



**TURNKEY COMMUNICATION SERVICES PUBLIC COMPANY LIMITED**

**Corporate Governance and Sustainability Development Committee Charter**

**P-BOD-031**

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|  | <b>Document Revision Record</b>                                                  |  | <b>Code</b> <b>P-BOD-031</b> |
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| <b>Revision</b> | <b>No.</b> | <b>Date</b> | <b>Page</b> | <b>Description/Details</b>                                                                                                                                          |
|-----------------|------------|-------------|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1               | 1/2024     | 11/11/2024  | 1           | Clause 1. Objectives, revise the wording from ‘Executive Committee’ to ‘Board of Directors.                                                                         |
|                 |            |             | 2           | Clause 4. Appointment and Term of Office: Amend item (5) by revising the wording from ‘Chief Executive Officer or Chairman of the Board’ to ‘Chairman of the Board. |
| 2               | 1/2025     | 13/08/2025  | All         | Change the name from Sustainability Development Committee Charter to Corporate Governance and Sustainability Development Committee Charter.                         |
|                 |            |             | 3           | Clause 5. Powers, Duties, and Responsibilities: Add Corporate Governance responsibilities, Clauses (1)–(8).                                                         |



## **1. Objective**

The Corporate Governance and Sustainability Development Committee has been appointed by the Board of Directors to enhance and oversee the process of driving business sustainability at the organizational level. This ensures that the direction, policies, and strategies of Turnkey Communication Services Public Company Limited (“the Company”) integrate key sustainability frameworks and material issues, with clear guidelines for sustainable development. Personnel at all levels, from directors and executives to employees, are involved in advancing the business towards sustainable growth. This instills confidence among stakeholders that the Company's business group operates based on good corporate governance, maintains competitive capabilities, and develops growth potential along the value chain, regardless of changes in the business environment.

## **2. Composition**

The Sustainability Development Committee members must be company directors and/or executive directors and/or company executives and/or company employees, appointed by the Board of Directors in a number deemed appropriate by the Board. The Board of Directors shall appoint one member of the Sustainability Development Committee as the Chairman of the Sustainability Development Committee.

## **3. Qualifications of Director**

Members of the Sustainability Development Committee must possess the following qualifications:

- (1) They must meet the qualifications and not possess any prohibited characteristics as stipulated by the Public Limited Companies Act and other relevant laws.
- (2) They must have the knowledge, skills, and experience beneficial to the performance of their duties as members of the Sustainability Development Committee and be able to dedicate sufficient time to their duties to ensure the committee's objectives are achieved.
- (3) They must not engage in any business that is of the same nature and competes with the Company's business, nor be partners or directors in other legal entities that engage in the same nature of business and compete with the Company, whether for their own benefit or for the benefit of others, unless they have notified the Company's Board of Directors' meeting prior to the resolution of their appointment.

## **4. Appointment and Term of Office**

(1) The Corporate Governance and Sustainability Development Committee shall be appointed by the Board of Directors.

(2) The Board of Directors shall appoint persons who fully possess the qualifications specified in Clause 3 above to serve as members of the Corporate Governance and Sustainability Development Committee. Each committee member shall serve a term of three (3) years, which shall be aligned with the term of office of the Board of Directors and/or the



Executive Committee (in cases where a member of the Corporate Governance and Sustainability Development Committee also holds the position of director and/or executive). A committee member whose term has expired may be reappointed to serve another term.

(3) In the event that a member of the Corporate Governance and Sustainability Development Committee completes his or her term of office or is unable to continue serving until the end of the term, resulting in the number of committee members falling below three (3), the Board of Directors shall promptly appoint a new member to ensure that the committee has a complete number of members and that the continuity of its duties and responsibilities is maintained.

(4) In addition to the expiration of the term of office, a member of the Corporate Governance and Sustainability Development Committee shall vacate office upon the occurrence of any of the following events:

- (a) Death;
- (b) Resignation;
- (c) Cessation of directorship due to the lack of required qualifications or the existence of prohibited characteristics as prescribed by law (in cases where the individual also serves as a director of the Company); or
- (d) A resolution of the Board of Directors to remove such member from office.

(5) Any member of the Corporate Governance and Sustainability Development Committee who wishes to resign shall submit a written resignation to the Chairman of the Board of Directors at least one (1) month in advance, in order to allow the Board of Directors to consider appointing a replacement for the resigning committee member.

