

Executive Committee Charter

SCG Decor Public Company Limited

The Board of Directors Meeting No. 200 (4/2022) held on December 1, 2022, resolved to approve the first Charter of the Executive Committee, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Charter upon the conversion of the Company into a public limited company.

The Executive Committee of the company has been appointed by the Board of Directors to govern and oversee management of the organization and the business operations of the Company according to the policies, set plans, and goals, as determined by the Board to maximize the benefits and confidence among all relevant stakeholders.

The aforesaid Board of Directors Meeting, thus, resolved to establish this Charter of the Executive Committee as the accurate guideline of their role and responsibilities according to the Good Corporate Governance Code.

1. Scope of Duties

- (1) Operating and managing the affairs of the Company and its subsidiaries according to the objectives, regulations, policies, regulations, requirements, orders, resolutions of the Board of Directors' meeting, and the Delegation of Authority as approved by the Board of Directors.
- (2) Defining and preparing policies, directions, business strategies, goals and operational plans, financial goals, budgets, human resource management, investment in expansion, and public relations of the Company and its subsidiaries to be in accordance with the framework approved by the Board of Directors; controlling and supervising the operations of the appointed working boards to achieve their goals; considering business factors appropriately to present and request approval to the Board of Directors. In the event where the situation changes, the Executive Committee will consider and review the use of the approved budget to be appropriate to the situation as it does not conflict with the Delegation of Authority schedule.
- (3) Overseeing, inspecting, and following up on the business operations of the Company and its subsidiaries to ensure compliance with policies, business strategies, goals, operational plans, financial goals, and the budget of the Company and subsidiaries as approved by the Board of Directors to be efficient and effective to the business conditions; moreover, remaining on standby to provide advice and guidance on company management to the executives.
- (4) Conducting a feasibility study for new investment projects and possessing the authority to consider and approve the Company and its subsidiaries' investment or joint investment with individuals, juristic persons, or any other business organizations in the form that the Executive Committee deems appropriate according to the objectives of the Company and its subsidiaries; as well as considering and approving payment for such investment, entering into a legal contract and/or taking any action

related to the matter until it is completed according to the specified financial limit and/or in accordance with the Delegation of Authority and/or the law, as well as related rules and/or according to the regulations of the Company and its subsidiaries.

- (5) Following up on the performance and progress of each business' investment projects, and reporting results including problems or obstacles and guidelines for improvement to the Board of Directors.
- (6) Examining and providing recommendations regarding the dividend payment policy of the Company and its subsidiaries, as well as presenting them to the Board of Directors for approval.
- (7) Considering and providing suggestion or opinion to the Board of Directors regarding projects, proposals, or any transactions related to the business operations of the Company and its subsidiaries, as well as considering options for fundraising when necessary and proposing the Board of Directors to take action according to relevant laws and regulations or the company's regulations as approved by the shareholder meeting and/or the Board of Directors.
- (8) Considering and approving financial transactions with financial institutions in opening accounts, borrowing, requesting loans, pawning, mortgages, guarantees among other transactions including buying, selling, and registering ownership of any land for the purpose of benefiting the operations of the company and its subsidiaries. Entering legal contracts, submitting requests, proposals, contacting, and conducting legal transactions with government agencies to obtain various rights of the Company and its subsidiaries and/or to do any actions related to such matters in accordance with the financial limits set forth in the Delegation of Authority table and/or related laws and regulations or the Company's regulations. However, the Executive Committee still has the authority to consider and approve financial transactions with financial institutions in opening accounts if necessary.
- (9) Considering, preparing, and presenting to the Board of Directors for consideration and approval of rules, regulations, management policies, and business operations of the Company and its subsidiaries, or any action which is binding on the Company and its subsidiaries.
- (10) Nominating and/or assigning one or more Executive Directors, or any person or several persons performing any act within the scope of the authority of the Executive Committee, or may authorize such person to have authority and applicable period as the Executive Board deems appropriate. The Executive Committee may cancel, revoke or change the authorized person or such power as it deems appropriate. There will be no authority given to persons who may have conflicts of interest.
- (11) Arranging for executives, management, or employees to attend the Executive Committee meeting or preparing and providing information related to matters to be discussed at the Executive Committee meeting.
- (12) Possessing any authority, duties and responsibilities as assigned or according to policies assigned by the Board of Directors periodically.

- (13) Acquiring and assigning a consultant or a person with independent opinions to provide opinions or advice as needed
- (14) Reporting to the Board of Directors on the consistent operations of the Executive Committee within its scope, powers and duties, as well as any other matters that are necessary and appropriate to be presented to the Board of Directors for acknowledgment.
- (15) Considering and approving operations of normal business transactions of the Company according to the investment budget or budget approved by the Board of Directors. The amount for each item is as specified in the Delegation of Authority table as approved by the Board of Directors, which will not exceed the annual budget approved by the Board of Directors. Entering various contracts related to such matters.
- (16) Evaluating the performance of the Executive Committee as a whole and evaluating their own performance annually (Self-Assessment). Reviewing the Executive Committee Charter at least once a year in order to present it to the Board of Directors' meeting for approval.

