

Executive Board Charter



Samart Corporation Public Company Limited

(The Updated Version has been approved by the Board of Directors of the Company on November 12, 2024)

Executive Board Charter

1. Objective

The Executive Board was established to support the Board of Directors of in managing the Company's business in compliance with the strategy, policy, business plan, regulations and announcements including key target under the framework assigned by the Board of Directors.

2. Composition and qualifications

The Executive Board has at least 3 persons by electing appropriate persons from the members of the Company's Board of Directors. The Board of Directors will consider and appoint appropriate member as the Chairman of the Executive Board.

3. Terms of Positions

Term of the Executive Board members is one year. The Nominating & Compensation Committee will annually consider and select appropriate persons from the members of the Board of directors and the management propose for further consideration and approval of the Board of Directors for the appointment in its first meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

4. Authority, Roles and Responsibilities of the Executive Board

1. Set and review Company's vision, mission, strategies and business plan as well as the Company's management structure and delegation of authorities for further consideration and approval of the Board of Directors;
2. Supervise Company's subsidiaries and associated companies to comply with the Company's policies, including, review and monitor the operating performance of the Company and subsidiaries to achieve the goal;
3. Monitor, audit and set the management policies for efficiency and productivities as well as to conform with the instruction of the Board of Directors;
4. Consider and approve the Company's investment and annual budget prior to further approval of the Board of Directors;
5. Specify remuneration's structure policy, forms and criteria of remuneration's payment of the employees and the managements jointly with Executive Chairman for the Nominating & Compensation Committee's consideration prior to further consideration of the Board of Directors' meeting;
6. Consider the appropriate candidates to be appointed as senior management and report to the Board of Directors for further acknowledgment;
7. Consider entering into any transactions binding the Company within its authorities under the Company's Delegation of Authorities;
8. Report the significant performance of the Executive Board to the Board of Directors, regularly;
9. Review the scope of Roles and Responsibilities of the Executive Board in accordance with the situation;
10. Perform any other activities assigned by the Board of Directors.

5. The delegation authorities

The delegation authorities of the Executive Board should not be delegated or further assigned that authorize the Executive Board or its attorney to approve any connected transactions between themselves or any persons who may have conflict of interest (according to the concept of conflict of interest of the SEC's notification) with the Company or subsidiaries except such transactions are handled in line with the connected transaction procedure or policy which been approved by the Board of Directors of the Company. The connected transaction has to be considered and approved either by the Company's Board of Directors or shareholders' meeting to be complied with regulations of SET/SEC or any related laws and regulations.

6. Meeting

1. The Executive Board shall convene the meeting at least 6 times a year, which will depend on situation and necessary.
2. The agenda and meeting documentation should be delivered to the members of the Executive Board prior to the meeting date.
3. A constitution of quorum of the Executive Board meeting is required attendance of members of no less than 50%. In the event the Chairman of the Executive Board is not present or unable to discharge his duties, other members present shall elect one of their members as the Chairman of the meeting.
4. All resolutions of the Executive Board meeting shall be passed by the majority votes of the members presented at the meeting. The member who has conflict of interest will not participate in any agenda that they have conflict of interest. In case of equality votes, the Chairman shall have a casting vote.

7. Reporting

The Executive Board shall from time to time report its performances to the Board of Directors and provide annual performances report to shareholders in the Annual Registration Statement / Annual Report (Form 56-1 One Report) with following details:

1. Total number of the Executive Board meetings convened.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.