting of the Executive Committee, the Chairman of the Executive Committee, or secretary as the delegated person, shall send a notice of invitation to the meeting to members of the Executive Committee at least three days in advance of the meeting date to allow time for members of the committee to review relevant documents and information before coming to the meeting. However, in the case of an emergency, the notice of invitation to the meeting, including supporting documents, may be submitted to members of the committee sooner, and the date of the meeting may be set to be sooner than this required notice period.

The notice of invitation to the meeting and relevant documents may be sent by electronic means provided that the secretary shall keep copies of the notice of invitation to the meeting and relevant documents which also can be kept in electronic form.

- (3) The meeting may be held by electronic means provided that such meeting shall be conducted in accordance with the requirements of the law.
- (4) Attendance of at least half the total number of members of the Executive Committee and more than half the total number of non-executive members shall be required in order to constitute a quorum.
- (5) If the Chairman of the Executive Committee is absent from the meeting, members of the Executive Committee in attendance shall elect any one of their number to act as Chairman of the meeting.
- (6) One member of the Executive Committee shall have one vote. Resolutions of the meeting shall be reached by a majority vote. Any member who has an interest in any matter shall not have the right to vote on the matter. In a case of tie vote, Chairman of the Executive Committee shall have a casting vote.
- (7) The Executive Committee shall have the power to invite any third parties with specific responsibilities or related persons or expertise in any matter to attend the meeting as may be appropriate. The Executive Committee may also consider convening another separate meeting with such third parties in the case that the Executive Committee is of the view that there are issues or matters to be discussed specifically.

## **6. Duties and responsibilities**

- (1) To carry out and manage the businesses of the Company and its subsidiaries in accordance with relevant objectives, Articles of Association, policies, rules, regulations, orders and resolutions of the Board of Directors meeting in the best interests of the Company.
- (2) To consider and develop business policies, objectives, directions and strategies, including work plans, financial targets and annual budgets, and to exercise executive power to manage the businesses of the Company and its subsidiaries in conjunction with the management before proposing each matter to the Board of Directors for approval.
- (3) To supervise the business operations of the Company and its subsidiaries to ensure that they comply with the agreed business policies, objectives, directions and strategies, including work plans, financial targets and annual budgets approved by the Board of Directors, and that they are efficient and contribute to the nature of business. The Executive Committee shall also have the duty to advise senior executives on management matters.

- (4) To consider and approve matters that are conducted in the normal course of business of the Company and its subsidiaries including any strategic initiatives and any other transactions, based on investment budgets and the Delegation of Authority that are approved by the Board of Directors.
- (5) To conduct feasibility studies for new investment projects and to have the power to consider and approve that the Company and its subsidiaries invest in or enter into joint investments with any individuals and juristic persons in accordance with the scope of power and within the budget prescribed under the Delegation of Authority.
- (6) To consider and appoint members of Risk Management Working Group and to be reported based on the risk rating specified in the enterprise risk management manual.
- (7) To follow up on operating results and progress of investment projects of each business and report results and problems or obstacles encountered, as well as relevant solutions, to the Board of Directors.
- (8) To consider profit and loss of the Company and its subsidiaries and advise on payment of dividends to be proposed to the Board of Directors.
- (9) To consider and approve rules, regulations, management policies and business operations of the Company and its subsidiaries or to take such other steps to bind the Company and its subsidiaries in accordance with the scope of power and/or set out in the Delegation of Authority.
- (10) To determine an organizational structure and management structure that is efficient and to propose the same to the Board of Directors for approval.
- (11) To supervise, monitor and approve matters relating to business operations of the Company and appoint and/or delegate any person(s) to carry out any act within the scope of powers of the Executive Committee or as it may consider appropriate and within the period that the Executive Committee may consider appropriate. The Executive Committee may cancel, change, or amend such authorization as it may consider appropriate.

The assignment of powers, duties and responsibilities of the Executive Committee shall not result in the delegation or sub-delegation which allows the Executive Committee and/or its delegated persons to consider and approve transactions in which they or persons with possible conflicts of interest may have a conflict of interest or may benefit in any way or may have such other conflicts of interest with the Company or its subsidiaries (as defined under the Notification of the Securities and Exchange Commission and/or the Notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant regulatory authorities). An exception would be in the case where the approval is for transactions that are in compliance with the policies and requirements approved by the general meeting of shareholders or the Board of Directors of the Company, which are in

the normal course of business and have standard commercial terms in compliance with the Notifications of the Securities and Exchange Commission and/or the Notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant regulatory authorities.

- (12) To have the powers and duties as may be assigned or as may be in accordance with the policies received from time to time from the Board of Directors.
- (13) To seek independent advisors or persons to express opinions or give recommendations as may be necessary.
- (14) To review the Charter at least once a year and propose the same to the Board of Directors for consideration and approval.

The Board of Directors considered and approved the revision of Charter for the Executive Committee in Board of Directors' Meeting No. 6/2023, which was held on 11 August 2023. The Charter for the Executive Committee shall come into force from 11 August 2023.



(Mr. Christopher Michael Nacson)

Chairman of the Board of Directors

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