

Charter of the Corporate Governance and Sustainability Committee of Thai Group Holdings Public Company Limited

1. Objective

The Corporate Governance and Sustainability Committee is a subcommittee of the Board of Directors established to support and promote the performance of the Board of Directors in setting policies and operational guidelines relating to good corporate governance and sustainability for the Company, its subsidiaries, and associated companies within the Thai Group Group, in accordance with the Corporate Governance Code for Listed Companies 2017 prescribed by the Securities and Exchange Commission of Thailand.

The Corporate Governance and Sustainability Committee plays a role in strengthening an effective, transparent, accountable, and auditable governance system that appropriately addresses the interests of all stakeholder groups. The Committee also promotes an organizational culture that upholds ethics, social responsibility, and anti-corruption practices, while supporting sustainable business operations in order to create long-term value for shareholders and stakeholders.

The operations of the Corporate Governance and Sustainability Committee shall be conducted in compliance with applicable laws, regulations, rules, and relevant standards, as well as the Company's policies relating to good corporate governance and sustainability, with the aim of enabling the Company to achieve stable and sustainable growth under the principles of good governance.

2. Definitions

(1) **“Charter of the Corporate Governance and Sustainability Committee”** means the Charter of the Corporate Governance and Sustainability Committee of Thai Group Holdings Public Company Limited.

(2) Unless otherwise specifically defined, the terms used in this Charter shall have the following meanings:

“Company” means Thai Group Holdings Public Company Limited.

“Subsidiary” means a company in which Thai Group Holdings Public Company Limited holds an investment of more than 50 percent, whether directly or indirectly.

“Associated Company” means a company in which Thai Group Holdings Public Company Limited holds an investment of not less than 20 percent but not more than 50 percent, whether directly or indirectly.

“Board of Directors” means the Board of Directors of Thai Group Holdings Public Company Limited.

“Corporate Governance and Sustainability Committee” means the Corporate Governance and Sustainability Committee of Thai Group Holdings Public Company Limited.

“Executives” means the Chief Executive Officer and President, and the first four senior executives of Thai Group Holdings Public Company Limited as defined by the Securities and Exchange Commission and/or the Stock Exchange of Thailand.

3. Composition, Appointment, and Term of Office of the Corporate Governance and Sustainability Committee

3.1 The Corporate Governance and Sustainability Committee shall comprise persons appointed by the Board of Directors who possess knowledge, competence, and experience beneficial to the Company’s business operations in the areas of good corporate governance and sustainability, have business ethics, and are able to devote appropriate and sufficient time to the performance of their duties, in order to ensure that the Corporate Governance and Sustainability Committee achieves its objectives.

3.2 The Corporate Governance and Sustainability Committee shall be appointed by the Board of Directors and shall hold office for a term corresponding to their term as directors of the Company. The appointed persons shall possess the qualifications and shall not have any prohibited characteristics under the laws governing public limited companies, securities and exchange laws, and other laws relevant to the Company’s business operations.

3.3 The Corporate Governance and Sustainability Committee shall consist of at least three directors of the Company. The Corporate Governance and Sustainability Committee or the Board of Directors shall select one director to serve as the Chairman of the Corporate Governance and Sustainability Committee. If deemed appropriate, the Corporate Governance and Sustainability Committee may select one or more members of the Corporate Governance and Sustainability Committee to serve as Vice Chairman of the Corporate Governance and Sustainability Committee. The Vice Chairman shall perform duties in accordance with the regulations and matters assigned by the Chairman of the Corporate Governance and Sustainability Committee.

3.4 A member of the Corporate Governance and Sustainability Committee shall vacate office upon ceasing to be a director of the Company in accordance with the criteria prescribed in the Charter of the Board of Directors.

3.5 The Corporate Governance and Sustainability Committee shall appoint a secretary to support and assist the operations of the Corporate Governance and Sustainability Committee in relation to meeting

arrangements, scheduling meetings, preparing meeting agendas, delivering supporting documents for meetings, and recording minutes of meetings.

4. Meetings, Quorum, and Voting

- 4.1 The Corporate Governance and Sustainability Committee shall hold meetings at least four times per year and may convene additional special meetings as necessary. Notice of the meeting and the meeting agenda shall be given to the members of the Corporate Governance and Sustainability Committee in advance, together with supporting documents for the meeting, at least five days prior to the meeting date in order to allow sufficient time for the members to review the information before attending the meeting. In urgent cases, however, the Chairman of the Corporate Governance and Sustainability Committee may prescribe other methods for convening the meeting and may schedule the meeting earlier than such period.
- 4.2 At a meeting of the Corporate Governance and Sustainability Committee, at least one-half of the total number of members of the Corporate Governance and Sustainability Committee must be present to constitute a quorum.
- 4.3 The Chairman of the Corporate Governance and Sustainability Committee shall act as chairman of the meeting of the Corporate Governance and Sustainability Committee. In the event that the Chairman of the Corporate Governance and Sustainability Committee is absent from the meeting or unable to perform his or her duties, the Vice Chairman of the Corporate Governance and Sustainability Committee, if any, shall act as chairman of the meeting. If there is no Vice Chairman of the Corporate Governance and Sustainability Committee, or if the Vice Chairman is absent from the meeting or unable to perform his or her duties, the members present at the meeting shall elect one member of the Corporate Governance and Sustainability Committee to act as chairman of the meeting.
- 4.4 Resolutions of the meetings of the Corporate Governance and Sustainability Committee shall be passed by a majority vote. Each member of the Corporate Governance and Sustainability Committee shall have one vote. A member who has an interest in any matter shall not attend the meeting or vote on such matter. In the event of a tie vote, the chairman of the meeting shall have an additional casting vote.
- 4.5 The Company shall ensure that minutes of the meetings of the Corporate Governance and Sustainability Committee are prepared and that certified documents are properly maintained for reference and verification purposes. At meetings of the Corporate Governance and Sustainability Committee, executives and relevant persons shall attend the meetings to provide accurate and timely information and details for decision-making purposes. Members of the Corporate Governance and Sustainability Committee may

