

Charter of the Board of Executive Directors Committee

Univentures Public Company Limited

1. Objectives

In order to support performance of the Board of Executive Directors Committee which is one of the important managing factors of businesses of UV Group to be in line with policies, business plan, and goals prescribed by the Board of Directors, and to be at highest efficiency in order to create confidence for all stakeholders, as well as providing clarity for scope of responsibilities and other important matters related to the Board of Executive Directors Committee, the Board of Directors resolves to arrange the Charter of the Board of Executive Directors Committee to become practice guidelines of such committee in order for the Committee to perform correctly according to laws and good corporate governance principles.

2. Composition and Appointment

- 2.1 The Board of Directors appoints the Board of Executive Directors Committee which comprises of directors and a number of executives with appropriate qualifications. The Board of Directors prescribes the number of members of the Board of Executive Directors Committee as deemed suitable and the President is one of the Board of Executive Directors Committee member by position.
- 2.2 The Board of Directors shall elect one Board of Executive Directors Committee member to be the Chairman of the Board of Executive Directors Committee and the Board of Directors may select one or several members of the Board of Executive Directors Committee to be vice chairman.

3. Qualifications

- 3.1 Members of the Board of Executive Directors Committee must be knowledgeable, capable and experienced in the business operation of the Company, and must possess honesty, business ethics, and full dedication of time to perform at work.
- 3.2 Members of the Board of Executive Directors Committee must be qualified and possess no prohibited characteristics under the laws of Public Limited Companies, the Securities and Exchange Act and other relevant laws, as well as no characteristics that indicate lack of properness to be trusted for managing a company with public shareholders as prescribed in Section 89/3 of The Securities and Exchange Act (No. 4) BE 2551.

4. Term of Office and Remuneration

- 4.1 The term of office of the Board of Executive Directors Committee members who are Board Directors is three years, ending in accordance with term of the Company's directors. At the end of the term, he/she may be reappointed as a member of the Committee again.
- 4.2 Members of the Board of Executive Directors Committee who are the Company's executives hold the term of office as same as their terms for being the Executives, unless the Board of Directors resolves otherwise.
- 4.3 In addition to the expiration of the term of office stated above, members of the Board of Executive Directors Committee can vacate office upon
- (1) Death
 - (2) Resignation
 - (3) Lack of qualifications for being a director or possession of prohibited characteristics under the laws of Public Limited Companies or characteristics that indicate lack of properness to be trusted for managing a company with public shareholders as prescribed in Section 89/3 of The Securities and Exchange Act (No. 4) BE 2551.
 - (4) The meeting of the Board of Directors resolve to remove him/her from office.
- 4.4 In the case that a member of the Board of Executive Directors Committee wishes to resign from the position, he/she shall submit the resignation letter to the Chairman of the Board.
- 4.5 In the case that a position of the Board of Executive Directors Committee is vacant due to reasons other than end of term, the Board of Directors shall appoint a substitute person who possesses qualifications and no characteristics prohibited by law to become a replacing member. If the term of office of such member is less than 2 months, the Board of Directors does not have to appoint a substitute member to replace such member. The substitute member can be in the position only for the remaining term of the member whom she/he replaces.
- 4.6 The Remuneration and Nomination Committee determines the compensation of members of the Board of Executive Directors Committee based on amount of work and responsibilities. This shall be presented to the Board of Directors for consideration before further present to the meeting of the shareholders for consideration and approval.

5. Meetings

- 5.1 The Board of Executive Directors Committee meetings shall be held on a monthly basis for at least once a month or as appropriate.
- 5.2 In calling the meeting of the Board of Executive Directors Committee, the Chairman of the Board of Executive Directors Committee or the Secretary of the Board of Executive Directors Committee, as the person assigned, shall send invitation letters to members of the Board of Executive Directors Committee within at least 7 days prior to the meeting date, unless in the case of urgency to preserve the Company's benefits in which the meeting can be notified by other means and the meeting date may be set earlier. For sending invitation letters and documents to the directors, the Secretary of the Board of Executive Directors Committee may send them through electronic mails instead in which the secretary must keep copies of the invitation letters and its related documents as evidence which may be stored in electronic data format.
- 5.3 The meetings of the Committee must have attendance of committee members more than half of the total members of the Board of Executive Directors Committee to be considered as a quorum.
- 5.4 The chairman of the meeting may determine that a meeting be held and conducted through an electronic media. In this regard, at least 1/3 (one-third) of the quorum must physically attend the meeting at the same venue and that all directors attending the meeting are Thailand at the time during which the meeting is held. The meeting conducted through an electronic media under paragraph two must be carried out via a meeting control system that is equipped with an information security process, an audio or video recording, as the case may be, of every attended director throughout the meeting period, and a computer traffic data logging during the record. The meeting control system must have basic components according to the related laws and rules.

