




APPLIED DB PUBLIC COMPANY LIMITED

Chief Executive Officer Charter

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Chief Executive Officer Charter

1. Objective

The Board of Directors deems it appropriate to establish a “Chief Executive Officer Charter” to be used as a framework and guideline for the management and control of the Company’s business, so that the Chief Executive Officer understands his/her role, duties and responsibilities, and to ensure tangible performance, promoting the Company’s sustainable growth, which will help build confidence among shareholders, investors, stakeholders and all relevant parties.

2. Qualifications of the Chief Executive Officer (CEO)

- 2.1 The Chief Executive Officer must be a person with knowledge, capability, honesty, ethics in business operations and have sufficient time to devote knowledge, capability and perform duties for the Company.
- 2.2 Must have qualifications and not have prohibited characteristics according to the Public Limited Company Act, the Insurance Act and other related laws, including not having characteristics indicating a lack of suitability to be trusted to manage a business with public shareholders as announced by the Capital Market Supervisory Board.
- 2.3 The Chief Executive Officer must not engage in a business of the same nature and in competition with the Company's business, or become a partner in a general partnership or a partner with unlimited liability in a limited partnership or a director of a private company or other company engaged in a business of the same nature and in competition with the Company's business, whether for personal benefit or for the benefit of others, unless notified to the shareholders' meeting before the appointment resolution.

3. Recruitment of the Chief Executive Officer (CEO)

The CEO is appointed by the Board of Directors, who is responsible for recruiting and considering remuneration. He is selected from the persons on the Board of Directors list at the time of selection for approval by the Board of Directors. The appointment of the CEO shall be in accordance with the following criteria:


- 1) Consideration of general qualifications, knowledge, business capabilities and experience shall be in accordance with those determined by the Board of Directors.
- 2) The CEO shall be a different person from the Chairman of the Board of Directors.
- 3) The roles, powers and duties of the CEO shall be clearly defined and separated from those of the Chairman of the Board of Directors in order to create a balance between management and corporate governance.
- 4) The Board of Directors shall determine the framework of the CEO's powers, duties and performance targets and shall conduct an annual performance evaluation.
- 5) The CEO shall evaluate the performance of senior executives in descending order, using evaluation targets and criteria linked to the strategic plan and annual work plan, in order to determine appropriate compensation and incentive measures.

4. Term of office and termination of office

4.1 Tenure of positions

The Board of Directors has determined that the CEO's directorship in other listed companies shall comply with the Public Limited Companies Act B.E. 2535 and shall not affect his duties and responsibilities, whereby:

- 1) He may hold directorship in companies in the Group and/or affiliated companies for the overall benefit of the Company. and/or affiliated companies For the overall benefit of the company

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- 2) Can serve as a director of another company But it must not be an obstacle to the performance of the duties of the Chief Executive Officer of the Company. and that business must not be the same type of business or compete with the Company's business. He must submit it to the Board of Directors for approval before assuming the directorship, with the approval of the Nomination and Remuneration Committee.

4.2 Termination of office

4.2.1 The Chief Executive Officer shall immediately cease to hold office when:


- Death
- Resignation
- Termination of office
- The board of directors resolved to remove him from the position.
- Lacking the qualifications to be the CEO.

4.2.2 The CEO who wishes to resign must notify the Company in writing of his intention at least 3 months in advance, except in the event of force majeure, and state the reasons.

