



## Gunkul Engineering Public Co., Ltd. and GUNKUL's Group

	Executive Committee Charter	Doc. No.	POL-BOD_65-006
		Effective Date	10 NOV 2022
	Approved by the Resolution of the Board of Directors Meeting No. 11/2022 dated 10 November 2022	No.	9.0
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### 1. Definitions

“Company”	Gunkul Engineering Public Co., Ltd.
“GUNKUL's Group”	Subsidiary and affiliated companies of Gunkul Engineering Public Co., Ltd.
“Board of Directors”	The Board of Directors of Gunkul Engineering Public Co., Ltd.
“Executive Committee”	The Executive Committee of Gunkul Engineering Public Co., Ltd.
“Member of Executive Committee”	Member of Executive Committee of Gunkul Engineering Public Co., Ltd.
“Independent Director”	A Non-Executive Director with qualifications in accordance with the requirements of the Notification of the Capital Market Supervisory Board No. Thor.Jor. 28/2551
“Executive”	The person holding position from the level of Assistant Director of division and above of Gunkul Engineering Public Co., Ltd. and GUNKUL's Group
“Related Transaction”	The transaction made by the listed company or the subsidiary company with the related persons to the listed company such as a director, executive, major shareholder or the person with control power on the listed company, including the juristic person that such person is a major shareholder or has the control power.
“Related Person”	The person with conflict of interest who is able to influence the director or the executive of the Company to make a decision with consideration either on personal interest or the maximum interest of the Company.
“Person with possible conflict of interest”	<p>The following persons:</p> <ol style="list-style-type: none"> <li>a. Director or executive of the securities issuer</li> <li>b. Major shareholder of the securities issuer</li> <li>c. Person with control power of the securities issuer</li> <li>d. Person with lineage or marital relationship or relationship legally registered with the person in (a), (b) or (c) which is father, mother, spouse, brother and sister, children or spouse of the child</li> <li>e. Any juristic person that person in (a), (b) or (c) has significantly held shares or control power or any interest whether directly or indirectly.</li> </ol>

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### 2. Objectives

The Board of Directors deems appropriate to formulate the “Executive Committee Charter” as a framework and guideline to perform the work as assigned by the Board of Directors. The Executive Committee is required to support the work of the Board of Directors in managing and controlling the Company’s business to ensure an overall concrete outcome and enhance the Company to grow in a sustainable manner through ethical, transparent and verifiable management, which will help enhance confidence of the shareholders, investors, stakeholders and all related parties.

This charter is prepared to ensure understanding of the Executive Committee in its role, duties and responsibilities, and to provide a guideline on the duty performed.

### 3. Components, Appointment and Qualification

#### 3.1 Components and appointment

- 3.1.1 The Board of Directors will appoint the Executive Committee by selecting the directors and/or the executives of the Company in a certain number and/or the qualified persons but not the independent director.
- 3.1.2 The Executive Committee shall consist of at least 5 members.
- 3.1.3 The Board of Directors is required to appoint the Chairman of the Executive Committee.
- 3.1.4 The Company will propose its employee to be the secretary of the Executive Committee with approval from the Executive Committee.

#### 3.2 Qualification


- 3.2.1 The Chairman of the Executive Committee is required not to be the Chairman of the Board of Directors.
- 3.2.2 The Executive Committee member is required to be knowledgeable, competent and experienced in work beneficial to the Company’s business having integrity, objectivity and business ethics.
- 3.2.3 The Executive Committee is required not to be the director, executive or business operator in the enterprise undertaking business similar to that of the Company unless such enterprise is the subsidiary company, 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 the performance of duties

### 4. Term of Office and Removal from the Post

#### 4.1 Term in Office

- 4.1.1 Term of office of the Executive Committee shall be 3 years each term. The Executive Committee member who completes his/ her term may be considered to the reappointment by the Board of Directors.
- 4.1.2 If a position of the Executive Committee becomes vacant for reasons other than retirement by rotation in accordance with Clause 4.1.1., the Board of Directors shall

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appoint the person who is qualified and does not possess any prohibited characteristics to assume the vacant position so as to complete the number according to formulation of the Board of Directors in this charter. The person appointed to assume a vacant position is allowed to remain in the office for the remaining term of whom he/she replaces.

4.1.3 Appointment of the new Executive Committee member to make a complete number as prescribed, is required to be undertaken rapidly to ensure continuity in operation of the Executive Committee.

