

	Charter of the Nomination, Remuneration, and Corporate Governance for Sustainability Committee	
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## Charter of the Nomination, Remuneration, and Corporate Governance for Sustainability Committee

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## Principles and Rationale

To enhance the effectiveness of the Board of Directors' performance and ensure that the Company complies with applicable laws, governmental regulations, and the Company's policies and procedures; maintains accurate and reliable financial reporting; operates efficiently and effectively; and has an adequate internal control system, the Board of Directors has appointed the Audit and Risk Management Committee, which operates independently from management. This committee is tasked with reviewing the adequacy and appropriateness of the Company's internal control system and risk management system, as well as performing other duties assigned by the Board of Directors to ensure that the Company's operations align with its objectives.


The Company has summarized the key principles and practices relating to the Audit and Risk Management Committee from the criteria, rules, regulations, and announcements of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) to be used by the Committee as guidelines in performing its duties and responsibilities correctly.

## Objectives

To serve as a guideline for the performance of duties by the Audit Committee.

## Scope

This Charter covers the Audit Committee's composition, the Charter itself, meetings, performance evaluation, reporting, and training and development of the Board of Directors.

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## 1) Structure of the Audit and Risk Management Committee

### Composition

1. Members of the Audit and Risk Management Committee shall be directors of the Company.
2. The Committee shall consist of no fewer than three independent directors.
3. Members of the Audit and Risk Management Committee shall be appointed by the Board of Directors.
4. At least one member of the Committee shall possess an educational background, knowledge, or experience in accounting or finance.
5. Members shall not possess any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, or any other applicable laws.
6. The head of the Internal Audit Department or another suitably qualified person shall serve as the Secretary to the Audit and Risk Management Committee.


### Qualifications of the Audit and Risk Management Committee

1. Shall hold no more than 1% of the total number of voting shares of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. The holdings of related persons of such independent director shall be included in the calculation.
2. Shall not be, or have ever been, a director participating in management, an employee, a staff member, a salaried advisor, or a controlling person of the Company, its parent company, subsidiaries, associated companies, companies in the same level of subsidiaries, major shareholders, or controlling persons of the Company, unless they have been free from such characteristics for at least two years before being appointed as a member of the Audit and Risk Management Committee. This prohibition shall not include cases where the independent director was previously a civil servant or an advisor to a government agency that is a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or legal registration as a father, mother, spouse, sibling, or child, including the spouse of a child, of another director, executive, major shareholder, controlling person, or any person nominated to be a director, executive, or controlling person of the Company or its subsidiaries.
4. Shall have no, or never have had, any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in a manner that may interfere with their independent judgment. This also includes not being, or ever

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having been, a significant shareholder or a controlling person of any person having a business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, unless they have been free from such characteristics for at least two years before being appointed as a member of the Audit and Risk Management Committee.

5. Must not be, or have ever been, an auditor of the Company, parent company, subsidiary, associate, major shareholder, or controlling person of the Company, and must not be a significant shareholder, controlling person, or partner of the audit firm in which the Company's auditor, parent company, subsidiary, associate, major shareholder, or controlling person is employed, unless having ceased to hold such characteristics for not less than two (2) years prior to being appointed as a member of the Audit and Risk Management Committee.
6. Must not be, or have ever been, a provider of any professional services, including legal advisory or financial advisory services, receiving service fees exceeding THB 2 million per year from the Company, parent company, subsidiary, associate, major shareholder, or controlling person of the Company, and must not be a significant shareholder, controlling person, or partner of such professional service provider, unless having ceased to hold such characteristics for not less than two (2) years prior to being appointed as a member of the Audit and Risk Management Committee.
7. Must not be a director appointed as a representative of the Company's directors, major shareholders, or shareholders who are related to major shareholders.
8. Must not operate a business of the same nature and in material competition with the Company or its subsidiaries, nor be a significant partner in a partnership, a director involved in management, an employee, a staff member, an advisor receiving a regular salary, or hold more than 1% of the total voting shares of another company that operates a business of the same nature and in material competition with the Company or its subsidiaries.
9. Must not have any other characteristics that would prevent the ability to provide independent opinions on the Company's operations. "Independent opinion" refers to the expression of views or reports as assigned without regard to any benefits relating to property or position, and without being under the influence of any person or group of persons, including not being subject to any circumstances that may coerce or prevent the expression of straightforward opinions.
10. Must possess knowledge, experience, and the ability to dedicate sufficient time to perform duties as a member of the Audit and Risk Management Committee as assigned.

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11. Should not serve as a director in more than five (5) other listed companies, as this may adversely affect the ability to perform duties effectively.
12. Must possess the qualifications as prescribed by relevant laws, in particular the Securities and Exchange Act B.E. 2535 (1992) (as amended), the regulations of the Office of the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand (SET).

