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**CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER**

**B.GRIMM POWER PUBLIC COMPANY LIMITED**

The Corporate Governance and Sustainability Committee has been appointed by the Board of Directors to support the Board of Directors' operations in determining the criteria and practices regarding corporate governance, by taking into account of risk, for sustainability in every aspects, covering Economic, Environmental-Social-and Governance (ESG), Digital including Cyber Security, in order to ensure that the organization is in compliance with the good corporate governance as appropriate with transparency for sustainable achievement and assuring trust and confidence of its shareholders and stakeholders.

**1. Composition of the Corporate Governance and Sustainability Committee**

- 1.1 The Corporate Governance and Sustainability Committee shall comprise at least three (3) members, and more than one half of whom must be independent directors, and the Chairman of the Corporate Governance and Sustainability Committee should be an independent director.
- 1.2 The Corporate Governance and Sustainability Committee shall appoint one person to serve as secretary to the Corporate Governance and Sustainability Committee, unless otherwise assigned by the Corporate Governance and Sustainability Committee.

**2. Qualifications of Members of the Corporate Governance and Sustainability Committee**

- 2.1 They shall be qualified without any forbidden trait as prescribed in the laws on the public company, securities and exchange, criteria of the Stock Exchange of Thailand, notification of the Capital Market Supervisory Board and the Securities and Exchange Commission, including any amendments thereto.
- 2.2 They shall be knowledgeable, competent and have experience which are beneficial to B.Grimm Power's business operations and contribute sufficient time to exercise their knowledge and competency and perform such duties, to the fullest extent, in the interests of B.Grimm Power.
- 2.3 They shall be honest, act in good faith and be highly ethical for the purpose of business operations.
- 2.4 They shall not engage in any business, be a partner or director in any other legal entity in the same industry or in competition with B.Grimm Power's business, whether for personal gain or gain of others unless the meeting of shareholders is notified of the matter before a resolution is passed to appoint such directors.

In case that any director engages in any business, be a partner or director in any other legal entity in the same industry or in competition with B.Grimm Power's business, he/she is required to declare such matter to the Board of Directors for acknowledgement in due course.

**3. Scope of Duties, Powers, and Responsibilities of the Corporate Governance and Sustainability Committee**

- 3.1 To prepare the policies with regard to corporate governance, sustainability, risk management, digital technology, cyber security, and anti-corruption as well as code of conduct in accordance with legal framework, rules, regulations and requirements of relevant authorities, in order to propose to the Board of Directors for consideration, approval and announcement as the best practices for directors, management and staff at all levels;
- 3.2 To provide advice on relevant policies and guidelines in order to enhance directors, management and staff to perform their duties and responsibilities in compliance with corporate governance policy, anti-corruption policy, sustainability policy, risk management policy, digital technology policy, cyber security policy, anti-corruption policy and code of conduct;
- 3.3 To provide advice to the Board of Directors and the management in determining guidelines for corporate governance for disclosure of information, management of confidential information to prevent any leak, and confidentiality of information which may affect securities price and secure its financial credibility;
- 3.4 To define guidelines and monitor and report the operations of the organization, support participation of and communication with the shareholders under the corporate governance policy, sustainability policy, risk management policy, digital technology policy, cyber security policy, anti-corruption policy, and other relevant policies for the purpose of reporting to the Board of Directors, stakeholders and external authorities as appropriate;
- 3.5 To monitor that performance assessment of directors, management, and staff is conducted in accordance with corporate governance policy, sustainability policy, risk management policy, digital technology policy, cyber security policy, anti-corruption policy so that the results of the annual corporate governance assessment can be presented to the Board of Directors, together with opinions and necessary suggestions;
- 3.6 To regularly review and revise corporate governance policy, sustainability policy, risk management policy, digital technology policy, cyber security policy, and anti-corruption policy at least once (1) a year to ensure that they are up-to-date and comply with relevant laws, rules, regulations, and requirements;

- 3.7 To provide advices on policies, strategies, work plan and sustainability targets of the organisation prepared by the management, covering the following dimensions, i.e. economic, environmental-social-governance (ESG) including climate change, digital including cyber security, in term of risks and opportunities, before proposing to the Board of Director for consideration and approval. To review and to report to the Board of Directors regarding the performance compliance;
- 3.8 To provide advices on and review the performance in accordance with risk management policy to ensure that the organization manages risks systematically, efficiently, in appropriate procedures, and covering all concerned risks and propose to the Board of Directors for consideration;
- 3.9 To review the Corporate Governance and Sustainability Committee Charter at least once (1) a year to be up-to-date and comply with the laws, rules, regulations and requirements;
- 3.10 To seek consultation with consultants or experts when necessary, the costs incurred thereby shall be borne by B.Grimm Power;
- 3.11 To arrange for the performance assessment of the Corporate Governance and Sustainability Committee and regularly report the assessment results to the Board of Directors at the end of each year;
- 3.12 To establish working groups to carry out various activities as assigned by the Corporate Governance and Sustainability Committee as necessary and appropriate;
- 3.13 To suggest and support directors, management, and staff to have awareness and understanding of the corporate governance, sustainability, risk management, digital technology, and cyber security;
- 3.14 To proceed with any other matters as assigned by the Board of Directors;
- 3.15 The Corporate Governance and Sustainability Committee shall be directly reporting to the Board of Directors in accordance with its assigned duties and responsibilities, whereby the Board of Directors shall remain responsible for B.Grimm Power's operations towards third parties.

#### **4. Meetings of the Corporate Governance and Sustainability Committee**

- 4.1 The Corporate Governance Committee should meet at least once (1) a quarter, and may invite the management or executives or concerned staff of B.Grimm Power or those deemed appropriate by it to attend the meeting so as to share their opinions or provide documents and information as it deems relevant or necessary.

- 4.2 Every meeting of the Corporate Governance Committee shall require the presence of at least two-thirds (2/3) of all members of the Corporate Governance Committee at that time to constitute a quorum.
- 4.3 A member of the Corporate Governance Committee who has any interest in any matter to be considered shall inform the meeting of such interest and shall have no right to vote on such matter.
- 4.4 A resolution of the meeting shall require a majority vote of members of the Corporate Governance and Sustainability Committee who are present at the meeting. Each member of the Corporate Governance and Sustainability Committee shall have one (1) vote. In the equality of votes, the Chairman of the Corporate Governance and Sustainability Committee shall have one (1) vote as a casting vote.

**5. Reporting of the Corporate Governance and Sustainability Committee**

The Corporate Governance and Sustainability Committee shall report its performance to the Board of Directors for information and prepare the Corporate Governance and Sustainability Committee's report for disclosure in B.Grimm Power's annual report.

**6. Assessment of Performance of the Corporate Governance and Sustainability Committee**

The Corporate Governance Committee shall assess and report its performance every year to the Board of Directors.

This Corporate Governance and Sustainability Committee Charter was approved by the Board of Directors' Meeting No. 16/2022 dated 14 December 2022, which is effective from 1 January 2023.

*-Signature-*

(Mr. Pakorn Thavisin)  
Chairman