



## MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

332/1 Jaransanitwong Road, Bangplad, Bangkok Thailand 10700 Tel. +662 483 8888

### Corporate Governance and Sustainability Committee Charter

#### 1. Objectives

The Corporate Governance and Sustainability Committee by the approval of the Board of Directors is responsible for supporting the performance of the Board of Directors in defining policies and guidelines in various aspects of the Company to continually develop better Corporate Governance and create good work ethics standards as well as foster an organizational culture for all employees to have knowledge, understanding, and be able to apply them thoroughly and continuously in real work in order to manage the business on the basis of morality, quality, and efficiency in accordance with international good Corporate Governance practices that listed companies should follow and to build confidence for investors and all stakeholders.

#### 2. Composition and Qualifications

- 2.1 Corporate Governance and Sustainability Committee appointed by the Board of Directors consists of the chairman, at least 3 directors and 1 Independent director. In the number of directors, if the position is vacant the remaining directors are able to do business but if the number of directors is reduced to the extent that the quorum is not reached, the remaining directors can only do business by convening a meeting for the Board of Directors to appoint additional directors to fill all vacant positions.
- 2.2 Corporate Governance and Sustainability Committee consists of a person who has the ability as well as being able to devote time and sufficient opinions to the performance of duties as a member of the Corporate Governance and Sustainability Committee, with morality and ethics, and responsibility.
- 2.3 The Corporate Governance and Sustainability Committee consists of a person with morality and responsibility.
- 2.4 Corporate Governance and Sustainability Committee assigns the Company Secretary to be the secretary of the Corporate Governance and Sustainability Committee by position.

#### 3. Term of office and remuneration

- 3.1 The term of office in the Corporate Governance and Sustainability Committee is 3 years and retiring directors may be reappointed.
- 3.2 Corporate Governance and Sustainability Committee will retire when:
  - The term of office is complete.
  - Retired from being a director of the Company.
  - Death
  - Resignation



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- The Board of Directors resolves to vacate the position.
- 3.3 Resignation of the Corporate Governance and Sustainability Committee member, a resignation letter must be submitted to the Chairman of the Board of Directors not less than 30 days in advance unless there is a necessity that is a force majeure approved by the Board of Directors.
- 3.4 When the Corporate Governance and Sustainability Committee member retires before the end of the term to have the Board of Directors appoint a director who is fully qualified to be a member of the Corporate Governance and Sustainability Committee by holding office only for the term of the Corporate Governance and Sustainability Committee member that vacates office.

#### 4. Scope of authority and responsibility

- 4.1 Establish policy and guidelines on the Company's Sustainable Development (SD), including High Performance Organization (HPO), Stakeholder Value Creation (SVC) and communication for presenting to the Board of Directors.
- 4.2 Establish corporate governance and code of conduct to present for the approval from the Board of Directors in order to advise and encourage on every level of operation and review the mentioned policy properly in accordance with the laws and practices of the universal guidelines annually, including monitoring the assessment and reporting the practices of corporate governance and code of conduct regularly.
- 4.3 Suggest and enhance conducting business relating to corporate governance and sustainable development to meet the goal, be equal with the leading companies and supporting the Board of Directors, Executives and employees to follow the Company's corporate governance and sustainable development guidelines effectively.
- 4.4 Consider proposing good practice in relation to corporate governance for the Committee or propose the determination of the Committee's regulations on such matter to be in accordance with the universal guidelines and suggestions of the regulatory institutes.
- 4.5 Conduct, monitor and assess the performance of sustainable development to be balanced and efficient in order to be most benefit for the Company and stakeholders, also report the process of the business to the Board respectively.
- 4.6 Examine and review the goals, policies and process plans of sustainable development to be suitable with state of conducting business in relation to the laws and the universal practice guidelines and suggestions from other institutions including consideration of recommendations associating with shareholders.
- 4.7 To review the corporate governance policy and sustainable development annually.
- 4.8 Consider and review charter of the Board of Directors annually.



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- 4.9 Consider and review the anti-corruption policy, the policy of accepting, giving gifts or any other benefits and the appointment of the anti-corruption commission and monitoring compliance with anti-corruption measures to ensure that the operation of the Company is transparent, honest, fair, in accordance with moral and ethical principles and operates the business with anti-corruption in all forms.
- 4.10 Oversee the disclosure of information regarding the Company's governance and sustainable development to stakeholders on form 56-1 One Report and Annual Sustainability Reports.
- 4.11 Promote the dissemination of good corporate governance culture and participation in social activities.
- 4.12 Report on progress and performance on corporate governance and sustainable development to the Board of Directors.
- 4.13 Any other acts assigned by the Board of Directors.

### 5. Meeting

- 5.1 Corporate Governance and Sustainability Committee meetings are scheduled at least twice a year and may arrange additional meetings as the Chairman of the Corporate Governance and Sustainability Committee deems appropriate.
- 5.2 At a meeting of the Corporate Governance and Sustainability Committee, not less than one-half of the total number of directors must be present in order to constitute a quorum.
- 5.3 In the event that the Chairman of the Corporate Governance and Sustainability Committee is not present at the meeting or is unable to perform his/her duties, the members attending the meeting shall elect one among themselves to preside over the meeting.
- 5.4 The decision of the meeting shall be made by a majority of votes if the votes are equal, the Chairman of the meeting shall have an additional vote as a casting vote.
- 5.5 The Corporate Governance and Sustainability Committee may invite executives or employee who are involved in the meeting agendas, or person who are assigned to express opinion or to send document as appreciated or necessary.

### 6. Review of the Charter

The Corporate Governance and Sustainability Committee will review and assess the sufficiency and the suitability of the annual charter to ensure that the charter's contents are in accordance with the objectives of the Company's governance and sustainability and it will be presented to the Board of Directors for approval.



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### 7. Reporting

- 7.1 Report to the Board of Directors regularly about the activities of the Corporate Governance and Sustainability Committee and give suggestions as to appropriate.
- 7.2 Report to shareholders in the Annual Report (Form 56-1 One Report) and the Sustainability Report.

### 8. Performance appraisal

The Corporate Governance and Sustainability Committee performs an annual self-assessment performance and reports on the results of the assessment, along with problems and obstacles that cause the performance to fail to achieve the objectives of the establishment of the Corporate Governance and Sustainability Committee for the Board of Directors to acknowledge.

The Corporate Governance and Sustainability Committee Charter was reviewed and approved by the Board on 22<sup>nd</sup> February 2024.

Mrs. Kongkeaw Piamduaytham  
Chairman of the Corporate Governance and  
Sustainability Committee