



Charter of the Corporate Governance and Sustainable Development Committee

Revised Edition: 1/2023
(Effective from 20 February 2023)

Siam Makro Public Company Limited



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1. Objectives

The Boards of Directors (“the Board”) of Siam Makro Public Company Limited (“the Company”) appointed the Corporate Governance and Sustainable Development Committee (“CGSD Committee”) to support the Board’s operation according to corporate governance guidelines and 2030 CPG’s Sustainability strategies. The Board approved the Charter of the Corporate Governance and Sustainable Development Committee as a framework for performing duties regarding corporate governance and sustainable development to continuously improve the ethical standards in all aspects of the Company. This is to ensure that the business operations are conducted with transparency, fairness to all stakeholders, and economic, social, and environmental responsibility. Hence, the CGSD Committee is committed to promoting the corporate governance principles and sustainable development practices and building good corporate governance culture among all executives and employees for a clear understanding and implementation of such principles in their operation. This is to ensure that the business operations are conducted efficiently on an ethical basis and in line with international corporate governance standards, to create confidence and trust among shareholders and stakeholders.

2. Composition and Qualifications

- 2.1 The CGSD Committee consists of not less than 3 members who are non-executive directors. Majority of the members must be independent directors.
- 2.2 The Chairman of the CGSD Committee must be an independent director and must not hold the position of the Chairman of the Board.
- 2.3 Members of the CGSD Committee must be knowledgeable and well-experienced to fully understand their roles and responsibilities, and be able to dedicate sufficient time to perform their duties in order to achieve the objectives.

3. Appointment, Tenure and Termination

3.1 Appointment of the CGSD Committee

- 3.1.1 The Board of Directors appoints the Chairman and members of the CGSD Committee, selecting from the qualified Board members.

3.1.2 When the members of the CGSD Committee either complete or fail to complete their terms for any reasons, the Board of Directors shall appoint new members within 4 months from the date of vacancy to ensure the continuity of the Committee's operation.

3.2 Tenure

The tenure of members of the CGSD Committee follows the tenure of their directorship. When completing their terms, they are eligible for re-election.

3.3 Termination

3.3.1 Members of the CGSD Committee shall be terminated upon the termination of their directorship, or disqualification as a member of the CGSD Committee, or the Board's resolution to terminate their position.

3.3.2 To resign from the CGSD Committee, a resignation letter shall be submitted to the Chairman of the Board.

4. Roles and Responsibilities

In addition to specific duties occasionally assigned by the Board of Directors, the CGSD Committee is responsible for the following:

4.1 To determine the Corporate Governance Policy, Code of Conduct, and Guidelines that continually comply with the laws and regulations and conform with international standards as operational frameworks for the Company and subsidiaries.

4.2 To set the policy, framework, and strategies to promote sustainability development of the Company and set goals for the management to ensure the fulfilment of sustainability development objectives.

4.3 To encourage the Company to do self-assessment for corporate governance and sustainable development and regularly arrange the standard assessment by renowned and internationally accepted appraisers.

4.4 To supervise, monitor, and review the Company's operation to comply with the established Corporate Governance Policy and Guidelines, the sustainable development plan as well as good corporate governance principles defined by

relevant institutions and agencies such as the Stock Exchange of Thailand and the Securities and Exchange Commission.

- 4.5 To advise and give recommendations to the relevant working team.
- 4.6 To regularly review the Charter of the CGSD Committee and the Company's Corporate Governance Policy to be in line with international practice and guidelines or suggestions of relevant external institutions or agencies.
- 4.7 To promote the work culture under the good corporate governance and sustainable development principles at the Management level and employees at all levels and ensure the results in action.
- 4.8 The CGSD Committee appoints the secretary of the committee.
- 4.9 The CGSD Committee has the duty to report the Board of Directors for acknowledgement of the meeting outcome or any other matters that the Board should be informed in the following Board's Meeting.
- 4.10 The Chairman of the CGSD Committee has the duty to report to the shareholders for acknowledgement of their performance in the Annual Report/Form 56-1 (Form 56-1 One Report), providing the basic details as follows:
 - 4.8.1 No. of meetings
 - 4.8.2 No. of the meetings that each member of the CGSD Committee attends, and
 - 4.8.3 Operating results as defined by the Charter.

5. Meeting

- 5.1 Numbers of meeting
 - 5.1.1 The CGSD Committee shall hold meetings at least twice a year.
 - 5.1.2 The Chairman of the CGSD Committee may call for additional meetings if requested by a member of the committee or the Chairman of the Board, or when there is an extra agenda required to consider and discuss.
- 5.2 The Chairman of the CGSD Committee considers and approves the agenda of meetings, as well as other matters proposed by any directors and gives the opportunity

to the Group Chief Executive Officer – Siam Makro to propose other matters in the agenda prior to each meeting.

5.3 Attendees

5.3.1 The quorum of the CGSD Committee meeting requires not less than half of the members. The Chairman of the committee is the Chairman of the meeting.

5.3.2 In the case where the Chairman of the committee cannot attend the meeting, the committee members shall select one of the attending members to be the Chairman of the meeting.

5.3.3 The secretary of the CGSD Committee or an authorized person must attend every meeting.

5.4 Exercising Votes

5.4.1 Resolutions of the committee meeting require a majority vote. Each member has one vote. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

5.4.2 Members of the CGSD Committee having any vested interest in any agenda being considered must excuse themselves and abstain from voting on that particular matter.

5.5 Minutes of Meetings

The secretary of the CGSD Committee or an authorized person shall take the minutes of meetings and maintain the records of the approved minutes of meetings for reference and audit purposes.

6. Performance Assessment

The Board of Directors shall conduct the performance assessment of the CGSD Committee on a yearly basis. The Company Secretary is responsible for preparing the assessment result and report to the Board for acknowledgement, as well as to disclose the assessment result in the Annual Report/Form 56-1 (Form 56-1 One Report).

7. Remuneration of the Committee

The CGSD Committee is eligible for remuneration suitable for their roles and responsibilities as approved by the Annual General Meeting of Shareholders.

Announced on 20 February 2023

(signed)

(Mr. Suphachai Chearavanont)

Chairman

Records of Revision

Revision No.	Date	Revised Section	Description of Revision
1	10/11/2020	All sections	All sections are revised to reflect the CG Committee's duties and align with the updated guidelines of practice for corporate governance as defined by external institutes and relevant agencies.
2	20/02/2023	All sections	Changing the name from the Corporate Governance Committee to the Corporate Governance and Sustainable Development Committee. Also, roles and responsibilities related to the sustainability management of the Company have been added to the duty and responsibilities of this committee.