



# CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER

EUROASIA TOTAL LOGISTICS PUBLIC COMPANY LIMITED

ISSUE 3

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## Preparation and Approval History

Document No.	Editor/Controller	Reviewer	Approver
RR-BOD-005-02	Managing Director	Chief Executive Officer	Board of Directors
	3 January 2023	3 January 2023	11 January 2023

## Revision History

Issue	Issue Date	Effective Date	Revision details
1	10 October 2021	9 November 2021	First issue
2	10 June 2022	6 August 2022	Revise company name after conversion to public limited company
3	3 January 2023	12 January 2023	Amend the material of being a holding company

Note: To add or cancel any document, proceed according to the acts set out in the Approval and Implementation Authority.



## Corporate Governance and Sustainability Committee Charter

### 1. Objectives

The Board of Directors appoints the Corporate Governance and Sustainability Committee to consider the policy framework and guidelines for the development of corporate governance, sustainable development, human rights and corporate social responsibility, to ensure that the Company's business operations are transparent, sustainable and fair to all stakeholders that will support the sustainable growth policy of the organization in line with generally accepted principles of good corporate governance as well as not contradicting various laws with the company complies.

### 2. Composition of the Corporate Governance and Sustainability Committee

- 2.1. The Corporate Governance and Sustainability Committee shall consist of at least three individuals who are appointed by the Board of Directors. The Corporate Governance and Sustainability Committee consists of directors and/or a number of executives and may have other persons for one or more individuals.
- 2.2. The Corporate Governance and Sustainability Committee or the Board of Directors shall appoint a member of the Corporate Governance and Sustainability Committee as the Chairman of the Corporate Governance and Sustainability Committee.
- 2.3. The Chairman of the Corporate Governance and Sustainability Committee may appoint a Secretary of the Corporate Governance and Sustainability Committee to assist the Corporate Governance and Sustainability Committee's operations in terms of meeting appointments, preparation of meeting agendas, delivery of meeting documents, and minutes recording.

### 3. Qualifications of Persons to be Appointed as the Corporate Governance and Sustainability Committee

Persons to be appointed as members of the Corporate Governance and Sustainability Committee must have the following qualifications:

- 3.1. Be knowledgeable, competent, honest, and have experience that will be useful for performing duties as members of the Corporate Governance and Sustainability Committee to achieve the objectives.



- 3.2. Be able to devote sufficient time to perform duties to achieve the performance of the Corporate Governance and Sustainability Committee according to its objectives.
4. **Appointment and Term of Office of the Corporate Governance and Sustainability Committee**
- 4.1. Members of the Corporate Governance and Sustainability Committee have a term of office for a period of 3 years from the date of appointment or according to the term of office of the Board of Directors of the Company (in the case of being a director). Members of the Corporate Governance and Sustainability Committee retiring by the end of the office term may be re-appointed to serve as members of the Corporate Governance and Sustainability Committee.
- 4.2. Apart from retirement by the end of the office term above, members of the Corporate Governance and Sustainability Committee may retire upon
- (1) Death
  - (2) Resignation
  - (3) Resolutions of the shareholders' and/or the Board of Directors' meetings voting to retire.
  - (4) The court's ordered for dismissal of the directorship (in case of directorship)
- 4.3. In case there is a vacancy in the Corporate Governance and Sustainability Committee until the number of committee members is less than three members due to reasons other than retirement by the end of the office term, the Board of Directors shall appoint a qualified person to be a member of the Corporate Governance and Sustainability Committee so that the Corporate Governance and Sustainability Committee shall have the full number as specified in this Charter by the Board of Directors. Unless the term of the Corporate Governance and Sustainability Committee is less than 2 months, the Board of Directors may not appoint a committee member. The person appointed to be the committee member in the Corporate Governance and Sustainability Committee shall hold office only for the remaining term of the committee member he or she replaces.



