

TIPCO FOODS PUBLIC COMPANY LIMITED AND SUBSIDIARIES
SUSTAINABILITY AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The board of directors meeting, no. 6/2024 on 14 August 2024 approved board of directors charter take effect from 14 August 2024.

Approved by

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(ACM Pongsatorn Buasup)
Chairman

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Objectives

The board of directors appointed sustainability and corporate governance committee to specify policies sustainability to be performance guideline for the board of directors, executives and officers to business of group of companies, continuity business development, increase the value for interested person and control business as well, be transparent, fairly, have a responsibility to society and environment, make the trustworthiness to publics to the business will grow permanently. This charter was made to specify scope, duties of sustainability and corporate governance committee as authorized by the board of directors efficiently, effectively and followed in international standard.

Composition and term of office of sustainability and corporate governance committee

1. The board of directors select and appoint sustainability and corporate governance committee and chairman of sustainability and corporate governance committee.
2. Sustainability and corporate governance committee consists of at least 4 board directors whereas not less than half for independent directors.
3. Sustainability and corporate governance committee shall be skilled, talented, experienced and qualifications.
4. In case that sustainability and corporate governance committee is a director. Sustainability and corporate governance committee shall have term of office as director position period. Sustainability and corporate governance committee left the position might be appointed as necessity and appropriate. Other than leave from the position according to term of office, sustainability and corporate governance committee shall leave from the position as follows:
 - 4.1. Death
 - 4.2. Resignation
 - 4.3. Leave from director position
 - 4.4. The board of directors resolved to leave the position.
5. In case that corporate governance committee is vacant, remaining corporate governance committee perform the duties and the board of directors shall appoint vacating corporate governance committee to replace in the next board of directors meeting, except emergency that is unable to appoint.
6. The Corporate governance committee shall appoint secretary of corporate governance committee.

Authorities and responsibilities of corporate governance committee

7. Specify principles and code of conduct for sustainability and corporate governance committee that is appropriate to the company.
8. Make understanding of sustainability and corporate to the board of directors, executives and support the operations accord with principles and code of conduct for sustainability.
9. Provide and review business ethics for sustainability and corporate governance refers to good practices, international practices, laws and regulations of government and organizations where govern the company.
10. Report the progress and overall achievements of the company related to business ethics and policies compliance of sustainability and corporate governance and offer the way to improve the operations for sustainability and corporate governance.

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11. Assess sustainability and corporate governance committee performance and report the assessment to the board of directors at least once a year.
12. The Sustainability and corporate governance committee has the power to require independent opinions from professional advisers if necessity with expenses of the company whereas employment shall be accordance with the company regulations.
13. Perform other duties as authorized by the board of directors.

Meeting

14. Conduct sustainability and corporate governance committee meeting at least once every three months, in order that there must be at least one half of total number of sustainability and corporate governance committee to constitute a quorum.
15. In case that the chairman of sustainability and corporate governance committee is unable to perform the chairman of the meeting, the chairman of sustainability and corporate governance committee authorize one committee or presenting directors select one perform the chairman of the meeting to replace.
16. The secretary of sustainability and corporate governance committee take responsibility to prepare the meeting, including send invitation and attachment to sustainability and corporate governance committee in advance 7 days before the meeting, except emergency shall convene through other method and a meeting date may be determined faster.
17. Resolution shall take majority vote criteria for directors voting, each director has 1 vote and shall take majority as criteria, if the vote tie, the chair of the meeting shall be the final vote. The secretary of sustainability and corporate governance committee is ineligible to vote.

Charter review

18. The board of directors shall verify and evaluate the sufficient and suitability of sustainability and corporate governance committee charter every year and offer the board of directors for approval.