



**IRPC Public Company Limited**

**Corporate Governance and Sustainability Committee Charter  
(Revised version 2023)**



## **Corporate Governance and Sustainability Committee Charter**

The Board of Directors of IRPC Public Company Limited “the Board of Directors” has appointed the Corporate Governance and Sustainability Committee “the Committee” according to the good practices and suggestions set forth by the Stock Exchange of Thailand. Such Committee shall be responsible for screening and supporting the operations of the Company’s Board of Directors, specifying the policies and guidelines on the development of good corporate governance and sustainability of the Company to ensure that the standards shall be in line with good practices of corporate governance and sustainability, both at the national and international levels, which in turn shall lead the organization to achieve its established goals of management with efficiency, transparency, disclosure and verifiability. This shall foster the confidence and credibility of every shareholder, investor and stakeholder of the Company.

The Corporate Governance and Sustainability Committee Charter was approved at the meeting of the Company’s Board of Directors no. 5/2007 on 15 May 2007 and the Charter was revised for more appropriateness as follows:

- No.1 was approved at the Board’s meeting no. 12/2017 on 20 December 2017
- No.2 was approved at the Board’s meeting no. 10/2020 on 15 September 2020
- No.3 was approved at the Board’s meeting no. 7/ 2023 on 19 June 2023

Details and key issues shall be as indicated below:

### **1. Objectives**

The Corporate Governance and Sustainability Committee was appointed by the Company’s Board of Directors to support the operations of the Board of Directors in screening and specifying the policies and strategies relating to good corporate governance and sustainability development, including good practices according to good corporate governance and sustainability development principle. Such principle is the international principle to which the listed companies must adhere to ensure their stable and sustainable growth. This principle encompasses 3 major dimensions; namely, environment, society, and governance with the aim to ensure that the Company’s business operations shall be transparent, efficient, verifiable while being responsible towards the society, community and environment, which in turn shall become the organizational

culture that fosters the credibility and confidence of all shareholders, investors, stakeholders and every related party.

## **2. Definitions**

- “Company” means IRPC Public Company Limited
- “Charter” means the Corporate Governance and Sustainability Charter
- “Stock Exchange” means the Stock Exchange of Thailand
- “Subsidiary” means a company or a juristic person of which IRPC Public Company Limited holds shares over 50 percent, whether directly or indirectly
- “Board of Directors” means the Board of Directors of IRPC Public Company Limited
- “Committee” means the Corporate Governance and Sustainability Committee
- “Director” means the directors of the Corporate Governance and Sustainability Committee
- “Independent director” means the directors of IRPC Public Company Limited who possess the qualifications of the independent directors according to the criteria set forth in the Notification of the Capital Market Supervisory Board and the Handbook of Good Corporate Governance of IRPC Public Company Limited

## **3. Components and Terms of Directorship**

- 3.1 The Committee and the Chairman of the Corporate Governance and Sustainability Committee were appointed by the Company’s Board of Directors.
- 3.2 The Committee consists of at least 3 directors (not an executive) and at least 1 independent director.
- 3.3 The Committee’s term of directorship is 3 years each or shall be according to the term of directorship of the Company’s directors (depending on which term precedes).
- 3.4 The director whose position has been terminated may be re-appointed as the Company’s Board of Directors deems appropriate.
- 3.5 In a case where the director completes his/her term of directorship or there is any reasons causing such director unable to complete his/her term of directorship, the Company’s Board of Directors shall consider the appointment of a new director to fill such vacancy within 3 months from the date of the incomplete number of directors. This is to ensure the continuity of the operations of the Committee.

3.6 The Corporate Governance and Sustainability Committee shall be entitled to receive the compensation or remuneration from the Company which shall be in accordance with the criteria approved by the shareholders.

3.7 The Corporate Governance and Sustainability Committee shall consider the appointment of the Committee's Secretary.

#### **4. Qualifications of the Corporate Governance and Sustainability Committee**

4.1 The Company's Chairman shall not be the Chairman or the director of the Corporate Governance and Sustainability Committee to ensure his/her independence in the management and operation.

4.2 The directors shall be knowledgeable and possess the ability and understanding of the business, respective duties and responsibilities of the Corporate Governance and Sustainability Committee. Besides, the directors shall have the experience relating to fair governance of all stakeholders, sustainability operation which in turn, can foster more values or mutual benefits.

4.3 The directors shall devote their time and use their judgment independently with the aim to create benefits for the Company to ensure the Company's robust structure and good corporate governance system while simultaneously applying their experience in the operation as a director to achieve the established goals and objectives of good corporate governance and sustainability.

4.4 The directors shall be a person with credibility and shall be generally acceptable while possessing a positive image which promotes good corporate governance principles.

#### **5. Meetings**

5.1 The Committee shall hold a meeting at least once every quarter or at least 4 times a year. Nonetheless, the Chairman of the Corporate Governance and Sustainability Committee may call for additional meetings, depending on the case may be, or when the Committee is being asked from the Committee members or the Company's Chairman.

5.2 The Committee shall determine the date and time of meeting in advance for the entire year to enable the Committee members to allocate their time and be able to attend every meeting.

5.3 The meeting quorum shall consist of the directors not less than half of the total number of directors. Each director shall attend the meeting at least 75 percent of the total number of the meetings held each year.