#### 4.2 Removal from the Post

4.2.1 The Executive Committee shall retire from the office upon

1. Death
2. Resignation
3. Disqualification or possessing characteristics prohibited under the law on public companies, the Securities and Exchange Act, and other relevant laws
4. Being removed by the majority vote of the Board of Directors
5. Expiration of term


4.2.2 The Executive Committee who is desired to resign, is required to inform the Company in writing at least one-month in advance unless there is a force majeure with proper justification

### 5. Scope of Authority, Duties and Responsibilities

The Board of Directors determines the scope of authority, 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, the Board of Directors' and the shareholders' meetings resolutions with honesty, cautious, to having responsibility and ethical by taking into account the benefits of all shareholders equally.
- 5.2 To determine 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 accordance with vision, mission, strategy and policy of the Board of Directors, and in compliance with laws on Securities and Stock Exchange Act, requirements of the Stock Exchange or laws relevant 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.
- 5.4 To scrutinize, deem appropriate and approve the business operation that is conducted within the normal course of business and management of the Company within the scope of authority provided.
- 5.5 To determine the employee's code of conduct that is not against related regulations and laws.
- 5.6 To approve the position structure, salary structure and other benefits of the employees, and deem appropriate the management structure from the division level to lower.
- 5.7 To scrutinize, deem appropriate and approve the annual budget plan, supervise and monitor the operation to be in accordance with approved policy, target and budget plan.
- 5.8 To ensure that the internal control system of the Company is suitable and proper.

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- 5.9 To determine framework and policy regarding risk management to be in accordance with objectives, strategies, and acceptable risks of the Company, including monitoring and assessing the efficiency of risk management regularly.
- 5.10 To determine the process of encouraging, supporting, and monitoring to ensure that employees and other related persons act in accordance with Anti-Corruption measures, including reviewing the appropriateness of various process and measures to be in line with changes in business, regulations and laws.
- 5.11 To supervise the establishment of mechanisms and procedures for handling complaints from stakeholders in accordance with the Company's Anti-Corruption and Whistle-Blowing Policy.
- 5.12 To scrutinize, deem appropriate or approve the investment and/or participation in the bidding of new projects, as well as entering into projects as deemed suitable, including entering into a juristic act related to such matter until its completion within the scope of authority provided.
- 5.13 To scrutinize, deem appropriate or approve the Company to enter into joint investments with any individuals, juristic persons and/or group of persons in any form to undertake the business in accordance with the Company's objectives, including entering into the juristic act related to such matter until its completion within the scope of authority provided.
- 5.14 To scrutinize, deem appropriate or approve the appointment or employment of the advisor, including the external expert to provide opinions and undertake any act related to the business conducted by the Company.
- 5.15 The Executive Committee may delegate and appoint a special working group, group of persons, executives or any individual to undertake any work within scope of duty and responsibility as deemed appropriate.
- 5.16 To delegate authority to special working group, group of persons, executive or any individual to undertake any act must not include an authority to approve the related transaction or transaction with possible conflict of interest or the transaction with conflict of interest as indicated in the Company's regulations, policy, regulations and Notifications of the Capital Market Supervisory Board. Such transactions are required to be proposed to the Board of Directors' meeting and/or the shareholders' meeting to consider and approve in accordance with the Company's regulations or relevant laws, unless it is an approval on the transaction that is conducted within the normal course of business of the Company in accordance with the policy and criteria approved by the Board of Directors.
- 5.17 To assess performance of the Executive Committee, including providing recommendations on development and improvement to the Board of Directors for acknowledgment and use as guideline to determine the policy on continued development of the organization.
- 5.18 To review the Executive Committee Charter annually.
- 5.19 To prepare an activity report of the Executive Committee for disclosure in the Company's Annual Report, which shall be signed by the Chairman of the Executive Committee
  1. Overall comments or remarks that the Executive Committee has learned from performing duties in accordance with the charter.

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2. Other reports that the Executive Committee has viewed that shareholders and investors should know within the scope of authority and responsibility assigned by the Board of Directors.
3. Number of meetings 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 ask for independent opinion from other professional consultant as deemed necessary, by using the expense of the Company.

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

### 6. Meeting

#### 6.1 Number of Meeting

- 6.1.1 The Executive Committee is required to arrange the meeting at least once a month. Additional meeting may be arranged as the Chairman of the Executive Committee deemed necessary.
- 6.1.2 The Chairman of the Executive Committee may call a special meeting as deemed necessary or if 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 examine the agenda that required to be jointly discussed in particular in addition to the regular meeting.
- 6.1.3 Details of number of meetings and meeting attendance of each Executive Committee member shall be disclosed in the annual registration statement (Form 56-1 One Report).


