

# **Charter of the Sustainability Committee**

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Effective Date : 3 March 2025

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**ThaiNamthip Corporation Public Company Limited (“TNCC”)** is committed to sustainability as a foundation for long-term business success. Sustainability is regarded as an integral component of corporate strategy, culture, and behavior, recognizing the critical importance of economic, social, and environmental factors to stakeholders. To support the Board of Directors in adhering to good corporate governance principles and achieving sustainability goals, the Board of Directors has established the Sustainability Committee (the **“Committee”**).

The Committee is tasked with overseeing environmental, social, and governance (ESG) responsibilities in alignment with TNCC’s objectives and strategies, aiming to benefit the environment, and society while delivering value to stakeholders. To guide its operations, the Board of Directors has approved the Charter of the Sustainability Committee (the **“Charter”**), which outlines the Committee’s composition, rules of meeting, and roles and responsibilities, ensuring alignment with corporate governance principles and the achievement of sustainability goals as follows:

## 1. Composition

- 1.1 The Committee shall comprise members who are either Directors, Independent Directors, senior management, or external advisors with relevant knowledge. The Committee shall consist of at least three (3) but not more than five (5) members, as determined by the Board of Directors.
- 1.2 The Chairman of the Committee shall be appointed by the Board of Directors.
- 1.3 The term of office of the member of the Committee shall be determined by the Board of Directors. Any member who is also a Director shall have the term of office corresponding to the term of the directorship.
- 1.4 The member of the Committee shall cease to hold office upon:
  - Upon the expiration of their term
  - Resignation
  - Death
  - Termination by resolution of the Board of Directors

Any member who is a Director retiring by rotation may be reappointed by the Board of Directors for another term.

- 1.5 The member of the Committee who wishes to resign must submit a resignation letter to the Chairman of the Committee or the Chairman of the Board of Directors at least thirty (30) days before the proposed effective date specified in the resignation letter.
- 1.6 In case of vacancy in the Committee, the Board of Directors may appoint a qualified Director, senior management member, or external advisor with relevant knowledge, as nominated by the Remuneration and Nomination Committee, to fill such vacancy as soon as practicable.

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- 1.7 The Committee shall appoint a secretary to assist in carrying out its duties.

## **2. Rules of Meeting**

- 2.1 The Committee shall convene at least two (2) meetings per year, with additional meetings scheduled as necessary and appropriate at the discretion of the Chairman of the Committee. Meeting notices shall be sent to Committee members at least ten (10) days in advance, using methods agreed upon by the Committee. In case of urgency, the notice period may be shorter than ten (10) days.
- 2.2 The Chairman of the Committee or a designated person shall determine the date, time, and venue of the meeting. Meeting may also be conducted electronically following the criteria and procedures prescribed by law.
- 2.3 A quorum for a Committee meeting shall consist of more than half (1/2) of the total number of the members of the Committee.
- 2.4 If the Chairman of the Committee is absent or unable to perform his or her duties, the attending members shall elect one of them to act as the chairman for that meeting.
- 2.5 Resolutions at Committee meetings shall be made by a majority vote with each member of the Sustainability Committee entitled to one (1) vote. Members with a conflict of interest in any matter must abstain from participating and voting on that matter.
- 2.6 Any member unable to attend a meeting must notify the Chairman of the Committee, the Secretary of the Committee, or the Corporate Secretary in advance, either verbally or in writing.
- 2.7 Draft minutes of the meeting shall be distributed to all Committee members within fourteen (14) days of the meeting. Members must provide feedback on the draft minutes within fourteen (14) days of receipt. The Secretary of the Committee shall circulate the revised minutes to all members within fourteen (14) days after incorporating any comments.
- 2.8 The Committee may invite other individuals such as TNCC's management, auditors, advisors, employees, or other relevant parties, to participate in meetings. For specific issues, the Committee may arrange separate meetings with these individuals as necessary.

## **3. Duties and Responsibilities**

- 3.1 The Committee determines sustainability targets, policy/statements and road map of TNCC, covering the key material issues related to environment, society and governance (ESG) and propose to the Board of Directors for consideration and approval.

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- 3.2 The Committee reviews sustainability targets, policy/statements and road map of TNCC to ensure they adapt to changes in the business environment, comply with laws, legal requirements, international standards, and recommendations from leading institutions, and align with stakeholder expectations.
- 3.3 The Committee advises, promotes, and ensures TNCC's operations align with the organization's objectives, sustainability policies/statements, and targets, while adhering to international standards, legal requirements, and applicable regulations.
- 3.4 The Committee promotes and ensures that Directors, management, and employees perform effectively in accordance with TNCC's sustainability policy.
- 3.5 The Committee oversees, monitors, and evaluates TNCC's sustainability performance, providing regular progress reports to the Board of Directors.
- 3.6 The Committee's performance shall be reported to the Board of Directors at least once (1) a year.
- 3.7 The Committee may appoint independent expert consultants or working groups to provide advice and assistance in fulfilling its duties.
- 3.8 The Committee shall carry out other assignments as determined by the Board of Directors or as required by applicable laws and regulations.

#### **4 Performance Assessment**

The Committee shall conduct annual self-assessment to assess performance, identify challenges, and address obstacles to enhance the Committee's effectiveness. The results of the performance assessment shall be reported at the Board of Directors' meeting.

#### **5 Remuneration**

The remuneration of the Committee shall be determined by the resolution of the general meeting of shareholders.

#### **6 Charter Review and Amendment**

The Committee shall review the Charter regularly, or at least once (1) a year, as deemed appropriate. Any necessary or appropriate amendments to align with TNCC's organizational structure and enhance good corporate governance shall be submitted to the Board of Directors for consideration and approval.

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