




Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Executive Committee Charter	Doc. No.	POL-BOD_67-006
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024 dated 20 February 2024	Issue No.	10.0
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1. Definitions

“The Company”	Gunkul Engineering Public Co., Ltd.
“The Group”	Subsidiary and affiliated companies of Gunkul Engineering Public Co., Ltd.
“Board of Directors”	Board of Directors of Gunkul Engineering Public Co., Ltd.
“Executive Committee”	Executive Committee of Gunkul Engineering Public Co., Ltd.
“Executive Committee member”	Executive Committee member of Gunkul Engineering Public Co., Ltd.
“Independent Director”	Non-executive director with independent qualifications in accordance with the requirements of the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551
“Executives”	Persons holding position from Assistant Vice President level and above of Gunkul Engineering Public Co., Ltd. and the Group
“Vice President level and below”	Individuals holding positions below Chief Operating Officer level of Gunkul Engineering Public Co., Ltd. and the Group, covering from Senior Vice President, Vice President, Assistant Vice President, Senior Manager, Manager, Assistant Manager, Department Head, Unit Head, and staff.
“Related Transaction”	Connected transaction between listed company or subsidiary with related persons of the listed company, such as directors, executives, major shareholders, or controlling persons of the listed company. Including juristic persons in which such related persons are major shareholders, close relatives, or controlling persons.
“Related Person”	Person who may cause the directors or executives of the Company to have a conflict of interest in decision-making, whether to prioritize that individual’s interest or the best interests of the Company.
“Persons with the potential conflict of interest”	<p>To have the meaning as defined in the Notification of the Securities and Exchange Commission as follows:</p> <ol style="list-style-type: none"> Director or executive of the securities issuer Major shareholder of the securities issuer Controlling person of the securities issuer

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- d. Person in relation to the persons under items (a), (b) or (c) through the biological relation, marriage relation or the legal registration. This shall include parents, spouse, siblings, children or children's spouses.
- e. Any juristic person in which the persons under items (a), (b) or (c) hold the shares, have the control or have any direct or indirect significant interests.

2. Objectives

The Board of Directors deems appropriate to establish the "Executive Committee Charter" to serve as a framework and guideline for carrying out the duties as assigned by the Board of Directors. The Executive Committee is responsible for supporting the Board of Directors in managing and controlling the Company's operations. This aims to ensure concrete performance and promote the Company's sustainable growth through ethical, transparent, and accountable management practices, which will help build confidence among shareholders, investors, stakeholders, and all relevant parties in accordance with good corporate governance principles.

This charter is established to ensure that the Executive Committee understand its roles, duties and responsibilities, and to serve as a guideline for performing duties.


3. Components, Appointment and Qualifications

3.1 Components and Appointment

- 3.1.1 The Board of Directors is responsible for appointing the Executive Committee by selecting from a number of directors and/or executives of the Company and/or qualified individuals but not the independent director.
- 3.1.2 The Executive Committee shall consist of at least 5 persons.
- 3.1.3 The Board of Directors is required to appoint the Chairman of the Executive Committee.
- 3.1.4 The Company shall propose its employee to serve as the Secretary to the Executive Committee with approval from the Executive Committee.

3.2 Qualifications

- 3.2.1 The Chairman of the Executive Committee must not be the Chairman of the Board of Directors.
- 3.2.2 The Executive Committee member must be individual with knowledge, skills, and experience that are beneficial to the Company's business operations, possessing integrity, honesty, and ethical in business practices.

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3.2.3 The Executive Committee member must not to be directors, executives, or entrepreneurs in businesses that operate in the same manner as the Company and compete with the Company's business unless such enterprise is the Company's subsidiary, associated company, or joint venture.

3.2.4 The Executive Committee member is required not to possess any prohibited characteristics under the law on public companies, the Securities and Exchange Act, and other related laws.

3.2.5 Able to devote sufficient and appropriate time to performing duties.

4. Term of Office and Removal from the post

4.1 Term in Office

4.1.1 The Executive Committee member has a term of office of 3 years. The Executive Committee member who retire by rotation may be re-appointed by the Board of Directors for another term.

