บริษัท แพรนด้า จิวเวลรี่ จำกัด (มหาชน)
28 ซอยบางนา-ตราด 28
แขวงบางนาใต้ เขตบางนา
กรุงเทพฯ 10260

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Charter of the Group Executive Committee

1. Purpose

The Group Executive Committee has been appointed by the Board of Directors to manage and oversee the Group as assigned by the Board of Directors.

2. Composition

(1) The Group Executive Committee consists of directors with experience and qualifications according to recommendations of the Nomination and Remuneration Committee and approved by the Board of Directors.

(2) The Group Executive Committee consists of a committee of not less than 5 persons but not more than 10 persons.

(3) Managing Director of each function of all functions shall serve as Group Executive Directors by position.

(4) Executives in positions other than the Managing Director of each function, who are appointed by the Board of Directors, shall serve as Group Executive Directors.

(5) The appointment of the Group Executive Committee must be proceeded through the selection process of the Nomination and Remuneration Committee and must have details of educational background and professional experiences of particular persons for the benefits towards decision of the Board of Directors.

(6) The Chairman of Group Executive Committee is appointed by the Board of Directors.

(7) One officer shall be appointed as the secretary.

3. Qualifications

(1) The Group Executive Committee shall have knowledge, ability, integrity, honesty, business ethics and adequate time to dedicate knowledge and abilities to perform the entrusted duties to the Company.

(2) The Group Executive Committee shall have qualifications and does not have prohibited characteristics as prescribed in the Securities and Exchange Act as an executive of the Company.

4. Authorities

(1) Appoint, remove, transfer, consider merit as well as determine compensation and welfare for employees at different levels.

(2) Appoint and remove the Directors/Executives to be representatives of the Group and any other working groups to carry out various activities under the management of the Group and associated companies.

(3) Appoint Managing Director of the subsidiaries and report to the Board of Directors for acknowledgement.

(4) Supervise business operations including reviewing issues related to subsidiaries/associated companies that meet the criteria to be submitted for approval from the Board of Directors.

(5) Consult with experts or the Company's consultants (if any) or hire outside consultants or experts in case of necessity at the expense of the Company.

(6) Issue announcements regarding work performance and be able to grant authority to the Group Executive Directors and/or employees holding management positions who are authorized to sign and approve the disbursement of the Company's assets.

(7) Approve obtaining or canceling credit limit in the amount not exceeding 50 million baht per year.

(8) Approve lending to companies that have business relationships with the Company as a shareholder of each entity in the amount not exceeding 50 million baht per year.

(9) Approve capital increase in the Company, subsidiaries and related companies in the amount not exceeding 50 million baht.

(10) Approve the guarantee of credit limit for companies that have business relationships with the Company as shareholders or companies that have business operations with each other or another company in the amount not exceeding 50 million baht per entity.

(11) Approve investment, sales of investments in equity instruments and/or debt instruments in the amount not exceeding 10 million baht per year.

(12) Approve procurement and investment in fixed assets in the amount not exceeding 20 million baht per year.

(13) Approve the restructuring, destruction and write-off of fixed assets and intangible assets that are no longer in use, damaged, lost, destroyed, deteriorated or obsolete which cannot be used having total book value in the amount not exceeding 5 million baht per year.

(14) Approve general expenses in excess of 500,000 baht but not exceeding 10 million baht.

(15) Approve the purchase of products, raw materials and supplies in excess of 5 million baht but not exceeding 10 million baht.

(16) Approve expenses for charitable donations, contributions in excess of 200,000 baht but not exceeding 500,000 baht.

(17) Approve gift expenses and welcoming service fee in excess of 50,000 baht but not exceeding 100,000 baht.

(18) Approve price adjustments, destruction of raw materials and/or inventories that are deteriorated or obsolete which will cause the book value to decrease based on the actual value.

(19) Approve compromise, settlement of disputes by arbitration, complaints, lawsuits and/or proceeding with any legal proceedings on behalf of the Company for issues that are not in the normal course of the Company's business with capital not exceeding 2 million baht per year and/or which are in the normal course of business with capital not exceeding 20 million baht per year.

(20) Approve for work observation or study abroad for employees in the amount not exceeding 1 million baht per time.

