

THAICOM Public Company Limited Executive Committee Charter

The Board of Directors (the “Board”) has deemed it appropriate to adopt the following Charter of the Executive Committee (the “Committee”) in order to help the Committee perform its duties and discharge its responsibilities effectively in the best interests of the Company and ensure compliance with guidelines on good corporate governance as follows:

Objective:

The Board has the authority to appoint qualified Executive Committee to manage, monitor, and oversee the Company’s business activities as assigned by the Board. The following Charter of the Executive Committee is developed to help the Committee understand its duties and responsibilities and to serve as a practical guideline.

1. Authorities, Duties and Responsibilities

The Committee has been given the following authorities, duties and responsibilities:

- 1.1) Formulate and propose the Company’s goals, strategic direction, management structure, and annual business plan and budget for the Board’s approval; guide and control the Company’s business operations to ensure that they are in keeping with the overall vision, commitments, strategies and policies of the Company’s Board, related laws, regulations, the Company’s articles of association and the Company’s legally binding commitments.
- 1.2) Develop and manage the direction of the Company’s business operations to ensure the Company’s growth and development is in keeping with the vision, commitments, strategies, policies and decisions of the Board.
- 1.3) Supervise and monitor the operating results and financial standing of the Company and report business performance monthly, providing remedial actions to be taken in the case that business performance fails to meet the Board’s targets.
- 1.4) Identify and evaluate new business opportunities.
- 1.5) Review and make recommendations to the Board regarding the Company’s dividend policy.
- 1.6) Review and approve all transactions concerning investments and disposal of assets, human resource management, finance and treasury, general administration and any other transaction related to the Company’s business within the limits of the delegated approval authority granted by the Board.

- 1.7) Appoint Company management members to fill all necessary management areas within the Company per the Human Resources Authority Table and screen potential candidates for appointment as UC-level management team members, the final appointment of which will require the approval of the Board.
- 1.8) Review matters that require the Board's approval and make appropriate recommendations with the exception of activities that have been delegated to other Board sub-committees.
- 1.9) Consider and review the Company's risk management and control system.
- 1.10) The Committee may delegate its authority to any member of the management or staff as it deems appropriate. However, such authority does not permit the Committee or appointed persons to approve any transaction between them or related persons having mutual benefits or conflicts of interest (as prescribed in the Company's articles of association and Notifications of the Securities Exchange Commission). The approval for transactions shall be in accordance with the policies and principles already determined by the Board and regulatory bodies.
- 1.11) Engage consultants or independent persons to provide opinions or advice if necessary.
- 1.12) The Committee may ask members of the management or other persons to attend its meetings or provide pertinent information as necessary.
- 1.13) Report to the Board on a monthly basis regarding the material actions taken by the Committee under the report of the Chairman of the Committee.
- 1.14) Annually review its own performance and assess the adequacy of this charter, which may be done in conjunction with the annual evaluation of the Board and its other committees, conducted under the oversight of the Governance and Nomination Committee.
- 1.15) Take any other action or assume any other powers and responsibilities that may from time to time be assigned or delegated to the Committee by the Board.

2. Composition of the Executive Committee

- 2.1) The Committee shall consist of at least five (5) members who may be directors, executives or outsiders.
- 2.2) The Board shall appoint one of the committee members to be the Chairman of the Committee (the "Chairman").
- 2.3) The Chairman shall not be the same person as the Chairman of the Board or the Chief Executive Officer.

- 2.4) The Secretary of the Board shall also be the Secretary of the Committee (the “Secretary”) unless the Committee designates otherwise.

3. Qualifications and Code of Conduct of the Executive Committee Members

- 3.1) The Committee members must be knowledgeable, capable, careful, honest, and ethical, with sufficient time to devote their knowledge and capabilities to the Company’s business operation.
- 3.2) The Committee members must have qualifications and must not have any disqualifications as prescribed by law under the Public Limited Companies Act and other relevant laws.
- 3.3) The Committee members shall not be a partner in any ordinary partnership or hold a position with a juristic entity of the same nature as or in competition with that of the Company, whether for his/her own benefit or that of others, unless approval has been received from the Board of Directors.
- 3.4) In case of the Committee member who is an outsider, he/she must sign a confidentiality agreement and comply with the Company’s regulations, articles of association, and code of conduct.

4. Appointment and Resignation

The Committee members shall be appointed by the Board. A member of the Committee shall vacate office upon:

- 4.1) Death;
- 4.2) Resignation; or
- 4.3) Being retired from office by a Board resolution.

A Committee member who wishes to resign must tender his/her letter of resignation to the Chairman of the Board and a new member must be appointed within 90 days.

5. Meetings

The Committee shall meet once a month. The Chairman or the Secretary shall, upon the request of any member of the Committee (including the Chairman), call a meeting. When calling a meeting, the Chairman or Secretary, as instructed by the Chairman, shall send an invitation letter (with agenda of the proposed meeting attached) to all members at least 7 days in advance. However, if the matter is urgent, the Chairman can call a meeting without prior written notice.

A majority of the members comprising the Committee shall constitute a quorum for the transaction of business. If the Chairman is absent or cannot perform his/her duties, the members who are present shall elect one of their numbers to chair that particular meeting.

Each member of the Committee has one vote and all decisions made by the Committee shall be determined by a majority of the members. Any member who has a conflict of interest in the matter under discussion is not entitled to vote. If the votes are evenly divided, the Chairman of the meeting shall have the casting vote.

6. Remuneration

The remuneration for each member of the Committee shall be determined by the Board.

7. Report of the Executive Committee

The Committee shall report to the Board quarterly on its performance and material actions and disclose the report of its performance during the year in the Company's Annual Report.

8. Performance Assessment of the Executive Committee

The performance assessment of the Committee shall be conducted annually. Each member shall assess the performance of the whole committee and his/her own individual performance. The assessment results shall be reported to the Board.

This Charter became effective on 5th February 2016.



(Mr. Paron Israsena)
Chairman of the Board of Directors
THAICOM Public Company Limited