



Charter of the Good Corporate Governance and Sustainable Development Committee North East Rubber Public Company Limited

1. Objective

The Good Corporate Governance and Sustainable Development Committee is established by the Board of Directors to promote, support, and formulate policies on good corporate governance and sustainable development. This aims to elevate the standards of good corporate governance and foster sustainable business growth, considering all stakeholders across the business's value chain, as well as the Company's various practices. This ensures alignment with universal principles of good corporate governance and sustainable development that listed companies should adhere to. Furthermore, it encourages the Company to consider business risks to ensure transparent, efficient, and auditable business management, covering environmental, social, and governance dimensions. It also promotes the disclosure of corporate governance and sustainable development information to reflect true value and worth, thereby fostering an organizational culture that enhances confidence among shareholders, investors, stakeholders, and all relevant parties.

2. Composition, Qualifications, and Term of Office of the Good Corporate Governance and Sustainable Development Committee

- 2.1 The Good Corporate Governance and Sustainable Development Committee shall consist of at least 3 Company Directors, with no less than half being independent directors.
- 2.2 Members must be appointed by the Board of Directors and must possess appropriate knowledge, abilities, experience, and qualifications.
- 2.3 The Good Corporate Governance and Sustainable Development Committee members shall hold office for a term consistent with that of the Board of Directors. Members who retire by rotation may be re-appointed by the Board of Directors.
- 2.4 In the event of a vacancy in the Good Corporate Governance and Sustainable Development Committee, the remaining members shall temporarily perform the duties, and the Board of Directors shall appoint a replacement member for the vacant position at the next Board of Directors' meeting, unless there is a necessary reason preventing timely appointment.

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3. Duties and Responsibilities of the Good Corporate Governance and Sustainable Development Committee

3.1 Duties and Responsibilities regarding Good Corporate Governance

- 3.1.1 Consider and establish objectives, goals, strategies, and management frameworks, along with providing policies and operational guidelines, to align with the Company's goals and strategies, as well as domestic and international laws, rules, regulations, and practices. These shall be reviewed annually.
- 3.1.2 Recommend best practices, provide advice and consultation on good corporate governance, operational risk management and internal controls, compliance with laws, organizational rules and regulations, including anti-corruption and bribery measures, according to the principles of good corporate governance, to the Board of Directors and management. This is to establish policies and practices for the organization that comply with relevant laws, rules, regulations, and criteria, as well as good practices and standards both domestically and internationally.
- 3.1.3 Define policies, set frameworks for oversight, support, and monitor operations related to good corporate governance, operational risk management and internal controls, compliance with laws, organizational rules and regulations, and anti-corruption. This includes receiving complaints, whistleblowing on corruption, and non-compliance with laws and organizational regulations, and reporting to the Board.

3.2 Duties and Responsibilities regarding Sustainable Development

- 3.2.1 Consider and establish sustainable development policies and strategies, and review and improve the Company's sustainable development goals, covering Environmental, Social, and Governance (ESG) dimensions in accordance with appropriate local and international sustainable development principles and standards. This is to achieve the Company's vision, core goals, and business strategies, taking into account the Company's long-term growth and factors affecting sustainability, including opportunities and risks related to the Company's operations, and present them to the Board of Directors.
- 3.2.2 Monitor and oversee the performance of management and the sustainability working group to ensure compliance with sustainability policies for the organization's sustainability. This includes

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holding meetings to monitor progress, inquire about information, provide direction and recommendations to management by integrating these issues into annual strategy and planning, defining appropriate success indicators that reflect performance according to sustainable business strategies, and establishing timelines for monitoring to improve operational guidelines and define future plans.

