
THE CHARTER OF CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE

KCG CORPORATION PUBLIC COMPANY LIMITED

The Charter of Corporate Governance and Sustainability Committee

1. Definitions

"Company"	refers to	KCG Corporation Company Limited Public Company
"Corporate Governance and Sustainability Committee"	refers to	Corporate Governance and Sustainability Committee of the Company
"Corporate Governance and Sustainability Committee Member"	refers to	Member of the Corporate Governance and Sustainability Committee of the Company
"Independent Director"	refers to	Directors who meet the qualifications specified by the Securities and Exchange Commission in Attachment 1 or the qualifications that may specified in the future
"Chairman"	refers to	Chairman of the Board of Directors of the Company
"Chief Executive Officer"	refers to	Chief Executive Officer and Managing Director of the Company
"senior executive"	refers to	Company executives that are defined as "executive" by the Securities and Exchange Commission

2. Objectives

The Corporate Governance and Sustainability Committee is responsible for establishing policies and supervising the business operation for sustainable growth, including code of ethics and code of business conduct for directors, senior executives, and employees. This includes compliance with laws, rules, and the Articles of Association.

The Corporate Governance and Sustainability Committee also emphasizes and aims to promote good innovation, the research and development of products, services, and new innovations, as well as creativity to improve work processes so that they are more efficient, demonstrate social and environmental responsibility, and become the corporate culture which will strengthen the confidence of shareholders, investors, and all related parties.

3. Composition

3.1 The Corporate Governance and Sustainability Committee shall consist of at least 3 company directors and more than half of the Corporate Governance and Sustainability Committee members shall be independent directors.

3.2 The Chairman of the Corporate Governance and Sustainability Committee shall be an independent director. The Board of Directors shall elect a member of the Corporate Governance and Sustainability Committee to be the Chairman of the Corporate Governance and Sustainability Committee. The Board of Directors may consider selecting more than one member of the Corporate Governance and Sustainability Committee to be the joint Chairman of the Corporate Governance and Sustainability Committee.

The Chairman of the Corporate Governance and Sustainability Committee shall appoint a secretary to the Corporate Governance and Sustainability Committee to assist with scheduling meetings, preparing the meeting agenda, delivering meeting documents, and recording meeting minutes.

4. Qualifications

4.1 Has the knowledge and experience necessary to efficiently carry out responsibilities as a member of the Corporate Governance and Sustainability Committee. This includes, but is not limited to, having knowledge and comprehension of corporate governance code and sustainable development.

4.2 Is able to devote adequate time.

4.3 Has a duty of loyalty and is widely regarded as an individual.

4.4 Is decisive and takes appropriate action.

4.5 Performs duties with fairness and without discrimination.

5. Appointment, Term of Office and Dismissal

5.1 Appointment

The Board of Directors shall appoint the members of the Corporate Governance and Sustainability Committee.

5.2 Term of Office

5.2.1 The Corporate Governance and Sustainability Committee has the same term of office as the company director.

5.2.2 In the event that a member of the Corporate Governance and Sustainability Committee who is an independent director retires, they may be reappointed as a director for no more than three consecutive terms or a total of nine years.

5.3 Retirement

5.3.1 In addition to retire by rotation, the Corporate Governance and Sustainability Committee shall vacate office immediately upon:

- (1) Resignation
- (2) Dismissal from the position of a company director
- (3) Lack the qualifications of Corporate Governance and Sustainability Committee
- (4) Resolution of the Board

5.3.2 The Corporate Governance and Sustainability Committee who wish to resign shall submit a resignation letter to the Chairman of the Board and provide a copy of the resignation letter to inform the Chairman of the Corporate Governance and Sustainability Committee for acknowledgement. The resignation shall be effective from the date the resignation letter is received by the Chairman of the Board unless otherwise stated in the resignation letter.

5.3.3 In the event that a position in the Corporate Governance and Sustainability Committee becomes vacant for reasons other than the expiration of the term, the Board of Directors shall appoint a fully qualified person to fill the vacant position so that the number of the Corporate Governance and Sustainability Committee meets the requirement of the Charter. The replacement of the Corporate Governance and Sustainability Committee will only serve for the remainder of the term. The appointment shall be in place within 90 days of the dismissal date.

6. Duties and Responsibilities

The Corporate Governance and Sustainability Committee has duties and responsibilities as follows:

- 6.1 Determine the policies, corporate governance code and sustainable development under corporate governance and social and environmental responsibility to be consistent with the Company's strategies. Supervise and drive the implementation into practice.
- 6.2 Established practice guidelines regarding code of ethics and the code of business conduct for the Company, directors, senior executives, and employees. This includes SET regulations and other laws related to the Company and/or subsidiaries.
- 6.3 Prescribe a policy for giving or receiving gifts, presents, other benefits, or receptions that will not affect the decisions of the Company, directors, senior executives, and employees.
- 6.4 Provide a preventive system for security, safety and occupational health, and the environment as well as monitoring and evaluating the systems.
- 6.5 Supervise and establish a system for disseminating information to consumers, customers, the general public, and related parties in a timely, complete, and accurate manner, without distorting facts.
- 6.6 Support the establishment of mechanisms and enforcement systems for code of ethics, code of conduct, corporate governance, investigation process, and punishment procedures that are transparent, accurate, and fair.
- 6.7 Provide an annual self-assessment system for the entire board, executives, and employees on code of ethics, code of conduct, and corporate governance.
- 6.8 Perform any other tasks as assigned by the Board of Directors.

