



Charter of Corporate Governance and Sustainable Development Committee

Singha Estate Public Company Limited

Amendment No. 4 (January 2025)

Prepared by	Secretary to Corporate Governance and Sustainable Development Committee
Endorsed by	Corporate Governance and Sustainable Development Committee
Approved by	Board of Directors

Document Review/Revision Records

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1. Definitions

“Company”	means	Singha Estate Public Company Limited
“Board of Directors”	means	The Board of Directors of Singha Estate Public Company Limited
“Corporate Governance and Sustainable Development Committee”	means	The Corporate Governance and Sustainable Development Committee of Singha Estate Public Company Limited
“Director”	means	A director of Singha Estate Public Company Limited
“Corporate Governance and Sustainable Development Committee”	means	A member of the Corporate Governance and Sustainable Development Committee of Singha Estate Public Company Limited
“Chairman of the Board of Directors”	means	The Chairman of the Board of Directors of Singha Estate Public Company Limited
“Chief Executive Officer”	means	The highest-ranking executive of Singha Estate Public Company Limited

2. Objectives

The Board of Directors has established the Corporate Governance and Sustainable Development Committee to oversee the implementation of good corporate governance principles and to guide the Company's sustainable development efforts. This Committee is tasked with ensuring that the Company's operations, in alignment with its strategic direction, policies, and business strategies, incorporate a robust corporate governance framework, sustainability considerations, and clearly defined operational guidelines. The ultimate aim is to govern the Company in accordance with the principles of corporate governance and to deliver sustainable value to shareholders and all stakeholders.

3. Composition and Qualifications

- 3.1 The Corporate Governance and Sustainable Development Committee shall be comprised of no fewer than 3 directors of the Company. The Chairman of the Corporate Governance and Sustainable Development Committee must not be the Chairman of the Board of Directors or the Chief Executive Officer.
- 3.2 Members of the Corporate Governance and Sustainable Development Committee shall possess qualifications and shall not have any prohibited characteristics as stipulated by the Public Limited Company Act and other relevant laws.
- 3.3 Independent directors serving on the Corporate Governance and Sustainable Development Committee must maintain their independence in accordance with the Company's principles of good corporate governance and adhere to the Company's good corporate governance practices.
- 3.4 Members of the Corporate Governance and Sustainable Development Committee shall possess the knowledge, capabilities, and experience beneficial to the performance of their duties as Committee members and shall be able to dedicate sufficient time to ensure the Committee's operations achieve their objectives.

4. Appointment, Term of Service, and Cessation of Directorship

4.1 Appointment

- 1) The Corporate Governance and Sustainable Development Committee shall be appointed by the Board of Directors.
- 2) The Company shall assign an employee to serve as the Secretary to the Corporate Governance and Sustainable Development Committee, subject to the approval of the Corporate Governance and Sustainable Development Committee.

4.2 Term of Service

- 1) The Corporate Governance and Sustainable Development Committee shall serve a term concurrent with their term as Directors of the Company. Retiring members of the Corporate Governance and Sustainable Development Committee may be re-appointed.

- 2) In the event of a vacancy on the Corporate Governance and Sustainable Development Committee due to reasons other than the expiration of their term, the Board of Directors shall consider appointing a qualified director of the Company to fill the vacancy, ensuring that the Committee maintains the number of members as stipulated in this Charter.

4.3 Cessation of Directorship

- 1) A member of the Corporate Governance and Sustainable Development Committee shall vacate their position upon:
 - 1.1) Expiration of their term as a Director of the Company;
 - 1.2) Cessation of their status as a Director of the Company;
 - 1.3) Death;
 - 1.4) Resignation;
 - 1.5) Disqualification or prohibited characteristics as stipulated by the Public Limited Company Act;
 - 1.6) A resolution by the Board of Directors for their removal.
- 2) A member of the Corporate Governance and Sustainable Development Committee intending to resign from their position shall submit a letter of resignation to the Chairman of the Board of Directors. The resignation shall be effective from the date the letter is received by the Company.

