

# Univentures Public Company Limited.,

## Executive Board Charter

### 1. Objectives

To support the work of building confidence among stakeholders. To make the company sustainable. It also creates clarity in the composition. Position of the position Responsibilities and meetings of the Executive Committee. The Board of Directors agrees to make the Executive Committee Charter as a guideline for the legal and ethical conduct. Compliance with Good Corporate Governance Principles It consists of directors and a number of qualified executives. To manage and Control of the business of the Company as assigned by the Board. This charter is designed to give the Executive Board an understanding of the role. Responsibility and self-responsibility, and use this Charter as a guideline in the performance of duties.

### 2. Elements

2.1 Appointed by the Board of Directors the number of directors shall be determined by the Board of Directors. The President is the Executive Director.

2.3 The Board of Directors shall elect one Executive Committee member to be the Chairman of the Executive Committee. In case the Board of Directors deems appropriate. One or several executive directors may be elected as vice chairpersons.

### 3. Features

3.1 The Executive Director must be knowledgeable, capable and experienced in the business operation of the Company. Honesty, ethics in business and dedication to work.

3.2 Qualified and Non-Prohibited under the Public Limited Companies Act Securities and Exchange Act and other relevant laws.

### 4. Term of office and remuneration

4.1 Executive Director who is a director the term of office shall be 3 years, by rotation as the term of office of the Company's directors. May also be appointed by the Board of Directors.

4.2 Executive Director of the Company He holds the term of office as the Company's management. Unless the Board of Directors resolves otherwise.

4.3 In addition to the expiration of the term of office mentioned above. Executive Director vacates office upon

(1) Death

(2) Resignation

(3) Lack of qualifications for being a director or a prohibited person under the Public Limited Companies Act; Or a characteristic that indicates a lack of appropriateness to be trusted to manage a publicly-held business as a shareholder under Section 89/3 of the Securities and Exchange Act (No.4) . 2551

(4) The meeting of the Board of Directors resolved to vacate the office.

4.4 In case any executive director resigns to submit the resignation letter to the Chairman of the Board.

4.5 Where the Executive Director vacates due to another reason In the event of the expiration of the term, the Board of Directors shall appoint the qualified persons and shall not be prohibited by law as executive director. Unless the term of the Executive Director is less than 2 months, the Board of Directors shall not appoint any vacant Executive Directors. A replacement executive director shall be in office only for the remaining term of the Executive Director.

## **5. Meetings**

5.1 The Executive Board meetings shall be held on a monthly basis. At least once a month or as appropriate.

5.2 In the meeting of the Executive Committee, the Executive Chairman or the Secretary of the Executive Committee, as the authorized person, shall send the notice of the meeting to the Executive Committee not less than 7 days prior to the meeting date. Except in urgent cases, in order to maintain the Company's benefits, the Company will inform the meeting of the meeting by other means. Schedule a meeting sooner than that.

5.3 A quorum consists of not less than half of the total number of directors. A quorum

5.4 In case that the Executive Chairman and Vice Chairman of the Executive Board do not attend the meeting the directors present at the meeting will select one of them to preside over the meeting.

5.5 In voting, the Executive Committee has one vote and one vote is used. In case of equal votes. The Chairman of the Executive Committee has one vote to cast. The Secretary of the Executive Board has no right to vote.

5.6 The Executive Director, who has a vested interest in any matter. Must not be in the meeting and There is no right to vote on that issue.

5.7 The Executive Committee may invite other persons such as the President. Managing director Deputy Managing Director Assistant Managing Director Section head and / or other persons involved. To attend the meeting as appropriate. It may also be considered a separate meeting with another person. If there are issues or considerations that should be discussed specifically.

## **6. Duties and Responsibilities**

6.1 Define Policy, Goals, Strategies, Operational Plans Annual budget and the management of the Company to propose to the Board of Directors for approval.

6.2 Supervise the business operation of the Company in accordance with the policy, goals, strategies, operational plans and annual budget. Approved by the Board of Directors to be effective and conducive to the business condition. Consultation Introduce Management to Executives

6.3 Consideration of investment spending To conduct financial transactions with financial institutions for the purpose of opening a mortgage, pledge, mortgage and other transactions. Including trading / registration of land rights for transactions. The Company has a policy to pay interest at the rate stipulated in the agreement.

6.4 Define organizational structure and effective management. It covers the selection, training, commissioning and termination of employees of management companies. Or senior management May be assigned to the President. Or the Managing Director of the Company. The authority to replace the company that will sign the employment contract.

6.5 Supervise and approve matters relating to the operation of the Company and May appoint or assign any person or persons to act on behalf of the Executive Committee as it deems appropriate and The Executive Board can cancel, change or amend the authority.

6.6 Screening of all types of works proposed to the Board of Directors, except for work under the authority and responsibility. And / or the powers of other committees of the Company to scrutinize and submit to the Board of Directors directly.

6.7 To review and update the charter of the Executive Board annually.

6.8 To prepare the performance report of the Executive Committee, signed by the Chairman of the Executive Committee, for disclosure in the annual report in accordance with the Good Corporate Governance Principles.

6.9 Perform other duties assigned by the Board of Directors.

The delegation of powers, duties and responsibilities of the Executive Committee. It does not have the power of attorney. To authorize the Executive Committee or The delegate of authority from the Executive Board can approve the transaction on which he or she may have a conflict of interest or any other conflict of interest with the Company. Subsidiaries of the Company As defined in the Notification of the Securities and Exchange Commission the approval of such transaction must be submitted to the Board of Directors. And / or the shareholders' meeting. (As the case may be) to approve such transaction. According to the Articles of Association of the Company and its subsidiaries or related laws, except for the approval of transactions with normal business conditions with clear boundaries.

## **7. Performance appraisal**

The Board of Directors provides self-assessment on the performance of the Board of Directors and the Board of Directors annually to review the performance, problems and obstacles in the past year.

This Charter the Board of Directors has considered and approved the meeting of the Board of Directors No. 2 / 2017-2018 on February 13, 2018.

The appointment will be effective from 13 February 2018 onwards.