

Corporate Governance and Sustainable Development
Committee Charter
Fraser's Property (Thailand) Public Company Limited

Corporate Governance and Sustainable Development Committee Charter

1. Objective

The Board of Directors agrees that the Corporate Governance and Sustainable Development Committee Charter should be formulated. It shall include the components, duties, responsibilities, and guidelines assigned by the Board of Directors. Therefore, the Corporate Governance and Sustainable Development Committee can supervise and provide advice and formulate guidelines for compliance with good corporate governance principles and sustainable development practices of the Company in an appropriate, transparent and fair manner to build confidence and credibility to all stakeholders.

2. Composition and structure of the Corporate Governance and Sustainable Development Committee

2.1 The Board of Directors considers and appoints the Corporate Governance and Sustainable Development Committee. It consists of at least three directors, with not less than half of which must be independent directors.

2.2 The Corporate Governance and Sustainable Development Committee appoints the Chairperson of the Corporate Governance and Sustainable Development Committee. He/she must be an independent director and not be the Chief Executive Officer to express opinions and perform duties independently.

2.3 The company secretary shall act as the secretary of the Corporate Governance and Sustainable Development Committee unless the Corporate Governance and Sustainable Development Committee has a resolution delegating otherwise.

3. Qualifications of the Corporate Governance and Sustainable Development Committee

3.1 A person who is knowledgeable, capable, and experienced that will benefit the Company's business operations in social and environmental aspects. He/she must be trustworthy, honest, and ethical in doing business and devote sufficient time to perform duties to achieve the objectives of the Corporate Governance and Sustainable Development Committee.

3.2 The Corporate Governance and Sustainability Committee member who is an independent director must be self-sustaining under the Company's good corporate governance principles.

4. Term of office of the Corporate Governance and Sustainable Development Committee

4.1 The Corporate Governance and Sustainable Development Committee has a term of office of three years and vacates office upon the expiration of the term, or upon retirement from the Board of Directors, or the Board of Directors resolves to vacate the position. However, in case of vacating office

due to the expiration of the term, he/she may be re-appointed by the Board of Directors as necessary and appropriate.

4.2 If the position of the Corporate Governance and Sustainable Development Committee is vacant due to reasons other than the expiration of the term under Clause 4.1, the Board of Directors shall appoint a person with full qualifications to be a member of the Committee to replace the vacant position. The person elected instead of the Corporate Governance and Sustainable Development Committee will remain in office for the remainder of the Committee term he/she replaces.

5. Roles, duties, responsibilities and the authority of the Corporate Governance and Sustainable Development Committee

5.1 Corporate Governance

5.1.1 Consider setting guidelines, suggesting policies, strategies, operational frameworks, goals, guidelines for good corporate governance practices, codes of conduct, and business ethics. It also includes Anti-Corruption policy, Whistleblowing Policy for submission to the Board of Directors for approval.

5.1.2 Support and advise the Board of Directors and the Management in good corporate governance. Also, the committee shall encourage directors, executives, and employees of the Company to understand and implement them in a consistent manner in the same direction for the development and upgrading of corporate governance and sustainable development standards of the Company in accordance with international guidelines.

5.1.3 Supervise, consult and review the operations of corporate governance. It covers the operation under the framework of corporate governance and sustainable development with relevant agencies both internally and externally. The committee shall also compare it with the practice guidelines of companies listed on the Stock Exchange of Thailand and recommending them to the Board of Directors.

5.1.4 Provide advice to executives and working groups to prepare them for the good corporate governance rankings by the central agency outside the organization. It shall comply with the anti-corruption policy to prepare for the renewal of the Thai Private Sector Collective Action Coalition Against Corruption membership.

5.2 Sustainable Development

5.2.1 Consider setting guidelines, suggesting policies, strategies, operational frameworks, goals, guidelines for sustainable development by the appropriate consumption of natural resources and environmental management to preserve the natural resources

on which the economy and society have to rely to be used for a long time with posterity. Including guidelines for the preparation to preserve environmental projects and help society in various areas, that shows the corporate social responsibility to the Board of Directors for approval.

5.2.2 Encourage the organization to provide training for all levels of the company's personnel and its subsidiaries. Regarding business operations and sustainable development, the potential impacts on society and the environment must be considered at every step of the operation. and set measures for operators to strictly follow to create a working culture in line with the corporate sustainable development goals.

5.2.3 Supervise, monitor, and review the implementation of sustainable development of the Company and its subsidiaries to report to the Board of Directors.

5.3 Other

5.3.1 Consider and review good corporate governance policies, sustainable development, code of conduct, and business ethics. It also includes anti-corruption policy and whistleblowing or complaint policy to propose to the Board of Directors for consideration and approval of improvements and provide recommendations for follow-up and assessment of relevant operating results to the Board of Directors at least once a year.

5.3.2 Disclosure of the principles of good corporate governance, sustainable development, and relevant best practices to all stakeholders.

5.3.3 Review and update the Corporate Governance and Sustainable Development Committee Charter annually to suit the circumstances and, if deemed appropriate, will be submitted to the Board of Directors for approval.

5.3.4 Perform any other acts that the Board of Directors of the Company deems appropriate and entrusted to perform.

6. Meeting of the Corporate Governance and Sustainable Development Committee

6.1 Hold a meeting at least twice a year by inviting the Company's management, executives, or employees to attend the meeting and give opinions.

6.2 At the meeting, at least half of the Corporate Governance and Sustainability Committee members present in the office to constitute a quorum. Suppose the Corporate Governance and Sustainable Development Committee Chairperson is not present at the meeting or cannot perform his/her duties.

In that case, the Committee member attending the meeting shall elect one of the members to be a Chairperson of the meeting. In this regard, the Corporate Governance and Sustainable Development Committee may have a teleconference via telephone or arrange for a video and audio broadcast in the form of a video conference to the meeting.

6.3 Any member of the Corporate Governance and Sustainable Development Committee who is an interested person in any matter under consideration has no right to vote on that matter.

6.4 In voting, the Corporate Governance and Sustainable Development Committee cast their votes with one vote each and using a majority vote as a criterion. If the resolution has equal votes, the Chairperson of the Corporate Governance and Sustainable Development Committee has the right to have one additional vote as a casting vote.

7. Reporting of the Corporate Governance and Sustainable Development Committee

Provide a report on the performance of the Corporate Governance and Sustainable Development Committee for the Board of Directors for acknowledgment and prepare a report of the Committee for disclosure in the Company's annual report and signed by the Chairman of the Board.

8. Evaluation of the performance of the Corporate Governance and Sustainable Development Committee

Every year, the Corporate Governance and Sustainable Development Committee shall assess the performance by self-assessment and report on the assessment results together with the operational barriers that may cause the performance to fail to achieve the Board of Directors' objectives.

The secretary of the Board of Directors will submit the performance appraisal form for all committees to assess their annual performance of the entire Board and individual.

The Board of Directors Meeting No.1 FY2022 on 8 November 2022, approved this Corporate Governance and Sustainable Development Committee Charter.

This will come into effect from 8 November 2022 and will be reviewed annually.

Sign _____

(Mr. Chainoi Puankosoom)

Chairman

and Chairman of the Corporate Governance and Sustainable Development Committee