



Scope Authority Duty and Responsibility of the Executive Committee

of

Sermasang Power Corporation Company Limited and its Subsidiaries

Meeting of the Board of Directors has resolution for approval scope, authority, duty and responsibility of the Executive Committee.

- 1) Consider and set policy, business strategy, goal, operation plan, financial goal and budget by analysis of business factors properly to propose for approval from the Board. In case of change of situation, the Executive Committee will review approved budget to be suitable for situation.
- 2) Supervise, investigate, monitor business operation of the Group as per policy, business strategy, goal, operating plan, financial goal and budget approved by the Committee with efficiency and effectiveness, consult and recommend to management.
- 3) Determine organization structure about the Group's management, appointment for management 's transfer of each business, consider and follow succession plan of executives, unplanned human resources in annual budget, criteria for remuneration appraisal criteria for management criteria and approval for compensation for the position next to Chief Executive Officer.
- 4) Study financial feasibility for new project, authorize to consider and approve for the Company and/or subsidiaries to invest or co-invest with individual, corporate or any business organization in the form of the Executive Committee's agreement to operate as objectives of the Company and/or subsidiaries, consider and approve payment for investment, sign contract and/or operate in financial amounts and/or relevant law and regulation and/or article of association.
- 5) Monitor operating performance and progress of project investment of each business and report the result, problems or obstacles and guidelines for revision to the Board.
- 6) Consider, recommend or suggest to the Board of Directors about project's proposal or operation of the Group and consider selection in fund raising, if necessary, which is over financial amount and/or laws and relevant principles or article of association. The meeting of Shareholders and/or the Board will approve as determined.
- 7) Consider, approve financial transactions with financial institution in open an account, borrow, loan request, pledge, pawn, guarantee, land trading and ownership registration for benefit to business operation of the Company and/or subsidiaries, signing contract, contact with government sector for the right of the Company, and/or any operation until finished within specified financial amount and/or laws and relevant principles or article of association.



- 8) Consider and approve principles rules, policy of management and operation of the Group or operation relevant to the Company.
- 9) Appoint and/or delegate to Executive Directors or one or many persons who act within scope of authority of Executives Committee in proper period as the Executive Committee agrees; whereas the Executive Committee can cancel or change that authority.
- 10) Authorize and responsible as delegation or policy which is the Board of Directors assigns occasionally.
- 11) Consider and approve for manuals of power of authority for the representatives and /or the authorized persons to know their scope, responsibility and authority This manual are used for operational manual with reference evidence and follow the process systematically.
- 12) Consider, approve and signing contract of normal business operation of the Company and/or subsidiaries according to capital budget or budget approved by the Directors. Financial amount of each transaction is specified in table of power of authority approved by the Board but not over annual budget approved by the Board.
- 13) Hold meeting for the Executive at least once a year.
- 14) Responsible and accountable for establishing the system and promoting and supporting the implementation of anti-corruption measures, being a role model, supervising employees to comply with anti-corruption measures, communicating to employees and related parties in all departments, and reviewing the suitability of systems and measures to comply with changes in business, rules, regulations and legal requirements
- 15) Set guidelines and recommend policies, strategies, operational frameworks, and set the goal as the Company with good governance and sustainable development which will lead to standardized organizational rules and regulations with the right approach in accordance with the organizational objective of building the trust and sustainability for all groups of stakeholders and related organizations both internally and externally with international standards

(Mr. Varut Tummavarankub)

Chief Executive Officer

Serm Sang Power Corporation PLC.