

Peace and Living Public Company Limited

Executive Committee Charter

The board of directors of Peace and Living Public Company Limited (the '**Company**') has appointed the executive committee, comprising directors or executives of the Company, to perform its duties in managing and supervising so that the Company is operated in accordance with policies and business plans given by the board of directors. The board of directors has therefore established this Charter, and shall review it annually, at a minimum of once a year, to ensure that the executive committee understand their roles, duties, and responsibilities. This Charter is to also be used as standards of conduct.

1. Composition of the Executive Committee

The executive committee is appointed by the board of directors, consisting of at a minimum of three members selected from directors or executives of the Company that are not members of the board of directors.

2. Qualifications of the Executive Committee

2.1. A member of the executive committee must be a director or an executive of the Company, with the knowledge, capability, and experience that are beneficial to the management of the organisation. A member of the executive committee must also have honesty and integrity, as well as sufficient time fully perform duty for the Company.

2.2. A member of the executive committee must not possess any prohibited characteristics as specified by the Public Limited Companies Act, the Securities and Exchange Act, or other applicable laws.

3. Appointment of the Executive Committee

3.1. The board of directors of the company shall appoint the executive committee.

3.2. The board of directors shall select and appoint one member of the executive committee to serve as a chairperson of the executive committee. A chairperson of the executive committee and a chief executive officer may be the same person.

- 3.3. If a member of the executive committee wishes to resign, notification must be given to the Company at a minimum of thirty days in advance, by submitting a letter informing the chairperson of the board of directors of the reason so that the board of directors shall appoint an individual with complete qualifications as specified in this Charter to replace the resigning member of the executive committee.
- 3.4. The executive committee has the authority to appoint a person to serve as a secretary of the executive committee to help facilitate affairs of the executive committee concerning arranging meeting appointments, preparing meeting agenda, circulating meeting documents, taking meeting minutes, and performing any other tasks as assigned by the executive committee.
- 3.5. A member of the executive committee retires from office upon:
 - 3.5.1 removal by the board of directors' resolution
 - 3.5.2 death
 - 3.5.3 resignation
 - 3.5.4 lacking qualifications as a member of the executive committee.

4. Scope of Authority, Duties, and Responsibilities of the Executive Committee

- 4.1. The executive committee shall consider and screen proposals submitted by a chief executive officer, and propose goals, policies, and business plans, as well as the Company's annual budget to the board of directors to obtain approval.
- 4.2. The executive committee shall control, supervise, and monitor the Company's performance, ensuring its compliance with set policies, goals, business plans, business strategies, and budget, and with administrative authorities approved by the board of directors so that the Company is run efficiently and effectively, to the benefit of the Company's business. The executive committee shall also provide advice and management guidelines to top executives.
- 4.3. The executive committee shall monitor performance and progress of each business investment project, and report the results, including problems or obstacles found, and guidelines for improvement to the board of directors.

- 4.4. The executive committee shall consider and approve normal business transactions of the Company, such as investments made according to investment funds or budgets approved by the board of directors, Approval limit for each transaction is determined based on the Company's approval capacity table approved by the board of directors.
- 4.5. The executive committee shall review profit and loss of the Company, interim and annual dividend proposals, and propose them to the board of directors to obtain approval.
- 4.6. The executive committee shall propose an organizational structure deemed suitable for the Company's operations to the nomination and remuneration committee and/or the board of directors, and seek approval.
- 4.7. The executive committee shall consider and approve budgets for annual pay rises or pay adjustment, and annual bonuses of employees of the Company and its subsidiaries.
- 4.8. The executive committee shall arrange for executives, the management, or employees to attend an executive committee meeting, or prepare and provide information concerning matters to be discussed in an executive committee meeting.
- 4.9. The executive committee shall appoint and/or assign a member of the executive committee, or one or more individuals, to perform any task under the control of the executive committee, or may delegate its authority so that such a person or persons have the authority the executive committee deems appropriate within a period of time the executive committee deems appropriate. The executive committee may cancel, revoke, change or amend such authority of the attorney when it deems appropriate.
- 4.10. The executive committee shall perform any other duties assigned by the board of directors.

However, delegation of authorities, duties, and responsibilities the executive committee shall not be in such a manner that results in a delegate of such delegation or sub-delegation able to approve transactions that such a delegate or persons with conflicts of interest (as defined in the notifications of the Securities and Exchange Commission, and/or the notifications of the Capital Market Supervisory Board, and/or defined by relevant agencies) have an interest or may have other conflicts of interest with the Company, or its subsidiaries (if any), and/or related companies. The executive committee has no authority

to approve such delegation of authority. Such a matter must be proposed and its approval must be obtained at a board of directors' meeting and/or at a shareholders' meeting (as the case may be), unless approval of such transaction complies with normal business and normal trading conditions specified in the notifications of the Securities and Exchange Commission, and/or the notifications of the Capital Market Supervisory Board, and/or the notifications relevant agencies.

5. Executive Board Meeting

- 5.1. Typically, at a minimum of six executive committee meetings per year shall be held.
- 5.2. An executive committee meeting is to be held where the Company's head office is located, or at another place set by the chairperson of the executive committee. The chairperson may also have that an executive committee meeting be held via electronic means. Such a meeting must observe criteria and procedures prescribed by applicable laws.
- 5.3. The executive committee should clearly set the agenda for a meeting in advance, and circulate meeting documents to members of the executive committee attending such a meeting at a minimum of seven days in advance to allow members of the executive committee to review matters or to request additional information to support their consideration in a timely manner. If it is necessary and urgent, to protect rights or interests of the Company, an earlier meeting date may be set. However, if such a meeting is to be held via electronic means, the Company may send an invitation notice to attendees through electronic mail.

6. Quorum of the Executive Committee

- 6.1. At any executive committee meeting, at a minimum of half of the total number of the members of the executive committee must be present in person to constitute a quorum.
- 6.2. The chairperson of the executive committee serves as a chairperson of an executive committee meeting. If the chairperson of the executive committee cannot attend a meeting, or cannot perform his or her duty, an executive committee meeting shall select one of its members to serve as a chairperson of a meeting from time to time.

- 6.3. A resolution is passed by a majority vote. Each member of the executive committee is entitled to one vote. If the votes are equal, a chairperson at a meeting shall have a casting vote.
- 6.4. A member of the executive committee with an interest in any matter to be considered is prohibited from expressing an opinion on such a matter, and is not entitled to have a vote accordingly.

In addition, the executive committee shall appoint a person to serve as a secretary of the executive committee to help arrange meeting appointments, prepare meeting agenda, circulate meeting documents, and take meeting minutes.

7. Reporting Executive Committee

- 7.1. The executive committee must report its performance to the board of directors at a board meeting at a minimum of once every quarter, or when it deems there are matters the board of directors should be informed.
- 7.2. The executive committee shall prepare a report on its duties carried out in the past year, and disclose it in the Company's annual report. Details in such a report include a number of meetings held, a number of meetings each member of the executive committee has attended, performance of its duties according to the Executive Committee Charter.

8. Performance Evaluation of the Executive Committee

Performance evaluation of the executive committee is conducted annually. The executive committee shall be evaluated both collectively and individually. The result of the evaluation is reported to the board of directors.

This Executive Charter is effective from 14 May 2021 onwards, and shall be reviewed annually.

(Mr. Sumet Techakraisri)
Chairperson of the Board of Directors