
**SUSTAINABLE DEVELOPMENT COMMITTEE CHARTER
THORESEN THAI AGENCIES PUBLIC COMPANY LIMITED**

1. INTRODUCTION

The Board of Directors (the "Board") of Thoresen Thai Agencies Public Company Limited (the "Company") has approved to establish the Sustainable Development Committee ("SDC" or the "Committee"). The primary purpose of SDC is to mainly consider sustainable business growth and simultaneous place importance on all groups of stakeholders.

This Charter shall be called the "Sustainable Development Committee Charter".

2. COMMITTEE STRUCTURE

- 2.1 The SDC shall consist of at least one director appointed by the Board.
- 2.2 The Chairperson of the Committee shall be elected by the Committee's members, and must be a Director.
- 2.3 The member of the SDC shall comprise of the Directors, executives from each business unit and related departments of the Company and its subsidiaries.
- 2.4 The Company Secretary shall be the secretary to the SDC.
- 2.5 The term of office of the Committee members who are the Board is three years, ending in accordance with the term of the Company's directors. At the end of the term, he/she may be reappointed as a member of the Committee by the Board.
- 2.6 The office of a member shall become vacant upon the member's resignation/retirement/removal from the Company or its subsidiaries.
- 2.7 In the event that a member wishes to resign from the Committee, the resigning member shall notify the Committee in writing, with reason.
- 2.8 The Board shall fill any vacancy in the Committee in the soonest possible time.

3. DUTIES, AUTHORITIES, AND RESPONSIBILITIES

The SDC's roles and responsibilities are clearly delineated. The SDC's involvement should cover the following:

- 3.1 To formulate the policies, strategies, goals as well as driving forth sustainability plans to be aligned with the Company's business operation in terms of economic or governance, social and environment in order to sustainably create value to all groups of stakeholders;
- 3.2 To consider and approve any budget related to corporate sustainability activities at the amount of not exceeding Baht 2,000,000.00 (Baht Two Million); otherwise, the Board's approval is required;
- 3.3 To encourage and support the Company's initiatives and activities to achieve the policy of sustainable development;
- 3.4 To oversee, monitor and review sustainable development operation at least once a year as well as push the Company forward to the collaborative working on sustainable development framework with both in and outside the organization;
- 3.5 To advise, encourage and support in terms of appropriate people and resources to ensure the implementation of sustainable development throughout the organization and driving to the right direction; and
- 3.6 To report its operation to the Board.

4. MEETING

- 4.1 The SDC shall meet at least twice a year. Additional meeting can be called as needed;
- 4.2 The other Directors and the executive officers of the Company (and of its group companies) may attend meetings of the Committee only on invitation.
- 4.3 To call a Meeting, written notice with information given the date, the time, the venue and the agenda, must be delivered to the Committee members, at least seven days before the date of meeting, provided that any member may waive the requirement for notice or accept shorter notice of any meeting.
- 4.4 In addition to on-site meetings, the meetings of the Committee may be conducted by means of telephone or audio-visual conferencing or other methods of simultaneous communication by electronic, telegraphic or other means by which all persons participating in the meeting are able to hear and be heard at all times by all other participants.
- 4.5 The quorum for meetings of the SDC requires a majority of the total number of the SDC's members;
- 4.6 In the event that the Chairman is unable to attend the meeting, the Committee's members shall elect one of the attending members to act as Chairman of the meeting.
- 4.7 All decisions of the Committee shall be made via a simple majority of the votes cast. In the event of an equality of votes, the Chairman of the SDC shall have a second or casting vote.
- 4.8 In all of the meetings, if any of the Committee members have duties or special assignments that results in interest or benefit in the matter being considered, such member shall refrain from giving opinion and voting in that matter.
- 4.9 The minutes of meetings of the Committee shall be circulated to all the members of the Committee for approval, and may, if the Chairman of the Committee so decides, be circulated to the other members of the Board for information. Where items must be referred to the full Board for resolution, they will be noted accordingly.

5. REPORTING

- 5.1 The Committee shall update or amend any part of this charter, whenever required, to assure that it is up-to-date and able to sufficiently support the Company's needs. The Board must approve all changes made.
- 5.2 The Committee must provide regular progress reports to the Board as and when required.
- 5.3 The Committee is empowered to call on the Company's staffs, at all levels to attend the Committee's meeting to comment on matters concerned, or to ~~supply~~ submit reports or documents to the Committee upon its request.
- 5.4 The Committee is authorised to engage the service of outside consultants to assist in its work as appropriate. The Company shall be responsible for any cost of expense from such engagement.
- 5.5 The SDC shall provide and ensure that the following details are disclosed in the Company's Form 56-1 One Report:
 - (1) Total number of meetings;
 - (2) Number of meetings each member has attended; and
 - (3) The Committee performance based on its Charter.

6. REMUNERATION

- 6.1 Having regard to the functions performed by the members of the Committee in addition to their functions as Directors, the members of the Committee may be paid such remuneration in respect of their duties on the Committee as shall be fixed by the Board from time to time. For the avoidance of doubt, such remuneration shall be in addition to the fees payable to them as Directors. The remunerations for the members of the Committee shall be the amount approved by the shareholders' meeting.
- 6.2 The members of the Committee who attend the Committee meeting(s) either in person or by means of telephone or audio-visual conferencing or other methods as specified in item 4.4 may be eligible for meeting fees in their capacity as Committee members, as determined by the Board and approved by the shareholders' meeting.

7. SELF-ASSESSMENT

The Committee shall undertake an annual self-assessment of the Committee's performance on group and individual basis. The Committee will consider the results of the assessment for future improvements and report any issues related to its performance (if any) to the Board for acknowledgment.

This Charter is approved by the Board on 27 February 2023.



Mr. Prasert Bunsumpun
Chairman of the Board of Directors

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Thoresen Thai Agencies Public Company Limited**

Revision Record			
Version No.	Date	Created/Modified by	Description and Reason for Change
01	13 August 2019	Corporate Affairs	Initial Copy
02	27 February 2023	Corporate Affairs	To add 2. Committee Structure, 6. Remuneration, and 7. Self-Assessment to align with the good corporate governance