

Sustainability Committee Charter

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1. Objectives

The Stock Exchange of Thailand (SET)'s Board of Governors (BoG) has set up the Sustainability Committee (SC) with the duty to consider policy framework and development guidelines on corporate governance and sustainability practices of listed companies, enterprises, and related organizations in the capital market. In addition, the Committee also has to ensure that SET group's practice is up to the standard, in accordance with corporate governance and sustainability best practice at national and international levels.

2. Definition

- "Charter" means Sustainability Committee Charter
- "SET" means The Stock Exchange of Thailand
- "Subsidiary" means A company in which SET is directly or indirectly holding 50 percent of shares with voting rights of such company
- "SET group" means The Stock Exchange of Thailand and its subsidiaries
- "Committee" means Sustainability Committee
- "Management" means The executives holding the position of Head of Division, or above

3. Composition and Term of Office

- 3.1 The Committee's chairperson and members shall be appointed by the SET BoG.
- 3.2 The Committee shall consist of at least three but not more than five SET governors, and at least half must be governors appointed by the Securities and Exchange Commission Board (the SEC Board). In addition, the Committee's chairperson must be a governor who has been appointed by the SEC Board.
- 3.3 The term of office of the Committee members is in accordance with the tenure of SET governors.

- 3.4 Once a Committee member's term ends, or if there are other reasons that prevent a Committee member from completing his/her full term, the SET BoG shall consider the appointment of a new member immediately or within three months at the latest, starting from the date the number of Committee members is incomplete, to ensure continuity in the Committee's work.
- 3.5 The Committee shall consider the appointment of the Secretary of the Committee.
- 3.6 Each time a new Committee member is appointed, the Secretary of the Committee shall prepare the documents and information useful for the work of the new Committee member, as well as organizing an orientation session to present the features and guidelines of the implementation on SET's corporate governance and sustainability management, including the role and duty of the Committee.

4. Meeting

- 4.1 The Committee shall convene a meeting at least once a quarter or at least four meetings a year. The chairperson of the Committee may call an additional meeting as appropriate or upon requests submitted by at least half of the members of the Committee.
- 4.2 The Committee's meetings are scheduled for the entire year in advance so that the Committee members are able to allocate time to attend all the meetings.
- 4.3 A quorum shall consist of at least half of the total members of the Committee.
- 4.4 In an event the chairperson of the Committee cannot attend the meeting, the Committee members who are attending that meeting shall elect one of the Committee members to chair the meeting.
- 4.5 The Committee may invite related parties or suitable persons to attend the meeting or may request that person to present such related matter.
- 4.6 The Committee may invite an outsider who has expertise as a consultant to attend the meeting, at SET's expense.
- 4.7 The Secretary of the Committee has the duties to arrange the meetings, prepare the agenda, deliver supporting documents required for the meetings, and record

the minutes of the meetings. The meeting invitation letter and supporting documents required for the meeting shall be delivered seven days in advance prior to the meeting. In necessary and urgent cases, the Secretary of the Committee may send the meeting invitation by other means and may have to deliver the supporting documents to the Committee members less than seven days prior to the meeting.

- 4.8 In the case of voting for a resolution, the majority vote shall be required. In the case of an equal number of votes, the chairperson of the Committee shall have a casting vote.
- 4.9 Any Committee member who has a conflict of interest in a matter for consideration has to inform the Committee of such conflict of interest and is not allowed to attend the meeting.

5. Duties and Responsibilities

The Committee has been appointed by the SET BoG to carry out duties and responsibilities on various matters, as follows:

5.1 Duties and responsibilities on corporate governance and sustainability for the SET group

5.1.1 Duties and responsibilities on corporate governance

- (1) Consider and provide suggestions to the SET BoG on the formulation of the corporate governance framework in accordance with SET's operational structure, comparable with international guidelines or principles.
- (2) Assess the appropriateness and adequacy of the SET group Corporate Governance Policy and Code of Conduct, including updating these in accordance with internationally recognized corporate governance practices or principles, before presenting to the SET BoG for consideration.

- (3) Review SET's Corporate Governance Report which is disclosed in the Annual Report.
- (4) Provide recommendations on the preparation of the SET group's corporate governance development plan, in accordance with the Corporate Governance Policy.
- (5) Provide advice, recommendations, and suggestions that will be beneficial to the SET BoG and management in enhancing the SET group's corporate governance.
- (6) Provide recommendations on the appropriateness of The Charter of the SET Board of Governors before presenting to the SET BoG for consideration.
- (7) Consider and provide recommendations concerning the performance assessment process of the SET BoG, including preparing a performance assessment summary to be presented to the SET BoG.

5.1.2 Duties and responsibilities on sustainability

- (1) Consider and provide suggestions on the SET group's sustainability development policy and guidelines standardize these matters in accordance with international guidelines or principles, as such enabling the SET group to operate with efficiency, responding to stakeholders' needs, with social and environmental responsibility for sustainable growth of the SET group.
- (2) Provide recommendations on the SET group's sustainability development plan in accordance with the set policy framework.
- (3) Provide consultations, recommendations, and suggestions that will be beneficial to the SET BoG and management in enhancing the SET group's sustainability development.

5.2 Duties and responsibilities on corporate governance and sustainability for related stakeholders in the capital market

- (1) Provide recommendations to stakeholders on the formulation of the corporate governance and sustainability development policy and guidelines framework to ensure that stakeholders are knowledgeable and understand in such a way as to be able to develop a good corporate governance framework and system including best practices, together with the operating of business with social and environmental responsibility; as well as promote responsible investments.
- (2) Provide advice, recommendations, and suggestions that will be beneficial to the SET BoG and management in enhancing corporate governance and sustainability in the capital market.

5.3 Others

- (1) Perform any other duties as assigned by the SET BoG that are within the Committee's scope of work.

6. Self-Assessment

The Committee shall conduct self-assessment of its performance and report to the SET BoG once a year.

7. Revision of the Charter

The Committee shall examine the adequacy and evaluate the appropriateness of the Sustainability Committee Charter on an annual basis before presenting to the SET BoG for consideration and approval.

8. Reporting

- 8.1 The Committee shall report its operation to the Board meeting regularly on a quarterly basis.
 - 8.2 The report on the performance of the Committee, signed by the chairperson of the Committee, shall be prepared and disclosed in the annual report of SET in accordance with the principles of good corporate governance.
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SET Board of Governors

Approved on February 19, 2020