



Supalai Public Company Limited
Corporate Governance and Sustainability Development Committee Charter

The Board of Directors of Supalai Public Company Limited pays attention to the Good Corporate Governance system so that the Company can manage the organization for growth and create value for all stakeholders' sustainability. Therefore, the Corporate Governance and Sustainable Development Committee (the Committee) is appointed to establish the principles and best practices of good governance processes and supervise the performances of directors and the Management to achieve practical results covering economic, social, environmental and corporate governance dimensions and to be in accordance with the principles of good corporate governance, including arrange the structure to inspect and balance the provision of returns, which is important for the Company to manage and reduce conflicts of interest between individuals of the Company and shareholders to a minimum level.

In addition, in order to manage corporate governance to be effective and suitable for the Company, it is deemed appropriate to establish a sub-committee which is the Committee to be assigned by the Board of Directors to oversee the operations of the directors and the management in order to follow accordingly the principles of good corporate governance. Therefore, it was deemed suitable to assign the following duties, responsibilities and scope of work of the Committee:

1. Objectives

- 1.1 To ensure efficient and transparent internal operations with accountability.
- 1.2 To raise awareness and realize the importance for the directors, executives, and employees of the Company in implementing the principles of good corporate governance, taking into account social and environmental responsibility.
- 1.3 To supervise the Company's directors, executives, and employees to comply with the principles of good corporate governance correctly to reassure shareholders and all stakeholders, which is the guideline for sustainable growth of the organization.

2. Elements

- 2.1 The Committee consists of at least 3 directors. At least 1 director must have knowledge and understanding of the principles of good corporate governance, including sustainable development. The Chairman of the Committee is an independent director.

3. Qualifications

- 3.1 The Nomination and Compensation Committee will annually consider and select appropriate persons from the members of the Board of directors and/or any qualified candidates propose for further consideration and appointed by the Board of Directors as a member of the Committee.
- 3.2 There are no other characteristics that cause them to be unable to express opinions independently.

4. Term of Office and Retirement

- 4.1 The Committee shall hold the position for a term of three years, which is consistent with the term of the Company's directors, and may be reappointed after the end of the term.
- 4.2 In any case when a member vacates office before the end of the term, the replacement shall be made within 3 months starting from the vacancy date. The successor shall serve the remaining term of the predecessor.

5. Termination from Office

- 5.1 Completion of the term of office
- 5.2 Termination from being a director of the Company
- 5.3 Resignation
- 5.4 Death
- 5.5 Termination by the Board of Directors' resolution

6. Meetings and Quorum

- 6.1 To constitute a quorum, not less than one half of the total members of the Committee must attend the meeting each time.
- 6.2 In the event that the Chairman of the Committee is not present at the meeting or unable to perform his duties, the members present shall select the Chairman from members attending the meeting.
- 6.3 The meeting of the Committee shall be held at least once a year, and the Chairman of this Committee may call a special meeting to consider urgent issues as deemed fit.
- 6.4 The corporate secretary and / or other participants have no right to vote in the meeting of the Committee.
- 6.5 The Committee member who has an interest in any matter must not participate in the consideration or vote on the matter.

7. Scope of Duties and Responsibilities

The Committee has the duties as assigned by the Board of Directors as follows:

- 7.1 To prescribe importance principles and procedures of the corporate governance process that is effective and suitable for the Company.
- 7.2 To oversee the works performed by the directors and the management to ensure compliance with the good corporate governance of the regulatory agencies, i.e. the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.
- 7.3 To provide to the Good Corporate Governance Task Force the Company's policy on good corporate governance.
- 7.4 To develop and announce excellent corporate governance principles.
- 7.5 To lay down policy and support the annual self assessment of internal corporate governance standards.
- 7.6 To develop and prepare supervision plan to ensure the implementation of the announced corporate governance principles.
- 7.7 To review the good corporate governance principle (CG Code) by means that are suitable to the Company's business at least once a year, compared with international practice and recommendations of regulatory agencies or relevant agencies given to the Board.
- 7.8 To review the Board's Manual to ensure its continuing suitability for the Company's business while submitting the Board Charter as well as the charters for all committees appointed by the Company.
- 7.9 To provide recommendations relating to business ethics and code of conduct for directors, executives and employees.
- 7.10 To review the Corporate Governance Policy Manual and policies relating to sustainability management to ensure continuity and appropriateness for the Company's business as well as support and promote action plans to balance the economic, social, and environmental dimensions under the principles of good governance integratedly and also cooperate with stakeholders to drive operations for sustainability.
- 7.11 To review the Company's values as well as public announcements in regard to good corporate governance.
- 7.12 To encourage the dissemination of good corporate governance culture for understanding by the executives and employees of every level and with real practice.
- 7.13 To review and report to the Board of Directors regarding good corporate governance of the Company and provide opinions on practical guidelines and recommendations for improvement as deemed appropriate.

- 7.14 To supervise and ensure that good corporate governance principles are implemented.
- 7.15 To provide advice to the task force for preparation in receiving rating for good corporate governance by external central unit not less than 1 time in every 3-year period.
- 7.16 To arrange in place a system to receive complaints from interest persons in the case concerning corporate governance and business ethics and code of conduct for directors, executives and employees.
- 7.17 The rights to invite concerned parties or persons deemed appropriate to attend the meeting or to give explanation on related matters.
- 7.18 The duties and responsibilities to report its duties or any other assigned duties to the Board of Directors at least once a year.
- 7.19 May request for advice from specialists in order to be able to efficiently perform its duties according to the Charter with the expenses paid by the Company.
- 7.20 The right to attend trainings or to participate in activities in order to increase knowledge on concerning work by using the Company's resources.
- 7.21 To review and amend the Committee Charter and propose to the Board of Director for approval.
- 7.22 To supervise and provide advice on the implementation of social, environmental, and good governance responsibility.

8. Reporting

After each meeting of the Committee, the secretary of the meeting shall summarize the opinions and comments of the meeting and submit to the Company's Board of Directors for acknowledgement and / or consideration within the date of the next Board meeting.

9. Assessment

The performance of the Committee must be evaluated at least once a year and reported to the Board of Directors in order to apply the assessment results to improve operational efficiency and achieve its objectives.

10. Remuneration

Directors are entitled to remuneration as approved by the General Meeting of Shareholders.

Please be informed for your acknowledgement.

Notified on this 17th day of February 2023

Prateep Tangmatitham

(Dr. Prateep Tangmatitham)
Chairman of the Board of Directors