



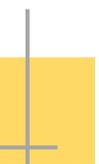
Sakol Energy Public Company Limited

บริษัท สากล เอนเนอร์ยี จำกัด (มหาชน)



Corporate Governance and Sustainability Committee Charter

Sakol Energy Public Company Limited





Corporate Governance and Sustainability Committee Charter

1. Objective

With the purpose of enhancing the Corporate Governance and Sustainability of Sakol Energy Public Company Limited (“The Company”) and to remain in compliance with the corporate governance practice of listed companies, The Company has appointed a Corporate Governance and Sustainability Committee to oversee and support the enterprise Corporate Governance and Sustainability, which is a significant component to support the company to achieve its objectives.

2. Definition

In this Charter

“The Company” means Sakol Energy Public Company Limited

“Board” means Board of Directors of Sakol Energy Public Company Limited

3. Appointment

The Board appoints the Corporate Governance and Sustainability Committee which is composed of at least three directors.

The Corporate Governance and Sustainability Committee must consist of at least 2 independent director and the Chairman of the Corporate Governance and Sustainability Committee must be an independent director. who are appointed by the Board of Directors and have the Corporate Governance and Sustainability Committee appoint a secretary to the Corporate Governance and Sustainability Committee to assist in its work.

4. Qualification

A Committee Member must possess qualifications according to the criteria as follows:

- (1) Is to be a member of the Board of Directors of The Company but neither the Chairman of the Board nor the Chief Executive Officer.
- (2) Is to dedicate sufficient time to perform the Corporate Governance and Sustainability Committee’s duties and responsibilities.
- (3) Independent Committee Members must have qualifications according to the definition of independent director as prescribed in Good Corporate Governance of The Company.

5. Duties and Responsibilities

The duties and responsibilities of Corporate Governance and Sustainability Committee are as follows;

- (1) Corporate governance, Compliance, and Anti-fraud and corruption.

- 1.1 Formulate objectives, targets, strategies, management framework, and assign policy and operational guidelines in line with The Company strategies and targets as well as laws, regulations, national and international practices, and require annual review.
 - 1.2 Provide advice and recommendations to the Board and management on matters dealing with The Company Corporate governance, compliance, and Anti-fraud and corruption, regarding good corporate governance principles, for the formulation of the organization's policies and guidelines in compliance with relevant laws, regulations, criteria, standard, national and international practices.
 - 1.3 Establish the policy and define scope of guidelines for the supervision, support, and monitoring of The Company whistleblowing mechanism dealing with fraud and corruption, and non-compliance with laws and corporate regulations.
 - 1.4 Supervise and monitor the implementation of The Company Corporate governance, operational, compliance, and Anti-fraud and corruption, as well as The Company whistleblowing, and report the outcome to the Board.
- (2) Sustainability Management: SM
- 2.1 Formulate objectives, targets, policies, master plan, strategies, guideline, and sustainability management plan based on Environmental, Social and Governance (ESG) to be in line with The Company strategies and targets, including standards, national and international practices, and require annual reviews.
 - 2.2 Formulate objectives, targets, strategies, management framework on Corporate Social Responsibility (CSR) and assign policy and operational guidelines in line with The Company strategies and targets as well as international practices, and require annual reviews.
 - 2.3 Provide advice and recommendations, be a role model, and support The Company operation to comply with The Company Sustainability Management Policy and successfully fulfill targets, as well as support the Board, management, and employees to efficient comply with The Company Sustainability Management Manual.
 - 2.4 Supervise and monitor the implementation of The Company Sustainability Management (SM) and Corporate Social Responsibility (CSR), and report the outcome to the Board.
- (3) Perform other duties relating as may be assigned by the Board.

6. Term and Remuneration

The term of service of a Committee Member is equivalent to the director's Board term.

In case of any Committee Member's vacates the Office or is unavailable before the expiration of his term of service, the Board must appoint another Corporate Governance and Sustainability Committee Member who is fully qualified to replace the resigning member not later than 3 months as of the date of incomplete composition of the Corporate Governance and Sustainability Committee.

Upon the expiration of a term of service, if there is no appointment of a new Corporate Governance and Sustainability Committee Member, the resigning member has to standby to perform the duty until the arrival of a new Corporate Governance and Sustainability Committee Member.

The resigning Committee Members may be re-appointed for another term.

Besides vacating from office by expiration of term of service, the Corporate Governance and Sustainability Committee member has to resign once he/she cannot possess the qualifications according to Article 4.

The Corporate Governance and Sustainability Committee will receive appropriate remuneration approved by the Shareholders Meetings for their duties and responsibilities and The Company also has to disclose that remuneration in its annual report.

7. Meeting

The frequency of meeting is to be at least 2 times a year.

The Corporate Governance and Sustainability Committee fixes the number of members required to attend a valid at not less than a half of the Committee Members. If the Chairman is absent, the attending committee members must select one Committee member to serve as Chairman for the meeting.

Each decision of the Meeting is exercised by majority vote. Each Corporate Governance and Sustainability Committee Member has one vote. If the votes are equal, the Chairman will have an additional casting vote. The Secretary of the Corporate Governance and Sustainability Committee has no right to vote.

Any Corporate Governance and Sustainability Committee Member who has any personal interest or any conflict of interest in a matter being considered must inform the Meeting and abstain from expressing an opinion and voting on the issue and leave the Meeting room. An exception can be made if the other Committee members vote unanimously to allow such Committee member to stay in the Meeting room to provide information on the issue so that the Committee can deliberate on the issue thoroughly. However, such Committee member is not allowed to vote or make decision on the issue.

The Corporate Governance and Sustainability Committee has the authority to invite the management, or any other concerned parties or other appropriate persons to participate or to explain the concerned subjects in the meeting.

8. Reporting

The Corporate Governance and Sustainability Committee must regularly report to the Board the results of the Meeting or other necessary reports.

9. Effective Date

This Charter came into force in 15th May 2024.

Signed



(Prof. Emeritus Dr. Direk Lavansiri)

Chairman of the Board of Directors

Sakol Energy Public Company Limited