



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

Charter of the Corporate Governance and Sustainable Development Committee

This charter is established to provide the Corporate Governance and Sustainability Committee (“the Committee”) of Pruksa Holding Public Company Limited (“the Company”) with a concise understanding of its objectives, scope of authority, duties, and responsibilities. The Committee has revised and updated the charter to align with the Principles of Good Corporate Governance for Listed Companies 2017 and other relevant regulations.

1. Purpose

To ensure that the Company has a subcommittee to drive and oversee matters related to good corporate governance, the focus is on conducting business with transparency, fairness, and consideration for the expectations and interests of all stakeholders. The Committee operates in compliance with applicable laws and supports the creation of long-term sustainable value for both the organization and society.

2. Composition and qualifications of the Committee

- 1) The Committee is appointed by the Board of Directors and must consist of at least three members, with independent directors representing no less than half of the total number.
- 2) The Board of Directors shall appoint one independent member of the Committee to serve as the Chairperson.
- 3) Members of the Committee must possess appropriate qualifications, including relevant knowledge, expertise, and experience. They must also dedicate sufficient time to their responsibilities, provide well-reasoned opinions, and possess a clear understanding of their qualifications, duties, and responsibilities. Additionally, they must not possess any disqualifications under applicable laws.
- 4) The Company Secretary shall serve as the secretary to the Corporate Governance Committee unless otherwise assigned by the Committee.

3. Office term

- 1) The members of the Committee shall serve a term of three years, aligned with the term of the Board of Directors. Upon completion of their term, they may be reappointed for another term.
- 2) In addition to the expiration of their term as mentioned above, a member of the Committee shall cease to hold their position upon:
 - 1) Death.
 - 2) Resignation, submitted in writing to the Chairman of the Board of Directors.
 - 3) Loss of qualifications to serve as a director of the company, or possessing disqualifications under the Public Limited Company Act or exhibiting characteristics that demonstrate a lack of suitability to be entrusted with the management of a company with public shareholders, as defined in Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551 (and as may be amended).
 - 4) A resolution by the Annual General Meeting of Shareholders or the Board of Directors to remove the individual from the position.
- 3) If any member of the Committee intends to resign from their position, they must submit a resignation letter to the Chairman of the Board of Directors. The resignation will take effect from the date the resignation letter is received by the Company.
- 4) In the event that a position on the Committee becomes vacant for reasons other than the completion of the director’s term, the Board of Directors shall appoint a qualified

individual who does not possess disqualifications under the law to fill the vacancy. However, if the remaining term of the director is less than two months, the Board of Directors may choose not to appoint a replacement. A director appointed to fill a vacancy shall serve only for the remaining term of the director they are replacing.

4. Scope of Authority

- 1) To define the objectives and primary goals of the business that align with sustainability.
- 2) To set up policies on good corporate governance, business ethics, anti-corruption, corporate social responsibility, and other relevant policies related to governance and sustainability, prior to submitting them for approval by the Board of Directors. These policies should be reviewed at least once a year.
- 3) To establish guidelines that support the implementation of the above policy, ensuring its effectiveness. This includes monitoring, overseeing, and providing recommendations to management or relevant parties regarding compliance with the policy and procedures.
- 4) To review the goals, strategies, plans, and framework for sustainability, and coordinate with other subcommittees to collectively monitor progress and provide recommendations to management or relevant parties, ensuring the achievement of the Company's sustainability objectives.
- 5) To monitor and oversee the Company's corporate governance risks (if any), and provide recommendations for risk management.
- 6) To establish practices related to the prevention of fraud and corruption, and provide recommendations to management or relevant parties on anti-fraud and 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 engagement and communication on corporate governance and sustainability practices, ensuring that employees and stakeholders are informed and understand the matters, thereby raising awareness and encouraging implementation.
- 9) To act as a role model and encourage the Company's participation in various activities to exchange and share knowledge, experiences, and best practices with other companies, as appropriate.
- 10) To review the Committee charter at least once a year. If any revisions or amendments are necessary, the proposed changes shall be submitted to the Board of Directors for approval.
- 11) To report the performance of the Committee to shareholders annually in the annual report and to update the Board of Directors at least four times a year.
- 12) To evaluate performance at least once a year and report the results, along with any issues or obstacles that may have prevented the achievement of objectives (if any), to the Board of Directors.
- 13) To perform any other tasks as assigned by the Board of Directors.

5. Meeting

- 1) The Corporate Governance Committee shall meet at least four times a year.
- 2) For convening a meeting, the Chairman of the Committee or the Secretary of the Committee shall send a meeting notice at least seven days prior to the meeting, unless in urgent cases where the Company's interests must be protected, in which case the meeting notice may be sent by other means and the meeting date may be set earlier.
- 3) A director with a conflict of interest in any matter must not attend the meeting and shall have no voting rights on that matter.

- 4) The Corporate Governance Committee may invite other individuals, such as executives of the Company or its subsidiaries, or other relevant parties, to attend the meeting as appropriate. Additionally, the Committee may consider holding separate meetings with such individuals if there are issues or matters that should be discussed privately.
- 5) The Committee may request the Company to engage external consultants to provide information or justifications for consideration of any matter, provided that it is deemed appropriate.

6. Quorum

- 1) A quorum for the Corporate Governance Committee meeting shall be achieved with the presence of at least half of the total number of committee members. In the event that the Chairman of the Corporate Governance Committee is absent or unable to perform their duties, the attending members shall elect one of the members to serve as the Chairperson for the meeting.
- 2) Decisions at the meeting shall be made by a majority vote, with each director having one vote. In the event of a tie, the Chairperson of the meeting shall cast an additional deciding vote.

7. Charter Review

This Charter must be reviewed at least annually or in response to any event or factor that may impact the Company, its operations, corporate governance, or sustainability, as deemed appropriate by the Board of Directors or the Committee.

This Charter is effective from 14 November 2024 onward.

- Signed -

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