



บริษัท สากล เอนเนอจี้ จำกัด (มหาชน)
SAKOL ENERGY PUBLIC COMPANY LIMITED
เลขทะเบียนบริษัทเลขที่ 0107559000443



Executive Committee Charter

Sakol Energy Public Company Limited



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Executive Committee Charter

1. Purpose

The Executive Committee is established to support the Board of Directors in the management of the Company in accordance with policy, plan, Articles of Association and any order including setting targets with the scope as assigned by the Board of Directors.

2. Composition

The Executive Committee is composed of at least three executive directors whereby the Executive Director needs not be a Company Director.

The Executive Committee shall select one Executive Director to hold the position of Chairman of the Executive Committee and appoint a Secretary of the Executive Committee to assist the Executive Committee in performing its duty in making appointments of meetings, in preparation of meeting agendas, in submission of meeting related documents and in recording the minutes of the meetings.

3. Qualification of Executive Director

Executive Director shall be the person with the following qualifications:

(1) Being a person who has the knowledge, ability, integrity, business ethics, and adequate time to perform duties for the Company.

(2) Having an adequate qualification and not possessing qualifications prohibited by law.

(3) Not being a person who undertakes a business of the same nature and in significant competition with that of the Company or is a significant partner of a partnership or a director of another company undertaking a business of the same nature and in significant competition with that of the Company, whether such undertaking has been carried out for his/her own or others' benefits or not, unless notice is given to the Shareholders Meeting before passing a resolution for appointment.

4. Appointment and Office Term

The Board of Directors shall appoint a person with qualifications as mentioned in Clause No. 3 as mentioned above to hold the position of Executive Director whose office term is three years. In the event that the Executive Director also holds the position of Company Director, the office term of Executive Director shall be the same as that of the Company Director. If any



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Executive Director vacates the position by office term expiry, he/she may be re-appointed as an Executive Director.

In the event that the executive director's office has expired or the Executive Director is not able to hold the position until expiry, resulting in the number of Executive Directors to be less than three, the Board of Directors shall immediately appoint a new Executive Director to fill the vacancy not later than three months after the date when the number of Executive Directors becomes incomplete in order to ensure the continuity of the Executive Committee in performing its duty.

5. Powers, Duties and Responsibilities

(1) Preparation and setting up of the policy, direction, business plan, budgeting, management structure and management authority by proposal to the Board of Directors for approval, and implementation of proposals as approved by the Board of Directors including verification and follow-up of such operating results that are being performed in an effective and efficient manner.

(2) Management and overseeing of related operations and general administration of the Company.

(3) Approval of any contract making and/or transactions related to the normal course of business of the Company (such as purchase, sales, investment or joint investment with other persons) for the benefit of the operation in accordance with the objective of the Company within authority limits or limits defined by the Board of Directors.

(4) Approval of financial transactions with financial institutions for borrowing or seeking credit facilities, mortgages, loan guarantees and being a guarantor of the Company and subsidiary companies, within authority limits or limits defined by the Board of Directors.

(5) Approval of the appointment of an advisor in various areas which are essential for the Company's operation within the annual budget approved by the Board of Directors.

(6) Setting up the scope and policy on salary, adjustment of salary, determination of bonus remuneration and financial rewards of the employees and executives (except the Chief Executive Officer).

(7) Carrying out any other tasks assigned by the Board of Directors or which is in accordance with the policy defined by the Board of Directors.

(8) Review and proposal on revision of the Executive Committee Charter to align with the situation.

(9) Granting the power to any person or several persons to carry out acts on behalf of the Executive Committee.



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However, the assignment of powers, duties and responsibilities of the Executive Committee does not have the nature of granting of authority or sub-granting of authority allowing the Executive Committee or person who is granted the authority by the Executive Committee to be able to approve transactions in which he/she or other persons may have a conflict (as defined in the notifications of Securities and Exchange Commission or Capital Market Supervisory Board), an interest or benefit in any nature or may have other benefit disputes with the Company and/or subsidiary companies except for approval of transactions which are in accordance with the policy and rules already approved by a Meeting of the Board of Directors.

6. Meetings

(1) The Executive Committee shall convene at least one meeting in every three months in accordance with the financial report preparation cycle.

(2) In calling a meeting of the Executive Committee, the Chairman of the Executive Committee or the assigned person shall send meeting invitations along with meeting agendas and related documents to every nomination director at least three days in advance to allow the Executive Directors to have time to study the information. In the event of urgency for the benefit of the company, a meeting invitation can be made otherwise, with an earlier date

7. Quorum and Voting

(1) At a meeting of the Executive Committee, at least one half of the number of the Executive Committee members is required to form a quorum. In case the Chairman of the Executive Committee is not present at the meeting or is not capable of performing the duty, the attending members of the Executive Committee shall elect among themselves one member to chair the meeting.

(2) In a meeting, a resolution shall be passed by a majority of the votes.

(3) In casting the votes, one executive director has one vote except that if any executive director has any stake in any matter, that executive director shall not exercise his/her voting right on that matter. In case of an equal vote split, the chairman of the meeting shall cast the deciding vote.

(4) The Chairman of the Executive Committee shall prepare the minutes of the Executive Committee meetings for submission to the Board of Directors.



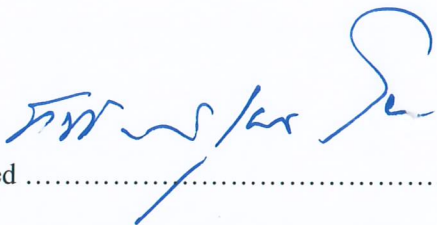
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This charter is effective from 9th March 2016 onward.



บริษัท สากล เอนเนอจี้ จำกัด (มหาชน)
SAKOL ENERGY PUBLIC COMPANY LIMITED

Signed


(Mr. Chatchai Sumetchotimetha)

President of the Board of Directors

Sakol Energy Public Company Limited