propose matters for consideration as additional agenda items through the Company Secretary Office or the relevant responsible department.

4.6 Members of the Corporate Governance and Sustainability Committee may request additional information necessary for decision-making from the management through the Chief Executive Officer and President or the Company Secretary Office.

5. Scope of Authorities, Duties and Responsibilities of the Corporate Governance and Sustainability Committee

The Corporate Governance and Sustainability Committee shall have the scope, authority, duties, and responsibilities to review, screen, and support the performance of the Board of Directors in supervising the Company, its subsidiaries, and associated companies to ensure compliance with applicable laws, regulations, rules, standards, and practices relating to various transactions, as well as principles of good corporate governance and sustainability guidelines. In this regard, the Corporate Governance and Sustainability Committee may consider establishing policies, rules, or operational guidelines appropriate to the nature of the business in order to ensure that operations are conducted legally and in compliance with applicable regulations and standards, while promoting responsible, transparent, and sustainable business operations. The Corporate Governance and Sustainability Committee shall have the following authority, duties, and responsibilities:

5.1 Propose policies and provide recommendations on the corporate governance framework, corporate social responsibility, and sustainability for the Company, subsidiaries, and associated companies to the Board of Directors, in order to promote business practices that align with stakeholder expectations and address their needs appropriately. This is done with consideration for social and environmental responsibility to support stable and sustainable organizational growth.

5.2 Oversee the operations of the Company, subsidiaries, and associated companies to ensure compliance with corporate governance principles as prescribed by relevant regulatory authorities, such as the Office of Insurance Commission (OIC), the Bank of Thailand, the Securities and Exchange Commission (SEC), and/or the Stock Exchange of Thailand (SET).

5.3 Consider and provide recommendations on the development of corporate governance and sustainability plans for the Company, ensuring alignment with established policy frameworks and strategies, as well as offering guidance to promote the organization's long-term sustainability.

This includes reviewing and providing recommendations on setting sustainability development targets across social, environmental, and governance (ESG) dimensions, as well as overseeing and

monitoring the progress of the Company's sustainability initiatives. It also supports appropriate and transparent disclosure of information in accordance with relevant principles, standards, and best practices.

- 5.4 Oversee the Company, its subsidiaries, and associated companies to ensure compliance with applicable laws, regulations, rules, business conduct standards, professional standards, and the Compliance Policy, through the Business Compliance function and the Risk Management and Governance functions.
- 5.5 Review to ensure that the Company maintains effective and independent compliance and corporate governance systems.
- 5.6 Establish a Code of Conduct to serve as a guideline for directors, executives, and employees of the Company, its subsidiaries, and associated companies, and submit it to the Board of Directors for consideration and approval.
- 5.7 Regularly review the principles of the good corporate governance and compliance by the international practice guidelines and recommendations from various regulators including consider the results of the good corporate governance of the Company by the external agencies in order to suggest development approach on the good corporate governance principles to the Board of Directors for approval.
- 5.8 Supervise and monitor the directors and the management team performance in accordance with the good corporate governance principles.
- 5.9 Perform other duties assigned by the Board of Directors within related scope of work.

6. Reporting of the Corporate Governance and Sustainability Committee

- 6.1 Report regularly to the Board of Directors on the activities of the Corporate Governance and Sustainability Committee and provide recommendations as appropriate.
- 6.2 Report to shareholders in the annual report and the Annual Registration Statement (Form 56-1 One Report).

7. Evaluation of the Corporate Governance and Sustainability Committee

In evaluating the performance of the Corporate Governance and Sustainability Committee, a self-assessment method may be adopted. The evaluation may be conducted both collectively as a committee and individually, and the evaluation results shall be reported to the Board of Directors on an annual basis.

8. Review and Amendment of the Charter

This Charter shall be reviewed regularly at least once a year by the Corporate Governance and Sustainability Committee. Any amendments thereto shall be proposed to the Board of Directors for consideration and approval.

9. Enforcement

This Charter of the Corporate Governance and Sustainability Committee was approved by the Board of Directors' Meeting No. 6/2025 held on 27 November 2025 and shall become effective from the date of its announcement onwards.

Announced on 15 December 2025

(Mr. Chotiphat Bijananda)

Chairman of the Executive Board