

Executive Committee Charter



Smart Digital Public Company Limited

(This revision was approved by the Board of Directors' Meeting No. 7/2023 on November 9, 2023)

Executive Committee Charter

1. Objective

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

2. Composition and qualifications

The Board of Directors is responsible for the appointment of the Executive Committee by electing at least 3 appropriate persons from the members of the Board of Directors and management. The Board of Directors will consider and appoint the Chairman of the Executive Committee from appropriate member of the Committee.

3. Term

Term of each member is 1 year. The Nominating and Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors and management for further consideration and appointment from the Board of Directors in the first board meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

4. Roles and Responsibilities of the Executive Committee

1. Set and review the Company's vision, mission, strategies and business plan as well as the Company's management structure and delegation of authorities for further approval from the Board of Directors.
2. Supervise the subsidiary and associated companies to be in accordance with the Company's policy including Review and monitor the operating performance of the Company and subsidiaries to achieve the goal.
3. Audit, monitor and implement the Company's policies and management practices to conform to the assignment from the Board of Directors efficiently.
4. Consider and approve annual budget and investment of the Company for further approval from of the Board of Directors.
5. Determine policy, structure, criteria for remuneration of employees and management together with the Executive Chairman and propose to the Nominating and Compensation Committee for consideration prior to further approval from the Board of Directors.
6. Consider and appoint qualified persons as key executive and report to the Board of Directors for acknowledgment
7. Consider entering into any transactions binding the Company as delegation of authorities defined in the Company's policy and practice.
8. Report the significant performance of the Executive Committee to the Board of Directors on a regular basis.
9. Review the roles and responsibilities of the Executive Committee in accordance with the situation.
10. Perform any other activities as assigned by the Board of Directors.

5. Delegation of Authorities

The delegation of authorities, duties and responsibilities of the Executive Committee shall not be delegated or further assigned that authorize the Executive Committee or its attorney to approve any transactions that the Executive Committee or connected persons or any persons who may have conflict of interest have done with the Company or its subsidiaries unless such transactions are complied with the Company's policy or principle approved by the Board of Directors. Such connected transactions shall be proposed to the Board of Directors' and/or shareholders' meetings for approval to comply with the notification of the Stock Exchange of Thailand, the Securities and Exchange Commission or related law.

6. Meeting

1. The Executive Committee shall convene the meeting as necessary and appropriate at least 6 times a year.
2. The agenda and meeting documentation should be delivered to the members of the Executive Committee in advance of the meeting.
3. A constitution of quorum of the Executive Committee meeting is required attendance of members at least 50%. In the event the Chairman of the Executive Committee 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. The resolutions of the Executive Committee meeting shall be passed by the majority votes of the members who attend the meeting. The member who has interest in any agenda cannot exercise the right of such voting. In case of equality votes, the Chairman shall have a casting vote.

7. Reporting

The Executive Committee shall from time to time report its performances to the Board of Directors and provide annual performances report to shareholders in the Annual Report with the following details:

1. Number of the Executive Committee's meetings.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.