



**Saksiam Leasing Public Company Limited**  
**Charter of the Corporate Governance and Sustainability Committee**

**Objective**

The Board of Directors has established a Corporate Governance Policy, including processes for work, performance measurement, and disclosure in economic, social, and environmental aspects to ensure that the Company's business operations are transparent, verifiable, and fair to all stakeholders, as well as to prevent risks that may affect the achievement of organizational goals and demonstrate responsibility towards society and the environment, including an anti-corruption policy, to build public confidence and ensure the sustainable management of the organization for the growth and creation of value for all stakeholder groups both now and in the future, the Board of Directors has resolved to appoint a "Corporate Governance and Sustainability Committee" and has mandated the preparation of this Charter to ensure the Committee performs its duties as assigned by the Board of Directors effectively and in accordance with standards.

**Section 1: Composition and Qualifications**

1. The Board of Directors shall be responsible for selecting and appointing members of the Corporate Governance and Sustainability Committee and the Chairman of the Corporate Governance and Sustainability Committee. The Chairman of the Committee must be an Independent Director.
2. The Corporate Governance and Sustainability Committee shall consist of at least 3 directors, of whom at least half must be Independent Directors.
3. Members of the Committee must possess appropriate knowledge, abilities, experience, and qualifications.
4. Members of the Committee must be able to dedicate sufficient time to perform their duties for the Company effectively.
5. The term of office for Committee members shall correspond to their term as members of the Board of Directors. Members who retire by rotation may be re-appointed as necessary and appropriate. Aside from retirement by rotation, a member shall vacate their office upon:
  - a. Death
  - b. Resignation
  - c. Ceasing to be a director or independent director of the Company
  - d. The Board of Directors resolving to remove or dismiss them

In the case of resignation before the end of term, they shall notify the Company with reasons so the Board of Directors may consider appointing a qualified replacement. If a position becomes vacant due to other reasons, the Board of Directors shall appoint a qualified person as a replacement within 3 months.



The Company Secretary shall serve as the Secretary to the Corporate Governance and Sustainability Committee, unless otherwise assigned by the Committee.

## **Section 2: Authority**

The Committee has the authority to perform duties under the scope defined in the "Duties and Responsibilities" section, including:

1. Authority to invite management, relevant persons, or appropriate individuals to attend meetings or provide clarifications and information as necessary.
2. Authority to hire independent external consultants or professional experts to provide opinions or advice as necessary.
3. Authority to appoint and define the roles and responsibilities of sub-committees or working groups to assist in overseeing governance, social responsibility, and sustainability management as necessary, with authority to direct and control such groups to ensure the Company has an effective governance structure aligned with changing business environments, technology, and risks.

## **Section 3: Duties and Responsibilities**

1. Prepare policies on Corporate Governance, Sustainability, Business Ethics and Code of Conduct, and Anti-Corruption, to be in accordance with laws and regulations of government agencies and regulators (e.g., SET, SEC), and propose them to the Board of Directors for approval.
2. Define policies and guidelines for promoting innovation, responsible business conduct towards society and the environment, human rights respect, and sustainable development planning.
3. Propose guidelines related to corporate governance, anti-corruption, and sustainability management to the Board of Directors, ensuring risks concerning economic, social, environmental, and climate change impacts are covered, and provide consultations and recommendations to the Board.
4. Oversee management's performance to ensure compliance with policies, including reviewing and evaluating performance in governance and sustainability with the management, and fostering a culture of good governance and ethics throughout the organization.
5. Review policies and guidelines annually, referencing the UN Global Compact (UNGC) and international standards, and propose updates to the Board of Directors.
6. Report performance, evaluation results, and significant issues regarding governance, anti-corruption, social responsibility, and sustainability to the Board of Directors at least twice a year.
7. Oversee and monitor the progress of sub-committees appointed by the Committee.
8. Coordinate with other sub-committees and working groups on matters related to governance, sustainability, and social responsibility.



9. Promote awareness of policies and guidelines among all levels of directors, executives, and employees.
10. Comply with the Anti-Corruption Policy and related guidelines.
11. Approve the Sustainability Report before proposing it to the Board of Directors for final approval and public disclosure.
12. Perform other duties as assigned by the Board of Directors to ensure transparency and accountability.

#### **Section 4: Meetings**

1. Meetings shall be held at least once per quarter. A quorum requires at least half of the Committee members, and at least one Independent Director must be present.
2. The Chairman may call additional special meetings or upon request by at least half of the members.
3. If the Chairman is unable to attend, members shall appoint one of the members present to chair the meeting.
4. Members unable to attend shall notify the Secretary orally or in writing.
5. The Secretary is responsible for meeting arrangements, agenda, documentation, notice delivery (at least 7 days in advance), and preparing minutes.
6. Members must declare any conflict of interest and abstain from voting on relevant agenda items.
7. Decisions are based on a majority vote. Each member has 1 vote. In case of a tie, the Chairman has an additional casting vote. The Secretary has no voting rights.
8. Resolutions may be passed without a formal meeting if all members sign their approval on the resolution.

#### **Section 5: Remuneration**

Committee members are entitled to remuneration as determined by the Board of Directors and approved by the Annual General Meeting of Shareholders, based on duties and responsibilities, at a level sufficient to attract and retain quality directors.

#### **Section 6: Self-Assessment**

The Committee shall evaluate its own performance and report to the Board of Directors once a year.

#### **Section 7: Charter Review**

The Committee shall review and assess the adequacy of this Charter annually and propose significant improvements to the Board of Directors for approval.

#### **Section 8: Reporting**

The Committee must report its performance to the Board of Directors at least twice a year and prepare a report to be disclosed in the Company's Annual Report.



This Charter of the Corporate Governance and Sustainability Committee was approved by the Board of Directors at Meeting No. 8/2025 on November 11, 2025.

Announced on November 14, 2025.

(Mr. Siwaphong Boonsalee)

Managing Director