



Corporate Governance and Sustainability Committee Charter **S&P Syndicate Public Company Limited**

Objectives

The Corporate Governance and Sustainability Committee is responsible for supporting the operations of the Board of Directors by establishing policies, overseeing, and promoting the company's corporate governance and sustainable development initiatives. These efforts cover environmental, social, and governance (ESG) aspects to create long-term value for the company and its stakeholders.

Roles, Duties, and Responsibilities

1. Define the scope, duties, and responsibilities regarding the company's sustainable development to include economic, social, and environmental responsibilities, good corporate governance, regulatory compliance, and long-term value creation for stakeholders.
2. Communicate, educate, and provide recommendations to the Board of Directors, management, and employees to ensure effective implementation of the company's sustainable development guidelines.
3. Evaluate and review the company's sustainability goals, policies, and operational plans to ensure they align with the business environment, legal requirements, international best practices, and recommendations from relevant institutions.
4. Monitor, supervise, and assess the effectiveness and balance of the company's sustainability practices to maximize benefits for the company and its stakeholders. Progress reports must be periodically submitted to the Board of Directors.
5. Establish corporate governance policies and business ethics, propose them to the Board of Directors for approval, provide advice, and promote their implementation at all levels. Regular reviews should be conducted to ensure the policies are appropriate, comply with legal requirements, and align with international best practices. The committee should also oversee the evaluation and reporting of adherence to these policies.
6. Oversee the disclosure of corporate governance and sustainability information to stakeholders through the company's Form 56-1 One Report and the Sustainability Report.
7. Regularly report the committee's performance to the Board of Directors.
8. Perform other duties as assigned by the Board of Directors.

Appointment and Term of Office

1. The Corporate Governance and Sustainability Committee must consist of at least three members appointed or removed by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee.
2. At least half of the committee members must be independent directors meeting the company's independence criteria.
3. The Chairperson of the committee is appointed by the Board of Directors, while the committee's secretary is appointed by the Corporate Governance and Sustainability Committee.
4. The term of office for committee members is three years. Members may be reappointed with the approval of the Board of Directors.

5. The committee member's position will be vacated upon:
 - Completion of the term of office
 - Resignation
 - Death
 - Termination of the member's directorship
6. A change in the Chairperson does not affect the tenure of other committee members.
7. If a position becomes vacant for reasons other than term expiration, the Board of Directors must appoint a qualified individual to fill the vacancy. The new member will serve for the remaining term of the vacated position.

Meetings

1. The committee must hold at least two meetings per year.
2. A quorum for each meeting requires at least half of the current committee members.
3. If the Chairperson is absent, the committee members present must select one member to preside over the meeting.
4. The Chairperson may call a meeting if significant issues arise that require discussion.
5. The committee may invite relevant executives, employees, or experts to attend meetings and provide opinions or submit necessary documents.
6. Committee members with conflicts of interest must abstain from participating in discussions or voting on related matters.
7. The committee secretary is responsible for scheduling meetings, preparing agendas, distributing meeting documents, and recording minutes. Invitations and documents must be sent at least three days before the meeting date.
8. The Chairperson has the authority to approve the meeting agenda and must review all agenda items in advance.
9. Each committee member has one vote. Decisions are made by a majority vote. In the event of a tie, the Chairperson has the deciding vote. The secretary and other attendees who are not members of the committee have no voting rights.
10. The Chairperson, along with the committee, must prepare a report summarizing key issues discussed and submit it to the Board of Directors.

Charter Review

The Corporate Governance and Sustainability Committee must regularly review the adequacy and appropriateness of this charter at least once a year to ensure its alignment with the company's corporate governance and sustainability objectives. Significant amendments must be approved by the Board of Directors.

Approved by the Board of Directors at Meeting No. 3/2023 on May 12, 2023, and effective from May 12, 2023.