



**Electricity Generating Public Company Limited
Corporate Governance and Sustainability Committee Charter 2022**

1. Composition

- 1.1 The Board of Directors (“Board”) shall appoint the Corporate Governance and Sustainability Committee, hereafter to be called “CC”, which consists of 5 members comprising 3 independent directors, 1 non-executive director and President.
- 1.2 Committee members shall elect the Chairman of CC among themselves.
- 1.3 The CC shall appoint the secretary as deemed appropriate.

2. Qualifications

- 2.1 The Committee member shall understand and have experience in these aspects: the corporate governance (“CG”), corporate social responsibility (“CSR”), environment and sustainability management as well as be able to apply such knowledge and experience to their duties.
- 2.2 The Member shall be aware of the changes of CG, CSR, environment and sustainability management.
- 2.3 The Member shall have a vision to continually embed the sustainable development in the Company.

3. Term of office

- 3.1 The term of office of each CC member is the same as his or her directorship; or at the discretion of the Board.
- 3.2 In order to maintain continuity, the retired Members may be re-elected.

4. Responsibilities

Scopes of Work covers CG, code of conduct, Anti-Corruption, compliance, CSR, environment and sustainability management in the following aspects cyber security, environmental management, climate change, human right, safety health and environment (SHE), stakeholder engagement and community and society. The duties of the committee include the following;

- 4.1 Endorse to the Board for consideration policies aligning to the rules and regulations issued by the government or regulators such as the Stock Exchange of Thailand and Office of Securities and Exchange Commission including international best practices, as well as biennially review and subsequently revise if necessary or in case of any significant changes.
- 4.2 Establish the Charter of Committee to be proposed to the Board for consideration, biennial review with subsequent revision if necessary or in case of any significant changes.
- 4.3 Endorse objectives and annual plans, to be in line with the strategic plan, for the Board's approval.
- 4.4 Oversee, monitor and appraise quarterly performance to comply with policies, practices, objectives and approved plans.
- 4.5 Encourage, support and advise directors, executives and employees to assure their compliance with the policy, practices, objectives and plans of CG, CSR and Anti-Corruption.
- 4.6 Cooperate with and provide suggestions to subcommittees and working teams in relation to CG, Anti-Corruption, CSR, environment and sustainability management.
- 4.7 Support communication to directors, Management, and employees to assure their awareness and understanding the embedded policies and practices regarding CG, Anti-Corruption, CSR, environment and sustainability management.
- 4.8 Oversee risk assessment and mitigation in the following areas: Anti-Corruption, CSR, environment, and sustainability management, including climate change risks and opportunities.
- 4.9 Evaluate the effectiveness of the Committee annually.
- 4.10 Other issues as assigned by the Board and as stipulated in the Company's regulations and principles

5. Meeting

- 5.1 The CC's meetings will be held on quarterly basis or called as the Committee deems appropriate. Members of the CC may invite any other related parties who are not Committee Members to attend the meeting to provide information or opinion.
- 5.2 If the nominated chairman of the Committee is absent from a meeting, the members shall elect one of the members present to act as an interim chairman.
- 5.3 Each meeting must be attended by at least half of the total Committee Members to constitute a quorum.

- 5.4 Members who have conflicts of interests in an issue being considered may not be involved in its consideration and the vote.
- 5.5 Matters are approved by a majority of the Committee Members who attend the meeting and have a right to vote.
- 5.6 Each Member shall attend the meeting regularly with the attendance rate of at least 75% per year.
- 5.7 If necessary, the Committee's meeting shall be held through electronic devices.

6. Reporting

The CC is accountable to EGCO Board and shall report its activities to the Board at its meeting.

7. Advisors

The CC is authorized by the Board to retain outside counsel, experts and professional advisors, as the Committee deems appropriate, at the Company's expenses.

This Corporate Governance and Corporate Social Responsibility Committee Charter is effective from May 27, 2022.



(Mr. Kulit Sombatsiri)

Chairman

Electricity Generating Public Company Limited

Note: An English version of the Charter has been prepared from the Thai version. In the event of a conflict or a difference in interpretation between the two languages, the Thai version shall prevail.