7. Development

The Board, senior executives, and employees should receive training or participate in activities related to corporate governance code and sustainability development in order to continually enhance their knowledge and experience. The Company is responsible for the expenses.

8. Meetings and Quorum

- 8.1 The Corporate Governance and Sustainability Committee meetings shall be held at least twice a year.
- 8.2 In convening a meeting of the Corporate Governance and Sustainability Committee, the Chairman of the Corporate Governance and Sustainability Committee or the secretary of the Corporate Governance and Sustainability Committee, by delegation of authority, shall deliver a meeting

invitation letter at least seven days prior to the meeting date. In case of emergency, meetings can be convened by other means and scheduled to an earlier date.

- 8.3 The Corporate Governance and Sustainability Committee may, if necessary, hold a meeting via electronic media in accordance with applicable laws (if any). This type of meeting shall be treated the same as a regular meeting in which the Corporate Governance and Sustainability Committee meets at the same location in accordance with the laws and this charter.
- 8.4 To constitute a quorum, at least half of the Corporate Governance and Sustainability Committee shall be present at the meeting.
- 8.5 In the event that the Chairman of the Corporate Governance and Sustainability Committee is absent or unable to perform duties, members of the Corporate Governance and Sustainability Committee that attended the meeting shall elect a member of the Committee to be the Chairman of the meeting.
- 8.6 A majority vote of the Corporate Governance and Sustainability Committee Meeting determines the resolution. One director has one vote. Directors who have a conflict of interest with agenda items are prohibited to vote on the agenda item. In the event of a tie, the Chairman of the meeting shall cast the deciding vote.

9. The Corporate Governance and Sustainability Committee's Report

- 9.1 The Corporate Governance and Sustainability Committee shall report the meeting resolutions and any other reports that the Board should be informed of at the next Board Meeting.
- 9.2 Prepare a performance report signed by the Chairman of the Corporate Governance and Sustainability Committee to be disclosed in the Annual Report according to the corporate governance code and sustainable development.

10. Performance Assessment

The Corporate Governance and Sustainability Committee shall conduct a self-assessment as an individual, and the entire Board in order to report the evaluation results, problems, and obstacles that may impede the achievement of the established goal to the Board of Directors for acknowledgment annually.

11. Remuneration

The Nomination and Remuneration Committee is responsible for determining the remuneration of the Executive Committee and seeking approval from the Board of Directors prior to proposing to the Annual General Meeting of Shareholders for approval.

The Shareholders' Meeting is responsible for determining the remuneration in the form of meeting allowances which may be decided on occasion or remain in effect until changed.

12. Review

The Corporate Governance and Sustainability Committee shall review this charter at least once a year and propose amendments or modifications as it deems appropriate to the Board of Directors for approval.

This charter of the Corporate Governance and Sustainability Committee was approved at the Board Meeting No. 9/2022 on November 1, 2022, and is effective as of the date of approval.

Dr. Chaiwat Wibulsawat

Chairman of the Board

KCG Corporation Public Company Limited

Qualifications of Independent Directors

- 1) Does not hold more than one percent of the total voting shares of the Company, parent company, subsidiary, associated company, or juristic person that may have a conflict of interest. This includes the shares held by the related parties of that independent director (including related parties under Section 258 of the Securities and Exchange Act).
- 2) Is not or has not been a director who is involved in management, staff, employees, consultants who receive a regular salary or is a controlling person of the Company, parent company, subsidiary, associated company, same level subsidiary, and the controlling person or juristic person that may have conflicts of interest with the Company unless they have passed the aforementioned nature for no less than 2 years prior to being appointed as a director.
- 3) Is not related by blood or registration in the form of a father, mother, spouse, sibling, or child with an executive, major shareholder, controlling person, or the person who shall be nominated as an executive, controlling person, or person that will be nominated as an executive or controlling person of the Company or subsidiary.
- 4) Does not have or has had a business relationship with the Company, parent company, subsidiary, associated company, major shareholder, the Company's controlling person, or a juristic person that may have conflicts in a manner that may obstruct their independent judgment. Is not or has not been a significant shareholder or controlling person of the person that has a business relationship with the Company, parent company, subsidiary, associated company, major shareholder, or juristic persons that may have a conflict unless having passed the aforementioned nature for no less than 2 years prior to being appointed to be a director.
- 5) Is not a director who is appointed to be a representative of the Board of Directors, major shareholder, or shareholder that is a related party to the major shareholder of the Company.
- 6) Is not or has not been an auditor of the Company, parent company, subsidiary, associated company, major shareholder, or the controlling person of the Company. Is not a significant shareholder, controlling person, or partner of the audit firm that is the auditor of the Company, parent company, subsidiary, associated company, or major shareholder unless having passed the aforementioned position for at least 2 years prior to being appointed as a director.
- 7) Is not or has not been a professional service provider of any field which includes providing legal advisory services or a financial advisor that receives service fees for more than 2 million Baht per year from the Company, parent company, subsidiary, associated company, major shareholder, or the controlling person of the Company. Is not a significant shareholder, controlling person, or partner of that professional service provider unless having passed the aforementioned nature for no less than 2 years prior to being appointed as a director.

- 8) Does not operate a business of the same nature that competes significantly with the business of the Company or subsidiary and is not a partner in partnership nor a director that participates in the management, employee, consultant that receive a regular salary and holds more than 1% of the total voting shares of other companies which operates in the same business and is in significant competition with the business of the Company or subsidiary.
- 9) Does not have any characteristics that hinder the capability to express independent opinions to the Company's business operations.