



Charter of
Corporate Governance and Sustainable
Development Committee
Singha Estate Public Company Limited
Issue 1 (December 2018)

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| Conducted by | Secretary to the Corporate Governance and Sustainable Development Committee |
| Concurred by | Corporate Governance and Sustainable Development Committee |
| Approved by | The Board of Directors |

Summary of Review / Revision History

| Date | Edition No. | Page No. | Details of Review / Revision | Person seeking a review / revision |
|------------------|----------------------------------|----------|---|--|
| 14 November 2017 | Original | - | - | - |
| 27 February 2019 | 1 | Whole | <ol style="list-style-type: none"> 1. Amended from “Sustainable Development Committee” to “Corporate Governance and Sustainable Development Committee” 2. Scope of Duties and Responsibilities (cover corporate governance and to be current) | K.Sirithon Thamrongnawasawat - Secretary to the CG&SD Committee |
| 22 January 2021 | Amended No. 2 (December 2020) | 2 | <ol style="list-style-type: none"> 1. Scope of Duties and Responsibilities (added clause 5.6) | K.Sirithon Thamrongnawasawat - Secretary to the CG&SD Committee |
| 7 January 2022 | Amended No. 2 (December 2020) | - | 2022 Annual Review (no amendment) | K.Sirithon Thamrongnawasawat - Secretary to the CG&SD Committee |
| 27 January 2023 | Amended No. 3 (December 2022) | Whole | <ol style="list-style-type: none"> 1. Amended and combined clauses 3, 4, 8 2. Added clause 10. “Other Criteria” | K.Sirithon Thamrongnawasawat - Secretary to the CG&SD Committee |
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1. Definitions

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| "The Company" | means | Singha Estate Public Company Limited. |
| "The Board" | means | the Board of Directors of Singha Estate Public Company Limited. |
| "CG&SD Committee" | means | the Corporate Governance and Sustainable Development Committee of Singha Estate Public Company Limited |
| "Director (s)" | means | directors of Singha Estate Public Company Limited |
| "CG&SD member(s)" | means | members of the Corporate Governance and Sustainable Development Committee |
| " Chairman of the Board" | means | the Chairman of the Board of Directors of Singha Estate Public Company Limited |
| "CEO" | means | the Chief Executive Officer of Singha Estate Public Company Limited. |

2. Objective

The Board has appointed the CG&SD Committee to oversee good corporate governance in accordance with the Company's corporate governance principles and sustainable development achievement plans to ensure the Company follows its business direction, implements policies and business strategies with the integration of corporate governance guiding principles and sustainability and clear course of actions which would pave the way for promoting the good governance of the Company within the framework of corporate governance and accordingly deliver sustainable value to all shareholders and stakeholders.

3. Composition and Qualifications

- 3.1 Members of the CG&SD Committee consists of at least 3 directors whereby Chairman of the CG&SD Committee must not be the Chairman of the Board or CEO.
- 3.2 Members of the CG&SD Committee must be qualified and do not have any prohibited characteristics under the Public Limited Company law, Securities and Exchange Law and other applicable laws.
- 3.3 Member of the CG&SD Committee, who is an independent director, must be independent in accordance with the Company's good corporate governance principles and abides by the Company's good corporate governance principles.
- 3.4 Members must be persons with knowledge, capability and experience that enables their performance of duties of the CG&SD Committee and can devote their time to the duties to ensure the performance of the CG&SD Committee meets its objectives.

4. Appointment, Term of Office, and Vacation of Office

4.1 Appointment

- 1) The CG&SD Committee must be appointed by the Board.
- 2) The Company shall assign an employee to act as a secretary of the CG&SD Committee with approval of the CG&SD Committee.

4.2 Term of Office

- 1) The CG&SD Committee has a term of office according to the term of their directorship. Members of the CG&SD Committee who retire by rotation may be re-appointed.
- 2) In the event that the position of a member of the CG&SD Committee is vacant for reasons other than the retirement by rotation, the Board shall consider and appoint the Company's directors who are fully qualified as members of the CG&SD Committee to ensure the CG&SD Committee is fully comprised with minimum members requirements as specified in this charter.

