

## **Inoue Rubber (Thailand) Public Company Limited**

### **Executive Committee Charter**

#### **1. Roles, Duties and Responsibilities**

- 1) To conduct and/or manage the daily business operation in accordance with laws and standards, including policies, action plan, targets, requirements and regulations of the Company prescribed by the Board of Directors;
- 2) To strictly, honestly and carefully conduct and manage the operation in accordance with the resolutions of the Board of Directors altogether with the approved budget by consideration on the interest of the Company and the shareholders;
- 3) To report the operating performance of the Company to the Board of Directors' meeting quarterly and to review the operating results periodically for a quick resolution to achieve the business targets;
- 4) To assess and screen the major investment projects and the annual budget prior to the submission to Board's consideration;
- 5) To undertake the work in accordance with the good corporate governance principles prescribed as a guideline by the Board of Directors;
- 6) To approve that appointment of persons of directors, executives or controlling persons to the subsidiaries, to have transparency and effective good governance and internal control, aligned with the company's benefit and the Investment and Management in Subsidiaries policy;
- 7) To suspend buying/ selling/ transferring of the Company's securities one month prior to public disclosure of the financial statement and during the period that the Company is undertaking the confidential transaction e.g. increasing in capital, merger and acquisition, or negotiation of new significant projects, etc.;
- 8) To report any securities holding by himself/ herself and his/ her spouses and children in the Board of Directors meeting quarterly including report the change in securities holding to the SEC via online channels and inform the Company Secretary within 3 business days from the first day that securities holding changes, if there is any buying/ selling/ transferring of securities of the Company;
- 9) To prepare a report on the conflict of interest of the management annually;
- 10) To manage the information system and intellectual property including the Company's important commercial information;
- 11) To refrain from any reveal of Company's business transaction and/or intellectual property to third party without consent and/or oppose to Code of Conduct for Director and Employee and which affect the Company's business.

- 12) To Review the charter of the Executive Committee annually to comply with changing conditions and circumstances and propose to the Board of Directors for the approval;
- 13) To do the self-assessment of the Committee as a whole and the member as an individual annually.

## 2. Composition and Qualifications

- 1) The Executive Committee consist of directors and/or executives and/or senior expert at least 5 members
- 2) The Chairman and the members of the Executive Committee are designated by the Board of Directors
- 3) The President is the Chairman of the Executive Committee by position

## 3. Term in Office

- 1) The term in office of an executive director who is also a director is determined by the term of the Company's director, which may re-appoint as the Board of Directors deems appropriate.
- 2) The term in office of an executive director who is the Company's executive is as long as he or she is in the position unless the Board of Directors determines otherwise.
- 3) Other executive directors who are not directors or executives of the Company have a term of office as the Company deems appropriate and may change as the Board of Directors deems appropriate.

Apart from the above paragraph, membership will be automatically cancelled in the following situations:

- 1) Death
  - 2) Resignation
  - 3) Removal from office by resolution of the Board
- 4) In case of a member vacates for any reason other than the expiration of the term, the Board of Directors shall appoint qualified persons to replace the resigned member in order to ensure that the number of Executive Directors reaches the number prescribed by the Board of Directors. The person who replaces the vacant positions will serve for the remaining term of the executive director he or she replaces.

## 4. Meeting

- 1) The Committee shall arrange a meeting on quarterly basis. In organizing a meeting, the Chairman or the Secretary of the Committee shall send an invitation letter to all members at least seven days in advance and send the meeting's contents three days before the meeting. However, if the matter is urgent, the Chairman may call for a meeting by other methods. The Committee's secretary shall record minutes of the meeting;
- 2) In every Executive Committee's meeting, at least one half of the Committee shall constitute a quorum;

- 3) In case of the Committee's Chairman is absent or unable to perform his/her duties, if there is a Vice Chairman, he/ she must act as the Chairman of the meeting. If there is no Vice Chairman or he/ she is unavailable, the member who are present shall elect one of themselves to chair that particular meeting;
- 4) Any member of the Committee, who has a conflict of interests, is not entitled to vote on the matter under consideration;
- 5) Each member of the Committee shall have only one vote and all decisions shall be made by majority vote. In case of the votes are equally divided, the chairman of the meeting shall have the casting vote.

This charter will be effective since May 12, 2023 onwards.