Members of the Board of Executive Directors Committee members who attend the meetings via electronic media according to methods and conditions in the paragraph above are considered as attending the meetings in quorum. For members who attend the meetings via electronic media but are not in Thailand when the meeting takes place, such members shall be considered as observers of the meetings but cannot be considered as part of the quorum or participate in voting of any agenda. The chairman of the meeting may consider for the Secretary of Board of Executive Directors Committee to record opinions or suggestions of members who are observers in minutes of the meetings as deemed appropriate.

- 5.5 In case that the Chairman of the Board of Executive Directors Committee and Vice Chairman do not attend the meetings, the committee members present at the meeting shall elect one of them to preside as the Chairman over the meeting.
- 5.6 In the meetings of the Board of Executive Directors Committee, members who are stakeholders for the matters in consideration must leave the meetings during the consideration period of such matters and shall have no voting rights on such matters.
- 5.7 In getting resolutions, the majority of votes shall be used. In case of equal votes, the Chairman of the Board of Executive Directors Committee shall provide one additional vote to finalize. The Secretary of the Board of Executive Directors Committee has no right to vote and if there are members who object to such resolutions, the objections shall be recorded in the minutes of meetings.
- 5.8 The Board of Executive Directors Committee may invite other executives such as the President and Assistant Vice President of subsidiaries, department heads, consultants of UV Group, and/or related individuals to attend the meetings as appropriate. The Board of Executive Directors Committee can also consider separated meetings with other individuals if there are issues or matters that should be discussed specifically.
- 5.9 The Secretary of the Board of Executive Directors Committee is responsible for taking notes and preparing minutes of meetings within 14 days, as well as organizing minutes of meetings and supporting documents.

6. Duties and Responsibilities

- 6.1 Define policies, goals, strategies, operational Plans, annual budget and managing authority Company to propose to the Board of Directors for approval.
- 6.2 Supervise the business operations of UV Group to be in line with the policies, goals, strategies, operational plans, and annual budget approved by the Board of Directors with efficiency and in conjunction with changing business conditions in each period, as well as providing management consultancy and suggestions to top executives.
- 6.3 Consider for approval of investment spending, financial transactions with financial institutions for opening a loan account, pledge, mortgage, guarantee, and other transactions, as well as trading / registration of land rights for normal transactions of the Company under prescribed amount of money.
- 6.4 Define efficient organizational structure and management covering training, commissioning, and termination of employees who are executives or top executives in which this may be assigned to

the President of the Company or Managing Director of subsidiaries to hold the authority in place of the company for signing 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 Board of Executive Directors Committee as appropriate in which the Board of Executive Directors Committee can cancel, change, or amend such authority.

In this regard, the delegation of authority, duties and responsibilities of the Board of Executive Directors Committee does not have the characteristics of delegation or sub-delegation which grants capability for the Board of Executive Directors Committee or the delegate of authority of the Board of Executive Directors Committee to approve transactions on which he/she or other persons may have a conflict of interest with the Company or its subsidiaries, as defined in the Notification of the Securities and Exchange Commission. The approval of such transactions must be submitted to the Board of Directors and/or the shareholders' meeting (as the case may be) to approve such transactions according to the regulations of the Company and its subsidiaries or related laws, except for the approval of transactions with normal business conditions with clear boundaries.

- 6.6 Refine all types of works proposed to the Board of Directors, except for work under the responsibility and/or the authority of other committees of the Company who shall refine and submit to the Board of Directors directly.
- 6.7 Review and amend the Charter of the Board of Executive Directors Committee annually.
- 6.8 Perform other duties assigned by the Board of Directors.

7. Performance appraisal

The Board of Executive Directors Committee arranges performance appraisal of the Board of Directors every year, at least once a year, in order to review performance, difficulties, obstacles, and other suggestions for improvement and further development of performance. This is done in methods of individual evaluation (self-evaluation) and group evaluation in reference to the evaluation form of the Thai Institute of Directors (IOD) and the evaluation form of SET.

This Charter the Board of Executive Directors Committee (amended in 2017-18) has been approved by the Board of the Directors in the meeting of the Board of Directors No. 6/2017-18 on 14 September 2018. It shall be effective from 17 September 2018 onwards.