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Charter of the Sustainability and Corporate Governance Committee

Petchsrivichai Enterprise Public Company Limited

The Board of Directors of Petchsrivichai Enterprise Public Company Limited (the “Company”) has appointed the Sustainability and Corporate Governance Committee to support the operations of the Board of Directors to ensure that the Company achieves sustainable growth across three dimensions: Environment, Social, and Governance (ESG). This is to be achieved through ethical, efficient, transparent, and accountable business practices with social and environmental responsibility, ultimately fostering a corporate culture based on sustainability. Therefore, the Board of Directors has established the Charter of the Sustainability and Corporate Governance Committee as follows:

1. Composition of the Sustainability and Corporate Governance Committee

- 1.1. The Board of Directors shall consider the selection and appointment of members of the Sustainability and Corporate Governance Committee.
- 1.2. The Sustainability and Corporate Governance Committee shall consist of at least three directors, with not less than half being independent directors.
- 1.3. The Sustainability and Corporate Governance Committee shall select one of its members to serve as the Chairman of the Sustainability and Corporate Governance Committee.
- 1.4. The Chairman of the Sustainability and Corporate Governance Committee must be an independent director.
- 1.5. The Sustainability and Corporate Governance Committee may appoint any individual to act as the Secretary to the Sustainability and Corporate Governance Committee to assist in its operations, including scheduling meetings, preparing meeting agendas, distributing meeting documents, recording minutes, and organizing meeting documentation. The Committee shall have the authority to determine the remuneration (meeting allowance) for the Secretary as deemed appropriate, for which the Company shall be responsible.

2. Qualifications of the Sustainability and Corporate Governance Committee Members

- 2.1. The Chairman of the Sustainability and Corporate Governance Committee should not concurrently serve as the Chairman of the Board of Directors.
- 2.2. Members of the Sustainability and Corporate Governance Committee shall possess relevant knowledge, capabilities, and experience in the Company’s business operations, good corporate governance, business ethics, anti-corruption practices, environmental responsibility, social responsibility, and sustainable organizational development.

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- 2.3. Members of the Sustainability and Corporate Governance Committee must be able to devote adequate time to the performance of their duties to the Company efficiently and effectively.

3. Term of Office of the Sustainability and Corporate Governance Committee

- 3.1. The members of the Sustainability and Corporate Governance Committee shall serve a term of three years from the date of their appointment by the Board of Directors. Upon completion of the term, they may be reappointed as deemed necessary and appropriate.
- 3.2. Apart from vacating office upon the expiration of their term, a member of the Sustainability and Corporate Governance Committee shall vacate office when:
- 1) Death
 - 2) Resignation (either from the position of a member of the Sustainability and Corporate Governance Committee or from the Board of Directors)
 - 3) A resolution is passed by the Board of Directors to remove the member from office by a vote of not less than three-fourths (3/4) of the directors present and eligible to vote
 - 4) The member no longer possesses the qualifications specified in this Charter.
- 3.3. If a position on the Sustainability and Corporate Governance Committee becomes vacant for reasons other than expiration of term, the Board of Directors shall appoint a qualified individual to fill the vacancy within three months from the date the position becomes vacant. The new appointee shall serve only for the remainder of the term of the member being replaced.

4. Duties and Responsibilities of the Sustainability and Corporate Governance Committee

- 4.1. To establish corporate governance policies, business ethics, codes of conduct, and anti-corruption policies in accordance with applicable laws, regulations, and the requirements of regulatory agencies such as the Stock Exchange of Thailand and the Securities and Exchange Commission, and to propose such policies to the Board of Directors for consideration and approval.
- 4.2. To establish policies, objectives, operational guidelines, and monitor performance in relation to environmental, social, governance, and sustainable development matters.
- 4.3. To oversee the management's operations to ensure compliance with corporate governance policies, business ethics, anti-corruption policies, environmental, social, governance, and sustainability development policies.

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- 4.4. To review corporate governance-related policies, business ethics, codes of conduct, anti-corruption policies, environmental, social, governance, and sustainability policies at least once a year.
- 4.5. To coordinate with other committees and management in considering matters related to corporate governance, business ethics, codes of conduct, anti-corruption, environment, society, and sustainable development and provide appropriate recommendations to management.
- 4.6. To promote sufficient and continuous communication within the Company to ensure that directors, executives, employees at all levels, and relevant stakeholders are aware of and understand the corporate governance policies, business ethics, codes of conduct, anti-corruption policies, environmental, social, and sustainable development practices.

5. Meetings of the Sustainability and Corporate Governance Committee

- 5.1. The Sustainability and Corporate Governance Committee shall convene meetings at least once per quarter, or more frequently as deemed necessary. A quorum shall consist of not less than half of the total number of committee members.
- 5.2. The Chairman of the Sustainability and Corporate Governance Committee or a member appointed by the Chairman shall determine the date, time, and venue of each meeting. The meeting venue may be outside the location of the Company's head office or in nearby provinces. If not otherwise specified, the meeting shall be held at the Company's head office.
- 5.3. The Chairman of the Sustainability and Corporate Governance Committee shall preside over the meeting. If the Chairman is absent or unable to perform duties, the attending members shall elect one among themselves to preside over the meeting.
- 5.4. A resolution of the Sustainability and Corporate Governance Committee meeting shall be passed by a majority vote of the attending members. In the event of a tie, the Chairman shall have a casting vote. If any member objects to the resolution, such objection should be recorded clearly in the meeting minutes.
- 5.5. The Secretary to the Sustainability and Corporate Governance Committee shall prepare a notice of meeting, stating the date, time, venue, and agenda, along with supporting documents, and deliver them to all committee members and attendees in advance within a reasonable period to allow adequate time for review or to request additional information.

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6. Report on the Sustainability and Corporate Governance Committee

- 6.1. The Sustainability and Corporate Governance Committee shall report on the outcomes of its meetings, any actions required for improvement, or other matters deemed necessary for the Board of Directors' attention at the next Board meeting.
- 6.2. The Chairman of the Sustainability and Corporate Governance Committee shall report to shareholders on the activities carried out throughout the year in accordance with the duties and responsibilities assigned by the Board of Directors. This report shall be signed by the Chairman and disclosed in the Company's annual report.

7. Performance Evaluation of the Sustainability and Corporate Governance Committee

The Committee shall conduct an annual self-assessment and report any obstacles that have hindered the achievement of its objectives (if any) for acknowledgment by the Board of Directors and summarize its performance in the Company's Annual Report.

8. Review and Revision of the Charter

The Committee shall review this Charter annually and propose amendments deemed appropriate for the Board of Directors' consideration and approval.

This Charter of the Sustainability and Corporate Governance Committee is based on the resolution of the Board of Directors' Meeting No. 5/2024 (post-conversion), held on November 11, 2024, and shall be effective from November 11, 2024, onwards.

-Chanitr Charnchainarong-

(Mr.Chanitr Charnchainarong)

Chairman of the Board Directors