- 5.4 In a case where the Chairman of the Committee is unable to attend the meeting, the directors attending such meeting shall appoint one director to become the Chairman of the meeting.
- 5.5 As for voting, each director can vote only once, and the majority of the votes shall be used as the voting criteria. In a case where the votes are equal, the Chairman of the meeting shall cast another vote to be used as a deciding vote.
- 5.6 The Committee may invite any related persons or any persons who are deemed appropriate to attend the meeting to provide more clarifications of any relevant matters.
- 5.7 The Committee may invite the third parties who possess knowledge and expertise to act as the consultant. Such third parties shall attend the meeting and shall be paid by the Company.
- 5.8 The Committee's Secretary shall organize the meeting, prepare meeting agendas as well as submit meeting documents and record the meeting reports. However, the meeting invitations and meeting documents shall be sent 7 days prior to the meeting date, except in a case where it deems urgent, the Secretary of the Committee shall notify the meeting date by other means and shall submit the meeting documents earlier than the date specified.
- 5.9 The meeting of the Committee, the delivery of the meeting invitations and meeting documents can be done via an electronic form.

## **6. Duties and Responsibilities**

- 6.1 Duties and responsibilities relating to corporate governance (good corporate governance)
- 6.1.1 The Committee shall consider and provide suggestions to the Board of Directors in specifying the policy framework and practices of good corporate governance and business ethics, anti-fraud and corruption and anti-bribery, promotion of international human rights, equality, diversity and respect of diversity, including the policies regarding GRC (Corporate Governance, Risk Management & Internal Control and Compliance) which are in line with the structure of the Company's business operations and comparable to international practices or principles, standards and regulations set forth by the institution or other related regulatory bodies as well as reputable and acceptable agencies or organizations at both national and international levels.
- 6.1.2 The Committee shall consider the appropriateness and the adequacy of good corporate governance policy and business ethics of the Company as well as review and improve

such policy to ensure its compliance with good corporate governance practices or international principles prior to proposing to the Board of Directors for further consideration.

- 6.1.3 The Committee shall determine the supervision and monitoring guidelines to ensure that the Company has operated its business in accordance with the established policies and practices as well as to consistently develop and elevate its supervision of good governance and sustainability.
- 6.1.4 The Committee shall review the compliance of good corporate governance policies and practices and sustainability, including significant and relevant operations.
- 6.1.5 The Committee shall consider the approval of good corporate governance and sustainability report before disclosing such report in the Company's annual report.
- 6.1.6 The Committee shall consider the approval of performance evaluation of the Board of Directors and the Sub-Committees as well as report the result to the Company's Board of Directors and shareholders on an annual basis.
- 6.1.7 The Committee shall provide advice, suggestion and recommendation regarding good corporate governance and sustainability policy to the Company's Board of Directors and the management for the development of the structure and system of good corporate governance and sustainability of the Company.

## 6.2 Duties and Responsibilities relating to sustainability

- 6.2.1 The Committee shall consider and provide suggestion in organizing the policy framework, strategies and guidelines on sustainability development of the Company to ensure its standards while being able to achieve the established goals and objectives as well as being comparable to other international practices or principles. This shall enable the Company to operate its business efficiently while being able to respond to the requirements of all stakeholders and shareholders as well as taking into consideration its responsibility toward society, environment and environment with the aim of the Company's sustainable growth.
- 6.2.2 The Committee shall provide suggestions and advice in establishing the Company's sustainable development plan to ensure its compliance with the stipulated policies and

strategies. Besides, the Committee shall provide recommendations which are beneficial for sustainable development as well as determine its sustainable development goals to be well-balanced in environmental, social and governance dimensions (Environmental, Social and Governance (ESG)) and be consistent with good practices according to relevant laws, including national and international standards.

- 6.2.3 The Committee shall supervise and monitor the progress of sustainable development of the Company as well as disclose the operating results according to sustainable business strategies, including related criteria, standards and practices.
  - 6.2.4 The Committee shall review the policy and practices of sustainability of the Company to be updated and suitable for current situation.
  - 6.2.5 The Committee shall consider the approval of the Sustainability Report prior to further dissemination.
- 6.3 Any other duties as assigned by the Board of Directors

## **7. Orientation and Advancement of the Directors**

- 7.1 The Committee shall supervise the orientation of new directors to ensure their understanding of their respective roles, duties and responsibilities as the Company's director. In addition, the Committee shall provide information relating to the Company's business operations, including the environment which must be taken into consideration and required for the director's performance of duty according to good corporate governance principle.
- 7.2 The Committee shall promote the directors to attend training programs relating to the performance of duty as a director or a Sub-Committee member with the aim to develop their knowledge and expertise on an annual basis (Upskill, Reskill, Future Skill)

## **8. Performance Evaluation**

The Committee shall establish the performance evaluation of the Committee members, the Sub-Committee members and the Board of Directors (Self-Assessment) on an annual basis as well as being evaluated by an independent assessor every 3 years and report the evaluation results to the Company's Board of Directors.

## **9. Review of the Charter**

The Committee shall review, verify and evaluate the adequacy and appropriateness of the Charter on an annual basis. In the event where there is any significant improvements, the Committee shall propose such matter to the Board of Directors for further approval.

## **10. Reporting**

The Committee shall report the performance of the Corporate Governance and Sustainability Committee to the Board of Directors on a quarterly basis as well as prepare the report of the Corporate Governance and Sustainability Committee and disclose such report in the Company's annual report according to good corporate governance principle.

Announced on 20 June 2023.

Mr. Supoj Laosuarpha  
Chairman of the Corporate Governance and  
Sustainability Committee

Mr. Siri Jirapongphan  
Chairman

Approved by the resolution of the Board of Directors of IRPC Public Company Limited  
Meeting no. 7/2023 on 19 June 2023