



Corporate Governance and Sustainability Development Committee Charter AP (Thailand) Public Company Limited and its subsidiaries

The Corporate Governance and Sustainable Development Committee Charter is prepared to ensure that directors understand the objectives, scope of authority, and responsibilities. The content has been revised to comply with the 2017 Good Corporate Governance guidelines for listed companies and other related matters.

1. Objectives

The Board of Directors has assigned and appointed the Corporate Governance and Sustainable Development Committee (CG&SD) to establish corporate governance and sustainable development policies to ensure that the Company's operations achieve their objectives with integrity, honesty, morality, and a commitment to sustainable growth. The scope of authority, duties, and responsibilities has been defined to enhance the efficiency and effectiveness of the Corporate Governance and Sustainable Development Committee.

2. Components and qualifications

- 2.1 The Corporate Governance and Sustainability Development Committee consists of at least three directors, and at least one of them must be an independent director to allow the independent expression of opinions.
- 2.2 The Corporate Governance and Sustainability Development Committee shall select one director to serve as Chairman of the Committee.
- 2.3 Who must possess due knowledge, expertise, and understanding of corporate governance and sustainability.
- 2.4 The Corporate Governance and Sustainable Development Committee may appoint a qualified person to serve as Secretary to the Committee, as deemed appropriate.

3. Term of Office

- 3.1 The Corporate Governance and Sustainability Development Committee's term of office is one year or as determined by the Board of Directors.
- 3.2 Retiring directors may be re-elected by the Board of Directors to continue serving on the Corporate Governance and Sustainable Development Committee.
- 3.3 Retirement from office according to the term mentioned above is under the following circumstances:
 - Relieved from employment or directorship;
 - Resignation;
 - Death;
 - Lack of qualifications and possessing prohibited characteristics as stipulated by law;
 - Resolution of the Board of Directors' meeting to relieve from the position;

4. Meetings and Quorum

- 4.1 The meeting should be arranged at least twice a year. Executives or related employees may be invited to attend to provide information or opinions as deemed appropriate.



- 4.2 At least two-thirds of the total number of existing directors is required in every meeting to constitute a quorum.
- 4.3 The Chairman or Secretary of the Corporate Governance and Sustainable Development Committee shall be the person responsible for calling a meeting.
- 4.4 If the Chairman of the Committee does not attend the meeting, is unable to perform the duty, or if no Chairman has been appointed, the directors present at the meeting shall elect one of the members to chair the meeting.
- 4.5 To vote for a resolution, each member of the Board of Directors shall have one vote. The counting is based on a majority vote. If the votes are equal, the Chairman of the Board shall have one additional vote to cast a final vote.
- 4.6 The director interested in any matter is prohibited from considering or casting a vote on such issues.

5. Scope of duties and responsibility of the Corporate Governance and Sustainability Development Committee

Corporate governance

- 5.1 To give advice and approval on good corporate governance to propose to the Board of Directors for approval, including advice on reviewing policies and practices related to corporate governance. For example, Corporate Governance policy, ethics and business code of conduct, and anti-corruption policy.
- 5.2 To support, supervise, and monitor to ensure the operation will comply with the law, regulation, organization regulation, state agent, and regulating agents, including good corporate governance according to local and international standards.
- 5.3 To supervise and support the policy that will adequately prevent corruption and be compatible with actual practice, including monitoring compliance with anti-corruption policy and giving valuable suggestions to develop practices for utmost efficiency.
- 5.4 To supervise the conflict of interest between the management, Board of Directors, and shareholders to prevent the exploitation and transactions made with the related person.

Sustainability Development

- 5.5 Determine policy and develop direction toward sustainability, conform with corporate strategy, and propose to the Board of Directors for approval.
- 5.6 Support sustainable development activities by attending the meetings, giving advice on the work progress, and monitoring the development from time to time within the prescribed duration.
- 5.7 To monitor sustainable development and to give advice or suggestions in economic operation, social, and environmental aspects for sustainable business operation.



Other matters.

- 5.8 To have the authority to appoint and establish rules for subcommittees or working groups as deemed appropriate. The Corporate Governance and Sustainable Development Committee shall supervise and monitor the work and progress of such subcommittees or working groups.
- 5.9 To hire consultants or independent specialists to the extent of the Company regulation to provide their opinions or consultation at the expenses covered by the Company.
- 5.10 To give advice, promote, and support directors, executives, and employees to ensure their knowledge and understanding of corporate governance and sustainability matters.
- 5.11 To perform any other duty the Board of Directors assign under related Scope of work.

6. Reporting

- 6.1 To prepare minutes of the Corporate Governance and Sustainable Development Committee meeting and summarize the performance report for presentation to the Board of Directors.
- 6.2 To prepare and summarize the annual performance report of the Corporate Governance and Sustainable Development Committee, as well as stakeholders, as deemed appropriate.

7. Review of the Corporate Governance and Sustainability Development Committee Charter

To review the charter at least once a year, improve (if any), and propose to the Board of Directors for approval.

The Charter of the Corporate Governance and Sustainable Development Committee was approved by the Board of Directors at its Meeting No. 2/2023 on 21 February 2023, with effect from 1 May 2023 onwards. The Charter was most recently reviewed at the Board of Directors' Meeting No. 3/2025 on 27 March 2025.