2. Composition of the Executive Committee

- (1) The Executive Committee consists of at least 3 members
- (2) The Executive Committee must be appointed by the Board of Directors, as proposed by the Nomination, Remuneration and Governance Committee to the Board of Directors.
- (3) The Board of Directors or the Executive Committee shall select one Executive Director as the Chairman of the Executive Committee.
- (4) The Executive Committee shall appoint the Secretary to the Executive Committee to assist with operations regarding meeting appointments, preparing the meeting agenda, submitting meeting documents, and recording meeting minutes.

3. Qualifications of the Executive Committee

- (1) The Executive Committee must consist of persons with appropriate qualifications and experience. They must possess qualifications and not have prohibited characteristics as stipulated in the Public Limited Companies Act. They shall not possess any characteristics indicating a lack of trustworthiness as prescribed by the Notification of the Office of the Securities and Exchange Commission and do not have any characteristics prohibited by law.
- (2) Be capable and knowledgeable persons fully equipped with experiences beneficial to the Company, with determination and morals in business operation.
- (3) Be able to devote sufficient time to the Company and attentively perform their duties.

4. Terms of Office

- (1) Executive directors who are also directors of the Company have the same term of office as their term as a director. As for executive directors who are not directors of the Company (if any), their terms of office shall be as determined by the Company's Board of Directors at the time of their appointment. In the case where the committee has not specified the term of office, the Executive Director shall hold his position until the Board of Directors resolves otherwise.

When the said term is over, the Executive Committee members may be reappointed to serve as Executive Committee members.

The Executive Committee member who vacates office at the end of his term shall remain in the position to continue performing his duties until a replacement committee member is appointed, except in the case where his term of office as the Director has expired but was not selected to return to serve as a director of the Company again.

- (2) In addition to the vacancy upon the expiration of their term as aforementioned Articles of Association, a member of the Executive Committee shall vacate office upon:
 - A) resigning, to be effective from the date that on which the Company receives the resignation letter;
 - B) being disqualified from the directorship as specified in this Charter or the laws;
 - C) being removed by the resolution of the Board of Directors or shareholders;
 - D) stop being a Director of the Company (in the case of being a Company Director);
 - E) death;
 - F) being removed by a court order
- (3) Executive directors who wish to resign from their positions must send a letter of resignation to the Chairman of the Board of Directors in advance and specify the reasons, in order for the Board of Directors to consider appointing another person with all qualifications to replace the person who resigned.
- (4) In case of a vacancy in the Executive Committee for any reason other than the expiration of the director's term of office, the Board of Directors shall elect a person who is fully qualified as the substitute director to fulfill the committee quota. The substitute director shall hold office only for the remaining term of office of the director whom he/she replaces.

5. Meetings

A meeting of the Executive Committee shall be called as the Executive Committee, or the Chairman of the Executive Committee deems necessary and appropriate.

In calling a meeting of the Executive Committee, the Chairman of the Executive Committee or Secretary of the Executive Committee, by order of the Chairman, shall notify the Executive Committee at least 3 days before the meeting date. Except in cases of urgent necessity, the meeting appointment may be informed by other means, or the meeting date may be set earlier than that. In each meeting, the agenda should be clearly set in advance and deliver meeting documents to the Executive Committee and attendees in a reasonable amount of time in advance to allow time to consider matters or request additional information for consideration.

At the Executive Committee meeting, Executive Chairman or the Chairman of the meeting may require that the

meeting be held via electronic channel, in which meeting participants, even if they are not in the same place, can meet to discuss and express opinions with each other by following the specified regulations and methods.

The Executive Committee should hold meetings on various matters according to the scope of duties specified in this charter.

The Executive Committee can invite relevant people, such as company lawyers, external lawyers and/or other related persons to attend meetings to discuss, clarify, or answer questions.

6. Quorum and vote casting

At a meeting of the Executive Committee, at least half the number of directors must be present to constitute a quorum. In case the Chairman is absent or unable to perform their duty, the Executive Committee present at the meeting shall appoint a director present at the meeting to chair the meeting.

Decision in the meeting shall be made by a simple majority vote.

Each director is entitled to one vote, except when they have a vested interest in the matter being voted on, in which case they shall not be entitled to vote. In the event of tie vote, the Chairman of the meeting shall have a casting vote.

Resolutions of the Executive Committee may be made without a meeting and are valid as if the resolution had been passed when all Executive Directors have signed and certified the resolution.

7. Minutes of meetings of the Executive Committee

The Company Secretary or the person assigned by the Executive Committee is responsible for preparing minutes of meetings of the Executive Committee and distributing them to Committee members for consideration in advance before they are proposed for approval as the first agenda of the subsequent meeting and certified by the Chairman of the meeting with a signature. The Board members may make comments and propose corrections to the minutes to ensure their accuracy and precision. The minutes must be certified by the Committee; and the Chairman must inform the Board of Directors of the Committee's activities by reporting the meeting summary to the Board meeting.

8. Remuneration

The Executive Committee shall be entitled to remuneration in the amount approved by the shareholders meeting.

This Charter shall be effective from June 9, 2023 onwards.