



Executive Committee Charter

TQR Public Company Limited

Executive Committee Charter

1. Objective

The Board of Directors has resolved to enforce this Executive Committee Charter to support the Executive Committee in performing its duties with accountability and in the best interests of the Company, as well as to ensure compliance with the principles of good corporate governance.

2. Composition and Appointment of the Executive Committee

- 2.1 The Executive Committee shall consist of individuals who possess the qualifications and experience as determined by the Board of Directors. The appointment of the Executive Committee members shall be subject to approval by the Board of Directors.
- 2.2 The Chairman of the Executive Committee shall be appointed by the Board of Directors.
- 2.3 The Executive Committee shall appoint a Secretary to the Executive Committee, unless otherwise determined by the Executive Committee.

3. Qualifications of the Executive Committee

- 3.1 Members of the Executive Committee must be individuals with knowledge, competence, integrity, ethical business conduct, and sufficient time to dedicate their expertise and effectively perform their duties for the Company.
- 3.2 Members must possess the qualifications and must not have any prohibited characteristics as prescribed by the Public Limited Companies Act, the Non-Life Insurance Act, and other applicable laws. They must also not exhibit any characteristics indicating a lack of suitability to be entrusted with the management of a publicly held company, as defined by the Capital Market Supervisory Board.
- 3.3 Executive Committee members may hold directorships in other companies; however, such positions must not hinder the performance of their duties to the Company and must comply with the guidelines of the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”).
- 3.4 Executive Committee members must not serve as directors, managers, employees, or staff of a company licensed to operate non-life insurance business under the Non-Life Insurance Act, including branches of foreign non-life insurance companies licensed to operate in the Kingdom. They must also not act as directors responsible for non-life insurance brokerage operations, nor be licensed non-life insurance brokers acting on behalf of another juristic person that is licensed as a non-life insurance broker simultaneously.

3.5 Executive Committee members must not engage in any business of the same nature as, or in competition with, the Company; nor may they become partners in an ordinary partnership, unlimited partners in a limited partnership, or directors of private companies or other entities conducting business of the same nature as and in competition with the Company, whether for their own benefit or for the benefit of others, unless such involvement has been disclosed to the shareholders' meeting prior to the appointment resolution.

4. Term of Office

Membership of the Executive Committee shall terminate upon the occurrence of any of the following events:

- (a) Death.
- (b) Resignation.
- (c) Removal by a resolution of the Board of Directors, whereby such resolution must be passed by no less than three-fourths (3/4) of the directors present at the meeting and entitled to vote.
- (d) Any Executive Committee member wishing to resign must submit a written resignation to the Company. The resignation shall become effective from the date the resignation letter is received by the Company or from the effective date specified in the resignation letter, whichever is later. In this regard, the Board of Directors must appoint a replacement Executive Committee member immediately, or no later than three months from the date the number of Executive Committee members falls below the required level, in order to ensure continuity in the performance of the Executive Committee's duties.

5. Authority, Duties, and Responsibilities

- 5.1 Provide recommendations on the Company's direction, strategies, management structure, annual operating plan, and budget.
- 5.2 Ensure that the Company's business operations are conducted in accordance with the established plans, objectives, and targets.
- 5.3 Monitor the Company's and the Group's performance and operations, and report the results to the Board of Directors on a monthly basis.
- 5.4 Identify and evaluate new business opportunities for the Company.
- 5.5 Review and provide recommendations to the Board of Directors regarding the Company's dividend policy.
- 5.6 Review and approve transactions relating to investments or asset disposals, human resource management, finance and treasury, general administration, and other business-related matters within the scope of authority delegated by the Board of Directors.

- 5.7 Review and oversee the Company's risk management and risk control systems.
- 5.8 The Executive Committee may delegate authority to executives or employees to perform specific tasks as appropriate. However, such delegation must not constitute a sub-delegation that allows the Executive Committee or its delegate to approve transactions in which they or any person with a potential conflict of interest may have an interest, derive benefits, or otherwise have a conflict with the Company (as defined in the notifications of the Capital Market Supervisory Board or the Securities and Exchange Commission). The approval of such transactions must comply with the policies, principles, and applicable laws established by the Board of Directors.
- 5.9 Engage advisors or independent experts to provide opinions or recommendations when necessary.
- 5.10 Request executives or employees to attend Executive Committee meetings or provide relevant information on matters under discussion.
- 5.11 Regularly report to the Board of Directors on activities undertaken under the Executive Committee's authority, including any other matters that are necessary and appropriate for the Board's acknowledgement.
- 5.12 Conduct an annual self-assessment of the Executive Committee's performance.
- 5.13 Perform any other duties as assigned by the Board of Directors

6. Meetings and Resolutions

- 6.1 The Executive Committee shall convene at least once per month. The Chairperson of the Executive Committee, or the Secretary of the Executive Committee under the instruction of the Chairperson, shall deliver a written notice of meeting to all members at least seven days prior to the meeting date. However, in urgent circumstances, the Chairperson may call a meeting without issuing prior written notice.
- 6.2 A quorum shall be constituted when no fewer than half of the total number of Executive Committee members are present. If the Chairperson is absent or unable to perform their duties, the members present shall elect one member to serve as the chairperson of the meeting.
- 6.3 Each Executive Committee member shall have one vote, and resolutions shall be determined by a majority vote of the members present. Any member who has a vested interest in a particular matter shall not be entitled to vote on that matter. In the event of a tie, the Chairperson shall have a casting vote to decide the resolution.

7. Responsible Employees

All company executives and department heads are required to provide information and support the operations of the Executive Committee upon request.

8. Performance Evaluation and Reporting

- 8.1 The Executive Committee shall conduct an annual performance evaluation to review whether its operations remain appropriate and aligned with its assigned roles and responsibilities.
- 8.2 A summary of the Executive Committee's performance and key activities shall be disclosed in the Company's Annual Report.

9. Review and Amendment of the Charter

The Executive Committee shall review this Charter on a regular annual basis and propose any amendments to the Board of Directors for consideration and approval.

This Charter is reviewed and will be effective from November 10, 2025 onwards.

Note: Approved by the resolution of the Board of Directors' Meeting No. 7/2025 convened on November 10, 2025.