

**Corporate Governance and Sustainable Development Committee Charter**

---

**SRINANAPORN MARKETING PUBLIC COMPANY LIMITED**

## Corporate Governance and Sustainable Development Committee Charter

The Company's Board of Directors appoints Corporate Governance and Sustainable Development Committee as a mechanism to ensure the Good Corporate Governance according to the principles of corporate governance as well as the Company's sustainable development which the Company's business operations are carried out according to the directions, policies and strategies integrated with the corporate governance frameworks and guidelines, along with identifying sustainable issues and embedded appropriate operational guidelines according to the corporate governance framework to deliver sustainable values to shareholders and all stakeholders.

### Definition

"the Company"	refers to	Srinanaporn Marketing Public Company Limited
"Board of Directors"	refers to	Board of Directors of Srinanaporn Marketing Public Company
"CD&SD Committee"	refers to	Corporate Governance and Sustainable Development Committee of Srinanaporn Marketing Public Company Limited
"Company's director"	refers to	the Company's director of Srinanaporn Marketing Public Company
"CG&SD Committee member"	refers to	the member of Corporate Governance and Sustainable Development Committee of Srinanaporn Marketing Public Company Limited
"Chairperson of the Board of Directors"	refers to	The Chairperson of the Board of Directors of Srinanaporn Marketing Public Company Limited
"Chief Executive Officer"	refers to	Chief Executive Officer of Srinanaporn Marketing Public Company

### 1. Composition

1.1 The Corporate Governance and Sustainable Development Committee shall consist of not less than three Company directors and there shall be at least two independent directors. The Corporate Governance and Sustainable Development Committee shall select one of the Corporate Governance and Sustainable Development Committee members to be the

Chairperson, whom shall be an independent director, to be the keyperson in encouraging the the committee to perform duties independently. The Chairperson of the Corporate Governance and Sustainable Development Committee must not be the Chairperson of the Board of Directors or the Chief Executive Officer.

1.2 The Corporate Governance and Sustainable Development Committee shall appoint a person to act as the secretary of the Corporate Governance and Sustainable Development Committee to assist in the performing duties of the Corporate Governance and Sustainable Development Committee and meeting scheduling, preparing the agenda, minuting the meeting and meeting documents keeping.

## **2. Qualification**

2.1 A member shall be qualified and not have any prohibited characteristics according to the law on Public Limited Companies and other related laws.

2.2 A member of the Corporate Governance and Sustainable Development Committee being the independent director must be independent in accordance with the Company's Corporate Good Governance principles and adhere to such principles.

2.3 A member shall possess knowledge, abilities, and experience which are beneficial to the performance of duties as a member of the Corporate Governance and Sustainable Development Committee, and be able to devote sufficient time to perform duties; as a result, the performance of the Corporate Governance and Sustainable Development Committee shall be successful according to objectives.

## **3. Appointment and Tenure**

3.1 The Board of Directors appoints the Corporate Governance and Sustainable Development Committee. The such committee shall pass the selection process and be proposed by Nomination and Remuneration Committee.

3.2 The tenure of the Corporate Governance and Sustainable Development Committee is a term of 3 years and is in accordance with the term of the Company's directors. (In the case that a member of the Corporate Governance and Sustainable Development Committee also holds the position of the Company's director), and when any member of the Corporate Governance and Sustainable Development Committee vacates the office due to retire by rotation as a Company Director and getting reappointed. The such member shall continue to serve as a member of the Corporate Governance and Sustainable Development Committee until the Board of Directors resolves to appoint a replacement to take the office.

If the Corporate Governance and Sustainable Development Committee member is not the Company's director, the such member shall continue to serve as a member of the Corporate Governance and Sustainable Development Committee until he or she leaves the executive position or the Company, or the Board of Directors resolves to remove from the office or as the case may be, etc.

If the Corporate Governance and Sustainable Development Committee member vacates the office for reasons other than completion of the tenure. The Board of Directors shall consider appointing a Company's Director who has all the qualifications to be a member of the Corporate Governance and Sustainable Development Committee immediately or within 90 days from the date on which the number of members less than specified to complete the number of members as stipulated by the Borad of Directors in this charter. The person appointed as a replacement shall serve the office only for the remaining term of the member of the Corporate Governance and Sustainable Development Committee whom he or she replaces.

### 3.3 Vacation of Office

(1) Apart from completion of tenure, a member of the committee shall vacate the office upon:

- (1) dead
- (2) resignation
- (3) disqualified or having prohibited characteristics by Public Limited Companies laws
- (4) the resolution of the Board of Directors to remove form the office
- (5) court order to vacate the office
- (6) retire by rotation of the Company's director
- (7) termination of the position of the Company's director

(2) In the case that a member of the Corporate Governance and Sustainable Development Committee wishes to vacate the office, the such member must submit a resignation letter to the Chairperson of the Corporate Governance and Sustainable Development Committee at least one month in advance (if the Chairperson of the Corporate Governance and Sustainable Development Committee vacates the office, a resignation letter shall be submitted to the Chairperson of the Nomination and Remuneration Committee). The Chairperson of the Corporate Governance and Sustainable Development Committee shall inform the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall then propose to the Board of Directors for approval and appointment of a replacement member.