5. Scope of Authority, Duties, and Responsibilities

The Board of Directors has established the Corporate Governance and Sustainable Development Committee with the following responsibilities:

- 5.1 To define and recommend policies, strategies, frameworks, and establish objectives for corporate governance and sustainable development, in alignment with principles of good corporate governance, business ethics and conduct, and anti-fraud and anti-corruption policies, to the Board of Directors and Management. This is to ensure the implementation of appropriate organizational practices, as well as to oversee and monitor compliance with

such policies to meet the organization's objectives of fostering stakeholder trust and sustainable growth.

- 5.2 To oversee, advise, and review corporate governance and sustainable development practices leading to implementation, covering environmental aspects, climate change, biodiversity, human rights, occupational safety and health, sustainable supply chain management, community and social responsibility, including the approval of the organization's Materiality Topics, to promote stakeholder engagement in projects under the corporate governance and sustainable development framework, in accordance with international standards.
- 5.3 To consider, define, review, and adjust climate change strategies, including the management of risks and opportunities arising from climate change, in accordance with international accounting and disclosure standards, and to present these for the Board of Directors' approval.
- 5.4 To advise, promote, and support the dissemination of a corporate governance and sustainable development culture, including resource and personnel support, to ensure understanding and implementation at all levels of management and employees across the organization and its affiliates, in a unified direction.
- 5.5 To support and advise the Company in seeking assessments or rankings in corporate governance and sustainable development, both nationally and internationally, to continually enhance the Company's corporate governance standards.
- 5.6 To summarize and report on the Company's corporate governance and sustainable development performance, at least annually, to the Executive Committee or the Board of Directors.
- 5.7 To review and revise the Corporate Governance and Sustainable Development Committee Charter, at least annually, and present it to the Board of Directors for approval.

6. Meeting

6.1 Meeting Frequency

- 1) The Corporate Governance and Sustainable Development Committee shall convene at least four times annually and may hold additional meetings as deemed necessary by the Chairman of the Corporate Governance and Sustainable Development Committee.
- 2) The Chairman of the Corporate Governance and Sustainable Development Committee may call a special meeting upon the request of any Committee member or the Chairman of the Board of Directors, when urgent agenda items require discussion.

6.2 Meeting Attendance

- 1) A quorum for any meeting of the Corporate Governance and Sustainable Development Committee shall consist of no less than one-half of the total number of its members.
- 2) The Chairman of the Corporate Governance and Sustainable Development Committee shall preside over the meetings. If the Chairman is absent or unable to perform their duties, the attending members shall elect one member to chair the meeting.
- 3) The Secretary to the Corporate Governance and Sustainability Committee or their designee shall attend all meetings.

6.3 Voting Procedures

- 1) Resolutions presented before the Corporate Governance and Sustainability Committee shall be determined by a simple majority vote. Each Committee member shall be entitled to one vote. In the occurrence of an equality of votes, the presiding chairperson shall exercise a casting vote.
- 2) Any Committee member possessing a pecuniary or personal interest in a matter under deliberation shall recuse themselves from both the provision of commentary and the act of voting on said matter.

6.4 Minutes of Meeting

The Secretary to the Corporate Governance and Sustainable Development Committee, or an individual duly appointed, shall be responsible for the meticulous documentation of the meeting proceedings.

7. Reporting by the Corporate Governance and Sustainable Development Committee

The Corporate Governance and Sustainable Development Committee shall compile a summary report of its operational outcomes, encompassing details related to the management of corporate governance and sustainable development frameworks. This report shall be presented to the Executive Committee or the Board of Directors annually.

8. Performance Evaluation

The Corporate Governance and Sustainable Development Committee shall conduct an annual performance evaluation and report any challenges or obstacles that have impeded the achievement of its objectives, if applicable, for the Board of Directors' acknowledgment.

9. Remuneration of Committee Members

The remuneration of the members of the Corporate Governance and Sustainable Development Committee shall be subject to the approval of the Board of Directors, for subsequent submission to the annual general meeting of shareholders for ratification.

10. Miscellaneous Provisions

In any circumstance not explicitly stipulated within this Charter, the Corporate Governance and Sustainable Development Committee shall exercise its discretion in adapting and implementing sustainable development guidelines as deemed appropriate to the particulars of each case.

Announced on 15 January 2025

(Mr. Petipong Pungbun Na Ayudhya)

Chairman of the Board of Directors

Singha Estate Public Company Limited