#### 6.2 Attendants of the Meeting

- 6.2.1 In the Executive Committee meeting, at least half of the Executive Committee members are required to attend the meeting to make a quorum. 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 unable to undertake his/her duty, the Executive Committee is required to elect one of the Executive Committee members to chair the meeting.
- 6.2.3 The Company's director or the executive or the person related to the particular agenda may be invited to attend the Executive Committee meeting to provide relevant information.
- 6.2.4 The secretary of the Executive Committee is required to attend every meeting and if there is any necessity that attendance is impossible, the Company may assign other person to attend the meeting on his/her behalf.

#### 6.3 Agenda of the Meeting

- 6.3.1 The Executive Committee should determine the agenda of the meeting in advance, which should include the following agenda
  1. Matters to be informed to the meeting by the Chairman
  2. Approval on the preceding minutes

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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 Supporting documents are required to be submitted to the Executive Committee and other attendants at least 7 days prior to the meeting date for sufficient time to study the information and request for additional information. Unless it is an urgent case to look after the rights or interest of the Company, the meeting appointment may be arranged by other methods and the meeting date may be set earlier than that.

### 6.4 Voting

6.4.1 The meeting resolution is required to be passed with the majority vote of the Executive Committee attending the meeting and voting. 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 a conflict of interest in the matter discussed is required to suspend his/her vote on such matter.

### 6.5 Minutes of the Meeting

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

6.5.2 The secretary of the Executive Committee or the person assigned is required to submit the minutes of the meeting and plans (if any) to the related agency for acknowledgement and as guidelines for action in accordance with policy and guideline provided.

## 7. Reporting

7.1 The Executive Committee is required to report meeting outcome to the Board of Directors regularly or other matters that the Board of Directors should acknowledge, together with comments on guidelines and recommendations as deemed appropriate.

7.2 If there is any critical act or matter, which may significantly affect the Company's operation or the guideline on good corporate governance or business ethics, the Executive Committee is required to report to the Board of Directors within a suitable period.


7.3 The Chairman of the Executive Committee is required to disclose the process and criteria on performance assessment of the Executive Committee, number of meetings, meeting attendance and remuneration of each Executive Committee member in the annual registration statement (Form 56-1 One Report).

## 8. Performance assessment

8.1 The Executive Committee has a duty to make performance assessment every year and inform the Board of Directors for acknowledgement.

8.2 The process and criteria on performance assessment of the Executive Committee as a whole basis will be disclosed in the annual registration statement (Form 56-1 One Report).

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### 9. Remuneration

- 9.1 In the Annual General Meeting of Shareholders, the shareholders will consider and determine the Executive Committee's remuneration.
- 9.2 Remunerations of each Executive Committee member paid in the past year is required to be disclosed in the annual registration statement (Form 56-1 One Report).

### 10. Orientation and Training

#### 10.1 Orientation

Every new Executive Committee member is required to attend the "Orientation for New Director" as provided by the Company.

#### 10.2 Training

The Company has a policy to encourage the Executive Committee member to attend the training course to enhance knowledge under good governance supervision plan continuously.


### Transitory Provisions

The person appointed to be the Executive Committee member before the date that this charter is in effect shall still undertake the post, authority, and duty as the Executive Committee member completely until the expiry of term or other person is appointed to replace him/her. This charter will have no effect on any act undertaken before the effective date of this charter. Any act undertaken before this charter is in effect shall be proceeded until its completion. In addition, if the Executive Committee has viewed that the enforcement of this charter on any matter that is made immediately will affect the Company's operation, the Executive Committee may implicitly enforce the original rules and regulations in the meantime.

Any person appointed by the Executive Committee before the enforcement of this charter, including the secretary of the Executive Committee, shall have the authority and duties of such post until the expiry of term or other person is appointed to replace him/her.



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**Record of the Amendments**

Document No.	Amendment No.	Date	Amended Provision	Justification	Cancellation Date
OMD2551/07	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
OMD2555/01	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
OMD2559/05	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
OMD2560/10	4.0	25 DEC 2017	Reviewed	To comply with the concept of the supervision agency and the current operation	25 FEB 2019
OMD2562/04	5.0	25 FEB 2019	Reviewed	To comply with the concept of the supervision agency and the current operation	8 NOV 2019
OMD2562/15	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	-