4.3 Vacation of Office

- 1) Members of the CG&SD Committee shall vacate their position when or upon
 - 1.1 Completion of the office
 - 1.2 Discharged from directorship
 - 1.3 Demise
 - 1.4 Resignation
 - 1.5 Being disqualified or prohibited under the law on public limited companies
 - 1.6 Being discharged by the Board of Directors' resolution
- 2) Any member of the CG&SD Committee wishing to resign from his or her position shall tender resignation to the Chairman of the Board with effect from the Company's receipt of the resignation notice.

5. Authority, Duties and Responsibilities

The CG&SD Committee has been entrusted by the Board with the following responsibilities:

- 5.1 To set out guidelines and make recommendation on a policy, strategy, operating framework including identifying goals to achieve corporate governance and sustainable development pertaining to ethics and conduct as well as anti-fraud and corruption policies/measures to the Board and the management in an formulate an entire organization regulation that meets standard with accurate principles in line with the objective of an organization that aims to build confidence and sustainability with all stakeholders.
- 5.2 To supervise, monitor, advise and review corporate governance and sustainable development function and encourage participation in carrying out various projects under the corporate governance and

sustainable development framework with both relevant internal and external units to reach international standards.

- 5.3 To provide consultation, promote, and support both resources and personnel for the dissemination of strategies and instilling culture of a corporate governance and sustainable development to ensure executives and employees at all levels sharing the same perception and to ensure that the entire enterprise and subsidiaries shall adhere to the practice and perform it in the same direction.
- 5.4 To support and advise the Company to be evaluated and ranked for good corporate governance companies to develop and upgrade the standard of corporate governance of the Company on a consistent basis.
- 5.5 To summarize annual performance comprising management of corporate governance and sustainable development, and report to the Executive Committee or the Board once a year.
- 5.6 To review or revise the Charter of the Corporate Governance and Sustainable Development Committee at least once a year and to propose the same to the Board for approval.

6. Meetings

6.1 Number of meetings

1. The CG&SD Committee must convene at least 4 meetings each year and may hold additional meetings as the Chairman of the CG&SD Committee deems appropriate.
2. The Chairman of the CG&SD Committee may call a special meeting if a member of the CG&SD Committee or Chairman of the Board requests when there is a necessary agenda that requires mutual discussion.

6.2 Attendees

1. A CG&SD Committee meeting must be convened by not less than half of the total number of members to constitute a quorum.
2. The Chairman of the CG&SD Committee serves as chairman at the meeting. If at any meeting, the Chairman of the CG&SD Committee is not present or is unable to perform his duties, members who attend the meeting shall select one of the members to preside over the meeting.
3. Secretary to the CG&SD Committee or those assigned must attend the meeting at all times.

6.3 Voting

1. Resolutions of the CG&SD Committee shall be passed by a majority vote. Members of the CG&SD Committee each hold one vote. If the votes are equal, the Chairman of the meeting shall cast another vote as a decisive vote.
2. Any member of the CG&SD Committee, who has interest in any agenda matter being considered, shall refrain from expressing opinions and abstain from voting on such matters.

6.4 Minutes of the meetings

The Secretary to the CG&SD Committee or those assigned shall be the person taking the minutes of the meetings.

7. Reporting

The CG&SD Committee shall summarize its performance, which consists of information on management within the corporate governance and sustainable development framework and present it to the Executive Committee or the Board once a year.

8. Performance Evaluation

The CG&SD Committee must assess its performance on an annual basis and report any impediments that inhibit the Committee from achieving its objectives (if any) to the Board for acknowledgement.

9. Remuneration of the CG&SD Committee

Remuneration of the CG&SD Committee must be endorsed by the Board in order to propose to the Annual General Meeting of Shareholders for approval.

10. Other Criteria

For any other cases which are not specified in this charter, the CG&SD Committee shall exercise its discretion to apply guidelines established in accordance with the general guidelines on sustainable development to each case as appropriately as they can.

Promulgated on 27 January 2023

(Mr. Petipong Pungbun Na Ayudhya)
Chairman of the Board of Directors
Singha Estate Public Company Limited