

(Translation)



บริษัทบริหารสินทรัพย์ กรุงเทพพาณิชย์ จำกัด (มหาชน)
Bangkok Commercial Asset Management Public Company Limited

99 Surasak Road, Silom Subdistrict, Bang Rak District, Bangkok 10500

Tel: 0 2267 1900 Fax: 0 2266 3377

Registration No. 0107558000482

www.bam.co.th

Announcement of Bangkok Commercial Asset Management Public Company Limited Topic: Corporate Governance and Social Responsibility Committee Charter

According to the Board of Directors 19/2019 on November 1, 2019, there was a resolution to review the Corporate Governance and Social Responsibility Committee Charter in order to be used as a guidance for operating business according to the Good Corporate Governance which focuses on generating impartial benefits to all the stakeholders and adhering to responsibility toward society. Thereby, the Boards of Directors has approved the cancellation of the Corporate Governance and Social Responsibility Committee Charter announced, effective on January 15, 2019. The Charter will be replaced with the new issue of Corporate Governance and Social Responsibility Committee Charter. The details are as mentioned below.

1. Principles and Rationales

The Board of Directors has appointed Corporate Governance and Social Responsibility Committee in order to ensure that policies, regulations, and procedures determination done by the Company complies with the Good Corporate Governance, leading the Company to sustainable success.

The Corporate Governance and Social Responsibility Committee has established the Corporate Governance and Social Responsibility Committee Charter determining the scope of responsibilities and good practices as a working standard for the Corporate Governance and Social Responsibility Committee, so they would be able to achieve the objectives of the Company.

2. Objectives

The Corporate Governance and Social Responsibility Committee are appointed with the following objectives:

- 2.1 To determine the policies, regulations, and guidelines providing the Company the concrete methods and standards for applying the Good Corporate Governance and Social Responsibility.
- 2.2 To promote the effective, transparent, and auditable operation in the Company.
- 2.3 To promote knowledge and understanding of Good Corporate Governance among the Board of Directors, the management team, the management, and employees in order to foster awareness on importance of the implementation of Good Corporate Governance.
- 2.4 To control the Board of Directors, the management team, the management, and employees to correctly and effectively adhere to the Good Corporate Governance in order to build trust with the customers and all the stakeholders.

3. Components and Qualifications of the Corporate Governance and Social Responsibility Committee

3.1 The Corporate Governance and Social Responsibility Committee shall contain with the Board of Directors and/or the outsiders at least 3 but not over than 5 persons.

3.2 Members of the Corporate Governance and Social Responsibility Committee shall have appropriate knowledge, capability, expertise, and experience.

4. Appointment and Term of Office

4.1 The Board of Directors is authorized to appoint the Chairman of Corporate Governance and Social Responsibility Committee.

4.2 Term of office of the Corporate Governance and Social Responsibility Committee appointed by the Board of Directors is 3 years. If the term of office of a committee member expires, they might be re-appointed for another term according to consideration of the Board of Directors. Term of office of the outsider appointed to be a member of the Corporate Governance and Social Responsibility Committee is 1 year and they also might be re-appointed for another term according to consideration of the Board of Directors.

4.3 The membership of Corporate Governance and Social Responsibility Committee will be terminated in the event of:

- (1) Expiration of Term of Office
 - (2) No longer being a member of the Board of Directors
 - (3) Resignation
 - (4) Death
 - (5) The Board of Directors approves to terminate the term of office or to remove from being a Member of the to terminate the term of office or to remove from being a Member of the Corporate Governance and Social Responsibility Committee.
- 4.4 In the event that a Corporate Governance Committee position becomes vacant for the reason of the expiration of the term of office or any other reasons, the Board of Directors can appoint a person who possesses all the required qualifications to be a replacement Member of the Corporate Governance and Social Responsibility Committee. However, the appointed person shall retain office for the remaining term of office of the Member being replaced.

5. Duties and Responsibilities

The Corporate Governance and Social Responsibility Committee shall have the following duties and responsibilities:

5.1 Determine the Good Corporate Governance, Social Responsibility, and Conflict of Interest policies, plans, and principles to comply with the Company's business and present to the Board of Directors for consideration and approval.

5.2 Oversee and follow up the Company's operation to comply with policies and plans on the Good Corporate Governance and the Social and Environmental Responsibility in order to effectively achieve success.

5.3 Provide recommendations relating to the regulations on the Company's Business Ethics and the Ethics of the Board of Directors, the management team, the management, and employees.

3/5.4 Encourage...

5.4 Encourage the Board of Directors, the management team, the management, and employees to continuously participate in the implementation of Good Corporate Governance and the social and environmental activities.

5.5 Consider the appointment of Operating Committee or the Sub-team to support the works concerning the Good Corporate Governance and the Social and Environmental Responsibility as appropriate.

5.6 Encourage the stakeholders to reflect any facts or notice to the Company, and provide them a chance or channel to do so in order for the benefit of Good Corporate Governance improvement.

5.7 Consider and/ or take an action on other issues as appointed by the Board of Directors.

6. Meetings and Agendas

6.1 The Corporate Governance and Social Responsibility Committee shall meet at least once every quarter.

6.2 More than half of the Members of the Corporate Governance and Social Responsibility Committee must be in attendance to maintain a quorum.

6.3 In case the Chairman of the Corporate Governance and Social Responsibility Committee is absent from the meeting or is unable to perform his/her duty, the Members present at the meeting shall elect one of the Members to be the Chairman of the meeting.

6.4 Decisions at the meeting shall be made by majority vote of Members present. In the event of a tie vote, the Chairman of the meeting shall have a casting vote to resolve the decision.

6.5 The meeting agendas shall be prepared and sent to the Corporate Governance and Social Responsibility Committee prior to the meeting.

7. Reporting

The Corporate Governance and Social Responsibility Committee shall report the results of the supervision of Good Corporate Governance implementation and submit the reports on every meeting of Corporate Governance and Social Responsibility Committee to the Board of Directors as appropriate.

8. Charter Review and Recommendation

The Corporate Governance and Social Responsibility Committee shall annually review the Charter and recommend any proposed revisions and/ or additions as considered appropriated to the Board of Directions for consideration on case by case basis.

Announced on November 2019

(Mrs. Tongurai Limpiti)
The Chairperson

Corporate Development and Risk Management Department
Tel: (02) 267-1900 ext. 2801