
CORPORATE GOVERNANCE COMMITTEE CHARTER
THORESEN THAI AGENCIES PUBLIC COMPANY LIMITED

1. INTRODUCTION

The Board of Directors of Thoresen Thai Agencies Public Company Limited (the "Company") deemed appropriate to formulate the Corporate Governance Committee Charter in order to gather the compositions, duties, responsibilities, and practices of the Corporate Governance Committee ("Committee") entrusted by the Board of Directors. In addition, it is also to be in line with one of the best practices under the Principles of Good Corporate Governance for Listed Companies 2017 advocated by the Stock Exchange of Thailand. Therefore, the Board of Directors formulated the abovementioned Charter as follows:

This Charter shall be called the "Corporate Governance Committee Charter".

2. COMMITTEE STRUCTURE

- 2.1 Members of the Committee shall be appointed by the Board of Directors from amongst its members.
- 2.2 The Committee shall consist of at least three directors appointed by the Board of Directors.
- 2.3 The Chairman of the Committee shall be elected by the Committee members, and must be an Independent Director.
- 2.4 The Company Secretary shall be the secretary to the Committee.
- 2.5 The office of a member shall become vacant upon the member's resignation/retirement/removal or disqualification as a director of the Company.
- 2.6 In the event that any member wishes to resign from the Committee, the resigning member shall notify the Board of Directors with at least one month's notice in writing, with reason.
- 2.7 The Board of Directors shall fill any vacancy in the Committee within one month or the soonest possible time, and in any event, no later than two months.
- 2.8 The term of office of the Committee members who are Board of Directors 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 again.

3. AUTHORITIES, DUTIES, AND RESPONSIBILITIES

The Committee has a duty to review the Corporate Governance Policy and Code of Business Conduct and to monitor compliance with the policy and practices to ensure consistency with ethical frameworks. The Committee has the following duties and responsibilities:

- 3.1 To consider and review the appropriateness and adequacy of the Company's Corporate Governance Policy and Code of Business Conduct and to regularly update the Corporate Governance Policy.
- 3.2 To monitor and supervise directors and employees' compliance with the Corporate Governance Policy and Code of Business Conduct to ensure alignment with guidelines determined by the Board of Directors and to arrange a system where the Company can receive grievance with regards to Corporate Governance and Code of Business Conduct from stakeholders.
- 3.3 To provide measure of performance evaluation of the Board of Directors, both as a group and on an individual basis, to the Board of Directors, as well as for subcommittees; to participate in the evaluation and to monitor improvements based on results of such evaluation.
- 3.4 To review and recommend an amendment to the scope of work, duties, and responsibilities of the Committee to respond to changing circumstances.

- 3.5 To submit an performance report to the Board of Directors at least once a year.
- 3.6 To perform any other duties as assigned by the Board of Directors.
- 3.7 To ensure that the Committee effectively performs its tasks, the Committee must do the following:
 - (1) Within the scope of its authority, invite executive(s) or supervisor(s) to attend its meeting for clarification purpose or to submit relevant documents.
 - (2) Hire consultants or spend money in any other ways relating to its job at the Company's expense.
- 3.8 To ensure that appropriate and sufficient Anti-Corruption Policy and Measures for business operations are in place.

4. MEETINGS

- 4.1 The Committee shall meet at least twice a year. Additional meeting(s) can be called as needed.
- 4.2 The Chairman of the Committee or any one of the members can call a meeting.
- 4.3 The other directors and executives of the Company (and its group companies) may attend meetings of the Committee only by invitation.
- 4.4 To call a meeting, written notice with information given the date, time, venue, and agenda must be circulated 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.
- 4.5 In addition to on-site meetings, 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.
- 4.6 The quorum for meetings of the Committee requires a majority of the total number of Committee members.
- 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 Committee shall have a second or casting vote.

A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at the meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like forms, each signed by one or more members.
- 4.8 In the event that the Chairman of the Committee is unable to attend the meeting, the Committee members shall elect one of the attending members to chair the meeting.
- 4.9 In all of the meetings, if any of the Committee members have duties or special assignments that result in interest or benefit in the matter being considered, such member shall refrain from voting on that matter.
- 4.10 The minutes of meetings of the Committee shall be circulated to all members of the Committee for consideration and approval, and may, if the Chairman of the Committee so decides, be circulated to the other members of the Board of Directors 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. It must be approved by the Board of Directors.

- 5.2 The Committee must provide regular progress reports to the Board of Directors as and when required.
- 5.3 The Chairman (or in his/her absence, another member) of the Committee shall attend the Company's annual general meeting of shareholders and be prepared to answer any question from the attending shareholders.
- 5.4 The Committee is empowered to call on the Company's employees, at all levels to attend the Committee's meeting to comment on matters concerned, or to supply reports or documents to the Committee upon its request.
- 5.5 The Committee is authorized to engage the service of outside consultants to assist in its work as appropriate. The Company shall be responsible for all the costs and expenses from such engagement.
- 5.6 The Committee shall ensure that the following are disclosed in the Company's Form 56-1 One Report:
 - (1) names of members of the Committee;
 - (2) duties and responsibilities; and
 - (3) number of meetings each member has attended.

6. REMUNERATION

- 6.1 Having regard to the functions performed by members of the Committee in addition to their functions as directors, such members of the Committee may be paid such remuneration in respect of their duties on the Committee as shall be fixed by the Board of Directors 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 members of the Committee shall be the amount approved by the shareholders.
- 6.2 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 4.5 shall be eligible for meeting fees in their capacity as Committee members.

7. SELF-ASSESSMENT

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

The Corporate Governance Committee Charter is approved by the Board of Directors on 13 May 2026.



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	21 December 2011	Corporate Affairs	Initial Copy
02	28 February 2020	Corporate Affairs	To align with the revised Anti-Corruption Policy and Measures dated 30 October 2019
03	8 December 2022	Corporate Affairs	To add 7. Self-Assessment to align with the current operation
04	13 May 2026	Corporate Affairs	Reviewed (no material changes)