4.1.2 In the event that the Executive Committee position becomes vacant for reasons other than retirement by rotation in section 4.1.1., the Board of Directors shall appoint a qualified person to be Executive Committee member to fulfill the numbers as specified by the Board of Directors in this charter. The person appointed is allowed to stay in the office for the remaining term only.


4.1.3 In appointing new Executive Committee member to fill the positions according to the specified number, the process must be expedited quickly to ensure continuity in the operations of the Executive Committee.

4.2 Removal from the Post

4.2.1 The Executive Committee is required to leave office in the following cases:

- (1) Death
- (2) Resignation
- (3) Lack of qualification to be the Executive Committee member or has the prohibited characteristics in accordance with the law on public limited company, laws and/or notification on securities and exchange and related laws and/or any other related notifications
- (4) Resolution of the Board of Directors with majority vote on removal
- (5) Expiration of term


4.2.2 The Executive Committee member who wish to resign from the Executive Committee must notify the Company in writing of their intention at least 1 month in advance unless there is force majeure and specify the reasons.

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5. Scope of Authority, Duties and Responsibilities

The Board of Directors determines the scope of authorities, duties and responsibilities of the Executive Committee as follows:

- 5.1 To perform duties within the scope of the law, objectives and regulations of the Company, as well as, resolutions of the Board of Directors' and the shareholders' meetings with honesty and cautious. Including being responsible and ethical by taking into account the benefits of all shareholders equally.
- 5.2 To establish policies, guidelines, framework, targets, business plan, management structure, rules and regulations, authority, delegation of authority, and budget. Including supervising, examining, monitoring and reviewing the Company's operation to be in line with vision, mission, strategy and policies of the Board of Directors, and complying with the Law on Securities and Exchange, requirements of the Stock Exchange of Thailand ("SET") or laws related to the Company's business, the Company's regulations, including anti-corruption measures and guidelines.
- 5.3 To determine regulations, policies, and guidelines on corporate social responsibility (CSR).
- 5.4 To scrutinize, endorse, or approve important operations which are normal course of business and management of the Company. This must be in accordance with the framework of the powers that can be exercised.
- 5.5 To determine work regulations for the Company's employees without contradicting relevant regulations and laws.
- 5.6 To endorse the position structure, salary structure, and other employees benefits, as well as the management structure from Vice President level and below.
- 5.7 To scrutinize, endorse, and approve the annual budget plan, supervise and monitor the operations to be in accordance with policies, targets and budget plan approved by the Board of Directors.
- 5.8 To ensure that the Company has an appropriate and tight internal control system.
- 5.9 To determine a framework and policy regarding risk management that align with objectives, strategies, and acceptable risk levels of the Company. Including monitoring and assessing the effectiveness of risk management regularly.
- 5.10 To determine a system for promoting, supporting, and monitoring to ensure that employees and all relevant parties act in accordance with anti-corruption measures. Including reviewing the appropriateness of systems and measures to be consistent with changes in business, regulations and legal requirements.

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- 5.11 To supervise the establishment of mechanisms and procedures (recording, tracking, problem solving, reporting) for handling complaints from stakeholders in accordance with the Company's Anti-Corruption and Whistleblowing Policy.
- 5.12 To scrutinize, endorse, or approve the investment and/or participation in the bidding of new projects, as well as carrying out various projects as deemed appropriate. Including completing related legal transactions, all within the framework of authorized power.
- 5.13 To scrutinize, endorse, or approve the Company to enter a joint venture with any individuals, juristic persons and/or group of persons in various forms to conduct business according to the Company's objectives, including completing related legal transactions, all within the framework of authorized power.
- 5.14 To scrutinize, endorse, or approve the appointment or hiring of consultants, including external experts, to provide opinions and act on any other matters related to the Company's business operations.
- 5.15 The Executive Committee can delegate and appoint a special working group, group of persons, executives, or any person to act on behalf of any matter within the scope of duty and responsibilities as the Executive Committee deems appropriate.
- 5.16 Sub-delegation of authority to special working group, group of persons, executives, or any person to act on any matter shall not include approval of connected transactions or transactions that may have a conflict of interest, has a stake, or may have other conflicts of interest as specified in Company's regulations, policies, and Notification of the Capital Market Supervisory Board. Approval of such transactions must be proposed to the Board of Directors and/or the shareholders' meeting for consideration and approval in accordance with the Company's Article of Association or relevant laws, except for transactions that are part of the Company's normal business transactions in accordance with the policies and criteria approved by the Board of Directors.
- 5.17 To assess the performance of the Executive Committee, including providing suggestions for development and improvement and propose to the Board of Directors for use as information in setting policy guidelines for continuous organizational development.
- 5.18 To consider and review the Executive Committee Charter annually.
- 5.19 To prepare the performance report of the Executive Committee and disclose in the Annual Registration Statements (Form 56-1 One Report), which the report is signed by the Chairman of the Executive Committee.

