

# **Charter of the Executive Committee**

**Bound and Beyond Public Company Limited**

Reviewed and Effective on November 18, 2024

## **Charter of the Executive Committee**

### **Objective**

The Executive Committee ("EC") is a sub-committee appointed by the Board of Directors. The objective is that the Executive Board is the representative of the Board of Directors in supervising and monitoring the normal operations of the Company's current business, and considering the opportunities for additionally investing in other businesses or projects, in order to ensure the expansion of the Company's business, which shall be presented to the Board of Directors for further consideration and/or acknowledgment.

### **Composition and Qualification**

The EC shall consist of at least 3 members who shall be the Company's directors elected by the shareholders, and the Managing Director being an ex officio member of EC. The Board of Directors is responsible for considering the appointment of EC members and electing 1 EC members as the Chairman of EC.

### **EC Meeting**

1. The EC shall hold its meeting monthly. At each EC Meeting, there shall be the EC members attending at the meeting in the amount of not less than half of the total numbers of EC members at that time. In doing so, a quorum is constituted.
2. The directors being not EC members may attend the EC Meeting. The executives of the Company may attend EC Meeting in order to provide necessary information to the EC.
3. The resolution of EC Meeting shall be passed by a majority vote of the EC members attending the meeting.

### **Authorities and Responsibilities of the EC**

1. To supervise and monitor the normal operations of the Company's current business, and consider the opportunities for additionally investing in other businesses or projects, in order to ensure the expansion of the Company's business, which shall be presented to the Board of Directors for further consideration and/or acknowledgment. In this regard, the EC shall be entitled to approve the investment in specific business or project under the budgetary framework or spending limit as approved by the Board of Directors, and is required to report to the Board of Directors for acknowledgement.
2. The EC shall be obtained assistance from the Company's Management, which includes but not limited to, the Legal Department, the Accounting Department, or external consultants.
3. The EC may appoint the working team and/or assign the specific person to act on its behalf in the case where it is necessary as EC deems appropriate.
4. To evaluate the annual performance of the Managing Director in order to be used for considering compensation for the Managing Director at appropriate rate.

### **Report of the EC**

1. The EC prepares minutes of its meeting in order to present the resolutions of significant matters to the Board of Directors for consideration and/or acknowledgment.
2. The Chairman of the Board of Directors may delegate to the Chairman of EC to prepare the report on important project as assigned to the EC, to the shareholders in the Company's Annual Report.

**Performance Evaluation**

The EC shall conduct annual evaluation of their performance and report to the Board of Directors.

This EC Charter has been approved by the Board of Directors' Meeting No. 5/2024 held on November 18, 2024, and shall be effective from November 18, 2024 onwards.