

Sustainability Committee Charter

Table of Contents

	Page
1. Objectives	3
2. Definitions	3
3. Composition and Term of Office	3
4. Meetings	4
5. Duties and Responsibilities	5
6. Self-Assessment	7
7. Revision of the Charter	7
8. Reporting	7

1. Objectives

The Stock Exchange of Thailand (SET)'s Board of Governors (BoG) has set up the Sustainability Committee (SC) to carry out the duty of considering policy framework and development guidelines on corporate governance and sustainability practices of listed companies, enterprises, and related organizations in the capital market. The Committee is also responsible for ensuring that SET group practices meet the standards of and are in line with both national and international corporate governance and sustainability best practices.

2. Definitions

- “Charter” means Sustainability Committee Charter
- “SET” means The Stock Exchange of Thailand
- “Subsidiary” means A company or entity in which SET directly or indirectly holds 50 percent of the shares
- “SET group” means The Stock Exchange of Thailand and its subsidiaries
- “Committee” means Sustainability Committee
- “Management” means The executives holding the position of Head of Division or higher

3. Composition and Term of Office

- 3.1 The Committee and the Chairperson shall be appointed by the SET BoG.
- 3.2 The Committee shall comprise no fewer than three but no more than five SET governors, and at least half must be governors appointed by the Securities and Exchange Commission (SEC) Board. Moreover, the Committee's Chairperson may be a governor appointed by the SEC Board or one elected by SET member companies.
- 3.3 Each Committee member's term of office shall be in accordance with that of their SET governor status.
- 3.4 Once a Committee member's term ends or if for any other reason the Committee member is unable to complete his/her term, the SET BoG shall consider appointing a new member

immediately or, at the latest, within three months from the date that the number of the Committee members is incomplete to ensure continuity for the Committee's work.

- 3.5 The Committee shall bear the responsibility of appointing the Secretary of the Committee.
- 3.6 Each time a new Committee member is appointed, the Secretary of the Committee will prepare the documents and information needed for the new Committee member to perform his/her duty. The Secretary will also organize an orientation session for the new Committee member to present a description of and guidelines for the work regarding SET's corporate governance and sustainability as well as information on the role and duties of the Committee.

4. Meetings

- 4.1 The Committee shall convene a meeting at least once each quarter or at least four times a year. The Chairperson may call additional meetings as deemed appropriate or upon the request of at least half of the Committee's members.
- 4.2 The dates and times for the Committee's meetings for the entire year shall be scheduled ahead of time so that the Committee members can allocate time to attend all of the meetings.
- 4.3 A quorum shall consist of no fewer than half of the total number of Committee members.
- 4.4 Should the Committee Chairperson be unable to attend any Committee meeting, the Committee members in attendance shall select one of the Committee members to chair the meeting instead.
- 4.5 The Committee may invite related parties or those whose presence is deemed appropriate to attend a meeting or may request such individuals to provide clarification on related matters.
- 4.6 The Committee may invite outside experts to serve as consultants and attend Committee meetings with related expenses to be handled by SET.
- 4.7 The Secretary of the Committee is responsible for scheduling meetings, preparing the meeting agenda, delivering supporting meeting documents, and recording the minutes of the meeting. The meeting invitation letter and supporting meeting

documents shall be delivered seven days prior to the meeting, except for in necessary and urgent cases. For such cases, the Secretary of the Committee shall inform the members of the meeting through other means and may have the relevant meeting documents delivered in fewer than seven days prior to the meeting.

- 4.8 In cases where voting on a resolution is called for, a majority vote shall be required. Should there be an equal number of votes, the Chairperson of the Committee shall have the right to cast another vote constituting the deciding vote.
- 4.9 Should any Committee member have a conflict of interest in a matter to be considered, he/she shall inform the Committee of said conflict and refrain from participating in the consideration of that matter

5. Duties and Responsibilities

The Committee's duties and responsibilities pertain to the corporate governance and sustainability practices for the SET group and stakeholders related to the capital market as follows:

- 5.1. Consider the corporate governance policy framework and sustainability development policy framework of the SET group and stakeholders relevant to the capital market to ensure that they are comparable to international practices or principles before presenting these to the SET BoG for consideration
- 5.2. Provide opinions and recommendations regarding the preparation of the corporate governance development plan and the sustainability development plan for each group as follows:
- (1) The SET Group: The relevant corporate governance development plan and sustainability development plan shall include the setting of operational goals in line with plans that take into account the risks, opportunities, and operational direction of the SET group, for instance the corporate governance plan, climate change management plan, human rights management plan, and so forth.

- (2) Capital market stakeholder group: This pertains to the preparation of plans to support and drive forward business development and sustainable investment as well as plans to promote knowledge, financial planning, savings, investment, human resources development in the capital market, and business development for Social Enterprises
- 5.3. Examine the results of the performance assessment in accordance with the SET Corporate Governance (CG) Policy and Code of Conduct and monitor the results of operations related to corporate governance and sustainability of the SET group and relevant stakeholders in the capital market.
- 5.4. Consider the appropriateness and adequacy of the SET CG Policy and Code of Conduct and the Board Charter to guarantee alignment with international corporate governance practices or principles before presenting this to the BoG for approval.
- 5.5. Offer opinions and recommendations on the process of evaluating the performance of the BoG as well as provide opinions on the preparation of the performance assessment summary to be subsequently presented to the BoG.
- 5.6. Provide opinions and recommendations on the reporting of corporate governance and sustainability development details of the SET group that are made public in the annual report.
- 5.7. Offer advice, suggestions and recommendations that will assist the BoG and management in developing the corporate governance and sustainability of the SET group and relevant stakeholders in the capital market.
- 5.8. Others

Carry out other duties as assigned by the BoG within the scope of related work.

6. Self-Assessment

The Committee shall conduct a self-assessment of its own performance and subsequently provide a report of its findings to the SET BoG once a year.

7. Revision of the Charter

The Committee shall examine and assess the Charter's adequacy and review its appropriateness on an annual basis, after which it shall present its conclusions to the SET BoG for approval.

8. Reporting

8.1 The Committee shall report its work to the BoG meeting each quarter.

8.2 The Committee shall report on its performance that is to be signed by the Committee Chairperson before being disclosed in the annual SET report in accordance with good corporate governance principles.

SET Board of Governors

Approved on January 22, 2024