

CENTRALRETAIL

Charter of the Corporate Governance and Sustainability Committee

Central Retail Corporation Public Company Limited

(14 November 2022)

Charter of the Corporate Governance and Sustainability Committee

1. Objective

Central Retail Corporation Public Company Limited (CRC) is committed to complying with the international standards of good corporate governance principles to achieve sustainable development. The Board of Directors has therefore resolved to appoint the Corporate Governance and Sustainability Committee (“The Committee”) to engage in corporate governance and sustainability activities of CRC while ensuring that CRC’s business operation is in line with the directions, policies, and strategies to achieve corporate governance and sustainable development.

2. Composition

The Committee consists of at least three (3) members. The Committee shall appoint one or more secretaries to assist the Committee with meeting appointments, preparation of meeting agenda, delivery of meeting documents, preparation of the minutes, and tracking of the implementation of meeting resolutions.

3. Qualifications of Committee Member

A Committee member shall possess the following qualifications:

- (1) Be a director of CRC.
- (2) Be a knowledgeable, capable, and experienced person with honesty and business ethics for the performance of duties as well as dedicate sufficient time, knowledge and capabilities for the performance of duties.
- (3) Be fully qualified without any prohibited attribute specified by relevant laws.

4. Appointment and Tenure

The Board of Directors shall appoint the Committee members. The tenure of a Committee member is equivalent to his/her director tenure, except where otherwise provided in the Board resolution. Any Committee member retiring by rotation may be re-appointed.

5. Authority, Duties and Responsibilities

Corporate Governance

- (1) To consider and review the good corporate governance policy, the code of business ethics, guidelines for business conduct, the insider trading policy, or other relevant documents as in compliance with the good corporate governance principles and submit them to the Board of Directors for consideration and approval.
- (2) To review and give advice on compliance with the good corporate governance principles of relevant agencies, e.g., the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thai Institute of Directors Association, and the ASEAN CG Scorecard.
- (3) To monitor corporate governance performance as in line with the policy and specified goals.
- (4) To regularly report performance progress to the Board of Directors for acknowledgement.

Sustainability

- (1) To set and review Sustainability Policy Framework, operating procedures, and plans as in line with CRC's business operations in terms of social and environmental aspects and propose them to the Board of Directors for consideration and approval.
- (2) To consider and approve the Sustainability strategy as well as promote and support activities to achieve CRC's sustainability goal.
- (3) To approve the budgets related to sustainability issues and to include in the annual budget and propose it to the Board of Directors for approval.
- (4) To define a scope of work, monitor and evaluate performance of the sustainability strategy within the requirements set by sustainability assessment organizations, e.g., the Stock Exchange of Thailand and/or other relevant agencies.
- (5) To monitor the performance of the sustainability strategy as in line with the policy framework and specified goals.
- (6) To regularly report performance progress to the Board of Directors for acknowledgement.

General Matters

- (1) To review and propose amendments to the Charter to the Board of Directors as in alignment with the situation at least once (1) a year.

- (2) To evaluate the Committee's performance as well as prepare the Committee's annual report and submit it to the Board of Directors for acknowledgement.
- (3) To be able to seek independent opinions from any other professional experts as deemed necessary at CRC's reasonable expenses.
- (4) To be able to request information from different units of CRC and subsidiaries for additional consideration of different matters.
- (5) To perform any other tasks delegated by the Board of Directors or specified in the Board of Directors' policy.

6. Meeting

- (1) There shall be at least two (2) meetings per year as deemed appropriate by the Chairman of the Committee.
- (2) To call a meeting, the Chairman of the Committee or any designated person shall send out a notice of meeting together with agenda and supporting documents by electronic means to all Committee members at least seven (7) days prior to the meeting day to allow them to have sufficient time to study the information. Except for the case of emergency to safeguard the rights or interests of CRC, the meeting can be notified by other means or can be called earlier than the scheduled meeting date.

7. Quorum and Voting

- (1) At a meeting, there must be directors present of not less than half of the total number of directors in order to form a quorum. In the event that the Chairman of the Committee is absent or unable to discharge his duties, the directors attending the meeting shall elect one of the directors to preside over the meeting.
- (2) The decisions made by the Committee shall be based on a majority vote.
- (3) Each director shall be entitled to one (1) vote. However, a director having a personal interest in any matter shall have no right to vote on that particular matter. In the case of tie votes, the presiding Chairman is entitled to the casting vote.
- (4) The Chairman of the Committee or any designated person shall report the meeting results to the Board of Directors for acknowledgement.

This charter of the Corporate Governance and Sustainability Committee is effective from 14 November 2022 onwards.

-Signed-

(Dr. Prasarn Trairatvorakul)
Chairman of the Board of Directors
Central Retail Corporation Public Company Limited