

Executive Committee Charter



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**THAI AUTO TOOLS AND DIE PUBLIC COMPANY
LIMITED (“The Company”)**

1. Purpose

To facilitate the efficient and consistent business operations of Thai Auto Tools and Die Public Company Limited ("**the Company**") and its subsidiaries (collectively referred to as the "**Group**"), the Company has established an Executive Committee to perform the duties of managing, inspecting and following up on the Group's performance.

2. Composition and Qualifications

The Board of Directors shall appoint the Executive Committee with the number of executive directors as the Board of Directors deems appropriate, who shall be selected from among the Company's directors and/or executives of the Group who possess qualifications without the prohibitions under the Public Limited Companies Act, the Securities and Exchange Act, and any other relevant laws. The Company's Chief Executive Officer shall serve as Chairman of the Executive Committee and the managing directors of all subsidiaries shall serve as executive directors by virtue of their position.

The Executive Committee shall appoint a Secretary to the Executive Committee to assist the Executive Committee in its operations, such as scheduling meetings, preparing meeting agendas, submitting meeting documents, and recording meeting minutes, etc.

3. Term of Office

- Executive directors who are not executive directors by virtue of their position shall have a term of office of three years. Executive directors who have left their office by the completion of their term of office are eligible for reappointment as the Board of Directors deems appropriate.
- The Executive Committee shall cease to hold office when
 - Expiration of the term of office.
 - Loss of status from being a director of the Company and/or executive.
 - Resignation.
 - Death.
 - The Board of Directors has voted to remove the person from office.

- In the event that a position of executive director becomes vacant for reasons other than the expiration of term, the Board of Directors shall appoint a qualified person to be an executive director, and the person who is appointed as a replacement executive director shall remain in the position of executive director for only the remaining term of the executive director whom her or she replaces.

4. Duties and Responsibilities

The Executive Committee has the following powers, duties and responsibilities :

1. Consider and set the business strategy and plans, including the management structure and various executive powers of the Group to be submitted to the Board of Directors for further consideration and approval.
2. Review, monitor and carry out various administrative tasks of the Group effectively and efficiently according to the policies, goals, business plans, business strategies and budgets as approved by the Board of Directors, in addition to being ready to provide management advice and recommendations to senior executives of the Group.
3. Follow up on the performance and progress of the Group 's investment projects and report outcomes, problems and obstacles along with corrective guidelines to the Board of Directors for acknowledgement.
4. Consider and approve the annual budget and present it to the Board of Directors for consideration and approval.
5. Present an organization structure that is appropriate to the Group to the Board of Directors for consideration and approval.
6. The Executive Committee has the authority to make legal transactions binding to the Company within the scope specified in the Company's policies and procedures regarding approval authority.
7. Provide recommendations or comments to the Board of Directors regarding the project proposals, entry into any transactions related to the business operations of the Group, including consideration of appropriate and beneficial fundraising options for the Group's operations.

8. Enter into financial transactions with financial institutions in opening accounts, buying and selling and registering ownership of any land according to the objectives for the benefit of the Group 's operations, including entering into legal contract, submitting applications, making offers, contacting and making legal transactions with government agencies to obtain the Company's legal rights, including any actions related to such matters, until completion, according to the specified monetary limits and/or related laws and requirements and/or policies and regulations stipulated by the Company.
9. Supervise the rules, regulations, management policies and business operations of the Group or any actions that are binding on the Group under the framework and criteria that the Company's Board of Directors has approved and specified.
10. Perform other tasks as assigned by the Board of Directors.

The Executive Committee may authorize and/or assign other persons to perform specific tasks on its behalf. Such authorization and/or assignment shall be within the scope of the power of attorney provided and/or in accordance with the regulations, requirements, or orders of the Board of Directors. The authorization of the Executive Committee must not be in the form of a delegation or sub-delegation of authority that allows the Executive Committee or the authorized representative of the Executive Committee to approve transactions in which they or their related persons (as defined in the relevant notifications of the Capital Market Supervisory Board or the Securities and Exchange Commission) may have an interest, may receive any benefit in any manner, or may have any other conflict of interest with the Company and/or its subsidiaries.

5. Meetings

- 5.1 The Executive Committee shall hold meetings as necessary and appropriate.
- 5.2 The meeting agenda and accompanying documents must be sent to the Executive Committee at least three days in advance of each meeting, except in urgent cases to protect the rights or benefits of the Group, in which case the meeting notice may be sent less than three days in advance.
- 5.3 At least half of the total number of Executive Directors must attend the meeting to constitute a quorum.

- 5.4 The Executive Committee may also decide that the meeting be held via electronic media. However, if the meeting is held via electronic media, the meeting invitation may be sent by email. For an electronic meeting, the meeting participants must be in the Kingdom of Thailand at the time of the meeting, and at least one-third of the meeting participants must be present at the same location.
- 5.5 The Chairman of the Executive Committee shall preside over meetings. In the event that the Chairman of the Executive Committee is not present at the meeting or is unable to perform his duties, if the Company has appointed a Vice Chairman of the Executive Committee, the Vice Chairman of the Executive Committee shall preside over the meeting. If there is no Vice Chairman of the Executive Committee appointed or there is one but he is unable to perform his duties, the executive directors who are attending the meeting shall elect one executive director be the chairman of the meeting.
- 5.6 The resolution of the Executive Committee meeting shall be based on the majority vote of the Executive Committee members attending the meeting and having the right to vote. However, any Executive Committee member who has a stake in any matter shall not participate in the consideration or vote on that agenda item. In the event of a tie, the Chairman of the meeting shall cast an additional, deciding vote.
- 5.7 The Company shall complete the recording of the minutes of the Executive Committee meetings within 14 days from the date of each Executive Committee meeting and shall compile certified documents for reference and verification.

6. Reporting

The Executive Committee has a duty to report to the Board of Directors on the results of operations or any other matters that the Board of Directors deems appropriate, along with appropriate comments on practices and recommendations, at least once each quarter. However, if the Executive Committee deems it necessary and urgent, it may submit a report to the Board of Directors before the next Board of Directors meeting.

7. Performance Review of the Executive Committee

A performance review of the Executive Committee shall be conducted annually, by evaluating the performance of the Executive Committee as a whole and individually, in addition to reporting the results of such reviews to the Board of Directors.

8. Charter Review

The Executive Committee shall review this Charter at least once annually.

This policy was approved by the Board of Directors Meeting No. 4/2025 on 14 November 2025, effective from 14 November 2025 onwards.

- *Dr. Damri Sukhotanang* -

Dr. Damri Sukhotanang

Chairman of the Board of Directors