

Executive Committee Charter

PRO Inside Public Company Limited

Objectives

The Executive Committee is established to oversee the performance of the management in administering the Company's affairs in accordance with the policies, plans and goals set, and to ensure compliance with the law and good corporate governance principles, and to oversee that such operations comply with the requirements of the Office of the Securities and Exchange Commission (“**the SEC Office**”) and/or the Stock Exchange of Thailand and/or any other relevant rules, regulations, articles of association, or notifications, as well as the good corporate governance principles for listed companies.

Composition, Appointment, Qualifications and Remuneration of the Executive Committee

1. The Executive Committee and the Chairman of the Executive Committee must be appointed by the Board of Directors by a majority vote, based on the list of names proposed by the Nomination and Remuneration Committee, taking into consideration the background, education and professional experience of such persons.
2. Executive directors from the management shall be proposed by the management and approved by the Board of Directors.
3. Have no prohibited characteristics under the law on public limited companies and other relevant laws, and must not have any characteristics indicating a lack of suitability to be trusted to manage a company with public shareholders as prescribed by the SEC Office.
4. Executive directors shall be persons with knowledge, capability and experience that are beneficial to the Company's business operations, possess honesty and integrity, maintain business ethics, and have sufficient time to fully devote their knowledge and capability and perform their duties for the Company.
5. Not be a person who operates a business of the same nature and in competition with the business of the Company, or who becomes a partner or director of another juristic person operating a business of the same nature and in competition with the business of the Company, whether for their own benefit or that of others, unless disclosed to the Board of Directors' meeting prior to the resolution of appointment.
6. The Nomination and Remuneration Committee shall determine the remuneration of executive directors, based on the workload, responsibilities, and scale of the Company's business, benchmarked against other companies in the same industry, and shall propose it to the Board of Directors for consideration before proposing it to the shareholders' meeting for further consideration and approval.

Term of Office

1. Assume office upon appointment by the Board of Directors' meeting.
2. Vacation of Office
 - 2.1 Retirement by rotation.
 - 2.2 In addition to vacation of office under Clause 2.1 above, an executive director shall vacate office upon:
 - Resignation;
 - Death;
 - The Board of Directors' meeting resolves to remove the director;
 - Lack of qualifications or having a prohibited characteristic as prescribed by law.

Scope of Authority, Duties and Responsibilities

1. Determine the Company's business strategy, work plans and budget for submission to the Board of Directors for consideration and approval.
2. Manage the risks of the Company's various operating activities by establishing a risk management policy, including monitoring and evaluation, for submission to the Board of Directors.
3. Consider the Company's organization structure (Organization Chart), and operating authority prior to proposing them for approval by the Board of Directors, and consider the salary structure and annual remuneration of employees and executives.
4. Have the authority, duties and responsibilities to approve, decide and issue instructions within the scope of authority delegated by the Board of Directors, in accordance with the rules on approval and operating authority approved by the Board of Directors' meeting.
5. Consider suitably qualified persons for appointment to senior executive positions and report the same to the Board of Directors.
6. Consider and approve, as well as amend and change, the work regulations, orders, requirements and various criteria relating to the operations, control and administration of all business lines.
7. Consider and approve operations that constitute the Company's ordinary course of business in accordance with the investment budget or budget approved by the Board of Directors, with the amount for each transaction to be in accordance with the approval authority manual (Table of Authority) approved by the Board of Directors.
8. Regularly report the significant performance results of the Executive Committee to the Board of Directors.
9. Perform such other duties as may be assigned by the Board of Directors from time to time.

Meetings

1. The Executive Committee shall hold meetings at least 4 times a year, and may invite persons other than executive directors to attend the meeting.
2. The Chairman of the Executive Committee or a person delegated by the Chairman of the Executive Committee shall determine the meeting agenda and convene the meeting.
3. A meeting shall require the attendance of not less than half of the total number of directors to constitute a quorum.
4. In the event that the Chairman of the Executive Committee is unable to attend the meeting, the directors present shall elect a director to act as chairman of the meeting.
5. Executive Committee meetings may be held via electronic media, provided that such meetings comply with the laws relating to meetings via electronic media, including recording the images and sound, as well as electronic traffic data, throughout the meeting, and such recorded images, sound and electronic traffic data shall be deemed part of the minutes of the meeting.
6. Voting at meetings shall be by a show of hands, with each director having 1 vote, and a director who has an interest in the matter under consideration shall be prohibited from voting on that matter. Decisions shall be made by a majority vote; in the event of a tie, the chairman of the meeting shall have the deciding vote.

Performance Evaluation of the Executive Committee

The performance evaluation of the Executive Committee shall be conducted at least once a year. The Executive Committee shall evaluate its own performance and report the evaluation results to the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall then evaluate the performance of the Executive Committee as a whole and report the evaluation results to the Board of Directors for consideration.

Review and Update of the Executive Committee Charter

The Executive Committee may consider reviewing this Charter annually for submission to the Board of Directors for consideration and approval of any amendments (if any).

Mr. Wisudhi Srisuphan

Chairman of the Board