

## **Charter of the Executive Committee**

The Executive Committee has been appointed with the approval of the Board of Directors of i-Tail Corporation Public Company Limited (“**The Company**”) to perform duties of business management to be in accordance with strategies, mission, policies, goals and business plans of the Company, and to control, monitor, supervise and carry out various activities as assigned by the Board of Directors. This Charter has been provided so that the Executive Committee shall understand its roles, duties and responsibilities and shall use this Charter as guidelines for performance of duties. The Charter of the Executive Committee shall have content, as follows:

### **Components**

1. The Board of Directors shall approve the appointment of the Executive Committee.
2. The Executive Committee shall consist of not less than 3 members.
3. The Chairman of the Executive Committee may be appointed by the Board of Directors, or may be selected from any member of the Executive Committee to assume the office of the Chairman of the Executive Committee.
4. The Chief Executive Officer shall be an ex officio member of Executive Committee.
5. The Executive Committee may appoint a qualified person to act as the Secretary to the Executive Committee.

### **Qualifications of the member of Executive Committee**

1. Having knowledge and understanding in the Company’s businesses and having experiences which are useful to the Company’s business operation
2. Being a person who has honesty and business ethics
3. Being able to devote adequate time to the Company and to pay attention to the performance of duties under his/her responsibilities
4. Having complete qualifications and having no prohibited characteristics under the Public Limited Companies Act B.E.2535 (including amendments thereof), the Securities and Exchange Act B.E.2535 (including amendments thereof) or under the criteria prescribed by the Securities and Exchange Commission, and having no trait of unsuitability to be trusted for management of business of which shares are held by the general public as prescribed by the Office of the Securities and Exchange Commission and under other related criteria
5. Not operating a business or becoming a partner or director in other juristic person of the same condition and in competition with the Company’s business for personal benefits or for benefits of others unless having notified the same to the Board of Directors’ Meeting and/or the Executive Committee for acknowledgment before passing a resolution on appointment thereof

### **Scope of Duties and Responsibilities of the member of Executive Committee**

1. Authorize operation in accordance with the policy of the Board of Directors which is under the laws, conditions, rules, and the articles of association of the Company, except for transactions which are required by laws to have passed a resolution of the Shareholders’ Meeting
2. Authorize to prepare, recommend and determine the policy, business approaches and strategies of the Company and to propose the same to the Board of Directors

3. Determining business plans, management authority, annual budgets for business operation and annual expenditure budget to be presented to the Board of Directors for consideration and approval; and taking actions in accordance with business plans and business strategies and in conformity with policies and business approaches which have been declared to the Board of Directors
4. Authorize to invest or to make any other transactions within the amount limit of not exceeding 50 million Baht per transaction
5. Authorize to operate businesses relating to general administration of the Company and to establish the organizational structure and management covering all details of selection, training, employment and dismissal of the Company's employees
6. Authorize to consider and approve the borrowing or other forms of credit from financial institutions, and to act as a guarantor or to settle payments or to spend money for transactions as per normal businesses of the Company such as payment for investment or expansion of branches and for operations, etc., with determination of amount limit of not exceeding 50 million Baht for each transaction. However, such amount limit may be changed if deemed appropriated by the discretion of the Board of Directors
7. Authorize to appoint and dismiss the personnel of the Company in positions not higher than the Managing Director
8. Performing other duties as assigned by the Board of Directors during each period of time

### **Meetings**

1. Organize meetings as may be necessary and suitable
2. Regarding the summoning of a meeting of the Executive Committee, the Chairman of the Executive Committee or the Secretary to the Executive Committee by order of the Chairman of the Executive Committee shall send invitations for the meeting to the member of Executive Committee not less than 7 days before the date of the meeting, except in case of exigency, an appointment for a meeting may be notified by other methods or the date of the meeting may be fixed sooner.
3. The Secretary to the Executive Committee or the person assigned by the Executive Committee shall prepare Minutes of the Executive Committee's Meeting which shall be certified by the Executive Committee; and the Chairman of the Executive Committee, the assigned member of Executive Committee or the Secretary to the Executive Committee shall report the results of the Meeting to the Board of Directors' Meeting for acknowledgment of activities of the Executive Committee.

### **Term in Office**

1. The member of Executive Committee shall have the term in office of 3 years each.
2. The member of Executive Committee who has been released from office by rotation may be reelected as the Board of Directors may deem suitable.
3. The member of Executive Committee shall be released from office upon:
  - a. Retirement by rotation
  - b. Being released from the status of the Company's Director
  - e. Resignation
  - d. Death
  - e. Disqualification from the status of the member of Executive Committee under these Regulations or as per the criteria of the Office of the Securities and Exchange Commission or any other notifications, rules, regulations and/or related regulations

- f. Being released from office by resolution of the Board of Directors' Meeting or the Shareholders' Meeting
4. In case of resignation of the member of Executive Committee before retirement by rotation, the member of Executive Committee shall submit a resignation form and clarify the reason of resignation to the Chairman of the Board of Directors in advance for not less than 30 days, except in necessary and reasonable cases.
5. In case of vacancy of the office of the member of Executive Committee due to reasons other than retirement by rotation, the Board of Directors may appoint a qualified person to perform the duties and to fill in such vacancy, except in case, it appears that such vacancy of the office of the member of Executive Committee may cause the non-conformity of components of the Executive Committee with the prescribed criteria. The Board of Directors shall promptly appoint a qualified person to perform the duties and to fill in such vacancy not exceeding 3 months after the vacancy of the office of the member of Executive Committee; provided that the person who has been appointed to assume the office of the member of Executive Committee as above-mentioned shall be in office for the remaining term in office of the member whom he/she replaced.

### **Remunerations**

The Board of Directors shall consider and fix the remunerations of the Executive Committee; provided that such remunerations of the Executive Committee shall be considered by the Board of Directors' Meeting and shall be proposed to the Shareholders' Meeting for approval with the votes of not less than two-third of the total number of votes of shareholders attending the Meeting.

This charter has been approved by the Board of Directors and shall be effective from March 21<sup>st</sup>, 2022 onwards.

-signed-

(Mr. Cheng Niruttinanon)  
Chairman of the Board of Directors  
i-Tail Corporation Public Company Limited