



CHARTER OF THE SUSTAINABILITY COMMITTEE

Neo Corporate Public Company Limited

Charter of the Sustainability Committee

1. Purpose

The Sustainability Committee was established to consider and formulate policies and provide oversight on sustainability development, ensuring that such policies are appropriate and aligned with the Company's strategic direction and business plans. The Committee also provides advice and promotes the implementation of good corporate governance principles under the sustainability framework, with responsibility toward the environment, society, and all stakeholders.

2. Composition

The Sustainability Committee is appointed by the Board of Directors and shall consist of at least three members, with at least one member being a director of the Company.

The Sustainability Committee shall appoint one of its members who is also a director of the Company to serve as the Chairman of the Sustainability Committee. The Committee shall also appoint a Secretary to the Sustainability Committee to support its operations, including coordinating meeting schedules, preparing meeting agendas, distributing supporting documents for meetings, and recording the minutes of meetings.

3. Qualifications of members of the Sustainability Committee

The Committee members must have the following qualifications:

(1) Each member of the Committee must have knowledge, abilities, honesty, integrity, ethics in business operation and have sufficient time to dedicate knowledge and abilities and perform duties for the Company.

(2) Each member must be impartial and independent in performing duties.

(3) Each member of the Committee must have all required qualifications and possess no prohibited characteristics in accordance with applicable laws. Each member must not engage in any business that is in the same and competitive nature with the Company or become a partner or director in another legal entity operating a business in the same and competitive nature with the Company, whether for his/her own benefit or for others, unless the shareholders' meeting has been informed of the same before resolving to appoint such person.

4. Appointment and term of office

The Board of Directors is responsible for appointing the persons with all required qualifications specified in Section 3 above to be a member of the Committee. The term of office of a member of the Committee is three year and must coincide with his/her term of office as director of the Company (in the event that such member also holds a director position of the Company.) In this regard, the member of the Committee retiring by rotation may be reappointed as member of the Committee.

In addition to retirement by rotation, a member of the Committee ceases to hold office upon:

- (a) cessation to be a director of the Company;

- (b) death;
- (c) resignation;
- (d) a resolution being passed at the Board of Directors' meeting to remove him/her from the position;
- (e) disqualification of a member of the Committee pursuant to this charter or possessing a prohibited characteristic under the law governing public limited companies and as prescribed by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.

Any member of the Committee who wishes to resign must submit his/her resignation letter to the Chairman of the Board of Directors.

In the event that a member of the Committee completes his/her term of office or is unable to serve until the end of his/her term, resulting in the Company having fewer than three Committee members, the Board of Directors must appoint a new member of the Committee to ensure that the required number is met immediately or, at the latest, within three months from the date on which the number of the member falls below the required minimum. This is to ensure the continuity of the Committee's duties. However, the Committee member appointed to replace the former member who left the office for a reason other than retirement by rotation may remain office for the remaining term of the former member whom he/she is replacing.

5. Authorities, roles and responsibilities

- 1) To consider and establish, review, and improve the Company's sustainability policies and targets, ensuring a balanced approach across environmental, social, and governance (ESG) dimensions, while taking into account the interests of stakeholders.
- 2) To oversee operations and provide guidance on matters related to sustainability, including supporting the Board of Directors, executives, and employees in adhering to the Company's sustainability practices.
- 3) To consider and approve the preparation of the Company's sustainability report.
- 4) To appoint and define the roles and responsibilities of the Sustainability Working Group, as necessary (if any).
- 5) To perform any other duties as assigned by the Board of Directors or in accordance with policies prescribed by the Board of Directors.
- 6) To appoint advisors or independent experts to provide opinions or recommendations, as necessary and appropriate.
- 7) To require the management, executives, employees, or any relevant persons of the Company or its subsidiaries to provide opinions, attend meetings, or submit relevant information as necessary.

6. Meetings

- 1) The Committee's meetings must be held as the Chairman of the Committee considers appropriate with a minimum of one meeting per year.
- 2) To convene a meeting of the Committee, the Chairman of the Sustainability Committee or an authorized person must send a meeting invitation notice to all members of the Committee, along with the agenda and supporting documents, at least seven days prior to the meeting date. This is to allow the Committee members sufficient time to study the information. In a case of urgency, to protect the rights and interests of the Company, the meeting invitation notice may be given by other means or an earlier meeting date may be scheduled, as necessary.
- 3) Meetings of the Committee may also be conducted electronically, subject to compliance with the law on electronic meetings and other applicable laws. Such electronic meetings of the Committee must be considered equivalent to physical meetings of Committee as prescribed by law and this charter whereby the Company's head office must be considered the venue of the meeting.
- 4) The Committee may invite relevant persons or other persons it considers appropriate to attend meetings to ask them to clarify relevant matters. It may also invite external persons who have knowledge and expertise to be advisor and attend meetings, at the Company's expense.

7. Quorum and voting

- 1) At the Committee's meetings, at least half of the total number of the Committee members must be present to constitute a quorum. In case the Chairman of the Committee is not present at the meeting or is unable to perform duties, the members of the Committee being present at the meeting must select one member to preside as chairman of the meeting.
- 2) The meeting must make decisions by resolution passed with a majority vote.
- 3) In a voting process, each member of the Committee has the right to cast one vote, except for the member(s) having a conflict of interest in a particular matter who cannot vote on that matter. In the event of a tie in the voting, the chairman of the meeting must cast an additional casting vote.
- 4) The Chairman of the Committee, or the designated member of the Committee, or the secretary to the Committee must be responsible for reporting the outcomes of every meeting to the next Board of Directors' meeting.

8. Evaluation

The Committee must conduct evaluations of its own performance, both individually and collectively, and review the performance of the Committee in the past year, and report the performance evaluation to the Board of Directors at least once a year.

9. Remuneration

The Committee must receive remuneration as approved by the Board of Directors and the shareholders' meeting (if any).

10. Review and modification of the charter

The Committee shall review this Charter of the Sustainability Committee at least once a year to ensure that it corresponds to current circumstances and must propose any necessary amendments or modifications to the Board of Directors for consideration and approval.

This Charter of the Sustainability Committee is effective from 14 August 2024 onwards.

(Mr. Virapan Pulges)

Chairman of the Board of Directors
Neo Corporate Public Company Limited