## 5. Authority, Duties and Responsibilities

- 5.1. Determine the Company's good corporate governance policy in accordance with the principles of good corporate governance for listed companies as prescribed by the Stock Exchange of Thailand and the Securities and Exchange Commission as well as the business code of conduct, sustainable development policy, human rights policy and social responsibility policy of the Company and its subsidiaries to present it to the Board of Directors.
- 5.2. Provide advice to the Board of Directors on matters related to good corporate governance, business code of conduct, sustainable development policy, human rights policy and social responsibility policy.
- 5.3. Study and define important principles and guidelines of good corporate governance policy, business code of conduct, sustainable development policy, human rights policy and social responsibility policy to be suitable to the business of the Company and its subsidiaries and/or in accordance with international practice.
- 5.4. Review the good corporate governance policy, business code of conduct, sustainable development policy, human rights policy and social responsibility policy to be suitable to the Company's business and its subsidiaries and present them to the Board of Directors for approval if there is any change.
- 5.5. Review the major principles and guidelines of the good corporate governance policy, business code of conduct, sustainable development policy, human rights policy and social responsibility policy and ensure that they have a concrete practical effect.
- 5.6. Process the annual corporate governance assessment and present it to the Board of Directors for acknowledgement in the following year, along with presenting necessary viewpoints and recommendations.
- 5.7. Direct the management team to disseminate or communicate the good corporate governance policy, business code of conduct, sustainable development policy, human rights policy and social responsibility policy, including relevant principles and guidelines to related parties or stakeholders for use as guidelines and to be widely known.



- 5.8. Provide independent consultants or persons to provide independent opinions or advice as appropriate and necessary at the Company's expense.
- 5.9. Consider, review, and revise the Charter of the Corporate Governance and Sustainability Committee at least once a year and present it to the Board of Directors for approval.
- 5.10. Provide advice to the working group to prepare for entering to good corporate governance ratings by relevant agencies.
- 5.11. Perform any other acts as assigned by the Board of Directors with the approval of the Corporate Governance and Sustainability Committee.

## 6. Meetings

- 6.1. The Corporate Governance and Sustainability Committee shall meet at least once a year, and the Chairman of the Corporate Governance and Sustainability Committee may convene additional meetings as necessary or upon the request of members of the Corporate Governance and Sustainability Committee or the Chairman of the Board of Directors.
- 6.2. In calling a meeting of the Corporate Governance and Sustainability Committee, the Chairman of the Corporate Governance and Sustainability Committee or the Secretary of the Corporate Governance and Sustainability Committee as assigned shall send the meeting invitation to the Corporate Governance and Sustainability Committee members not less than 3 days before the meeting date. Unless it is an urgent necessity to preserve the Company's benefits, the meeting may be notified by other means and an earlier meeting date may be set.
- 6.3. The Corporate Governance and Sustainability Committee has the authority to invite relevant persons or persons deemed appropriate to attend the meeting to clarify relevant matters or to invite third parties with expertise to be advisors and attend the meeting at the Company's expense.

## 7. Quorum and Voting

- 7.1. At the Corporate Governance and Sustainability Committee's meeting, there must be no less than half of the total number of the Corporate Governance and Sustainability Committee members present at the meeting to constitute a quorum. In case the Chairman of the Corporate Governance and Sustainability

Committee is not present at the meeting or is unable to perform the duties, the members present at the meeting shall select one member of the Corporate Governance and Sustainability Committee to preside over the meeting.

7.2. One member of the Corporate Governance and Sustainability Committee has one vote and the decision of the meeting shall be made by a majority of votes. In the event that any member of the Corporate Governance and Sustainability Committee has interests in any matter, they shall not have the right to vote on that matter. If the votes are equal, the Chairman of the Corporate Governance and Sustainability Committee shall have an additional vote as a decisive vote.

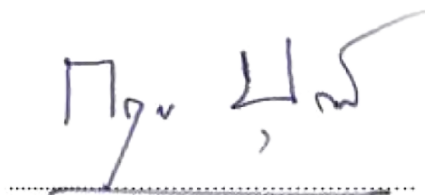
7.3. The Secretary of the Corporate Governance and Sustainability Committee has no right to vote.

#### 8. Evaluation on the Corporate Governance and Sustainability Committee

In evaluating the performance of the Corporate Governance and Sustainability Committee, self-assessment may be used for the overall performance appraisal by group, and the assessment results shall be reported to the Board of Directors annually.

The CGSC Charter was considered and approved by the Board of Directors at the Board of Directors' meeting No. 1/2023 on January 11, 2023. It shall be effective from January 12, 2023 onwards.

Note: This English translation is for reference purposes only. In the event of any discrepancy between the Thai original CGSC Charter and this English translation, the Thai original shall prevail.



Mr. Krishna Boonyachai  
Chairman of Board of Directors

Euroasia Total Logistics Public Company Limited