### Tenure and Termination of Office

1. The term of office for each Audit and Risk Management Committee member is three (3) years. A committee member who retires upon the expiration of their term may be reappointed.

The Company has a policy that independent directors may serve consecutively for no more than nine (9) years from the date of their initial appointment as an independent director. In necessary cases, the Company may reappoint such independent director to continue serving, provided that the necessity for such extension is reasonably considered and justified by the Company


2. An Audit and Risk Management Committee member shall vacate office upon the occurrence of any of the following events:
  - 2.1. Death
  - 2.2. Completion of the Audit and Risk Management Committee's term of office as specified.
  - 2.3. Loss of qualification to serve as an Audit and Risk Management Committee member in accordance with the Audit and Risk Management Committee Charter, the Securities and Exchange Act, or the requirements of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) of Thailand.
  - 2.4. Resignation from the Audit and Risk Management Committee before the expiration of the term. In such case, the Audit and Risk Management Committee member should notify the Company at least one month in advance and specify the reason, so that the Board of Directors can appoint another independent director to serve as an Audit Committee member in their place.
  - 2.5. an Audit and Risk Management Committee member vacates the position before the expiration of the term, the newly appointed member will serve for the remaining duration of the term of the member being replaced.
  - 2.6. Removal from office. In the event that the Audit and Risk Management Committee member is removed before the expiration of the term, the Company must notify the Stock Exchange of Thailand (SET) of such removal along with the reasons.

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## 2) Audit and Risk Management Committee Charter

The Company has established the duties and responsibilities of the Audit and Risk Management Committee as follows:

- 2.1. Review to ensure that the Company and its subsidiaries have accurate and adequate financial reporting in compliance with accounting standards.
- 2.2. Review to ensure that the Company and its subsidiaries have appropriate and effective internal control and internal audit systems, and consider the independence of the internal audit unit, including approving the appointment, transfer, or termination of the Head of Internal Audit, or any external party responsible for the internal audit function.
- 2.3. Review to ensure that the Company complies with the Securities and Exchange Act, the requirements of the Stock Exchange of Thailand (SET), and laws related to the Company's and subsidiaries' businesses.
- 2.4. Consider, select, and propose the appointment of an independent person to serve as the Company's external auditor and propose their remuneration, including holding at least one meeting per year with the external auditor without the presence of management.
- 2.5. Consider and provide opinions on connected transactions or transactions that may have conflicts of interest to ensure compliance with laws and SET requirements, and to confirm that such transactions are reasonable and in the best interests of the Company.
- 2.6. Prepare the Audit Committee's report for disclosure in the Company's annual report, which must be signed by the Chairperson of the Audit and Risk Management Committee. The report shall contain at least the following details:
  - Opinions on the accuracy, completeness, and reliability of the Company's financial reports.
  - Opinions on the adequacy of the Company's internal control system.
  - Opinions on compliance with the Securities and Exchange Act, the requirements of the Stock Exchange of Thailand, or laws related to the Company's business.
  - Opinions on the suitability of the external auditor.
  - Opinions on transactions that may involve conflicts of interest.
  - The number of Audit Committee meetings held and the attendance of each Audit Committee member.

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- Overall opinions or observations obtained from the performance of duties under the Committee's Charter.
- Other matters that shareholders and general investors should be aware of within the scope of duties and responsibilities assigned by the Board of Directors.

2.7. In performing its duties, if the Audit and Risk Management Committee identifies any issues or suspicions regarding transactions or actions that may have a material impact on the Company's financial position or operating results, the Committee must report such matters to the Board of Directors for consideration and corrective action within an appropriate timeframe. Matters that may fall under this scope include:

- Transactions that may involve conflicts of interest.
- Fraud, irregularities, or significant deficiencies in the internal control system.
- Violations of the Securities and Exchange Act or other applicable laws.
- Non-compliance with the requirements for listed companies.

In addition, the Committee must act in a preventive manner to avoid potential damage, including promptly reporting any suspicious conduct of directors, the Chief Executive Officer, or persons responsible for the Company's operations to the Office of the Securities and Exchange Commission (SEC) immediately upon being informed by the external auditor, in accordance with the duties prescribed in Section 89/25 of the Securities and Exchange Act B.E. 2535 (1992).

2.8. The Audit and Risk Management Committee shall have the authority to obtain independent opinions from any professional advisors as deemed necessary, at the Company's expense.


2.9. The Audit and Risk Management Committee is responsible for overseeing and ensuring that the Company conducts its business strictly in compliance with applicable laws and relevant standards.

2.10. Review to ensure that the Company has an appropriate and effective internal control system and risk management system.


2.11. Consider the independence of the internal audit unit and approve the appointment, transfer, or dismissal of the Head of Internal Audit or any other unit responsible for internal audit.

