



Charter of the Executive Committee

**Nawarat Patanakarn Public Company Limited
(ECC – 01)**

Revision 00
Date 17/09/2015

Charter of the Executive Committee

1. Purpose

The Charter of the Executive Committee has been defined to enable the performance of the Executive Committee to become efficient, effective and aligned with the Company's good corporate governance.

2. Composition and Appointment of the Executive Committee

2.1 The Executive Committee shall consist of not less than 3 (three) members.

2.2 The Executive Committee shall be appointed by the Board of Directors.

2.3 The Board of Directors shall appoint one member of the Executive Committee as the Chief Executive Officer of the Executive Committee.

3. Qualifications of the Executive Committee

3.1 The Executive Committee members must be knowledgeable and experienced beneficial to perform duties under the roles and responsibilities of the Executive Committee and shall hold a position of Senior Vice President or higher.

3.2 The Executive Committee members must dedicate their time adequately to perform their duties.

4. Office Terms

4.1 The Executive Committee shall serve a term of office of 3 (three) years as from the date of appointment.

4.2 The Executive Committee members who have completed their terms may be re – appointed by the Board of Directors.

4.3 In case of a vacancy occurs for reasons other than term completion, the Board of Director shall appoint a qualified person to maintain the required numbers of the committee members as defined in this Charter. The substituted member can only be in the office within the remaining term of the member he/she replaces.

4.4 An Executive Committee member who desires to resign ahead of term completion must notify and submit a resignation letter to the Chairman of the Board at least 30 days in advance.

4.5 An Executive Committee member shall vacate office when he or she:-

- completes the term;
- resigns;
- deceases;
- is removal by the Board of Directors;
- is imprisoned under the final court verdict or a legal order, except for offences caused by negligence or misdemeanor;
- is considered incompetent or quasi – competent;
- becomes bankruptcy

5. Duties and Responsibilities of the Executive Committee

5.1 Formulate the Company's business strategies and business operation plan; oversee and monitor the compliance of the corporate governance principles and the operating results of the Company to be the most effective and efficient.

5.2 Review the Company's operational performance from time to time to find prompt solutions to achieve the planned business targets.

5.3 Review and endorse annual budgets and large scale of investment projects of the Company before submitting to the Board of Director for approval.

5.4 Set up organizational structure and carry out efficient management covering recruitment, trainings, employment, termination of employment and compensation of executives and staff members.

5.5 Under power of attorney to act as a representative to exercise business transactions on behalf of the Company within the limits of authority defined in the Corporate Governance Policy and the Company's regulation

5.6 Provide advice to the Board of Directors for making decisions on important issues

5.7 Executive other duties as assigned by the Board of Directors

6. Meetings and Quorum

6.1 The Executive Committee must hold meeting monthly by setting meeting dates in advance all year round.

6.2 The Chief Executive Officer (CEO) or the assigned persons sends the meeting invitations specifying date, time, venue and agenda details to all members at least 7 (seven) days ahead of the meeting. Except for the urgent case to protect the Company's interest, notification of the meeting can be given through other means and the meeting can be convened earlier

6.3 To form a quorum, at least half of the total members of the Executive Committee must be present

6.4 The Chief Executive Officer (CEO) of the Executive Committee shall also be the chairman of the meeting. In case the CEO is absent or cannot perform the duty, other members attending the meeting can select one member to be a substituted chairman of the meeting

6.5 Each member of the Executive Committee with vested interest in any agenda item must abstain from voting on that item

6.6 The resolution of the meeting will take into account the majority of votes, with one member having one vote. If the number of votes is equal, the chairman will cast the decisive vote

7. Reporting

The Executive Committee shall report its activities to the Board of Directors after each committee meeting and shall report its operational performance to the shareholders in the Company's annual information report (56-1 form) and the annual report (56-2 form)

8. Performance Evaluation

The Executive Committee shall conduct a self – appraisal at least once a year and shall report the results to the Board of Directors for acknowledgement and consideration.

9. Remuneration of the Executive Committee

The Nomination and Remuneration Committee shall determine and recommend the remuneration of the Executive Committee to the Board of Directors for consideration and shall propose to the meeting of shareholders for approval.

This Charter is approved by the Board of Directors' Meeting No. 09/2015 on September 17, 2015 and is enforced from September 17, 2015 onward

(Mr. Mana Karnasuta)
Chairman
Nawarat Patanakarn Public Co., Ltd.