5. Scope of duties and responsibilities of the CEO

5.1 Business management duties

- 1) The authority to manage the business in accordance with the objectives, policies, regulations, orders, resolutions of the shareholders' meeting and/or resolutions of the board of directors' meeting and the executive committee of the company in all respects.
- 2) Prepare and present the business policy, business plan, goals, operational plan, business strategy, the company's fund raising, the company's annual budget used in business operations, annual report and determine the administrative authority to present to the board of directors, the audit committee and sub-committees.
- 3) Seek new business opportunities and investments related to the company's core business in order to increase the company's income.
- 4) Act as the chairman of the executive committee and a member of the executive committee by position, supervising the company's overall operations to meet the business goals and the goals of the board of directors.
- 5) Approve the expenditure of significant investment funds specified in the annual budget or as resolved by the board of directors.
- 6) Consider and approve the expenditure of funds for the company's normal business operations in each item as specified in the manual of approval/operation authority IA-WI-01 and order that the board of directors has approved.
- 7) Consider and approve in principle investment in business expansion, including joint ventures with other business operators, investment in new businesses or business cessation and present to the board of directors when there is a preliminary assessment of feasibility and suitability for business capabilities.
- 8) Consider appointing various consultants. Necessary for the Company's operations.
- 9) Approve and/or authorize the Company to perform legal acts to bind the Company for the Company's transactions, including transactions that the Chairman of the Board of Directors has authorized to act on its behalf, including any transactions that do not directly bind the Company's assets.
- 10) Consider the use of the Company's rights and assets to create any obligations with individuals, companies, stores or financial institutions to present to the Board of Directors for approval.

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- 11) Monitor and evaluate the Company's performance regularly and have a duty to report the performance and progress of the operations to the Board of Directors, the Audit Committee and subcommittees.
- 12) Consider the Company's profits and losses, propose interim dividend payments or annual dividends to present to the Board of Directors for approval.

5.2 Duties in structuring and managing personnel

- 1) Determine the organizational structure and management methods, covering details of selection, hiring and termination, setting wage rates, salaries, compensation, bonuses and various benefits, promoting and developing employees' knowledge, skills and potential to support the company's growth.
- 2) Consider selecting individuals proposed by the board of directors while acting as a suitable replacement to serve as the Chief Financial Officer for consideration and approval of employment.
- 3) Authority within the scope of personnel management for maximum benefit by transferring, reducing or reducing wages, dismissing, terminating, considering merit, disciplinary punishment, and granting awards to the Chief Financial Officer (CFO).
- 4) Authority within the scope of personnel management by recruiting, appointing, transferring, reducing or reducing wages, dismissing, terminating, considering merit, disciplinary punishment, and granting awards to employees in the positions of Senior Vice President (SVP), Director (Vice President (VP), Assistant Vice President (AVP), or equivalent.
- 5) Authority to appoint and manage various working groups for the benefit and efficiency of good and transparent management, and to have the authority to delegate and/or assign other persons to perform specific tasks on their behalf. By delegating such sub-authorization and/or assignment to be within the scope of the authorization, according to the power of attorney and/or in accordance with the IA-WI-01 Approval and Operation Manual approved by the Company's Board of Directors.
- 6) The authority to issue orders, regulations, announcements, and records to ensure that operations are in accordance with the Company's policies and benefits and to maintain the organization's internal work order and discipline.


5.3 Other important duties

- 1) Assigning a position as a director of a company other than a subsidiary or affiliated company, the Chief Executive Officer may hold a position in no more than 3 companies, subject to the approval of the Board of Directors.
- 2) Performing any act as assigned by the Executive Committee and/or the Board of Directors.

However, the assignment of powers, duties and responsibilities of the Chief Executive Officer shall not be in the nature of delegation of authority and/or sub-delegation that allows the Chief Executive Officer or the person authorized by the Chief Executive Officer to approve any transaction in which he or any person who may have a conflict of interest (as defined in the announcement of the Capital Market Supervisory Board or relevant agencies) has an interest or may have any other conflicting interest with the company, subsidiary or affiliated company. The approval of such transaction must be submitted to the Board of Directors' meeting and/or the shareholders' meeting (as applicable) for consideration and approval of such transaction, unless it is an approval of a transaction in the normal course of business with a clearly defined scope.

6. Reporting


The CEO shall report to the Board of Directors any matters requiring improvement, correction or any other matters that the Board of Directors deems appropriate to be aware of at the Board of Directors' meeting.

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7. Performance evaluation

The Board of Directors evaluates the performance of the Chief Executive Officer annually, at least once a year, to assess operational efficiency and use the evaluation results to improve the efficiency of performance.

This Chief Executive Officer Charter, which was approved by the Board of Directors Meeting No. 7/2024 on November 26, 2024, has been assigned to the Chief Executive Officer to sign, approve and announce for use within the Company, effective from January 15, 2025 onwards.



(Mr. Wang Wanapaison)
Chief Executive Officer