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**Corporate Governance and Sustainability and Risk Management Committee Charter**  
**TPCS Public Company Limited**

The Board of Directors, recognizing the importance of good corporate governance, has established the Corporate Governance and Sustainability and Risk Management Committee Charter as follows:

**1. Objective**

The Corporate Governance and Sustainability and Risk Management Committee is established to support the duties and responsibilities of the company's board of directors in terms of governance, sustainability, and risk management. This will help support the operations of various activities to achieve the objectives and goals set forth, in order to create added value, build confidence among shareholders and stakeholders in all sectors, and drive the organization to grow sustainably in terms of economy, society, and the environment.

**2. Composition and Qualifications**

The Corporate Governance and Sustainability and Risk Management Committee must consist of at least 3 members, including a chairperson and committee members. The Corporate Governance and Sustainability and Risk Management Committee should have more than half of its members as independent directors, or the chairperson should be an independent director. The board of directors is responsible for appointing the company's directors and/or other individuals, whether they are employees or contractors of the company and/or external individuals, to hold these positions. They must have sufficient knowledge and experience to perform duties related to governance, sustainability, and risk management.

**3. Term of Office**

3.1 The Corporate Governance and Sustainability and Risk Management Committee members serve a term of 1 year from the date of appointment. Upon the expiration of the term, if the board of directors has not yet resolved to appoint a new Corporate Governance and Sustainability and Risk Management Committee, the current committee will continue to serve. Charter of the Corporate Governance and Sustainability and Risk Management Committee, and the previous risk management committee shall continue to perform their duties until the company's board appoints a Corporate Governance and Sustainability and Risk Management Committee to replace the previous Governance and Sustainability and Risk Management Committee that has completed its term. The appointment must be made within 2 months from the expiration date. The members of the Corporate Governance and Sustainability and Risk Management Committee who have completed their term may be reappointed.

- 3.2 In the case where the position of the Corporate Governance and Sustainability and Risk Management Committee become vacant for reasons other than the completion of the term, and there are at least 2 months remaining in the term, the company's board shall appoint a Corporate Governance and Sustainability and Risk Management Committee to fill the vacant position at the next board meeting. The person who becomes a member of the Corporate Governance and Sustainability and Risk Management Committee in this manner will serve only for the remaining term of Corporate Governance and Sustainability and Risk Management Committee they replace.
- 3.3 The members of the Corporate Governance and Sustainability and Risk Management Committee shall be removed from position when:
- (a) Upon term completion
  - (b) Resignation
  - (c) Death
  - (d) The company's board resolves to remove them from the position.
- 3.4 Members of the Corporate Governance and Sustainability and Risk Management Committee who resign before the completion of their term must notify the company in advance 1 month along with the reasons.

#### **4. Meetings**

##### 4.1 Meeting Agenda

The date, time, location, and agenda of the meeting must be set at least 7 days in advance, along with sufficient supporting documents, and a written report of the meeting must be prepared.

##### 4.2 Meeting Frequency

The Corporate Governance and Sustainability and Risk Management Committee must meet at least twice a year and may call additional meetings as necessary.

##### 4.3 Attendances

In the meeting of the Corporate Governance and Sustainability and Risk Management Committee, there must be Corporate Governance and Sustainability and Risk Management Committee members present, not less than half of the total number of Corporate Governance and Sustainability and Risk Management Committee members, to constitute a quorum. In the case where the chairman of the Corporate Governance and Sustainability and Risk Management Committee is not present at the meeting or cannot perform their duties, the Corporate Governance and Sustainability and Risk Management committee members present shall elect one of the Corporate Governance and Sustainability and Risk Management Committee members to be the chairman of the meeting.

##### 4.4 Voting

The resolution of the meeting of the Corporate Governance and Sustainability and Risk Management Committee shall be based on the majority vote of who is participating in the meeting. Each Corporate Governance and Sustainability and Risk Management Committee members have

one vote in the voting. However, all committee members with a vested interest in the matter under consideration shall not have the right to express opinions or vote on such matter. If the votes are equal, the chairman of the meeting has a casting vote.

## **5. Authority**

- 5.1 To have the authority to call for any related Management or Employees of the company for an explanation, giving their opinion, meeting attendance or document submission as deemed necessary.
- 5.2 To consult with experts or consultants with the company (if any) or hire the external consultant or experts at the expense of the company if necessary.
- 5.3 To have the authority to appoint the sub-committee in order to implement in good governance and risk management across the organization.

## **6. Duties and Responsibilities**

### **6.1 Governance**

- 6.1.1 Review and update the Good Corporate Governance, Good Principles of Good Corporate Governance, Code of Ethics, and Code of Conducts for Executives and Employees, Anti-corruption Policy and Procedure in order to be in line with the changes in related business, regulations, announcement, rules, and laws.
- 6.1.2 Set the operational guidelines in accordance with the Principles of Good Governance, Anti-corruption, and to monitor, supervise, and assess the operation.
- 6.1.3 Promote and support the Board of Directors, Executives, and Employees to comply with the Principles of Good Governance and Anti-corruption.

### **6.2 Sustainability**

- 6.2.1 Set, review and improve sustainable development policies. covering economic, social and environmental aspects.
- 6.2.2 Promote, support and follow up on sustainable development operations (Sustainable Development: SD).
- 6.2.3 Promote, support, and follow up on corporate social responsibility (Corporate Social Responsibility: CSR) operations.
- 6.2.4 Report performance results to the Board of Directors.

### **6.3 Risk Management**

- 6.3.1 Clearly and continuously determine the policy and targets, plan, assess the risk, and provide the risk management system of the company in order to deal with any significant risk and report to the Board of Director.



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- 6.3.2 Promote and encourage cooperation in risk management at all levels in the organization.
- 6.3.3 Monitor, supervise, and assess the performance in order to have appropriate and effective risk management by paying attention to all possible warning signs and irregularities.
- 6.3.4 Continuously develop effective risk management throughout the organization.

Also includes reviewing the Charters of Good Governance and Risk Management Committee and proposing to the Board of Directors for approval and to perform any operation as assigned by the Board of Directors.

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