

# Executive Board Charter

Sun Vending Technology Public Company Limited



Note : Approved by the Board of Directors at Meeting No. 4/2025 on November 13, 2025

**Record of Revisions**

<b>Edition</b>	<b>Revision No.</b>	<b>Date (DD/MM/YYYY)</b>	<b>Description of Revision</b>	<b>Status</b>
A	00	08/04/2021	Newly issued	Approved at Meeting No. 1/2021
A	01	15/11/2021	Reviewed	Approved at Meeting No. 4/2021
A	02	08/11/2022	Reviewed	Approved at Meeting No. 4/2022
A	03	10/11/2023	Reviewed	Approved at Meeting No. 4/2023
A	04	01/11/2024	Reviewed	Approved at Meeting No. 4/2024
A	05	13/11/2025	Reviewed	Approved at Meeting No. 4/2025

## **Executive Board Charter**

### **1. Objectives**

The Executive Committee is established by the Board of Directors. The objectives are to supervise the performance of the executives in managing the business of Sun Vending Technology Public Company Limited by the policies, plans, and goals set out. This is to provide the Executive Committee with a framework for performing its duties to achieve maximum efficiency, leading to confidence among all stakeholders, within the framework assigned by the Board of Directors, including operations by the law, the rules of the Stock Exchange of Thailand and various codes of ethics to promote good corporate governance.

### **2. Composition of the Executive Committee**

- 2.1 The Executive Committee shall consist of at least 3 members who are directors and/or executives of the Company. The Executive Committee members are not required to hold the position of director of the Company.
- 2.2 The Executive Committee shall select 1 executive member to hold the position of Chairman of the Executive Committee.
- 2.3 The Executive Committee shall appoint a secretary to assist it in its operations, such as scheduling meetings, preparing meeting agendas, submitting supporting documents, and meetings, and recording meeting minutes.

### **3. Qualifications of the Executive Committee**

- 3.1 Be of legal age and have knowledge, ability, and experience that will benefit the Company's business operations. Be honest, and ethical in business operations and have sufficient time to perform duties for the Company.
- 3.2 Have complete qualifications and do not have prohibited characteristics according to the Public Limited Company Act, the Securities and Exchange Act, and other related laws.

### **4. Appointment, term of office, and termination of office**

#### **4.1 Appointment**

1. The Board of Directors shall consider appointing the Executive Committee.
2. If an executive committee position is vacant for reasons other than term expiration, the Board of Directors shall consider appointing a person to replace the executive committee position at the next Board of Directors meeting, unless the remaining term of the executive committee member is less than 2 months. In this case, the person elected to replace the executive committee member shall remain in the executive committee position for only the remaining term of the executive committee member whom he replaces.

#### **4.2 Term of office**

1. The Executive Committee shall have a term of office of 3 years from the date of the resolution of appointment.
2. The Executive Committee member who has left his/her position by the expiration of his/her term may be reappointed as the Executive Committee member if the Board of Directors deems it appropriate.
3. The Executive Committee member who has left his/her position by the expiration of his/her term shall remain in the position acting to continue performing his/her duties until the Board of Directors resolves to appoint a new Executive Committee member to replace him/her. However, the appointment must be made within 2 months from the date the Executive Committee member's term expires.

#### **4.3 Termination of office**

In addition to term termination, the Executive Committee shall cease to hold office upon:

- 1) Death
- 2) Resignation
- 3) Lacking the qualifications of an Executive Committee member as specified above
- 4) The Board of Directors resolves to terminate the position

In this regard, any Executive Committee member who wishes to resign from his/her position shall submit a resignation letter to the Company, with the resignation effective from the date the resignation letter reaches the Company or on any other specified date.

#### **5. Scope, powers, duties, and responsibilities of the Executive Committee**

- 5.1 Prepare the Executive Committee Charter by the Company's business policy as determined by the Board of Directors, which must be approved by the Board of Directors and must be reviewed at least once a year for suitability.
- 5.2 Prepare and present business policies, goals, strategies, business plans, and management structures, including management authority, for submission to the Board of Directors for consideration and approval.
- 5.3 Consider the annual budget allocation as proposed by the management for submission to the Board of Directors for consideration and approval. This includes consideration and approval of changes and additions to the annual expenditure budget during the period when there is no Board of Directors meeting, and presenting to the Board of Directors for acknowledgment at the next meeting.
- 5.4 Manage and supervise the operations related to the Company's general administration to comply with the objectives, regulations, policies, rules, requirements, orders, and resolutions of the Board of Directors' meetings and/or the resolutions of the shareholders' meetings of the Company in all respects.
- 5.5 Consider new business operations or business termination, investment, or joint investment, for submission to the Board of Directors.
- 5.6 Consider the Company's dividend payment policy and propose the Company's dividend payment to the Board of Directors.
- 5.7 Study the feasibility and approve the entering into contracts and/or any transactions related to the Company's normal business operations, such as trading, investment, or joint venture with other persons for the

