



**Corporate Governance and Sustainability
Committee Charter
Thai Plaspac Public Company Limited**

1. Objectives

The Corporate Governance and Sustainability Committee is a Committee of the Board of Directors that assists the Board of Directors in reviewing all policies in good corporate governance and sustainable development to obtain the best practices in corporate governance and sustainability ranking from external institutes. And report the evaluation results and suggestions to the Board of Directors, to determine the relevant policies in compliance with national and international standards.

2. Composition and Appointment

- 2.1. The Corporate Governance and Sustainability Committee shall consist of at least three (3) directors and at least half of the committee members must be independent directors.
- 2.2. The Chairman of the Corporate Governance and Sustainability Committee must be the independent director.
- 2.3. The Board of Directors shall appoint members of the Corporate Governance and Sustainability Committee.
- 2.4. When any reason the committee is reduced to less than three (3) persons, the Board of Directors shall appoint a replacement to fill the vacancy within three (3) months of the date of the vacancy to ensure the continuity of the committee's work.
- 2.5. A Secretary to the Chairman of the Corporate Governance and Sustainability Committee shall be appointed to assist the committee in performing work pertaining to the summoning of meetings, preparation of agendas, and delivery of supporting documents for the meetings and keeping of Minutes.

3. Qualifications

The Committee members must be the Directors of the Company

4. Roles and Responsibilities

4.1. Corporate Governance Roles and Responsibilities

- 4.1.1. To set up the Corporate Governance policy for the Board of Directors to approve and put into practice. Including following the policy behavior and continuously and appropriately reviewing the policy.
- 4.1.2. To assign an annual performance evaluation for the Chairman of the Board of Directors both individual and as a whole, and subcommittee.
- 4.1.3. To build a reliable corporate Governance process by having a good relationship with customers, suppliers, and stakeholders.
- 4.1.4. To build a reliable corporate Governance process to prevent and reduce conflict of interest.
- 4.1.5. All subcommittees have a duty to make a self-assessment in both individual and group for evaluation and report to the Board of Directors to disclose in the annual report.

4.2. Sustainability Roles and Responsibilities

- 4.2.1. To formulate and review the Company's sustainable development policies and goals based on Environmental, Social, and Governance (ESG) balance in compliance with nationally recognized good practices and international standards.
 - 4.2.2. To advise on and promote the formulation of the Company's principles, policies, strategies, and operations to comply with sustainable development.
 - 4.2.3. To support the Board of Directors', executives', and employees' efficient compliance with the Company's sustainable development guidelines.
 - 4.2.4. To take care of, monitor, and evaluate sustainable development operations to maintain a proper balance and efficiency in the best interests of the Company and its stakeholders, to disclose in the annual report.
- 4.3. The chairman of the committee has a duty to make a self-assessment report in order to present to the Board of Director and disclose in annual report.

- 4.4. To make a sub-committee in order to appropriate and relate with the Securities and Exchange and also the regulation of the stock Exchange of Thailand.
- 4.5. The committee shall review the adequacy of its charter as required and recommend any proposed changes to the Board for approval.
- 4.6. To report on the performance of the sub-committee to the Board of Directors at least twice a year.
- 4.7. To evaluate the performance report of the subcommittee annually for the purpose of improvement process.

5. Vacating Office

- 5.1. A Vacationing Officer means to include termination of directorship, or expiration of the prescribed term of service, resignation, or removal or decreased.
- 5.2. In case any committee member wishes to resign before the expiration of his term of service, the member should endeavor to give early notice to the Company.

6. Term of Service

- 6.1. The term of service of a committee member shall be two (2) years from the date of appointment.
- 6.2. A committee member may be re-appointed for additional terms as the Board of Directors may think fit.

7. Meetings

7.1. Agenda

An agenda of each meeting should be determined in advance, and documents supporting the meeting should be delivered to the Corporate Governance and Sustainability Committee for a reasonable period in advance in order to provide time for consideration of the matters or the request for additional supporting information.

7.2. Frequency of Meetings

- 7.2.1. Meeting of the Corporate Governance and Sustainability Committee should be held at least two (2) times a year.
- 7.2.2. The Chairman of the committee may convene a special meeting of the committee when there is good reason.

7.3. Attendance, Quorum and Voting

The members of the committee should endeavor to attend every meeting of the said committee. The quorum for a meeting shall be a simple majority of the total number of members. A duly convened meeting of the committee at which a quorum is present shall by a simple majority of those attending be competent to exercise all or any of the authorizations, powers, and discretions vested in or exercisable by the committee.

7.4. Minutes

The Secretary to the Corporate Governance and Sustainability Committee shall prepare the Minutes of the Meetings which must be submitted to the Corporate Governance and Sustainability Committee.

8. Annual Review/Self-Assessment

The committee shall, at least once a year, review its performance, charter, and terms of reference to ensure that it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

9. Reporting

- 9.1. The Chairman of the Committee shall report formally to the Board of Directors on its proceeding after each meeting on all matters within its duties and responsibilities.
- 9.2. The committee shall make whatever recommendations to the Board it deems appropriate on any area within its scope where action or improvement is needed.