



**Corporate Governance and Sustainable
Development Committee Charter
PrukSA Holding Public Company Limited**

Corporate Governance and Sustainable Development Committee Charter

This Charter is prepared for the Corporate Governance and Sustainable Development Committee (the “CGSD Committee”) to understand the objectives, scope of authority and responsibilities of the Corporate Governance Committee. The Corporate Governance Committee has amended the charter to comply with The Principles of Good Corporate Governance for Listed Companies 2017 and other regulations. This charter was approved by the Board of Directors of PrukSA Holding Public Company Limited (the“ Company”) in the meeting of 09/2023 on 10 November 2023 and should replace the charter of the Corporate Governance Committee dated 14 October 2021 accordingly.

1. Purpose

The company has subcommittees that help drive and supervise good corporate governance, that is, business operations are transparent, fair, and take into account the expectations and benefits of all stakeholders. Comply with relevant laws and support the creation of sustainable business and social value.

2. Composition and qualifications of the Corporate Governance and Sustainable Development Committee

- 1) Being a director of the Company and appointed by the Board of Directors
- 2) Comprising at least three directors, with at least one-half of them being an independent director and the Chairman of the Corporate Governance Committee shall be an independent director in order to be able to perform duties and express opinions independently.
- 3) Chairman of the Corporate Governance Committee will be appointed at the general meeting of shareholders. or to a meeting of the Board of Directors Any independent director can be elected as the chairman of the board.
- 4) The Company Secretary serves as the secretary of the Corporate Governance Committee, unless assigned otherwise by the Corporate Governance Committee.

3. Office term

A CGSD Committee member has an office term of three years, expiring with the directorship’s term, and upon completing an office term, a CGSD Committee member may be re-appointed by the Board of Directors.

In addition to completing an office term as mentioned above, a CGSD Committee member may vacate office upon

- 1) Death
- 2) Resignation

- 3) Lack of the qualifications of a company director or having a prohibited characteristic as specified by law on public limited companies or having a characteristic indicating a lack of appropriateness in respect of trustworthiness in managing a business whose shares are held by public shareholders as specified in Section 89/3 of the Securities and Exchange (4th revision) B.E. 2551.
- 4) Removal by a meeting resolution of shareholder Meeting or the Board of Directors.

In case a CGSD Committee member wishes to resign, he/she shall submit a resignation letter to the Chairman of the Board of Directors. Resignation is effective from the date the resignation letter reaches the company.

In case of a vacancy in the CGSD Committee due to a reason other than completing an office term, the Board of Directors shall appoint a person who is qualified and not prohibited by law to fill the vacancy. In case the remaining term of the vacancy is less than two months, the Board of Directors may choose not to appoint a person to fill the vacancy. The term of the director appointed to fill the vacancy shall be equal to the remaining term of the CGSD Committee member being replaced.

4. Authority and Responsibility

- 1) To define objectives and the main goal of the business for sustainable purpose.
- 2) To define good corporate governance policy, code of conduct, anti-corruption policy, social responsibility, and other sub-policies related to corporate governance and sustainable development before presenting to the Board of Directors for approval Including reviewing policies at least once a year.
- 3) To define guidelines to support policy implementation to be effective and efficient. Including following up, supervising and giving recommendations to the management or related persons. regarding compliance with policies and guidelines
- 4) To consider goals, strategies, plans, and operational frameworks for sustainable development. Including coordinating with other sub-committees. To Jointly follow up and give recommendations to the management or related persons. To be able to achieve the company's sustainability goals.
- 5) To monitor and supervise the company's governance risks (if any). Including providing recommendations on risk management.
6. To define guidelines for operations related to anti-corruption. and provide advice to management or those involved in anti-corruption matters
7. To oversee the investigation and compliance hotline over the issues that do not comply with the rules, regulations, and laws governing the conduct of the company's business
8. To Promote participation and communication on corporate governance and sustainable development. Let employees and stakeholders know and understand To create awareness and put into practice

9. As a role model and encourage personnel at all levels to have awareness of anti – Corruption. Including allowing business to participate in various activities, to exchange disseminate knowledge to another company

10. To review the corporate Governance Committee Charter at least once a year and consider making revisions as deemed necessary and appropriate.

11. To Report on the performance of the Corporate Governance and Sustainable Development Committee Notify shareholders once a year in the annual report. and report to the Board of Directors 4 times a year.

12. To Evaluate the annual performance of the CGSD Committee. To propose to the Board of Directors for consideration

13. Other matters assigned by the Board of Directors

5. Meeting

1) To hold meetings of the CGSD Committee at least four meetings per year.

2) In calling a meeting, the Chairman of the CGSD Committee or the Secretary of the CGSD Committee, as assigned, shall send a written meeting notice to CGSD Committee members at least seven days in advance of the date of the meeting, except in case of urgency, for the benefits of the Company, a meeting notice may be made otherwise, with an earlier date.

3) A CGSD Committee member who has a stake in any matter shall not be present at the meeting and shall not exercise the voting right on that matter.

4) The CGSD Committee may invite other persons such as company executives and Subsidiary and/or Related Personnel to join meetings as appropriate and may consider organizing separate meetings with such other persons in case there are specific points for discussions.

5. The CGSD Committee may request the company's External consultants be hired to provide information or reasons for considering certain matters. This must be in accordance with appropriateness.

6. Quorum

1) In a meeting of the CGSD Committee, there shall be at least one-half of the number of the CGSD Committee members to form a quorum. In case the Chairman of the CGSD Committee is not present at a meeting or is not capable of performing the duty, the attending members of the CGSD Committee shall elect among themselves one member to chair the meeting.



- 2) In a meeting, a resolution shall be passed by a majority of the votes with one member of CGSD Committee having one vote. In case of a tie vote, the Chairman of the meeting shall cast one more vote as the casting vote.

8. Reporting

The Chairman of the CGSD Committee shall prepare the CGSD Committee's minutes of meetings and a summary report of operating results for submission to the Board of Directors.

This charter is effective from November 10 2023, onward.

(Dr. Prasarn Trairatvorakul)
Chairman of the Board of Directors
PrukSA Holding Public Company Limited

Note: The English translation of the Corporate Governance and Sustainable Development Committee Charter is for the purpose of understanding by foreigners; only the Thai version of the texts is legally binding.