



Charter of Sustainability
and Corporate Governance

COMMITTEE

A decorative grid of colored squares (orange, yellow, and grey) containing various icons: a person with a gear, a person with a pie chart, a person, and a handshake.

GLOBAL

HOUSE

Siam Global House Public Company Limited

232 moo 19, tambon robmuang, amphur muang, roi-et 45000

Charter of Sustainability and Corporate Governance Committee

1. Objective

Sustainability and Corporate Governance Committee has been established to support the Board of Directors to stipulate the policy of environmental, social, and corporate governance operation, or ESG or sustainability and environmental responsibility of Siam Global House Public Company Limited (“the Company”) and its subsidiary. The purpose for operating business with transparency, fairness, and creating trust to all stakeholders, including efficient operation in sustainability, which is guideline in building sustainable growth of the Company.

2. Composition and Qualifications

The Board of directors is responsible for appointing the Sustainability and Corporate Governance committee, which must consist of at least 3 members, with the majority being independent directors for over 50%. Members may be selected from the company’s Board of directors and/or top management. The board of directors will consider appointing independent directors who possess suitable qualifications to serve as the chairman of the Sustainability and Corporate Governance committee concurrently.

The Sustainability and Corporate Governance Directors must have the following qualifications;

1. Have knowledge, competencies, experiences beneficial to duties on behalf of the Sustainability and Corporate Governance Directors, and able to devote their sufficient time in performance for the achievement of operation by the Sustainability and Corporate Governance Committee according to the objectives.
2. The Sustainability and Corporate Governance Committee who is independent director must have independence according to the good corporate governance of the Company.

3. Tenure of office

The Sustainability and Corporate Governance Directors, who has been selected by the Board of Directors and independent directors, shall have tenure pursuant to the tenure of the Company’s directors. By the nomination and remuneration committee shall consider to select the Company’s directors, independent directors, and some executives of the Company, and present to the Board of Directors to consider the appointment of the Sustainability and Corporate Governance Directors position.

4. Duties and Responsibilities

4.1 Sustainability

1. Consider and determine the goal, policy, strategy, along with sustainability development operation plan, in accordance with business operation in economic, social, and environmental aspects, under the corporate governance principle.
2. Control the compliance to the policy, strategy, sustainability development operation plan, through the working group who has been assigned.
3. Control the disclosure of sustainability development information of the Company to stakeholders in form of 56-1 One Report and Sustainability Report.
4. Cooperate with Risk Management working group to evaluate the risk management and mitigation in regard to the sustainability development, including conducting the Materiality Maps.
5. Consider, determine, review, and adjust the Climate Change strategy, including manage risk and likelihood from Climate Change according to the international standard. In order to present to the Board of Directors to consider approve, as well as control the compliance to the Climate Change strategy.

6. Consider, determine, review, and adjust the policy of Corporate Social Responsibility : CSR, to present to the Board of Directors to consider approve, including control the compliance to the Corporate Social Responsibility : CSR policy.

4.2 Corporate Governance

1. Consider, determine, review, and adjust the policy, corporate governance manual, business ethics, and code of conduct, to be in accordance with regulations of government sectors and organizations in charge of corporate governance. In order to present to the Board of Directors to consider approve, including control the compliance to such corporate governance manual, business ethics, and code of conduct.
2. Consider, determine, review, and adjust the policy and practice guidelines regarding Anti-Corruption, to present to the Board of Directors to consider approve, including control the compliance to such policy and practice guidelines regarding Anti-Corruption.

4.3 Others

1. Perform others as deem appropriate to achieve the set goal of sustainability and corporate governance development of the Company or as assigned by the Board of Directors.

5. The Meeting

1. The Sustainability and Corporate Governance Committee must convene the meeting at least twice a year as necessary and appropriate.
2. The Meeting Agendas and documents must be delivered in advance to the Sustainability and Corporate Governance Committee at least 5 working days prior to the meeting. To provide the adequate time for directors to study information unless for the urgent case.
3. The Meeting of the Sustainability and Corporate Governance Committee shall be at least one-half of the number of directors to attend the meeting in order to constitute a quorum. And majority of votes shall be deemed the meeting resolution of the committee.

6. Reporting

The Sustainability and Corporate Governance Committee must report the performance to the Board of Directors at least once a year and prepare the report of its committee for disclosure in 56-1 One Report and the report have been signed by the Chairman of the Sustainability and Corporate Governance Committee.

7. The Performance Assessment

The Sustainability and Corporate Governance Committee has the responsibility to conduct the Self-Assessment Performance and report to the Board of Directors at least once a year.

8. Remuneration

Provides the remuneration for the Sustainability and Corporate Governance Director in amount that have been approved by the meeting of shareholders.

This Charter of the Sustainability and Corporate Governance Committee has been approved by the Board of Directors in the Meeting No. 3/2022, held on 1 August 2022.



(Mr. Apisit Rujikeatkamjorn)
Chairman



Charter of Sustainability
and Corporate Governance

COMMITTEE

A decorative grid of colored squares (orange, yellow, and grey) containing various icons: a person with a gear, a person with a pie chart, a person, and a handshake.

GLOBAL

HOUSE

Siam Global House Public Company Limited

232 moo 19, tambon robmuang, amphur muang, roi-et 45000