(21) Approve the entry into transactions that are not in the normal course of business for the amount not exceeding 10 million baht each time.

(22) Delegation of authority to any of the Group Executive Committee and/or the Executives of the Company and/or any other persons who can act on behalf shall be under the table of authority to act and authority to approve.

(23) Have the authority to invite the Executives or employees of related companies to provide clarification, give opinions, attend meetings or submit documents as deemed relevant and necessary.

(24) Issue any other work regulations as deemed appropriate.

5. Roles, Duties and Responsibilities

(1) Set goals and business plans of the Group, annual budget and various administrative authorities of the Group to propose to the Board of Directors for approval.

(2) Supervise the operations of the Group to be in accordance with the vision, our purpose & our commitment, strategies and policies of the Board of Directors, laws, terms and conditions, rules and regulations of the Company and annual budget as approved by the Board of Directors to be efficient and conducive to business conditions as well as providing management advice to top executives.

(3) Set guidelines for business operations, development and business expansion in accordance with the vision, our purpose & our commitment, strategies, policies and resolutions of the Board of Directors.

(4) Appoint the Company's Executives to perform duties in all positions except the appointment of top executives which must be approved by the Board of Directors including being able to authorize any persons to act on behalf of any matter within the duties and responsibilities as deemed appropriate.

(5) Set work regulations for the Company's employees without contradicting the relevant regulations and laws.

(6) Consider and approve the position structure, salary structure and other employee benefits as well as approving the management structure for the positions lower than assistant managing director level.

(7) Consider and scrutinize performance results and quarterly/annual budget and asset management prior to presenting to the Board of Directors for approval.

(8) Consider and approve employees' bonus and awards and other benefits to build employee morale.

(9) Ensure that the Company has an appropriate and strict internal control system through coordination with the Audit Committee.

(10) The Chairman of Group Executive shall carry out the duties and responsibilities as mentioned above with efficiency and effectiveness.

(11) Manage the Company to conduct business with transparency, adhere to the principles of good governance and does not support any forms of corruption, whether directly or indirectly.

(12) Perform other duties as assigned by the Board of Directors.

6. Roles, duties and responsibilities of the Group Executive Chairman.

1) Have the authority to manage the Company's business in accordance with the policies, laws, objectives, regulations of the Company, rules and resolutions of the Board of Directors' Meeting and the Group Executive Committee's Meeting.
2) Have the authority to order, take any necessary and appropriate actions to ensure the implementation of Item 1. is completed and, if it is important, report and/or inform the Board of Directors and/or the Group Executive Committee.
3) Have the authority to issue regulations on the Company's operations, which do not conflict with or contradict any policies, regulations, rules, requirements, orders and resolutions of the Board of Directors and/or the Group Executive Committee.
4) Have the authority to sub-authorize and/or assign other persons to perform specific tasks on their behalf by sub-authorizing and/or assigning such tasks within the scope of the authorization in the power of attorney and/or in accordance with the regulations, requirements or orders specified by the Board of Directors and/or the Company in the table of operating powers and approval powers.
5) Be a leader and act as a role model in accordance with the Company's ethics and business ethics to promote and develop the Company to conduct its business with ethics, comply with the law, morality and good culture, adhering to the principles of good governance.
6) Perform any other actions as assigned by the Board of Directors. and/or the Group Executive Committee assigns.
7) Hire, employ, appoint and discipline employees and terminate employees, including the promotion and adjustment of salary and wages of employees, but not including employees or employees whom the Board of Directors or regulations stipulate that the Board of Directors shall hire, employ, appoint, discipline or terminate in the exercise of such power and duties.

8) Conduct any business in accordance with the Company's regulations and resolutions of the Board of Directors and the Group Executive Committee, including assigning duties for employees and employees of the Company at various levels to perform for the benefit of the Company.

However, the exercise of power by the Group Executive Chairman cannot be done if the Group Executive Chairman has a stake or may have a conflict of interest in any manner with the Company in exercising such power. In the event that the Group Executive Chairman is unable to perform his duties, the Vice Group Executive Chairman shall have the power on behalf of the Group Executive Chairman in accordance with the roles, duties and responsibilities of the Group Executive Chairman.

