CHARTER OF THE EXECUTIVE COMMITTEE

ARTICLE 1
ESTABLISHMENT AND POWERS OF THE EXECUTIVE COMMITTEE

Establishment of the Executive Committee

The Executive Committee (“EC”) shall be responsible for overseeing the management of the Company. The authority, duties, functions, and administration of the EC shall be governed in accordance with this Charter.

Responsibilities of the Executive Committee

1. To perform duties, exercise authority, and approve matters as may be delegated by the Board of Directors, including the following:
    - Changes to authorized bank signatories for bank accounts maintained by the Company, its plants, and its subsidiaries in Thailand.
    - Material transactions (MT) and related party transactions (RPT) that do not require Board approval under applicable SET and SEC regulations.
    - Transactions with banks and financial institutions that fall within the authority delegated to the Executive Committee and do not require Board approval.
    - Appointment, replacement, and transfer of the Company's representatives to serve on the boards of directors or in executive positions of subsidiaries and associated companies, in accordance with the Company's shareholding proportion.
2. To review matters prior to their submission to the Board of Directors for approval or ratification, and to make recommendations to the Board, as appropriate.
3. To review and recommend the Company's policies for approval by the Board of Directors.
4. To review, prepare, and submit to the Board of Directors for approval any proposal relating to an acquisition, merger, joint venture, or partnership involving the Company and any business entity.
5. To review and submit to the Board of Directors for approval the annual budget, strategic plan, business plan of the Company and its subsidiaries.
6. To review corporate risks and other risk-related matters reported by the Risk Management Committee (RMC) prior to their submission to the Board of Directors.

ARTICLE 2
NOMINATION OF MEMBERS

Nomination of Members

The Executive Committee shall consist of maximum 10 (ten) members divided into 2 groups.

- Group A shall consist of minimum of 3 members nominated by Colas S.A. Group A shall also nominate the Vice Chairman among its nominated members.
- Group B shall consist of the Chairman appointed by the Board of Directors and the other members nominated by the Chairman.

Member(s) of Executive Committee shall be proposed by Executive Committee and approved by the Board of Directors. Each EC member shall hold office until he or she resigns, is removed, or otherwise ceases to hold office in accordance with Article 3 hereof.

ARTICLE 3
VACANCIES AND REMOVAL

Vacancies

In the event of any vacancy on the Executive Committee arising from death, resignation, or removal, the relevant Group (A or B) shall nominate a replacement member.

Removal

A member may be removed from his or her membership of the Executive Committee by the Board of Directors upon recommendation and approval of the Majority of Members of the Executive Committee.

Resignation of Members

A member may resign from his or her membership of the Executive Committee by providing written notice of such resignation to the Board of Directors.

ARTICLE 4
MEETING AND VOTING

Notice and Agenda

At least three (3) business days' prior written notice of any regular meeting of the Executive Committee shall be given to each member. The notice shall be in English and shall state the date, time, and place of the meeting. The notice shall also include agenda items identifying, in reasonable detail, the matters to be discussed at the meeting. Any member may request that an item be included on the agenda by giving written notice to the Secretary in sufficient time for such item to be included in the agenda for the next meeting.

Meeting

Regular meetings of the Executive Committee shall be held at least every 3 (three) months at the Company's head office or at any other place and time as determined by the Chairman.

EC members may attend and participate in EC Meetings by video conference, audio conference, or other electronic means, without being physically present. Participation by such means shall be deemed participation in person.

Majority of the Members

Affirmative voting from the Chairman and Vice Chairman (presented or represented by proxy) on any matter shall constitute approval of Majority of the Members of the Executive Committee. If the Chairman and/or the Vice Chairman cannot vote on a matter for any reason, this matter will be presented to the other executive committee members for consideration. Unanimous affirmative vote of all the other executive committee members on such matter shall constitute approval of majority of the members of the Executive Committee also.

Quorum and Voting

The presence of at least 4 EC members including Chairman and Vice Chairman (present or by proxy) shall constitute a quorum at any meeting of the Executive Committee. If at any meeting of the Executive Committee there shall not be a quorum present, the members present shall adjourn the meeting until a quorum is obtained.

Resolutions of the Executive Committee

The EC may pass resolutions through electronic (online) meetings. Such resolution shall be valid and enforceable as if it were passed at an EC Meeting, provided that it is made in writing and signed by the Chairman and the Vice Chairman, which may, as applicable, be contained in a single document or may consist of several documents, all in like form. For the purpose of this Article, “in writing” and “signed” include approval by email or other possible electronic means. The duly signed resolution shall be delivered to the Secretary and placed with the minutes of the Company.

Language

All meeting of the Executive Committee shall be conducted in English, and all the materials including the resolutions and minutes circulated to the members shall be in English.

ARTICLE 5
SECRETARY OF THE EXECUTIVE COMMITTEE

The Executive Committee shall appoint the Company Secretary to act as the Secretary to the Executive Committee. The Secretary shall:

(i) keep the minutes of the meetings of the Executive Committee

(ii) Ensure that all notices of meetings of the Executive Committee are duly given in accordance with the provisions of these Rules and Regulations or as required by law

(iii) Keep a record of all approved resolutions.

The Secretary shall be in charge of such documents as the Executive Committee may specify and shall perform all other duties which may be assigned to the Secretary from time to time by the Executive Committee.