



Charter of the Executive Committee

Nirvana Daii Public Company Limited

(Revised Version of the year 2020)

1. Definition

"the Company"	refers to Nirvana Daii Public Company Limited
"Board of Directors"	refers to Board of Directors of Nirvana Daii Public Company Limited
"Executive Committee"	refers to Executive Committee of Nirvana Daii Public Company Limited
"Director"	refers to Director of Nirvana Daii Public Company Limited
"Members of the Executive Committee"	refers to members of the Executive Committee of Nirvana Daii Public Company Limited

2. Objectives

The Board of Directors appoints the Executive Committee to manage and control the Company's business operation to be in accordance with direction, policies, and strategies in business operation set by the Board of Directors to ensure that the Company can generate the returns on investment and maximum benefit to the shareholders.

3. Composition

- 3.1 The Executive Committee shall be comprised of Members of the Executive Committee of at least 5 persons but not more than 10 persons.
- 3.2 Chairman of the Executive Committee shall not be the same person as Chairman of the Board of Directors and Chief Executive Officer to create a clear separation of roles and the balance of power in operation.
- 3.3 Chief Executive Officer shall be an ex-officio member of the Executive Committee.

4. Qualifications

- 4.1 Having of the qualifications and possesses no prohibited characteristics under Public Limited Companies Act and relevant laws.
- 4.2 Having knowledge, capabilities, and experience that benefit the business of the Company.
- 4.3 Having integrity, good faith, ethical business practices, and sufficient time dedicated to perform their duties fully and effectively.
- 4.4 Members of the Executive Committee shall not operate or be a partner or a director of other companies which operate the same business and compete with the Company either for own interests or other people's interests except that the Members of the Executive Committee have informed the meetings of the Board of Directors or the Executive Committee prior to the appointment (case by case).

letter to the Chairman of the Board of Directors of the Company. The resignation takes effect as from the date on which the resignation letter reaches the Company.

6. Scope of authority, duties, and responsibilities

- 6.1 Performing duties within the scope of the laws, the Company's Articles of Association, as well as the resolutions of the Board of Directors' meeting and the shareholders' meeting with duty of loyalty, duty of care, accountability, and ethic by taking interests of all shareholders into account equally.
- 6.2 Managing the Company's business to achieve objectives, vision, missions, strategies, and policies of the Board of Directors of the Company and be in accordance with the laws, requirements, rules, regulations, and the Articles of Association of the Company and related regulatory agencies.
- 6.3 Providing recommendation to the Management regarding direction, strategies, management structure, business plan, and annual budget of the Company prior to the proposition to the Board of Directors for approval.
- 6.4 Supervising and monitoring operating performance and financial position of the Company and its group companies, as well as reporting the operating performance and financial position to the Board of Directors on a regular basis.
- 6.5 Overseeing and managing the investment capital of the Company effectively in order to maximize shareholder' benefits.
- 6.6 Approving the sale of land for project development in an amount of not more Baht 500 million.
- 6.7 Approving the loan/debenture, assets trading/investment capital, and the budget for project development in an amount of not more than Baht 1,000 million.
- 6.8 Considering and approving the issues that must be required approval from the Board of Directors, except for any activities that the Board of Directors has assigned other sub-committees to execute.
- 6.9 The Executive Committee may hire a consultant or an independent person to provide opinions or recommendations as necessary.
- 6.10 Reporting the operating performance of important tasks to the Board of Directors of the Company on a regular basis, including significant issues which the Board of Directors should be acknowledged.
- 6.11 Evaluating his/her own performance annually.
- 6.12 Performing any actions in accordance with powers and responsibilities, or assigned by the Board of Directors.

- 1) Number of meetings.
- 2) Number of attendance of each member of the Executive Committee.
- 3) The Executive Committee's performance following the Charter's requirements.

9. Performance assessment

The Executive Committee shall assess its performance annually and report problems or obstacles that cause the failure in operation (if any) to the Board of Directors of the Company.

Announced on December 29, 2020



(Mr. Sutthichai Sungkamanee)

Chairman

Nirvana Daii Public Company Limited