2.12. Review, select, and recommend the appointment of an independent auditor, determine their remuneration, and meet with the auditor without management present at least once a year.



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- 2.13. Review connected transactions or transactions that may involve conflicts of interest to ensure compliance with applicable laws, and confirm that such transactions are reasonable and in the best interests of the Company.
- 2.14. Ensure that mechanisms or tools are in place to enable the Audit and Risk Management Committee to access all necessary information for the execution of its assigned duties, such as summoning relevant persons to provide information, holding discussions with the auditor, or seeking independent professional advice to support the Committee's deliberations.
- 2.15. Ensure that the Company has competent and independent internal auditors responsible for developing or reviewing the effectiveness of the risk management and internal control systems, and reporting to the Audit and Risk Management Committee. Such review reports must also be disclosed in the Annual Information Form (Form 56-1 One Report).
- 2.16. Oversee the implementation of an information security system, including setting policies and procedures for confidentiality, integrity, and availability of information, as well as handling market-sensitive information. The Committee should also ensure that directors, senior executives, employees, and relevant external parties (e.g., legal advisors, financial advisors) comply with the Company's information security system.
- 2.17. Oversee the management and monitoring of transactions that may involve conflicts of interest, and ensure the establishment of guidelines and procedures for handling such transactions in accordance with legal requirements and for the benefit of the Company and all shareholders. Stakeholders should not participate in decision-making on such matters.
- 2.18. Establish requirements for directors to disclose their interests at least before the Board considers any agenda item, and record such disclosures in the Board meeting minutes. The Committee should ensure that any director with a significant interest that may impair their ability to exercise independent judgment refrains from participating in discussions and decision-making on the relevant agenda item.
- 2.19. The Audit and Risk Management Committee should ensure that the company conducts a comprehensive risk assessment covering all dimensions, taking into consideration both external and internal factors that may affect the company. The risk assessment should cover, at a minimum, the following areas:
- Strategic Risk
  - Operational Risk
  - Financial Risk

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- Compliance Risk
- Emerging Risk

2.20. The Audit and Risk Management Committee should pay attention to events or early warning signals relating to risks that may have an impact on the company.

2.21. The Audit and Risk Management Committee should ensure that the company evaluates the potential impact and likelihood of identified risks in order to prioritize them and establish appropriate and targeted risk management measures.

2.22. The Audit and Risk Management Committee should support and promote anti-fraud and anti-corruption awareness, embedding it into the corporate culture. This applies to the Board of Directors, executives, and all employees at every level, who should strictly comply with the company's rules and regulations.

2.23. The Audit and Risk Management Committee is responsible for overseeing that the company has effective complaint-handling mechanisms and processes, with channels that are convenient, easily accessible, highly secure, and with reliable whistleblower protection measures. The channels for lodging complaints should be clearly disclosed on the company's website and in the Annual Registration Statement (Form 56-1 One Report).


2.24. The Audit and Risk Management Committee should review and approve a risk management policy that aligns with the company's operations and outlines acceptable levels of risk. This policy should serve as a framework for all individuals in the organization to follow in managing risks within their respective responsibilities.

### 3) Audit and Risk Management Committee Meetings

3.1. Each meeting should have a clearly defined agenda set in advance, and supporting documents for the meeting should be delivered to the Audit and Risk Management Committee members and meeting participants at least 7 days prior to the meeting date.

3.2. The Audit and Risk Management Committee should hold quarterly meetings and annual meetings, with a minimum of 4 meetings per year.

3.3. The Chairman of the Audit and Risk Management Committee may call additional special meetings if requested by the Audit and Risk Management Committee, the Internal Auditor, the External Auditor, or the Chairman of the Board, to address issues that require joint discussion.

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- 3.4. A quorum for an Audit and Risk Management Committee meeting shall be no less than half of the total number of committee members.
- 3.5. Each Audit and Risk Management Committee member shall have one vote. In the event that a member has an interest in the matter being considered, that member shall not participate in the deliberation or voting on that matter. In the case of a tie vote, the Chairman of the meeting shall have a casting vote.
- 3.6. The Chairman of the Audit and Risk Management Committee may decide to hold meetings via electronic media. In such cases, the meeting invitation may be sent via electronic mail.

#### 4) Agenda for the Audit and Risk Management Committee Meetings


- 4.1. Consider the financial statements and related financial reports.
- 4.2. Review the adequacy of the Internal Control system, Internal Audit, and Risk Management.
- 4.3. Review and reassess transactions that may give rise to conflicts of interest.
- 4.4. Consider compliance with the Securities and Exchange Act (SEC) and the regulations of the Stock Exchange of Thailand (SET), laws related to the Company's business, and the business code of conduct.
- 4.5. Other tasks as assigned by the Board of Directors.

