

# Corporate Governance and Sustainable Development Committee Charter

Approved by the Board of Directors' Meeting No. 1/2023 held on 14 February, 2023

## Objectives

Corporate Governance and Sustainable Development Committee was established with the approval of the Board of Directors, to support and assist the Board of Directors in compiling and directing the corporate governance policies, and set guidelines for various aspects of the company appropriately, transparently, in accordance with the principles of good corporate governance. Together with the business ethics in mind, the committee is able to build confidence among shareholders, investors, stakeholders, and all related parties, hence establish value for the company to grow sustainably.

## Structure and Qualifications of the Corporate Governance and Sustainable Development Committee

Corporate Governance and Sustainable Development Committee appointed by the Board of Directors, consists of experts who have knowledge and ability. The committee consists of at least 3 directors with a proportion of more than 50% of the independent directors. In the meeting, the Corporate Governance and Sustainable Development Committee is to select one independent director to be the chairman.

## Term of Services of the Corporate Governance and Sustainable Development Committee

1. The term of services of Corporate Governance and Sustainable Development Committee is according to the term of board of director.
2. Corporate Governance and Sustainable Development Committee may be re-appointed to resume the position if the company's board of directors consider it appropriate.
3. In addition to the vacation of the position according to item 2, the Corporate Governance and Sustainable Development committee will be dismissed as following reasons
  - Pass away
  - Resign
  - The Board of Directors has a resolution to vacate from the position.
4. Board of Directors has authority to appoint additional Corporate Governance and Sustainable Development committee members, for achieving the objectives of the operation work, or to replace the Corporate Governance and Sustainable Development committee who vacate from the position according to item 1 or 3. The person appointed as the Corporate Governance and Sustainable Development Committee under clause 3 can be in the position for the remaining term of the Corporate Governance and Sustainable Development committee which he or she replaces of only.

### **Roles, Duties and Responsibilities of the Corporate Governance and Sustainable Development Committee**

1. Having knowledge and understanding of good corporate governance and Sustainable Development principles as well as being able to give suggestions to the Board of Directors about the guidelines in such matters appropriately.
2. Consider and review policies and guidelines on good corporate governance, business ethics, anti-corruption policy, sustainability policy, and guidelines on social responsibility communities and the environment in accordance with good corporate governance principles to the Board of Directors for approval.
3. Review the directions, oversee, and ensure that the company operates in full compliance with the established policy and regulation. Also there will be continuity in development.
4. Strengthen the company's ethical culture and good corporate governance by acting as an example.
5. Give recommendation and consultancy to the related working team, in order to continuously develop and lift up the good corporate governance.
6. Review and appoint candidate as for a new hire or a replacement, in relating to the appropriate corporate governance and sustainable development, as well as determine the roles and responsibilities to achieve the objectives.
7. Prepare the report of corporate governance and sustainable development committee. It is disclosed in the company's annual report. This report must be signed by the Chairman of corporate governance and sustainable development committee.
8. Regularly report activities or progress of various tasks to the Board of Directors.
9. Perform any other tasks as assigned by the Board of Directors with the agreement of the Corporate Governance and Sustainable Development Committee.

### **Other Regulations**

1. The Corporate Governance and Sustainable Development Committee is required to regularly review the charter, usually once a year. Any significant revisions to the charter will be presented to the Board of Directors for approval. As a result, the charter is suitable for the corporate environment and in line with the company's strategic plan, in order to achieve the objectives and goals of the organization efficiently and effectively.
2. The Corporate Governance and Sustainable Development Committee must have a meeting at least two times a year or more when necessary. The corporate governance committee may invite management or related persons to attend meeting to provide them with relevant information.
3. The Board of Directors with the agreement from the Remuneration Committee, approves the corporate governance and sustainable development committee's compensation.

Mr. Vinai Vittavasgarnvej  
Chairman

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Sustainable Development Committee