



Charter of the Executive Committee

FN Factory Outlet Public Company Limited

(Revised Edition No. 3 on March 8, 2022)

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1. Executive Committee Composition

- 1.1 The Executive Committee consists of at least 2 directors and/or the Chief Executive Officer and/or executives and/or the Chief Operating Officer and/or Chief Merchandising Officer and/or Chief Financial Officer and/or Chief Business Development Officer.
- 1.2 The chairman of the Executive Committee and members of the Executive Committee are appointed by the Board.
- 1.3 Members of the Executive Committee shall have qualifications and no prohibited characteristics under the regulations of the Securities and Exchange Commission.
- 1.4 Members of the Executive Committee shall not operate or manage or be involved in the management or operation of businesses that are in competition with the Company.

2. Tenure of the Executive Committee Members

- 2.1 Appointment of the Executive Committee Members
 - 2.1.1 The Board of Directors has appointed the Executive Director Committee of the Executive Committee.
- 2.2 Tenure of the Executive Committee Members
 - 2.2.1 The office term of each member of the Executive Committee shall be as stipulated by the Board, i.e. 3 years or equal to the remainder of the term of the member whom he/she replaces.
 - 2.2.2 Members of the Executive Committee who has completed their office term may be re-appointed by the Board.
 - 2.2.3 Members of the Executive Committee shall be considered to have vacated their office upon:
 - 1) Office term completion
 - 2) Termination of directorship
 - 3) Resignation
 - 4) Death
 - 5) Removal from office by the Board's resolution

3. Scope of Authority, Duties and Responsibilities of the Executive Committee

- 3.1 Manage and operate the Company's business in accordance with policies, guideline, handbooks, and as established, approved, endorsed or assigned by the Board and assess the performance in this respect.

- 3.2 Consider and review the business plan and annual budget plan before proposed thereof to the Board.
- 3.3 Set, review, revise and update the corporate business direction and strategy for alignment with the Company's business policies.
- 3.4 Consider and approve investment, asset acquisition and divestment, procurement, lending and borrowing, asset leasing, and expense disbursement according to the authority matrix and limits approved by the Board and the cancellation of agreements or acts relating to such transactions.
- 3.5 Consider and endorse the organization structure of the Company from the management level down.
- 3.6 Consider, appoint or assign the appointment of executives at the C-level.
- 3.7 Approve policies, handbooks, operating procedures, rules, and regulations as well as promote innovations that create value for the business and benefits for customers and stakeholders with social and environmental responsibility.
- 3.8 Consider annual increase and bonus payment criteria applicable to executives and employees of the Company prior to proposal thereof to the Nomination and Remuneration Committee for consideration.
- 3.9 Oversee the management's performance to alignment with policies, criteria, manuals, and business plans established or approved by the Board.
- 3.10 Screen and give recommendation on the matters to be proposed to the Board.
- 3.11 Consider, execute and approve any other matters as assigned by the Board. The delegation of aforementioned authority, duties and responsibilities by the Executive Committee shall exclude the delegation or sub-delegation of authority to approve any transactions in which the Executive Committee or the delegates have conflicts of interest (as defined by the notifications of the Capital Market Supervisory Board). Such transactions shall be proposed to and approved by the Board and/or the meetings of shareholders (as applicable) in accordance with applicable rules of the Company or laws.

4. Report

The Executive Committee is responsible to the Board of Directors. And report the results of management and operations to the Board of Directors meeting.

5. Role of the Chairman of the Executive Committee

- 5.1 In leadership, overseeing the efficient performance of duties of the Executive Directors for the best interests of the Company. And independent from the management

- 5.2 To consider and approve the agenda as specified by the Chairman of the Executive Committee / Managing Director. Propose to align the agenda with duties and responsibilities of the Executive Committee
- 5.3 Supervise the Executive Directors to ensure that the management takes the policy received from the Board of Directors to perform in accordance with the policy of the Board of Directors.
- 5.4 Oversee and encourage Executive Directors to abide by the good corporate governance policy. And code of business conduct of the company

This 3rd Amendment Charter was approved by the Board of Directors of FN Factory Outlet Public Company Limited, effective from 8 March 2022 onwards.

Announced on 8 March 2022



(Mr. Pricha Songwatana)

Chairman of the Board of Directors