

Notification of Bangkok Commercial Asset Management Public Company Limited

Re: The Corporate Governance for Sustainability Committee Charter

The Board of Directors' meeting no. 11/2022 on August 5, 2022 resolved to approve change of the term of office of committees' members, and later the Board of Directors' meeting no. 14/ 2022 dated November 4, 2022 resolved to approve the modification of the statements concerning completion of the term of office of committees' members to serve as a management tool according to the good corporate governance and sustainability principles as well as to supervise the Company's operation to ensure regulatory compliance with focus on creating fair benefits for all stakeholders and sustainable business operation. Therefore, the notification on Corporate Governance for Sustainability Committee Charter dated August 30, 2022 was repealed and replaced by this notification with details as follows:

1. Principle and Rationale

The Board of Directors appointed the Corporate Governance for Sustainability Committee to support the operation of the Company in the areas of formulating operational policies, regulations and guidelines in conformity with the good corporate governance and sustainability principles for listed companies while ensuring business operation and sustainable development in the economic, social and environmental dimensions for the stakeholders, and to supervise the Company's operation to ensure regulatory compliance in order to bring sustainable success to the Company.

In this regard, the Company prepared the Corporate Governance for Sustainability Committee Charter to identify the scope of responsibilities and guidelines of corporate governance to serve as operational standard and enable the Corporate Governance for Sustainability Committee to perform duties to achieve the objectives of the Company.

2. Objectives

The Corporate Governance for Sustainability Committee is appointed with the objectives as follows:

2.1 To set out the policy, criteria and frameworks to provide the Company with concrete roadmap and standardize the operations on corporate governance and sustainable business for the stakeholders involving economic, social and environmental dimensions.

2.2 To support and encourage the Company's efficient, transparent, reliable and examinable internal operation.

2.3 To enhance knowledge and understanding of good corporate governance and sustainability principles among the Board of Directors, high-level executives, management and employees of the Company in order to build spirit and awareness of the importance of translating good corporate governance and sustainable business operation into practice.

2.4 To oversee and ensure that the Board of Directors, high-level executives, management and employees of the Company accurately and efficiently comply with the good corporate governance and sustainability principles in order to enhance confidence of customers and all stakeholders.

2.5 To oversee and ensure that the Company's operation accords with the regulations applicable to the Company.

3. Composition and Qualifications of the Corporate Governance for Sustainability Committee

3.1 The Corporate Governance for Sustainability Committee must be composed of at least three members but not more than five members, more than half of whom should be independent directors.

3.2 The Chairman of the Corporate Governance for Sustainability Committee should be an independent director.

3.3 The Corporate Governance for Sustainability Committee member must possess the following qualifications:

- (1) Have knowledge, capability and experience beneficial to the Company's business operation as well as knowledge and understanding of the qualifications, duties and responsibilities as Corporate Governance for Sustainability Committee member.
- (2) Be able to dedicate time and give adequate opinions on the performance of the Corporate Governance for Sustainability Committee.
- (3) Possess no prohibited characteristics as prescribed by the law on public limited companies, securities and exchange laws, and other relevant laws.

4. Appointment and Term of Office

4.1 The Board of Directors appoints the Chairman of the Corporate Governance for Sustainability Committee and the Corporate Governance for Sustainability Committee members.

4.2 The Corporate Governance for Sustainability Committee member holds a term of office according to the directorship term. The Corporate Governance for Sustainability Committee member due to retire may be reappointed for another term as the Board of Directors deems appropriate.

4.3 The Corporate Governance for Sustainability Committee member must vacate office upon:

- (1) Retiring from being a director of the Company
- (2) Resignation
- (3) Death
- (4) The Board of Directors has passed a resolution to vacate office

4.4 When the Corporate Governance for Sustainability Committee member completes the term of office or there is any reason the Corporate Governance for Sustainability Committee member cannot stay until the end of his/her term, which results in the number of members being fewer than the specified number, the Board of Directors shall appoint a new Corporate Governance for Sustainability Committee member within three months from the date of such circumstance, to ensure the continuity in the performance of the Corporate Governance for Sustainability Committee.

5. Duties and Responsibilities

The Corporate Governance for Sustainability Committee has duties and responsibilities as follows:

5.1 Consider and determine the Company's policies, plans and rules regarding good corporate governance and sustainable business operation principles for stakeholders, covering economic, social and environmental dimensions, and conflict of interest in accordance with the Company's business operation, and propose the matter to the Board of Directors.

5.2 Supervise, monitor and ensure that the Company's performance is in line with the policies and operation plans, as well as the corporate governance and sustainability principles in order to efficiently achieve its goals.

5.3 Recommend regulations on the Company's business ethics and the code of conduct of the directors, top management, executives, and employees.

5.4 Encourage the Company's directors, top management, executives, and employees to continuously participate in corporate governance and sustainability and implement corporate governance and sustainability activities.

5.5 Consider and appoint, as deemed appropriate, other working committees and working groups to support the Company's operation in relation to corporate governance, sustainable business operation and compliance with the rules and regulations.

5.6 Encourage and provide opportunities or channels for stakeholders to provide their feedbacks, facts, or observations to the Company for the improvement of the Company's corporate governance.

5.7 Monitor and ensure that the Company complies with all regulations as prescribed in its compliance policy.

5.8 Review and ensure that the Company puts in place efficient and independent compliance system.

5.9 Approve the annual corporate governance and compliance plan of Corporate Governance and Compliance Department and follow up on the operation according to the annual plan.

5.10 Consider and approve the annual corporate governance, sustainability and compliance report and have it reported to the Board of Directors.

5.11 Consider and scrutinize the annual business sustainability report before submission to the Board of Directors for consideration.

5.12 Give importance to integration of governance, risk management, and compliance (GRC) work processes, and coordination and exchange of information between various relevant committees to achieve work integration and foster GRC atmosphere and culture across the organization.

5.13 Consider and/or perform any other tasks assigned by the Board of Directors.

6. Meetings and Agenda

6.1 The Corporate Governance for Sustainability Committee has a meeting agenda at least once a quarter.

6.2 At the meeting of the Corporate Governance for Sustainability Committee, the number of attending committee members must not be fewer than half of the total number of members to constitute a quorum.

6.3 In the event that the Chairman of the Corporate Governance for Sustainability Committee does not attend the meeting or is unable to perform duties, the members present at the meeting shall elect one among them to perform as chairman of the meeting.

6.4 The decision of the meeting shall be made by a majority of votes. In case of a tie of votes, the chairman of the meeting shall additionally have a casting vote.

6.5 The meeting agenda shall be set in written statement in advance and the meeting documents shall be sent to the Corporate Governance for Sustainability Committee members at least three business days prior to the meeting.

7. Reporting

The Corporate Governance for Sustainability Committee shall report the performance on corporate governance and sustainability as well as regulatory compliance to the Board of Directors as appropriate.

8. Review and Suggestion

The Corporate Governance for Sustainability Committee shall conduct a charter review on a yearly basis and may recommend changes and/or any addition as it deems appropriate by presenting to the Board of Directors for consideration as the case may be.

9. Remuneration of Members

The Corporate Governance for Sustainability Committee receives appropriate monetary remuneration according to the resolution of the annual general meeting of shareholders' meeting regarding determination of remuneration of directors and committee members of the Company

However, effective from November 4, 2022, onwards.

Given on December 7, 2022.

(Mrs. Tongurai Limpiti)

Chairman of the Board of Directors

Corporate Governance and Compliance Department

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