



Corporate Governance and Sustainability Committee Charter
Sansiri Public Company Limited

1. Mission

The Board of Directors considers and appoints the Corporate Governance and Sustainability Committee to supervise and promote the sustainable operations of the Company by integrating sustainability management approaches into various business units of the Company, including formulating policies, rules, and guidelines for good practice in various activities of the Company in accordance with the principles of good corporate governance with regard to social responsibility, community, and environment as well as regularly monitoring and reviewing the principles of good corporate governance and sustainability trends both domestically and internationally to keep up to date and to be applied appropriately and consistently with the changes occurring in the capital market society. The Corporate Governance and Sustainability Committee is also responsible for promoting and creating discipline for employees at all levels of the Company to realize the importance of sustainable business operations along with having responsibility and following the principles of good corporate governance, which is an important mechanism that will lead the organization to sustainable success with the responsibility to the shareholders and all stakeholders.

2. Composition and Qualifications

The Board of Directors considers and appoints the Corporate Governance and Sustainability Committee, which consists of no less than three directors of the Company, and there must be independent directors of at least half of the total number of directors. The Board of Directors shall consider and appoint one of the Corporate Governance and Sustainability Committee members as Chairman of the Corporate Governance and Sustainability Committee.

3. Term of Office

3.1 The Corporate Governance and Sustainability Committee has a term of office of 3 years. To ensure continuity of the Committee's work, the Corporate Governance and Sustainability Committee members who vacate office upon the expiration of the term may be re-appointed.

3.2 In addition to vacating office upon the expiration of the term of office, the Corporate Governance and Sustainability Committee members shall vacate office upon

- (1) Retirement from the Board of Directors of the Company;
- (2) Resolution of the Board of Directors to retire;
- (3) Resignation;
- (4) Death.

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3.3 In the event that the position of a member of the Corporate Governance and Sustainability Committee becomes vacant due to reasons other than retirement due to rotation, the Board of Directors shall appoint a person who has all the qualifications according to Article 2 above to complete the number of Corporate Governance and Sustainability Committee members as stipulated in this Charter, whereby the person elected as a replacement committee member shall hold office only for the remaining term of the director replaced.

4. Duties and Responsibilities of the Corporate Governance and Sustainability Committee

The Corporate Governance and Sustainability Committee members have duties and responsibilities as assigned by the Board of Directors in the following actions:

4.1. Determine and review policies and criteria according to corporate governance principles, including requirements related to the business code of conduct as well as anti-corruption measures to apply such principles to use in formulating the Company's regulations in alignment with the principles of good corporate governance for directors, executives, and employees of the Company.

4.2 Supervise to prepare the Company's policies, goals, strategies, and framework for sustainable development operations and the Company's social, community, and environmental activities, along with giving opinions and offering advice related to such matters, including reviewing the implementation on corporate governance and sustainable development to present to the Board of Directors as appropriate.

4.3 Oversee policies and practices related to sustainable development and good corporate governance to be formulated according to rules consistent with international standards by covering the Company and/or its subsidiaries as appropriate as well as supervising and monitoring compliance with such policies and guidelines.

4.4 Supervise, review, suggest, give advice, promote and support to lead to compliance with good corporate governance principles and sustainable development, including creating understanding and participation of personnel at all levels of the Company in carrying out various actions to have practical results in the same direction.

4.5 Regularly review and update policies on good corporate governance and sustainable development to comply with the guidelines of the regulatory agencies to present and recommend to the Board of Directors.

4.6 Consider and approve the strategies, screening activities for society, community and environment according to the Company's policy to present to the Board of Directors, including monitoring the progress of the implementation of such activities.

4.7 Encourage the Board of Directors and employees to participate in the operation under the policies for society, community, and environment of the Company.



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4.8 Follow up on the operating results on sustainable development and good corporate governance and report to the Board of Directors.

4.9 The Corporate Governance and Sustainability Committee has the power to invite relevant people or those who are deemed appropriate to attend the meeting to clarify relevant matters.

4.10 Evaluate the annual performance of the Corporate Governance and Sustainability Committee and report the evaluation results to the Board of Directors.

4.11 Perform any other actions assigned by the Board of Directors about corporate governance and sustainable development, including social, community, and environmental activities.

5. Meetings

5.1 The Corporate Governance and Sustainability Committee must arrange or call a meeting at least twice a year as it deems appropriate.

5.2 At the meetings of the Corporate Governance and Sustainability Committee, there must be Corporate Governance and Sustainability Committee members present at each meeting in not less than one-half of the total number of committee members at that time; therefore, a quorum will be constituted. The Chairman of the Corporate Governance and Sustainability Committee presides over the meeting. If the Chairman of the Corporate Governance and Sustainability Committee is not present at the meeting or is unable to perform the duties, the committee members attending the meeting shall select one committee member to preside over the meeting.

5.3 The resolution of the meeting of the Corporate Governance and Sustainability Committee shall be based on the majority vote of the committee members present at the meeting, according to a quorum. In case of equal votes, the Chairman of the meeting shall have an additional vote as a deciding vote.

5.4 The Corporate Governance and Sustainability Committee considers and appoints the Secretary of the Corporate Governance and Sustainability Committee as deemed appropriate.

6. Report

6.1 The Corporate Governance and Sustainability Committee shall be responsible for the Board of Directors and regularly report the performance (if any) at the Board of Directors' meetings.

6.2 The Corporate Governance and Sustainability Committee shall present information on the operations in the past year in the Company's annual report.

7. Advisor

The Corporate Governance and Sustainability Committee can ask for consultation from specialists as appropriate at the Company's expense.