#### **4. Scope of Duties and Responsibilities**

4.1 To Consider setting guidelines and suggesting policies, strategies, and operational frameworks including setting goals for being a company with Corporate Good Governance and Sustainable Development, Business Code of Conduct and Ethics as well as anti-corruption policies/measures to the Board of Directors and management as to establish organization's standardized procedures, correct approach in line with the objective of being an organization aiming to build confidence and sustainability for all stakeholders.

4.2 To supervise, advise, and review operations regarding Corporate Good Governance and Sustainable Development, to put into practice and create participation in the implementation of projects under the framework of Corporate Good Governance and Sustainable Development with relevant both internal and external parties to international standards.

4.3 To provide advice, promotion, and support in terms of resources and personnel, to disseminate strategies and culture for Corporate Good Governance and Sustainable Development to be understood by executives and employees at all levels and to have practical results throughout the organization and its subsidiaries in the same direction.

4.4 To support and provide advice to the Company in being evaluated or ranked in terms of Corporate Good Governance. This is to continuously develop and elevate the standard of corporate governance of the Company.

4.5 To propose the Performance Summary which consists of Corporate Good Governance and Sustainable Development results to the Executive Committee or the Board of Directors once a year.

#### **5. Meeting**

##### **5.1 Number of Meetings**

(1) The Corporate Governance and Sustainable Development Committee shall meet at least twice a year and may hold additional meetings as the Chairperson of the Corporate Governance and Sustainable Development Committee deems appropriate.

(2) The Chairperson of the Corporate Governance and Sustainable Development Committee shall call a special meeting if it is requested by the member of Corporate Governance and Sustainable Development Committee or the Chairman of the Board of Directors upon agenda needs to be co-considered.

(3) The secretary of the Corporate Governance and Sustainable Development Committee shall prepare a meeting invitation letter for the Corporate Governance and Sustainable

Development Committee for each meeting with a clearly specified date, time, place, and agenda, and meeting documents, then send to the Corporate Governance and Sustainable Development Committee and meeting participants not less than 3 days prior to the meeting date for the members and participants having time to consider matters or request additional information for consideration.

#### 5.2 Participants

(1) There shall be not less than half of the total number of members of the Corporate Governance and Sustainable Development Committee attending the meeting of to form a quorum.

(2) The Chairperson of the Corporate Governance and Sustainable Development Committee is the chairperson of the meeting. If at any meeting the Chairman of the Corporate Governance and Sustainable Development Committee is not present at the meeting or is unable to perform his duties, the committee members attending the meeting shall elect one committee member to be the chairperson of the meeting.

(3) The secretary of the Corporate Governance and Sustainable Development Committee or a designated person must attend every meeting.

#### 5.3 Voting

(1) The resolution of the Corporate Governance and Sustainable Development Committee meeting must be passed by a majority vote. One member of the Corporate Governance and Sustainable Development Committee shall have one vote in voting. If the votes are equal, the chairman of the meeting shall cast an additional vote as the deciding vote.

(2) Any members of the Corporate Governance and Sustainable Development Committee who have any interest in the matter being considered must abstain from expressing opinions and abstain from casting their votes on that matter.

#### 5.4 Minutes of the meeting

The secretary of the Corporate Governance and Sustainable Development Committee takes minutes of the meeting, which must be submitted to the Corporate Governance and Sustainable Development Committee attending the meeting within 7 days after the meeting date.

### **6. Reporting**

The Corporate Governance and Sustainable Development Committee shall summarize the results of operations which consist of performance information according to the Corporate Good Governance and Sustainable Development framework and reports to:

## **Board of Directors**

Regularly report on activities which are performed; therefore, the Board of Directors shall be aware of the activities of the Corporate Governance and Sustainable Development Committee.

(1) Report of the meeting of the Corporate Governance and Sustainable Development Committee which clearly states the opinions of the Corporate Governance and Sustainable Development Committee.

(2) Summary report of activities performed during the year.

(3) Any other reports that the Board of Directors shall be aware.

## **Shareholders and investors**

Report on activities performed during the year according to the duties and responsibilities assigned by the Board of Directors. The report shall be signed by the Chairperson of the Corporate Governance and Sustainable Development Committee and disclosed in the Company's annual report.

## **7. Performance Evaluation**

7.1 The Corporate Governance and Sustainable Development Committee shall organize an annual performance evaluation at least once a year by conducting both group and individual evaluations by means of self-evaluation or cross-assessment methods; therefore, the Corporate Governance and Sustainable Development Committee shall be able to consider the results and problems including suggesting solutions to improve operations to be more efficient and summarizing operating results in the Company's annual report.

7.2 Report the evaluation results to the Board of Directors for additional opinions for further improving the performance of the duties of the Corporate Governance and Sustainable Development Committee.

7.3 In evaluating the performance of the Corporate Governance and Sustainable Development Committee, an external advisor is eligible to consider and determine guidelines and recommend issues in evaluating the performance of the Corporate Governance and Sustainable Development Committee as necessary and appropriate.

## **8. Charter Review and Amendment**

The Corporate Governance and Sustainable Development Committee shall review this Charter annually and shall recommend amendments and changes as deemed appropriate for the Board of Directors to consider and approve.

This Corporate Governance and Sustainable Development committee charter has been approved by the Board of Directors' Meeting No. 6/2023 and shall be effective from December 15, 2023 onwards.

-signed-

(Mr. Niwat Kanjanaphoomin)  
Chairman of the Board of Directors  
Srinanaporn Marketing Public Company Limited