- 3.2.3 Consider, review, and appropriately and regularly improve sustainable practices and present them to the Board of Directors to achieve the organization's short-term, medium-term, and long-term goals. This involves considering resources across the business value chain, technology, innovation, adaptability to change, and key drivers of strategy, to promote and support the creation of organizational values and culture in both operational and ethical aspects, and to comprehensively and appropriately meet stakeholder expectations in line with international practices and those of the Stock Exchange of Thailand.
- 3.2.4 Support and promote knowledge and skills development for the Board of Directors and various sub-committees to enhance their knowledge and expertise through various formats, focusing on the organization's sustainable operations.
- 3.2.5 Report progress and performance to the Board of Directors regularly.
- 3.2.6 Review and revise the Charter of the Good Corporate Governance and Sustainable Development Committee annually, and if there are significant adjustments, they must be presented to the Board of Directors for approval.
- 3.2.7 Oversee the disclosure of good corporate governance and sustainable development information through the annual report and/or prepare the Good Corporate Governance and Sustainable Development Committee's report within the Company's annual report.
- 3.2.8 Perform other duties as assigned by the Board of Directors.

4. Meetings

- 4.1 The Good Corporate Governance and Sustainable Development Committee must meet at least once per quarter and may hold additional meetings as deemed appropriate by the Chairman of the Committee. A quorum shall consist of no less than half of the members of the Good Corporate Governance and Sustainable Development Committee present at each meeting. The Chairman of

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the Good Corporate Governance and Sustainable Development Committee shall preside over the meeting.

- 4.2 In cases where the Chairman of the Good Corporate Governance and Sustainable Development Committee is unable to preside over the meeting, the Chairman may assign any one member, or the attending members may elect any one member to act as chairman of the meeting.
- 4.3 The Secretary to the Good Corporate Governance and Sustainable Development Committee must attend all meetings. In case the Secretary is unable to attend due to necessary reasons, the Company may assign another person to attend the meeting on their behalf.
- 4.4 Resolutions of the meeting shall be decided by a majority vote of the Good Corporate Governance and Sustainable Development Committee members present and casting votes. Each member shall have one vote. If the votes are tied, the presiding chairman shall cast an additional vote as a deciding vote.
- 4.5 The Committee may invite relevant parties or those deemed appropriate to attend meetings or request clarifications on related matters.
- 4.6 The Committee may invite external persons with knowledge and expertise as consultants to attend meetings at the Company's expense.
- 4.7 Good Corporate Governance and Sustainable Development Committee members who have a conflict of interest in a matter under consideration shall abstain from voting on that matter.
- 4.8 The Secretary to the Committee is responsible for scheduling meetings, preparing meeting agendas, delivering meeting documents, and recording meeting minutes. Meeting invitations and supporting documents shall be delivered at least 7 days before the meeting date, except in urgent cases where the meeting may be notified by other means and supporting documents delivered earlier.
- 4.9 Committee meetings, sending meeting invitations, and supporting documents may be conducted electronically.

5. Reporting by the Good Corporate Governance and Sustainable Development Committee

- 5.1 The Good Corporate Governance and Sustainable Development Committee shall report to the Board of Directors on the outcomes of meetings or discuss any other matters that the Board of Directors should be aware of at the subsequent Board of Directors' meeting.

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5.2 The Chairman of the Good Corporate Governance and Sustainable Development Committee shall inform shareholders in the annual report about compliance with good corporate governance principles and sustainable development.

6. Performance Evaluation

The Good Corporate Governance and Sustainable Development Committee shall conduct an annual self-assessment of its performance and report the evaluation results, along with problems and obstacles that prevented the achievement of the Committee's objectives, to the Board of Directors for their acknowledgment.

7. Director Remuneration

The Good Corporate Governance and Sustainable Development Committee members shall receive remuneration appropriate to their duties and responsibilities, as approved by the Annual General Meeting of Shareholders.

This Charter of the Good Corporate Governance and Sustainable Development Committee was approved by the Board of Directors' Meeting No. 8/2567 on November 7, 2024. It shall be effective from November 8, 2024, onwards.

-Mr. Chanitr Charnchainarong -

(Mr. Chanitr Charnchainarong)

Chairman of the Board of Directors /

Corporate Governance and Sustainable Development Committee

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