

**Announcement No. 007/2565**

**Re: Governance and Sustainability Committee Charter (Revised Version)**

As per the resolution of the Board of Directors Meeting No. 2/2565 held on February 23, 2022, the Board approved the revised version of the Governance and Sustainability Committee Charter. This revision was made to align with the criteria of the Corporate Governance Report of Thai Listed Companies (CGR) for the year 2023. The policy on corporate governance was established to ensure the company operates transparently and fairly toward all stakeholders, fostering public confidence and credibility. Additionally, it supports the company's sustainable growth policy, which is crucial for the sustainable development of society. The Board of Directors resolved to establish the Governance and Sustainability Committee and mandated the creation of this charter. The charter defines the committee's missions, responsibilities, composition, tenure and meeting procedures, ensuring clear operational guidelines aligned with generally accepted good corporate governance principles and not in conflict with applicable laws observed by the company.

**1. Composition and Qualifications of the Governance and Sustainability Committee**

- 1.1 The committee members must be directors of the company and appointed by the Board of Directors.
- 1.2 The committee must consist of at least 3 members, with at least half being independent directors.
- 1.3 The Chairperson of the Governance and Sustainability Committee should be an independent director to ensure impartiality and independence in performing duties and expressing opinions.

**2. Tenure**

The tenure of the Governance and Sustainability Committee members shall be 3 years, aligning with the tenure of the company's directors. Committee members may be reappointed by the Board upon the end of their tenure. In addition to expiration of tenure, committee members shall vacate their position upon:

- 2.1 Death
- 2.2 Resignation
- 2.3 Disqualified from being a company director, possession of prohibited characteristics under the Public Limited Companies Act or possess any traits deemed unsuitable for public trust for the management of public company as per Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008).
- 2.4 There is a resolution by the Board of Directors to dismiss the committee member from the position.

If a committee member wishes to resign, they must submit a resignation letter to the chairperson of the Board of Directors.

In the event of a vacancy due to reasons other than term completion, the Board shall appoint a qualified and legally compliant individual to fill the vacancy, unless the remaining term is less than two months. If so, the Board of Directors may choose not to appoint a replacement. A committee member appointed as a replacement shall serve only for the remaining term of the member they replace.

**3. Duties**

- 3.1 Review, consider and propose for Board of Director's approval, policies related to good governance, business ethics, corporate social responsibility, environmental responsibility, sustainable development, practices supporting the company's operations in alignment with governance and sustainability principles to ensure transparency, fairness and sustainable growth.
- 3.2 Oversee management's implementation of the policies and practices specified in no. 1 to ensure continuous development aligned with the company's business. Such policies and practices shall be concordant with and suitable for the business of the company and suggestions of the organization which shall supervise or is related to or equivalent to international standards.

(Translation)

- 3.3 Monitor and review internal systems to ensure consistency with established ethical and good practice guidelines.
- 3.4 Monitor and address any deviations by management or employees from the established policies and practices.
- 3.5 Track and report the organization's performance under good governance and related policies to the Board of Directors and external organizations as appropriate
- 3.6 Perform other duties assigned by the Board of Directors.

#### **4. Responsibilities**

The Governance and Sustainability Committee is directly accountable to the Board of Directors under the scope of authority specified in this charter. However, the Board of Directors remains responsible for the company's operations against external parties.

#### **5. Meeting**

- 5.1 The Governance and Sustainability Committee shall hold the meetings at least 2 times per year.
- 5.2 For each Governance and Sustainability Committee meeting, the Chairperson or the Secretary, as designated, of Governance and Sustainability Committee, shall send a written invitation to the Governance and Sustainability Committee members at least 7 days prior to the meeting date, except in urgent cases to preserve the company's benefits. In such cases, the meeting notice may be sent by other methods and the meeting may be held earlier.
- 5.3 Any Governance and Sustainability Committee member with a conflict of interest in any agenda item must not participate in the meeting or vote on that agenda item.
- 5.4 The Governance and Sustainability Committee may invite relevant individuals to attend the meetings as appropriate and may hold separate meetings with such individuals if deemed necessary.

#### **6. Quorum**

- 6.1 A quorum for the Governance and Sustainability Committee meetings requires the presence of at least half of its members. If the Chairperson is absent or unable to perform its duties, the attending committee members shall elect one member among themselves to preside as chairperson for that meeting.
- 6.2 Resolutions are passed by a majority vote. Each Governance and Sustainability Committee member has one vote. In case of a tie, the chairperson of the meeting shall cast an additional deciding vote

#### **7. Reporting**

The chairperson of the Governance and Sustainability Committee shall prepare meeting minutes and summaries of the committee's performance to be submitted to the Board of Directors.

#### **8. Evaluation**

The Governance and Sustainability Committee shall evaluate its performance annually and report the results to the Board of Directors.

This charter has been effective since February 23, 2022

This announcement is made for general acknowledgment and to proceed accordingly.

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(Tan Passakornnatee)  
Chief Executive Officer