

Sustainability Committee Charter



VGI Public Company Limited

Approved on 1 February 2017
Reviewed on 13 February 2023

Introduction

VGI Public Company Limited (the “**Company**”) places an importance on the corporate governance and, thereby realizes that the good corporate governance will sustainably foster the Company’s growth and generate long-term value for the Company and its shareholders. In this respect, to elevate the level of corporate governance and to drive social, community and environmental initiatives including to lay strong anti-corruption foundation for the Company, on 20 March 2015 the Board of Directors passed a resolution to appoint the “Corporate Governance Committee” to consider, determine, review and update Corporate Governance Policy and the Code of Conduct, the Corporate Social Responsibility (CSR) Policy and the Policy and Guideline on Anti-Corruption and Bribery in order to propose to the Board of Directors for consideration and approval, including to ensure the implementation of such policies, handbooks and the relevant guidelines.

The Corporate Governance Committee’s Charter (the “**Charter**”) was accordingly prepared by addressing the Structure of the Corporate Governance Committee, Rules of Meeting of Corporate Governance Committee, including Duties and Responsibilities of the Corporate Governance Committee in order for the Corporate Governance Committee to perform their duties in accordance with the objective of its establishment.

The Company recognized the importance to widen the scope of the Corporate Governance Committee to encapsulate sustainability principles and sustainability goals of the organization in addition to good corporate governance. As such, the Board of Director’s Meeting held on 13 February 2023, resolved to amend the name of “Corporate Governance Committee” to the “Sustainability Committee”, and revised the Charter accordingly.

Structure of the Sustainability Committee

1. The Sustainability Committee shall consist of members who are directors and/or either senior management or external advisors with specialist knowledge and shall be at least three (3) members but shall not exceed five (5) members. The members shall be appointed by the Board of Directors;
2. One (1) of the members of the Sustainability Committee shall act as the Chairman of the Sustainability Committee. The Chairman of the Sustainability Committee shall be appointed by the Board of Directors or the members of the Sustainability Committee;
3. The members of the Sustainability Committee shall hold the office for a term of three (3) years. A member who vacates office is eligible for re-appointment by the Board of Directors;
4. The members of the Sustainability Committee shall vacate office upon:
 - 4.1. vacating office by rotation;
 - 4.2. resignation;
 - 4.3. death;
 - 4.4. vacating office of director due to any reasons set forth in the Company's Articles of Association;
5. In case of a vacancy in the Sustainability Committee, the Board of Directors may appoint the qualified director, senior management, or external advisors with specialist knowledge as a replacement. The replacement member may hold only for the remainder of term of office of the member whom be replaced; and
6. The Sustainability Committee shall have a secretary to assist their performance of duties.

Rules of Meeting of the Sustainability Committee

1. The Sustainability Committee shall hold at least two (2) meetings in each fiscal year. The additional meetings may be called as necessary and appropriate;
2. The quorum for the meeting of the Sustainability Committee shall consist of no less than half of the members;
3. If the Chairman of the Sustainability Committee is not present at the meeting or unable to perform his duties, the members present at the meeting may choose one of the members as the chairman for such meeting; and
4. A resolution of the meeting shall be made by a majority vote. In the case of an equality of votes, the chairman of the meeting shall have a casting vote.

Duties and Responsibilities of the Sustainability Committee

The Sustainability Committee shall have duties and responsibilities as follows:

1. To establish, review and update the Sustainability Vision, Mission and Strategy of the Company and to propose any such recommendations to the Board of Directors;
2. To support and drive cooperation to develop and increase both internal and external stakeholder awareness of sustainable practices and to review the Company's Sustainability Report;
3. To ensure that there are relevant policies and practices in place that are in line with international standard (including but not limited to health and safety, environment, climate change, human rights, workplace rights and policies, compliance, community & social responsibility) that cover the Company and/or its subsidiaries where appropriate;
4. To support value creation for stakeholders by integrating ethical, social and environmental responsibility into its corporate activities;
5. To collaborate with the Risk Management Committee, either directly or via working groups, on assessment of risk management and mitigation in relation to the sustainability matters and development of materiality maps;
6. To consider, determine, review, and update the Company's climate strategy, as well as climate-related risks and opportunities, to be in line with international developments and standards and to propose to the Board of Directors for consideration and approval, and to oversee and monitor the implementation of the Company's climate strategy;
7. To consider, determine, review and update the Corporate Governance Policy and the Code of Conduct to be in accordance with the regulator's practices, and the international standard and to propose the same to the Board of Directors for consideration and approval, and to monitor the implementation of the Corporate Governance Policy and the Code of Conduct;
8. To consider, determine, review and update the corporate social responsibility (CSR) policy and to propose the same to the Board of Directors for consideration and approval, and to monitor the implementation of the corporate social responsibility policy;
9. To consider, determine, review and update the policy and guidelines on anti-corruption and bribery and to propose the same to the Board of Directors for consideration and approval, and to monitor the implementation of the policy and guidelines on anti-corruption and bribery;
10. To report its performance to the Board of Directors and/or the shareholders' meeting;
11. To conduct an evaluation of the performance of the Sustainability Committee on an annual basis and to report the result of the evaluation to the Board of Directors;

12. To appoint working groups to assist the Sustainability Committee in performing its duties and to appoint independent advisors who have knowledge and expertise to provide advice, recommendation, and assistance in performing of its duties; and
13. To perform or undertake any other acts as assigned by the Board of Directors and to perform any other tasks as stipulated by laws or regulations of the governmental authorities.

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