- Company's normal business operations and the benefit of the Company's operations according to the objectives within the limit specified in the approval authority table or as determined by the Board of Directors.
- 5.8 Consider and approve investments and set investment budgets according to the authority in the approval authority table.
- 5.9 Approve the withdrawal of funds from all accounts of the Company, the use of credit at any bank or financial institution that the Company has, including the request for various forms of credit with any bank or financial institution, as well as the pledge, mortgage, use of the Company's assets as collateral, whether registered or unregistered, and acting as a guarantor for such debts, within the limit specified in the approval authority table or as determined by the Board of Directors.
- 5.10 Approve the appointment of consultants in various areas necessary for the Company's operations, within the budget framework approved by the Board of Directors each year.
- 5.11 Supervise and approve the Company's operations and may appoint or assign any person or group of persons to perform any action as the Board of Directors deems appropriate, and has the power to change, amend, exempt, or revoke such power.
- 5.12 Has the power to approve, appoint, hire, transfer, dismiss, impose disciplinary punishment, terminate employment, determine wages, compensation, welfare, bonuses, rewards, and other compensation, including expenses and facilities of the Company's officers or employees who hold the positions of Deputy Director and Senior Deputy Director or various special working groups to perform specific tasks.
- 5.13 Perform any other actions as assigned by the Board of Directors from time to time.

The power to act as stated above, including the authorization to other persons as deemed appropriate by the Executive Committee, shall not include the power, authorization, or sub-authorization to approve any items that allow the Executive Committee or the authorized person of the Executive Committee to vote to approve any items in which he or any person may have a conflict of interest, have an interest, or may have any other conflict of interest with the Company, or any items that are not under the general business operations of the Company. Such approval must be submitted to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) for consideration and approval, as prescribed by the Company's regulations or relevant laws.

## **6. Executive Committee Meetings**

### **6.1 Number of Meetings**

The Executive Committee must meet at least once a month to monitor the management of the Company and may call additional meetings as necessary.

### **6.2 Calling a meeting**

The Secretary of the Executive Committee shall send a meeting invitation letter specifying the date, time, place, and business to be met to all executive directors at least 7 days in advance of the meeting date, except in urgent cases to protect the company's rights and benefits, in which case the meeting may be announced by other methods and the meeting date may be set earlier.

### 6.3 Meetings and Participants

1. In a meeting of the Executive Committee, no less than half of the total number of Executive Directors must attend the meeting to constitute a quorum.
2. The Chairman of the Executive Committee shall act as the Chairman of the meeting. If the Chairman of the Executive Committee is not present at the meeting or is unable to perform his duties, the Executive Directors present at the meeting shall select one of the Executive Directors to be the Chairman of the meeting.

### 6.4 Voting

1. Each executive has one vote in voting.
2. The resolution of the Executive Board meeting shall be based on a majority vote, and if the votes are equal, the chairman of the meeting shall cast one additional vote as the deciding vote.
3. An executive who has a vested interest in any matter shall not have the right to vote on that agenda item.

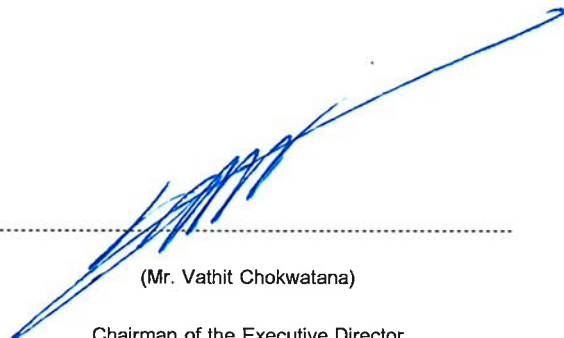
### 7. Reporting

The Executive Board is responsible for reporting its performance to the Board of Directors regularly and for reporting any significant resolutions or actions within the scope of the Executive Board to the Board of Directors at the next Board of Directors meeting.

### 8. Performance Evaluation of the Executive Board

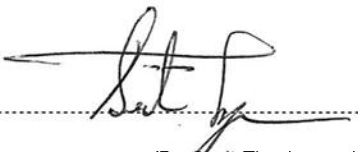
To strengthen the process of developing and improving performance, the Executive Board will evaluate its performance at least once a year by evaluating it as a group and reporting the evaluation results to the Board of Directors.

This shall be effective from **November 1, 2024** onwards.



(Mr. Vathit Chokwatana)  
Chairman of the Executive Director

Sun Vending Technology Public Company Limited



(Dr. Suvit Thaniyavarn)  
Chairman of the Board

Sun Vending Technology Public Company Limited