

## 1. Composition, Qualifications, and Terms of Office

- 1) The Corporate Governance and Sustainability Committee shall consist of at least three members of the Board of Directors, no less than half of whom shall be independent directors.
- 2) The Chairman of the Corporate Governance and Sustainability Committee shall be an independent director, and shall not be a Chairman of the Board of Directors.
- 3) Each of the Corporate Governance and Sustainability Committee members' term is 3 years which is in accordance with the director's term, and the Corporate Governance and Sustainability Committee member who has completed the term may be reappointed by the Board of Directors.
- 4) In the event that a member of the Corporate Governance and Sustainability Committee has vacated the position for any other reasons beside the expiration of terms of office, the Board of Directors shall appoint a qualified candidate to be a member of the Corporate Governance and Sustainability Committee, ensuring that the Corporate Governance and Sustainability Committee will have a sufficient number of the committee members as stipulated by the Board of Directors. Qualified candidate who become a member of the Corporate Governance and Sustainability Committee shall have an office term equals to the remaining term of the Corporate Governance and Sustainability Committee member whom he/she replaces.
- 5) When a member of the Corporate Governance and Sustainability Committee has completed the term of office, or due to other reasons that the committee member must retire before the end of the term of office, the Board of Directors shall appoint new committee member within three months from the day that the number of committee members is not complete.

## 2. Scope of Duties and Responsibility

### Corporate Governance

- 1) Consider, review, and propose policies, about integrity and ethical principles in business operations as well as effective anti-corruption policies according to the corporate governance policy to the Board of Directors, ensuring that these will become a standard for the organization. This is to be a standardized organizational practice and an appropriate guideline.
- 2) Offer recommendations and oversee performance of the directors and management to ensure adherence to good corporate governance principles as stipulated by the Stock Exchange of Thailand and the Securities and Exchange Commission and/or other relevant regulating agencies.
- 3) Promote self internal assessment of good corporate governance standards, and to participate in any assessments conducted by reputable and recognized external organizations on a regular basis.
- 4) Promote the organizational culture of good corporate governance for a better understanding among executives and employees at all levels to create practical results in both the Company and its subsidiaries.

### Sustainability

- 1) Consider and review policies and strategies, and enhance the developmental goals of the Company, maintaining balances in various aspects, such as environmental, social and governance (ESG) in accordance with the Thai and international good corporate governance standard, as well as corporate social responsibility (CSR).

- 2) Offer recommendations and propose principles and policies ,including the operation of the Company, to align with the organization's sustainable development, ensuring that the goals are met as set out and maintain a leader position, as assessed by external organizations. As well as promoting the organizational sustainable development guidelines among the Board of Directors, executives, and employees, ensuring that they follow the guidelines effectively.
- 3) Monitor, track, and assess the sustainable development performance to maintain balance and enhance effectiveness, ensuring the highest benefit for the Company and stakeholders.

## **Others**

- 1) Review and approve the assessment form and the results of the performance assessment of the Board of Directors for subsequent presentation to the Board of Directors.
- 2) Report the operation performance of the Corporate Governance and Sustainability Committee for presentation to the Board and disclose in the 56-1 One Report. In the event that there are important factors or events which may affect the Company materially, they must be reported to the Board of Directors for acknowledgement and consideration as soon as possible.
- 3) Regularly review the appropriateness of the Corporate Governance and Sustainability Committee Charter.
- 4) Appoint a secretary to the the Corporate Governance and Sustainability Committee as deem appropriate.
- 5) Perform other duties as assigned by the Board of Directors.

## 3. Meetings

- 1) The Corporate Governance and Sustainability Committee shall hold at least four meetings per year.
- 2) In the Corporate Governance and Sustainability Committee meeting, no less than half of the members shall be present in order to form the quorum. The Chairman of the Corporate Governance and Sustainability Committee shall be the chairman of the meeting.
- 3) If the Chairman of the Corporate Governance and Sustainability Committee is unable to attend the meeting, the Corporate Governance and Sustainability Committee members who attend the meeting shall elect one of the members to be the Chairman of the meeting.

## 4. Voting in the meeting

- 1) Resolutions of the meeting shall follow the majority voting of the Corporate Governance and Sustainability Committee members that attends the meeting. One member shall have one vote, but if the votes are equal, the Chairman of the meeting shall cast a vote.

Announced as of September 27, 2022

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(Mr. Pailin Chuchottaworn)

Chairman of the Board of Directors

Global Power Synergy Public Company Limited