



AURORA

Executive Committee Charter

Aurora Design Public Company Limited

Revision / Amendment History

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03	Review	January 16, 2023
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06	4th amendment	May 11, 2026

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Executive Committee Charter

1. Definitions

Company	means	Aurora Design Public Company Limited
Board of Directors	means	Board of Directors of Aurora Design Public Company Limited
Executive Committee	means	the Executive Committee of Aurora Design Public Company Limited
Director	means	Director of Aurora Design Public Company Limited
Executive Committee Member	means	a member of the Executive Committee of Aurora Design Public Company Limited.

2. Objectives

The Executive Committee (the "Committee") is established to support the Board of Directors in the management and administration of the Company's business in accordance with the policies, objectives, plans, Articles of Association, work regulations, orders and budgets within the scope of authority delegated by the Board of Directors.

3. Composition

- 3.1 The Executive Committee shall comprise at least three (3) members
- 3.2 The Board of Directors or the Executive Committee shall appoint one (1) Committee member to serve as Chairperson of the Executive Committee.
- 3.3 The composition of the Committee should take into consideration diversity, including age, gender, race, nationality, domicile, knowledge, capabilities, skills, areas of expertise and professional experience.
- 3.4 An Executive Committee Member is not required to be a director of the Company.
- 3.5 The Executive Committee shall appoint a Secretary to the Executive Committee, who may be the Company Secretary or any other person deemed appropriate by the Executive Committee, to assist in arranging meetings, preparing agendas, circulating supporting documents and preparing minutes of meetings.

4. Qualifications of Committee Members

- 4.1 Possesses knowledge, competence, integrity, relevant experience beneficial to the performance of duties, and business ethics sufficient to perform the duties of an Executive Committee member.
- 4.2 Be able to devote sufficient time to fully perform the duties and regularly provide views and recommendations regarding Company's operations.
- 4.3 Not possess any prohibited characteristics prescribed by applicable laws and regulations.

- 4.4 Not be a person who operates a business of the same nature as, and in competition with, the Company's business, whether for his or her own benefit or for the benefit of others, unless such matter has been disclosed to the Board of Directors prior to the appointment resolution.

5. Appointment of Committee Members

- 5.1 The Board of Directors shall appoint persons who possess the qualifications specified in Section 4 above and who have been considered by the Nomination Committee to serve as an Executive-Committee members.

6. Term of Office

- 6.1 Each Executive Committee member shall hold office for a term of three (3) years, and shall be subject to the term of office of a director of the Company. An Executive Committee Member whose term expires may be reappointed.
- 6.2 If an Executive Committee member completes his or her term or is unable to complete the term, resulting in the number of Committee members falling below three (3), the Board of Directors shall appoint a new Committee member to restore the required number immediately or, at the latest, within three (3) months from the date on which the Committee is incomplete, in order to ensure continuity in the performance of the Committee's duties.

7. Vacation of Office

- 7.1 Death.
- 7.2 Resignation by submitting a resignation letter to the Chairman of the Board of Directors. The resignation shall take effect from the date on which the resignation letter is received by the Company.
- 7.3 Expiration of the term of office an Executive Committee member.
- 7.4 Ceasing to hold office as a director of the Company.
- 7.5 Possessing any prohibited characteristics prescribed by applicable laws.
- 7.6 Removal from office by resolution of the Board of Directors.

If an Executive Committee member vacates office before the expiration of his or her term, the Board of Directors shall consider appointing a person who possesses the required qualifications and is appropriate to serve as an Executive Committee Member. The replacement Executive Committee Member shall hold office only for the remaining term of the Executive Committee Member whom he or she replaces.

