Corporate Governance Committee Charter

ศิครินทร์
SIKARIN

Sikarin Public Company Limited

Corporate Governance Committee Charter

The Board of Directors of Sikarin Public Company Limited (the “Company”) has appointed a Corporate Governance Committee to support the operations of the Board of Directors in setting the Company's principles and guidelines for good practice in various aspects of the Company's business to be in accordance with the principles of good corporate governance. To lead the organization to sustainable success and are responsible to all shareholders and stakeholders. The Corporate Governance Committee therefore intends to disseminate principles of corporate governance and guidelines for good practice to Directors, Executives, and Employees. So that they have knowledge and understanding and can apply them in their work effectively concrete. This will help raise the standards of morality and ethics in the Company's operations to be in line with the principles of good corporate governance of listed companies. In order for the organization to have efficient, transparent, open and auditable management, and be able to build confidence among shareholders, those interested in investing and stakeholders. The Corporate Governance Committee has therefore prepared a Charter of the Corporate Governance Committee to specify the scope of duties, responsibilities and guidelines for good practice. To be used as a standard for the work of the Corporate Governance Committee and to be able to carry out its duties to achieve the Company's objectives.

1. Objective

1.1. To lay down criteria and determine corporate governance policies, ethics manuals, anti-corruption policies, and policies on social, community, and environmental responsibility. To strengthen the Company to have concrete plans and standards for corporate governance practices.

1.2. To strengthen the Company's internal operations that are efficient, transparent, reliable and verifiable.

1.3. To enhance knowledge and understanding of corporate governance principles for Directors, executives, and employees of the Company, as well as to create awareness and awareness of the importance of putting corporate governance principles into practice.

1.4. To supervise the directors, executives, employees, and employees of the Company to follow the principles of corporate governance correctly and efficiently in order to build confidence among shareholders and stakeholders in being an organization with excellence.

2. Composition of Corporate Governance Committee

2.1. The Corporate Governance Committee is appointed by the Board of Directors.

2.2. The Corporate Governance Committee consists of at least three appropriate directors or independent directors and executives of the Company.

2.3. The Corporate Governance Committee may appoint one Company official to act as secretary of the Corporate Governance Committee.

2.4. The Corporate Governance Committee must devote time and be able to exercise its discretion independently and with the goal of maximizing the benefits of promoting good corporate governance in the Company.

3. Term of office and retirement from office

3.1. The Corporate Governance Committee members shall hold office for a term of 3 years from the date of appointment. Directors who hold office until their term expires may be nominated and reappointed.

3.2. During his or her tenure as a member of the Corporate Governance Committee If any member of the Corporate Governance Committee vacates office before the end of their term of office for any reason. The Board of Directors shall consider appointing a Corporate Governance Committee member to fill the vacant position and the appointed Corporate Governance Committee member shall hold office for the remaining term of the Corporate Governance Committee member who vacates the position he or she replaces. Except that the term of office of the Corporate Governance Committee member is not more than 90 days remaining, the Board of Directors may consider not appointing a Corporate Governance Committee member to fill the vacant position.

3.3. During his or her tenure as a member of the Corporate Governance Committee If there is a vacancy in the Corporate Governance Committee under Section 3.2-3.4, the person who replaces the said person will be the Corporate Government Committee member in office for the remaining term of the Corporate Governance Committee member who vacates the position.

3.4. The Corporate Governance Committee shall be removed from office in the following cases:

3.4.1. When the term of office of the Corporate Governance Committee is completed according to Section 3.1.

3.4.2. Upon retirement from the position of President and CEO or managing director of a subsidiary company or the Company's management team

3.4.3. When the Board of Directors resolves to vacate the position

3.4.4. Die or resign

4. Meeting of the Corporate Government Committee.

4.1. The Corporate Governance Committee meets at least once a year.

4.2. The secretary must submit meeting documents to the Corporate Governance Committee at least 7 business days before the meeting.

4.3. Meeting topic must at least consist of

4.3.1. Approval of the previous meeting agenda of the Corporate Governance Committee.

4.3.2. Report on monitoring performance according to comments from the previous meeting.

4.3.3. Report on the progress of the annual sustainability strategic plan.

4.3.4. Report on other issues related to sustainability as assigned by the Board of Directors.

5. Quorum

At a meeting of the Corporate Governance Committee, there must be no less than three-fourths of the total number of members of the Corporate Governance Committee appointed by the Board of Directors to constitute a quorum. The Secretary of the Corporate Governance Committee must participate in every meeting. If the Chairman of the Corporate Governance Committee is not present at the meeting or is unable to perform his duties. The Corporate Governance Committee members attending the meeting shall elect one of the Corporate Governance Committee members to chair the meeting. The decision of the meeting shall be made by a majority vote. One member of the Corporate Governance Committee has one vote. Except that the Corporate Governance Committee members who have an interest in any matter do not have the right to vote on that matter. If the votes are equal, the chairman of the meeting shall cast an additional vote as the deciding vote.

6. Reporting

The Corporate Governance Committee is responsible to the Board of Directors. The Corporate Governance Committee must submit activity reports to the Board of Directors for acknowledgment as follows:

6.1. Summarizing operating results by preparing an agenda to present to the Board of Directors twice a year.

6.2. Other reports assigned by the Board of Directors

7. Power and duty responsibility

7.1. Consider defining, reviewing, and improving policies, manuals and guidelines for good corporate governance, business ethics, employee ethics and anti-corruption policy at least once a year in a manner consistent with international practices. As well as recommending principles of good corporate governance to present to the Board of Directors for consideration and approval for implementation at all levels.

7.2. Consider defining, reviewing, and improving policies, manuals and guidelines for social, community, and environmental responsibility (Corporate Social Responsibility: CSR) for submission to the Board of Directors to consider and approve operations at all levels as well as ensure compliance with social, community and environmental responsibility policies.

7.3. Provide advice to the Board of Directors regarding good corporate governance.

7.4. Promote and supervise the operations of the Company and the performance of the executive committee and employees in accordance with the policy of good corporate governance.

7.5. Assign people responsible for supervising and supervising the organization's operations to be in accordance with the laws, regulations, policies and procedures that have been laid down.

7.6. Perform any other work as assigned by the Board of Directors and/or assigned by the shareholder meeting.

7.7. Report the performance and meeting results of the Corporate Governance Committee to the Board of Directors for information or approval.

7.8. Consider reviewing and improving the Charter of the Corporate Governance Committee and submit it to the Board of Directors for approval.

7.9. Perform any other duties assigned by the Board of Directors.

This Corporate Governance Committee Charter is effective from 16 January 2025 onwards by the resolution of the Board of Directors. At the meeting No. 1/2025 on 15 January 2025

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Mr. Seni Chittakasem

Chairman