



Saksiam Leasing Public Company Limited

Corporate Governance and Sustainability Committee Charter

Objectives

The Board of Directors has established corporate governance policies to ensure that the Company has proper working processes, performance measurement, and disclosure in economic, social, and environmental dimensions. This is to ensure transparency, accountability, fairness to all stakeholders, and effective risk prevention that may affect the achievement of organizational goals. The policies also reflect responsibility to society and the environment, including anti-corruption policies, in order to build public trust and ensure that the Company is managed to grow and create sustainable value for all stakeholders in both the present and the future. Accordingly, the Board of Directors resolved to appoint the Corporate Governance and Sustainability Committee and to establish this Charter of the Corporate Governance and Sustainability Committee, so that the Committee can effectively perform its duties as assigned by the Board of Directors in accordance with applicable standards.

Section 1: Composition and Qualifications

1. The Board of Directors shall select and appoint the members of the Corporate Governance and Sustainability Committee as well as its Chairperson, who must be an Independent Director
2. The Committee shall comprise not fewer than three (3) Directors, with at least half being Independent Directors.
3. Members must possess knowledge, expertise, experience, and appropriate qualifications.
4. Members must devote sufficient time to perform their duties effectively.
5. The tenure of members shall correspond with their term as Company Directors. Members who retire by rotation may be reappointed as deemed appropriate. A member shall vacate office upon:
 - a. Death;
 - b. Resignation;
 - c. Cessation of being a Director or Independent Director of the Company;
 - d. Removal by resolution of the Board of Directors.

In the case of resignation before the end of term, the resigning member shall notify the Company in writing, stating the reason. The Board of Directors shall then consider appointing a qualified replacement.

If a position becomes vacant for reasons other than normal rotation, the Board of Directors shall appoint a qualified replacement within three (3) months from the date of vacancy.

The Company Secretary shall act as the Secretary to the Committee unless otherwise assigned.

Section 2: Authority

The Corporate Governance and Sustainability Committee shall have the authority to perform actions within the scope of its responsibilities, including:

1. Inviting management, related parties, or any persons deemed appropriate to attend meetings, provide clarification, or furnish relevant information.
2. Engaging external advisors or independent professionals to provide opinions or recommendations as necessary.
3. Establishing sub-committees or working groups, defining their roles and responsibilities to support corporate governance, corporate social responsibility, and sustainability management. The Committee shall have authority to supervise and direct such sub-committees to ensure effective governance aligned with the evolving business environment, technology, and risks.

Section 3: Duties and Responsibilities

1. Formulate policies on corporate governance, sustainability, business ethics, codes of conduct, and anti-corruption, in compliance with applicable laws, regulations, and requirements of regulatory agencies such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), for submission to the Board for approval.
2. Establish policies and practices for promoting innovation, responsible business conduct toward society and the environment, and sustainable development planning.
3. Recommend governance practices and guidelines relating to anti-corruption and sustainability to the Board, including risk prevention covering economic, social, environmental, and climate change issues that may affect organizational goals, and provide advice and recommendations accordingly.
4. Oversee management's implementation of corporate governance, sustainability, and anti-corruption policies, ensuring proper processes, performance measurement, disclosure in economic, social, environmental, and climate change dimensions, and review and

evaluate compliance jointly with the Board and management, providing recommendations for improvement.

5. Regularly review and update corporate governance, sustainability, ethics, codes of conduct, and anti-corruption policies at least once a year, referencing the United Nations Global Compact (UNGC), international standards, laws, and regulatory requirements, and propose revisions for Board approval.
6. Report on the implementation and evaluation of corporate governance, sustainability, and anti-corruption policies, as well as other key issues, to the Board at least twice a year.
7. Monitor and review the performance of sub-committees established under the Committee, providing necessary guidance and support.
8. Coordinate with other sub-committees and working groups on governance, sustainability, anti-corruption, social responsibility, and environmental matters, and provide recommendations as needed.
9. Promote communication to ensure that Directors, executives, employees at all levels, and relevant parties are fully aware of and understand governance, sustainability, ethics, codes of conduct, and anti-corruption policies and practices.
10. Ensure strict adherence to anti-corruption policies and related guidelines.
11. Approve the Sustainability Report for submission to the Board for final approval prior to public disclosure.
12. Perform other duties as assigned by the Board to ensure transparency and accountability in the Company's business operations.

Section 4: Meetings

1. The Committee shall meet at least once per quarter, with a quorum constituted by not less than half of its members, including at least one Independent Director.
2. The Chairperson may convene special meetings as deemed appropriate or upon request by at least half of the members. Urgent matters may be convened without formal written notice.
3. In case the Chairperson is unable to preside, another member may be delegated, or elected among the attending members, to chair the meeting.
4. Members unable to attend shall notify the Secretary verbally or in writing.
5. The Secretary shall prepare and organize meetings, agendas, supporting documents, and send notices to members at least seven (7) days in advance, except in urgent cases, and prepare minutes for circulation after each meeting.

6. Prior to meetings, members shall review agenda items to determine any conflict of interest. A member with an interest shall abstain from discussion and voting or leave the meeting for that agenda.
7. Decisions shall be made by majority vote, with each member having one vote. In the event of a tie, the Chairperson shall have a casting vote. The Secretary shall have no voting rights.
8. Resolutions may be adopted without a meeting if all members sign a written resolution, which shall have the same effect as one passed in a duly convened meeting.

Section 5: Remuneration

Members shall be entitled to remuneration as determined by the Board of Directors and approved by the Annual General Meeting of Shareholders. Such remuneration shall be appropriate to their duties, responsibilities, and comparable to industry standards to attract and retain qualified Directors.

Section 6: Self-Assessment

The Committee shall conduct an annual self-assessment of its performance and report the results to the Board of Directors.

Section 7: Review of the Charter

The Committee shall annually review, evaluate, and assess the adequacy and appropriateness of this Charter. Any significant amendments shall be submitted to the Board of Directors for approval.

Section 8: Reporting

The Committee shall report its performance to the Board at least twice a year and prepare a Committee Report for disclosure in the Company's Annual Report.

This Corporate Governance and Sustainability Committee Charter was approved by the Board of Directors at Meeting No. 9/2024 on December 24, 2024.

Announced on December 26, 2024

Mr. Siwaphong Boonsalee

Managing Director