8 Powers, Duties, and Responsibilities

- 8.1 Consider and formulate the Company's and its subsidiaries' objectives, vision, mission, policies, key goals and strategies, as recommended by the Chief Executive Officer, for submission to the Board of Directors for approval.
- 8.2 Review and scrutinize the business plans, budgets, management structure and approval authority of the Company to ensure alignment with the Company's and its subsidiaries' objectives, vision, mission, policies, key goals and business strategies, as recommended by the Chief Executive Officer, for submission to the Board of Directors for consideration, and implement matters as approved by the Board of Directors.
- 8.3 Manage, review and monitor the operations and general administration of the Company and its subsidiaries to ensure efficiency and effectiveness, including reviewing and scrutinizing proposals submitted by management.
- 8.4 Approve the execution of contracts and/or transactions relating to the Company's ordinary course of business, such as trading, investment or joint ventures with other persons for transactions in the ordinary course of business and for the benefit of operations in accordance with the Company's objectives, within the limits prescribed under the approval authority or as determined by the Board of Directors.
- 8.5 Approve borrowings and applications for credit facilities from financial institutions, lending, pledging, mortgaging of the Company's assets, or provision of guarantees for the Company's subsidiaries, within the limits prescribed under the approval authority or as determined by the Board of Directors.
- 8.6 Approve the appointment of advisors in various fields as necessary for the Company's operations, within the annual budget approved by the Board of Directors.
- 8.7 Have the authority to invite management, executives or any relevant person of the Company and its subsidiaries to provide opinions, attend meetings or provide relevant information as necessary.
- 8.8 In performing duties within the scope of responsibilities, have the authority to request management or relevant employees to provide opinions, attend meetings or submit documents deemed relevant and necessary. The Executive Committee may also seek advice from external independent advisors or other professional experts where deemed necessary and appropriate, at the Company's reasonable expense. Information regarding such advisors and their independence shall be disclosed in the Annual Report, if applicable.
- 8.9 Perform any other duties as deemed appropriate and assigned by the Board of Directors.

9 Meetings

- 9.1 The Executive Committee shall hold meetings as deemed appropriate by the Chairperson, provided that meetings shall be held at least four (4) times a year.
- 9.2 For each Committee meeting, the Chairperson or a person duly authorized by the Chairperson shall deliver the meeting notice together with the agenda and supporting documents to all Committee members at least five (5) days prior to the meeting. The notice and supporting documents may be delivered electronically to allow Committee members sufficient time to review the relevant information. In urgent circumstances where necessary to protect the Company's rights or interests, the meeting notice may be given by other means or the meeting may be scheduled on shorter notice.

10 Quorum and Voting

- 10.1 A quorum shall be constituted when at least two-thirds (2/3) of the total number of Executive Committee members are present at the meeting.
- 10.2 Resolutions of the meeting shall be passed by a majority vote.
- 10.3 Each Committee member shall have one (1) vote, A Committee member who has a conflict of interest or other interest in any matter shall not be entitled to vote on such matter. In the event of an equality of votes, the Chairperson of the meeting shall have a casting vote. At the time a resolution is adopted, at least two-thirds (2/3) of the total number of Committee members must be present.

11 Performance Evaluation

The Executive Committee shall conduct regular performance evaluations of The Executive Committee both collectively and individually, at least once a year, to assess the performance of its duties, and shall report the evaluation results to the Board of Directors.

12 Reporting

- 12.1 The Executive Committee shall regularly report the results of its performance of its duties to the Board of Directors for acknowledgement.
- 12.2 The Executive Committee shall report its performance during the preceding year to shareholders in the annual report, including at least the following:
- 12.2.1 Number of Executive Committee meetings held.
 - 12.2.2 Number of Executive meetings attended by each Committee member.
 - 12.2.3 Performance of duties in accordance with this Charter.

13 Review

The Executive Committee shall review the details of and compliance with this Executive Committee Charter at least once a year to ensure consistency with applicable legal requirements and circumstances prevailing at the time.

This Executive Committee Charter shall be effective from May 11, 2026 onwards.

/s/

(Mr. Prasit Srirungtham)

Chairman of the Board of Directors

Aurora Design Public Company Limited