

Nova Empire Public Company Limited

Charter of the Executive Committee

To enable the Executive Committee of Nova Empire Public Company Limited to carry out the duties delegated by the Board of Directors effectively, and in line with good corporate governance principles and international standards, the Board of Directors has established this Charter of the Executive Committee as follows:

1. Scope of Authority, Duties and Responsibilities

The Executive Committee shall exercise its authority and perform its duties in line with the Company's objectives, its policies, the Delegation of Authorities approved by the Board of Directors, the Company's Articles of Association, and resolutions of the Board of Directors. Its duties include, but are not limited to, the following:

- 1.1 To set the Company's vision, mission, strategic policies and targets, and propose them to the Board of Directors for approval.
- 1.2 To set the Company's business plan, budget and management authorities, and propose them to the Board of Directors for approval.
- 1.3 To ensure that the Company operates in compliance with the law, its objectives, its Articles of Association, resolutions of the shareholders' meetings and of the Board of Directors, and all applicable rules and regulations.
- 1.4 To monitor and oversee the Company's performance to ensure it is efficient, effective, and consistent with the strategic, targets, business plan and budget approved by the Board of Directors.
- 1.5 To approve and carry out financial transactions in the ordinary course of the Company's business, within the limits set out in the Delegation of Authorities

approved by the Board of Directors. Any transaction exceeding those limits shall be submitted to the Board of Directors for approval.

- 1.6 To report regularly to the Board of Directors on the Executive Committee's performance of its duties.
- 1.7 To ensure that the Company's financial reports are completed within the period required by applicable laws and regulations, so that the auditor can audit or review them before they are submitted to the Audit Committee and then to the Board of Directors.
- 1.8 This Charter shall be reviewed annually by the Executive Committee and submitted to the Board of Directors for approval, to ensure that the Company remains a leader in promoting good corporate governance.

2. Composition of the Executive Committee

- 2.1 The Executive Committee shall consist of not fewer than three (3) members appointed by the Board of Directors, comprising directors of the Company, executives of the Company or suitably qualified external persons. The Executive Committee shall include: (a) at least one (1) member who is a director of the Company; and (b) at least one (1) member who is an executive of the Company. A person who concurrently holds the positions of both a director and an executive of the Company may be counted under only one of (a) and (b). The requirements under (a) and (b) shall therefore be satisfied by two different individuals, with the result that the Executive Committee shall at all times have not fewer than two (2) members who are directors or executives of the Company.
- 2.2 The Board of Directors shall appoint a member of the Executive Committee who is also a director of the Company as Chairman of the Executive Committee.

- 2.3 The Chief Executive Officer is a member of the Executive Committee by virtue of their position.

3. Term of Office

- 3.1 A member of the Executive Committee who is a director of the Company shall hold office for the same term as their directorship, unless the Board of Directors resolves otherwise.
- 3.2 If a member of the Executive Committee is an executive of the Company, their term shall run concurrently with their term as an executive of the Company, unless the Board of Directors resolves otherwise.
- 3.3 If a member of the Executive Committee is an external person, their term shall be determined by the Board of Directors.
- 3.4 If the Executive Committee has fewer than three (3) members, the Board of Directors shall appoint additional members immediately, or no later than ninety (90) days from the date the vacancy arose, to ensure continuity in the performance of the Executive Committee's duties.

4. Meetings

- 4.1 Meetings of the Executive Committee shall be held at least six (6) times per year.
- 4.2 The Chairman of the Executive Committee shall convene meetings of the Executive Committee, or may assign another person to do so on their behalf.
- 4.3 The Chairman of the Executive Committee, or the Secretary of the Executive Committee acting on the Chairman's instruction, shall send the notice of meeting to members at least seven (7) days before the meeting date. In cases of necessity

or urgency, notice may be given by other means, or the meeting may be held sooner.

- 4.4 The chairman of the meeting may, as appropriate, invite any person with relevant duties and responsibilities, any person concerned, or any person with knowledge and expertise in the matters under consideration to attend the meeting or give their views.

5. Quorum

- 5.1 A quorum requires at least one-half of the total number of members of the Executive Committee to be present.
- 5.2 The Chairman of the Executive Committee shall chair the meeting. If the Chairman is not present or is unable to perform their duties, the members present shall elect one member to chair the meeting. Decisions shall be made by a majority of votes.
- 5.3 Each member shall have one vote, except that a member with an interest in a matter may not vote on that matter. If the votes are tied, the chairman of the meeting shall have an additional casting vote.

This Charter shall take effect from 11 August 2026 onwards.

(Niti Jungnitnirundr)
Vice Chairman of the Board of Directors
Nova Empire Public Company Limited)