#### 5) Performance Evaluation of the Audit and Risk Management Committee

The Company provides a self-assessment form for the Audit and Risk Management Committee to evaluate their performance, both collectively as a committee and individually, once a year at the end of the year. The purpose is to assess their roles and effectiveness in overseeing operations in their capacity as Audit and Risk Management Committee members. The completed assessments must be returned to the Company within the specified timeframe for data compilation and presentation at the Audit and Risk Management Committee meeting and subsequently to the Board of Directors.

#### 6) Reporting of the Audit and Risk Management Committee

- 6.1. The Company requires the preparation of the Audit and Risk Management Committee Report, which must be disclosed in the Annual Information Disclosure Form (Form 56-1). This report must be signed by the Chairman of the Audit and Risk Management Committee and must include at least the following information:

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- Opinions on the accuracy, completeness, and reliability of the Company's financial statements.
- Opinions on the adequacy of the Company's internal control system.
- Compliance with the requirements of the Stock Exchange of Thailand (SET) or laws related to the Company's business.
- Opinions on the suitability of the Company's auditor.
- Opinions on transactions that may involve conflicts of interest.
- The number of Audit and Risk Management Committee meetings and the attendance of each committee member.
- Overall opinions or observations that the Audit and Risk Management Committee has obtained from performing its duties in accordance with the charter.
- Any other matters that the Committee deems shareholders and general investors should be informed of, within the scope of authority, duties, and responsibilities assigned by the Board of Directors.

## 7) Development, Training, and Orientation of the Audit and Risk Management Committee

7.1. When a new member of the Audit and Risk Management Committee is appointed, the Company Secretary shall be responsible for coordinating the orientation for the new committee member, which shall cover the following topics:

- Information or documentation required to be reported by law.
- The Company's Memorandum of Association and Articles of Association.
- The scope, duties, and responsibilities of the Board of Directors and sub-committees.
- The Board meeting agenda and meeting schedule.
- The Company's corporate governance policy and code of business ethics.
- Ongoing or pending legal disputes.
- Reports from regulatory authorities requiring the Company to make improvements or take corrective actions.

7.2. Members of the Audit and Risk Management Committee should receive ongoing and continuous training and knowledge enhancement in matters related to the operations of the Audit and Risk Management Committee, to stay informed and up to date with potential changes. The Company Secretary shall present this matter to the Chief Executive Officer for approval to allocate a budget for

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this purpose, whenever a course is deemed important and beneficial to the Audit and Risk Management Committee members.


This policy shall be effective from May 14, 2025 onwards.



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Approving Authority of the Audit and Risk Management Committee Charter

Mr. Adisak Sukumvitay  
Chairman of The Board

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#### Revision History

Revision No.	Responsible Department	Date of Review	Effective Date	Description of Revision
REV00	Investor Relations	December 4, 2023	December 8, 2023	Initial issuance.
REV00	Investor Relations	At the Board of Directors' Meeting No. 5/2024 on November 8, 2024	December 8, 2023	Annual policy review for 2024: No changes to the content; the existing version shall remain in effect until the policy is revised.
REV01	Investor Relations	At the Board of Directors' Meeting No. 1/2025 on February 10, 2025	February 11, 2025	<ol style="list-style-type: none"> <li>Revised the Charter name to reflect the additional responsibilities in risk management, changing from “Audit Committee” to “Audit and Risk Management Committee.”</li> <li>Added Item 5 under the heading “Structure and Risk Management” (page 4).</li> <li>Added Items 10–11 under the heading “Qualifications of the Audit and Risk Management Committee” (page 5).</li> <li>Added Item 2.3 under the heading “Term of Office and Vacation of Office” (page 6).</li> <li>Added Items 2.7 and 2.9–2.26 under the heading “Audit and Risk Management Committee Charter” (pages 7–9).</li> <li>Added Items 3.1 and 3.3 under the heading “Meetings of the Audit and Risk Management Committee” (page 9).</li> <li>Added the heading “Agenda of the Audit and Risk Management Committee” (page 10).</li> </ol>

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Revision No.	Responsible Department	Date of Review	Effective Date	Description of Revision
				8. Added the heading “Reporting of the Audit and Risk Management Committee” (page 10). 9. Revised Items 7.1–7.2 under the heading “Development, Training, and Orientation of the Audit and Risk Management Committee” (page 11).
REV02	Investor Relations	At the Board of Directors’ Meeting No. 5/2025 on May 14, 2025	May 14, 2025	1. Amended Item 2.7 under the heading “Audit and Risk Management Committee Charter” to align with the duties prescribed in Section 89/25 of the Securities and Exchange Act B.E. 2535 (1992) (page 7).