7. Term of Office and Retirement

(1) Term of Office

1.1 The term of office of the Group Executive Committee shall be 3 years. The Group Executive Committee with expired term may be re-elected as deemed appropriate by the Company's Board of Directors.

1.2 The Group Executive Committee is appointed and removed from the Group Executive Committee by resolution of the Board of Directors.

(2) Retirement

2.1 The Group Executive Committee shall be retired from position when:

- Resigned
- Deceased
- Lack of qualifications and failure to perform duties and responsibilities as an executive in accordance with the Securities and Exchange Act.
- The Board of Directors resolved that the committee membership shall cease.

2.2 Any member of the Executive Committee who wishes to resign from position must submit a resignation letter to the Board Chairman. In case that the position of the Group Executive Committee member is vacant, the Board of Directors shall appoint a new group of Executive Directors within 90 days in order that the Group Executive Committee shall have total number of Directors as determined by the Board of Directors.

2.3 The Group Executive Director who is the founder shall has no retirement term specified. For the Group Executive Director who is not the founder shall be retired at age 65 on the last day of the calendar year unless the Board of Directors' resolutions approved for the extension of term of office for each occasion.

8. Meeting

(1) The Group Executive Committee must arrange or call meetings as deemed appropriate at least once a month. The Group Executive Committee has a duty to attend the meetings regularly.

(2) At the Group Executive Committee's meeting, at least half of the total number of the Group Executive Directors must be present to constitute a quorum, the Vice Chairman of the Group Executive Committee will act in his place. If the Vice Chairman of the Group Executive Committee is unable to perform his duties, the directors attending the meeting shall select one of the directors to act as the chairman of the meeting.

(3) Resolutions of the Group Executive Committee shall be passed by majority vote. Hence, the Group Executive Director who has conflict of interest in any matter must not attend the meeting for resolution on such agenda.

(4) The final decision in the Group Executive Committee's meeting shall be passed by majority votes with one director having one vote, unless the director who has conflict of interest in any matter is not entitled to vote for such agenda. If the votes are equal, the Chairman of the meeting shall cast one additional vote as the decisive vote.

(5) The Chairman of the Group Executive Committee or the Group Executive Directors assigned by the Chairman of the Group Executive Committee shall set the date, time and location of the Group Executive Committee meeting. Locations other than the area where the Company's headquarter is located or nearby provinces may be set as meeting location. If the Chairman of the Group Executive Committee or the Group Executive Directors assigned by the Chairman of the Group Executive Committee do not specify the meeting location, the Company's headquarter shall be set as the meeting location.

(6) In calling the Group Executive Committee meeting, the Chairman of the Group Executive Committee or the person assigned shall send the meeting invitation letter via registered post or delivered to the committee or representatives of the directors directly by specifying the date, time, place and meeting business to the Directors at least 3 days before the meeting date. Unless the urgent cases to preserve the Company's rights or interests, the meeting details will be notified by other means in which the meeting date may be set earlier.

8. Report on Performance of the Group Executive Committee

The Group Executive Committee shall report the performance results to the Board of Directors at least 4 times a year.

9. Performance Assessment of the Group Executive Committee

(1) Conduct performance assessment by the Nomination and Remuneration Committee at least once a year.

(2) The group assessment shall be conducted with disclosure of criteria, procedures and overall assessment results in the annual report which shall also be reported to the Group Executive Committee.

(3) The group assessment comprises of the following items:

3.1. Structure and qualifications of the Group Executive Committee

3.2. Roles, duties and responsibilities of the Group Executive Committee

3.3. Meetings of the Group Executive Committee

10. Consultant

The Group Executive Committee can request advice from independent experts as deemed appropriate at the Company's expense with approval from the Group Executive Committee.

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Mrs. Pranee Khunprasert

Chairman of Group Executive Committee

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Mrs. Rawittha Pongnuchit

Board Chairman

Pranda Jewelry Public Company Limited

14th Edition

This Charter has been approved by the Board of Directors' meeting of Pranda Jewelry Public Company Limited 5/2025 on November 12th, 2025 and to be effective from November 12th, 2025 onwards.