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- (1) Overall comments or remarks that the Executive Committee received from performing duties in accordance with the Executive Committee Charter.
- (2) Any other reports that the Executive Committee deems that shareholders and investors should know within the scope of authority and responsibility assigned by the Board of Directors.
- (3) Number of meetings held and meeting attendance of each Executive Committee member. Including remuneration received by each Executive Committee member.

5.20 In performing duties, the Executive Committee may request independent opinions from any other professional consultant when deemed necessary at the expense of the Company.

5.21 To perform any other task as assigned by the Board of Directors.


6. Meeting

6.1 Number of meeting

- 6.1.1 The Executive Committee must hold a meeting at least once a month. Additional meeting may be held as the Chairman of the Executive Committee deems appropriate.
- 6.1.2 The Chairman of the Executive Committee may call a special meeting when deemed necessary or requested by the Executive Committee member, or the Chairman of the Board of Directors, or the Chairman of the sub-committee, or the executives to consider agendas that require special discussion in addition to regular meetings.
- 6.1.3 Details of number of meetings held and meeting attendance of each Executive Committee member shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

6.2 Meeting attendees

- 6.2.1 In the meeting of the Executive Committee, at least half of the total number of the Executive Committee members must present at the meeting to constitute a quorum and the Chairman of the Executive Committee shall chair the meeting.
- 6.2.2 If the Chairman of the Executive Committee is not in the meeting or is unable to undertake his/her duty, the Executive Committee shall select one of the Executive Committee members to chair the meeting.
- 6.2.3 At the meeting, the Executive Committee may invite directors or executives of the Company or those related to the proposed agenda to attend the meeting to provide relevant information.
- 6.2.4 The Secretary to the Executive Committee must attend every meeting and in case of necessity unable to attend the meeting, the Company may assign another person to attend the meeting instead.

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6.3 Meeting agenda

6.3.1 In the meeting of the Executive Committee, the meeting agenda shall be set in advance, which should at least include the following agenda:

- (1) Matters to be informed to the meeting by the Chairman
- (2) Approval on the previous meeting minutes
- (3) Review of the matters continued from the previous meeting
- (4) Matters to be discussed
- (5) Matters to be informed
- (6) Other matters

6.3.2 Meeting documents shall be submitted to the Executive Committee and meeting attendees at least 7 days prior to the meeting date so there is sufficient time to study the information and to request additional information. Except in the case of urgent necessity to look after the rights or interest of the Company, the meeting invitation can be notified by other means or meeting date can be set earlier than that.

6.4 Voting

6.4.1 The meeting resolution requires a majority vote of the Executive Committee members attending the meeting and casting votes. Each Executive Committee member has one vote to cast. If the votes are on par, the Chairman of the meeting shall cast a decisive vote.

6.4.2 The Executive Committee member who has an interest in the matter being considered must abstain from voting on such matter.

6.5 Meeting minutes


6.5.1 The Secretary to the Executive Committee or the person assigned is required to prepare the meeting minutes and submit to the Executive Committee without delay.