## **5. Power, Duties, and Responsibilities**

### **Corporate Governance**

- (1) To formulate policies and strategic directions on good corporate governance of the Company, including the Code of Business Ethics, and to propose such matters to the Board of Directors for consideration and approval for implementation at all levels.
- (2) To oversee and ensure that the Company's operations, as well as the performance of the Board of Directors, management, and employees, are conducted in accordance with Clause (1).
- (3) To evaluate and review the Company's policies, directions, code of ethics, as well as guidelines or best practices on good corporate governance, to ensure alignment with international standards and recommendations from relevant authorities, and to submit such matters to the Board of Directors for consideration and approval.
- (4) To monitor developments, trends, and benchmarks, and to compare the Company's corporate governance practices with those of leading companies.
- (5) To oversee and promote the continuous and appropriate implementation of the Company's corporate governance policies in alignment with its business operations.



- (6) To provide advice and recommendations to the Company, the Board of Directors, management, and relevant working committees on matters relating to good corporate governance.
- (7) To report on the Company's corporate governance practices to the Board of Directors on a regular basis, and in the event of any significant matter that may materially affect the Company, to report such matter to the Board of Directors without delay for consideration, together with opinions and recommendations for improvement as appropriate.
- (8) To disclose information relating to the Company's good corporate governance practices to relevant stakeholders and in the annual report, subject to prior approval by the Board of Directors.

#### **Social and Environmental Responsibility for Sustainable Development**

- (1) To consider and establish objectives, policies, management approaches for sustainable development, strategies, and sustainability action plans that are aligned with the Company's business operations in economic, social, and environmental dimensions, and to review such policies at least once a year.
- (2) To define short-term and long-term strategies and objectives, including the consideration of material business issues (Materiality) in accordance with international best practices.
- (3) To have the authority to appoint the Sustainability Development Management working team (Sustainability Development Management: SDM) to jointly take responsibility for and carry out sustainability-related activities.
- (4) To oversee and monitor the implementation of sustainability policies, strategies, and action plans through the Sustainability Development Management working team.
- (5) To determine key sustainability issues (Materiality) and provide opinions to the Board of Directors regarding sustainability development policies that are aligned with the Company's good corporate governance framework, for submission to the Board of Directors for approval.
- (6) To promote and support the Company's activities in order to achieve the objectives set forth under the sustainable development management policy.
- (7) To supervise, review, monitor progress, and assess the effectiveness of the implementation of the sustainable development management policy.
- (8) To have the authority to request information from relevant departments and to invite relevant persons to attend meetings in order to provide necessary information.
- (9) To consider and provide recommendations on, and to approve, sustainability development reports for submission to the Executive Committee for approval.
- (10) To review and approve the Sustainability Report prior to its disclosure.
- (11) To report the operating results to the Board of Directors for acknowledgment at least once a year.



- (12) To conduct self-assessments of its performance and the overall performance of the Sustainability Development Committee, as well as to evaluate the adequacy of this Charter on an annual basis.
- (13) To perform any other actions deemed appropriate to ensure that the sustainable development of the Company's group achieves the established objectives, or as assigned by the Board of Directors.

## **6. Meeting**

- (1) The Sustainability Development Committee shall meet as deemed appropriate by the Chairman of the Sustainability Development Committee, but at least once (1) every three (3) months.
- (2) For convening a meeting of the Sustainability Development Committee, the Chairman or a designated person shall send a meeting notice, along with the agenda and supporting documents, to all members of the Sustainability Development Committee at least three (3) days prior to the meeting date. This is to ensure that members have sufficient time to review the information. In urgent cases, to protect the rights or benefits of the Company, the meeting notice may be sent by other means, or the meeting date may be set sooner.

## **7. Quorum and Voting**

- (1) For a meeting of the Corporate Governance and Sustainability Development Committee to be valid, at least one-half (1/2) of the total number of committee members must be present to constitute a quorum. If the Chairman of the Corporate Governance and Sustainability Development Committee is absent or unable to perform their duties, the attending members shall elect one among them to act as the Chairman for the meeting.
- (2) Resolutions of the meeting shall be made by a majority vote.
- (3) Each member has one (1) vote. However, any member with a conflict of interest in a particular matter shall not have the right to vote on that matter. In the event of a tie, the Chairman of the meeting shall have an additional casting vote.
- (4) The Chairman of the Corporate Governance and Sustainability Development Committee shall report the meeting results to the Board of Directors for acknowledgment after each meeting.

## **8. Performance Evaluation of the Corporate Governance and Sustainability Development Committee**

The Corporate Governance and Sustainability Development Committee should conduct a self-performance evaluation at least once a year and summarize the results for submission to the Board of Directors for acknowledgment and consideration.



**Corporate Governance and Sustainability Development Committee Charter**  
Turnkey Communication Services Public Company Limited

This Corporate Governance and Sustainability Development Committee was reviewed and approved by the Board of Directors at Meeting No. 5/2025 on November 12, 2025, and has been effective from November 12, 2025.

*- Kittisak Amornchairojkul -*  
(MR. KITTISAK AMORNCHAIROJKUL)  
Chairman of Board of Directors