



# บริษัท ทีทีซีแอล จำกัด (มหาชน) TTCL PUBLIC COMPANY LIMITED

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เลขประจำตัวผู้เสียภาษี 0107551000185 (สำนักงานใหญ่)  
159/41-44 อาคารเสริมมิตรทาวเวอร์ ชั้น 27-30 ถนนสุขุมวิท 21 (อโศก)  
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## TTCL Public Company Limited Charter of Corporate Governance Committee (Amendment dated on 14 November 2023)

The Company is aware of the importance of the corporate governance and strongly believes that the system and process of ensuring good corporate governance are one of the key of fairness to all stakeholders, and enhancing the competitiveness of the Company's operations.

The President & CEO through the Nomination & Remuneration Committee proposed the qualified persons for being the Corporate Governance Committee to the Board of Directors for approval at meeting no. 5/2557 held on November 14, 2014.

The Corporate Governance Committee therefore initiates this Corporate Governance Committee Charter to specify the scope of duties, responsibilities and best practices as the standard practices for the Corporate Governance Committee and to achieve the goals of the Company as follows:

### 1. Scope, Authority and Responsibilities

#### Authority and Responsibility of Governance

- 1.1 Governing and monitoring business operation of the committees' operation to strictly comply with law and related regulations.
- 1.2 Ensure that good corporate governance is being conducted at all level in accordance to legal requirements & company's policies.
- 1.3 Provide suggestions relevant to ethical practices to the Board, management and employees.
- 1.4 Provide recommendations for improvement on the Corporate Governance of the Company.
- 1.5 To review, revise and improve corporate governance policy continually at least once a year to keep the Company's corporate governance policy up-to-date and well adjusted to the international standards, laws, criteria, rules and regulations as well as recommendations from internal units that involve the corporate governance.
- 1.6 To conduct self evaluation for sufficiency of Anti-corruption practices as it is one of the Anti-corruption progress indicators of Thailand Private Sector Collective Action Coalition Against Corruption.

- 1.7 Reporting its performances to the Board of Directors and provide annual report to shareholders in the Annual Report.
- 1.8 Other assignments relating to Corporate Governance as deemed appropriate by the Board of Directors.

#### **Authority and Responsibility of Sustainability Management**

- 1.1 Determine policies, strategies, and management sustainability in business operations covering environmental, social and governance under good practice according to national and international standards.
- 1.2 Advice and encouragement about the determination of principles, policies and strategies for operating in the Company's value chain in line with sustainable development to achieve the goals set forthcoming.
- 1.3 Encourage and support the Board of Directors, management and employees to comply with the Company's sustainable development guidelines effectively.
- 1.4 Supervise, monitor, evaluate and information disclosure on sustainability management operations covering environmental, social and governance in a balancing, effectively, and having the most benefit to the Company and all stakeholders.
- 1.5 Review and improve Environmental, Social and Governance policy at least once a year.
- 1.6 Other assignments relating to Sustainability Management as deemed appropriate by the Board of Directors.

## **2. Committee and Qualification**

- 2.1 Being a Company Director or Management.
- 2.2 The Corporate Governance Committee shall be appointed by the Board of Director and consist of Director and Management.
- 2.3 The Corporate Governance Committee shall consist of one member who must be Independent Director.
- 2.4 The chairman of the Corporate Governance Committee must be the Independent Director who is experienced and fully qualified as the capital Market Supervisory Board has specified.

## **3. Term of the Appointment**

A member of the Corporate Governance Committee shall be appointed for a term of three (3) years.

A member who vacates his office at the end of the term may be re-elected no more than 2 times consecutively unless the President & CEO or Board of Directors shall have other opinions.

Apart from vacating office at the end of the term, a member shall vacate office upon:

- 4.1 death
- 4.2 resignation
- 4.3 disqualify under this charter or rules and regulations promulgated SEC or SET.
- 4.4 terminate by the President & CEO or Board of Directors.

In case the member resigned before completing his or her term, he or she should notify and provide reason to the company one month in advance. So that, the President & CEO shall consider appointing another director who has appropriate qualification to fill in vacancy and to be reported to the Board of Directors.

In case the members vacate office at the same time, the vacated members shall hold the office until the new members have been appointed.

In case the member vacates office due to other reasons during the term of appointment, the President & CEO shall appoint new member within 90 days to hold the office only for the remaining term.

#### **4. Meeting**

- 4.1 The Corporate Governance Committee shall hold meetings at least 2 times a year.
- 5.2 In calling the meetings, the Chairman of Corporate Governance Committee or Secretary of the Corporate Governance Committee who is instructed by the Chairman shall send invitation letter to all members 7 days in advance. Except in an emergency case, the invitation letter may be notified by other procedures or the timing may be less than 7 days.
- 5.3 With reference to the Article of Association of the Company; Chapter 9 Electronic Meeting, the meeting of Corporate Governance Committee, in addition to the meeting holding in accordance with the procedures provided by the respective law and this charter procedure rules, the Chairman of Corporate Governance Committee may determine that the meeting be organized through electronic means in accordance with the laws. Such electronic meeting shall have the same effect as a meeting held in accordance with the procedure provided by the law and this charter rules.



## 5. Quorum

5.1 At least one - half of the members must present in the meeting to form a quorum.

In case of the Chairman of Corporate Governance committee is absent or cannot perform his or her duties, the attending members shall elect one member to be seated as chairman of the meeting.

5.2 Consent in the meeting shall be made by majority vote.

5.3 Each member shall have one vote. Member who has conflict of interest shall be prohibited from voting on such matter. In case there is a tie vote, the Chairman can vote in the affirmative to adopt the motion.

5.4 Consent of the Corporate Governance Committee can be made without the meeting and shall have complete process as conducted the meeting when the consent was ratified by signatories of all members.

## 6. Remuneration

The President & CEO through the Nomination & Remuneration Committee proposed the remuneration of the Corporate Governance Committee to the Board of Directors for approval as deems appropriate.

## 7. Assessment of the Corporate Governance Committee's performance

The Corporate Governance Committee is responsible for conducting the performance self- assessment in both individual and as a whole committee basis. The result of assessment should be reported to the board of Directors once a year.

## 8. Management Responsibilities

The manager or department and executive shall be responsible for document preparing, data gathering, activity monitoring, and reporting matters to the Corporate Governance Committee.

Effective on **November 14, 2023** onwards.

*-Signed-*

*-Signed-*

.....  
(Mr. Wanchai Ratinthorn)  
President & CEO

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(Mr. Suvit Manomaiyanon)  
Chairman of CG Committee