6.5.2 The Secretary to the Executive Committee or the person assigned is required to submit the meeting minutes and prepares work plans (if any) to the related agencies for acknowledgement and to serve as a guideline for action in accordance with the policies and guidelines set forth.

7. Reporting

7.1 The Executive Committee is responsible for reporting to the Board of Directors the results of its meeting regularly or any other matters that the Board of Directors should know, along with comments on guidelines and suggestions as appropriate.

7.2 In the event that there are important actions or content that may have a significant impact on the Company's operations or good corporate governance practices, code of conduct, and business ethics, the Executive Committee is required to report to the Board of Directors within an appropriate period.

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7.3 The Chairman of the Executive Committee shall disclose the process and criteria for assessing the performance of the Executive Committee, number of meetings held, and meeting attendance of each Executive Committee member, including remuneration received by each Executive Committee member over the past year in the Annual Registration Statements (Form 56-1 One Report).

8. Performance Assessment

8.1 The Executive Committee is responsible for assessing its own performance every year and report the assessment results to the Board of Directors.

8.2 Process and criteria for assessing the performance of the Executive Committee shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

9. Remuneration

9.1 At the Annual General Meeting of Shareholders, shareholders will determine the remuneration of the Executive Committee.

9.2 Details of remuneration over the past year of each Executive Committee member shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

10. Orientation and Training

10.1 Orientation


All newly appointed Executive Committee members are required to attend the “Orientation for new directors” as specified by the Company.

10.2 Training


The Company has a policy of continuously encouraging the Executive Committee members to attend training to enhance their knowledge under the good corporate governance plan.

Transitory Provisions

The person appointed to be the Executive Committee member before the effective date of the Executive Committee Charter shall continue to hold the position and have full authority and duties as the Executive Committee member until the expiry of term or another person is appointed to make the replacement. This charter does not affect any act undertaken before this charter is in effect. Any act being undertaken before this charter is in effect shall be continued until completion. In addition, if the Executive Committee is of the opinion that immediate enforcement of this charter in any matter may have an impact on the Company’s operations, the Executive Committee may require that the original rules and regulations in this matter be enforced for the time being.

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In addition, persons in any position appointed by the Executive Committee before the effective date of this charter, including the Secretary to the Executive Committee, shall continue to have the authority and duties in that position until the expiry of term or another person is appointed to make the replacement.

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Revision Record

Document No.	Issue No. /Revision No.	Date	Revised Part	Reason of revision	Date of Cancellation
OMD 2551/07	1.0	27 OCT 2008	Charter introduced (Initially called: Authority and duty of the board of directors and sub-committee)	To comply with the concept of the supervision and operation units at present	9 NOV 2012
OMD 2555/01	2.0	9 NOV 2012	Improvement made to the entire charter (Initially called: Authority and duty of the board of directors and sub-committee)	Coverage extended to authority, duty and responsibility to appoint additional sub-committee	22 NOV 2016
OMD 2559/05	3.0	22 NOV 2016	Improvement made to the entire charter (Changed to the executive committee charter)	To determine and separate the charter of each committee	25 DEC 2017
OMD 2560/10	4.0	25 DEC 2017	Reviewed	To comply with the concept of the supervision agency and the current operation	25 FEB 2019
OMD 2562/04	5.0	25 FEB 2019	Reviewed	To comply with the concept of the supervision agency and the current operation	8 NOV 2019
OMD 2562/15	6.0	8 NOV 2019	Reviewed	To comply with the concept of the supervision agency and the current operation	1 MAR 2021
POL-BOD 64-007	7.0	1 MAR 2021	Reviewed	To comply with the concept of the supervision agency and the current operation	12 NOV 2021
POL-BOD 64-031	8.0	12 NOV 2021	Reviewed	To comply with the concept of the supervision agency and the current operation	10 NOV 2022
POL-BOD 65-006	9.0	10 NOV 2022	Reviewed	To comply with the concept of the supervision agency and the current operation	28 FEB 2024
POL-BOD 67-006	10.0	28 FEB 2024	Reviewed	To comply with the concept of the supervision agency and the current operation	-