

The Corporate Governance and Sustainability Committee Charter

1. Definitions

"The Company"	refers to KCG Corporation Public Company Limited.
"Corporate Governance and Sustainability Committee"	refers to the Corporate Governance and Sustainability Committee of the Company.
"Committee Members"	refers to the members of the Corporate Governance and Sustainability Committee of the Company.
"Independent Director"	refers to a director who possesses the qualifications as prescribed by the Securities and Exchange Commission (SEC), as outlined in Attachment 1 or as may be further prescribed by the SEC in the future.
"Chairman of the Board"	refers to the Chairman of the Board of Directors of KCG Corporation Public Company Limited.
"Chief Executive Officer (CEO)"	refers to the Chief Executive Officer and Managing Director of the Company.
"Senior Executives"	refers to the Company's executives as defined by the SEC under the term "Executive".
"Executives"	refers to individuals who hold the authority to direct, assign tasks, and manage operations effectively to achieve organizational goals.

2. Objectives

The Corporate Governance and Sustainability Committee is responsible for formulating policies and overseeing the Company's governance to ensure sustainable growth. This includes ensuring ethical conduct and a code of ethics applicable to directors, senior executives, and employees, as well as compliance with all applicable laws, regulations, rules, and company policies. The Committee also places importance on and actively promotes good innovation, research, and development of products and services, new innovations, and creative thinking to enhance operational efficiency. It fosters a sense of responsibility toward society and the environment, ultimately embedding these values into the organizational culture. This, in turn, enhances confidence among shareholders, investors, and all stakeholders.

3. Composition

3.1 The Corporate Governance and Sustainability Committee shall consist of no fewer than three (3) members of the Company's Board of Directors, with a majority being Independent Directors.

3.2 The Chairperson of the Committee should be an Independent Director. The Board of Directors shall appoint one of the Committee Members to serve as Chairperson. The Board may also consider appointing more than one member to act as Co-Chairpersons.

The Chairperson shall appoint a Secretary to the Committee to assist in administrative tasks, including scheduling meetings, preparing agendas, distributing supporting documents, and recording meeting minutes.

4. Qualifications

Members of the Corporate Governance and Sustainability Committee shall possess the following qualifications:

4.1 Knowledge and experience necessary to effectively fulfill their roles, particularly with an understanding of good corporate governance principles and sustainable development.

4.2 The ability to devote sufficient time to carry out their duties.

4.3 Integrity, honesty, and a reputation for trustworthiness and general acceptance.

4.4 Courage to make decisions and act in accordance with what is right and just.

4.5 A commitment to fairness and non-discriminatory practices in their responsibilities.

5. Appointment, Term, and Termination

5.1 Appointment

The Board of Directors shall appoint individuals to serve on the Committee.

5.2 Term

5.2.1 Members shall serve for the same term as their directorship on the Board.

5.2.2 Independent Directors may be reappointed but may serve no more than three consecutive terms or a total of nine years.

5.3 Termination

5.3.1 Committee membership shall cease immediately upon:

The Corporate Governance and Sustainability Committee Charter No. 02	Rev. 01 According to the resolution of the Company's Board of Directors Meeting No. 1/2025 dated 17 January 2025	Page 2 / 5
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- (1) Resignation
- (2) Termination from the Board of Directors
- (3) Loss of qualifications
- (4) Resolution by the Board of Directors for removal

5.3.2 A member wishing to resign shall submit a written notice to the Chairman of the Board, with a copy to the Chairman of the Committee. Resignation becomes effective upon receipt unless otherwise stated.

5.3.3 If a position becomes vacant for any reason other than term expiration, the Board of Directors shall appoint a qualified replacement within 90 days. The new appointee shall serve only for the remainder of the predecessor's term.

6. Roles and Responsibilities

The Committee is responsible for:

- 6.1 Establishing governance and sustainability policies aligned with the Company's strategic plan, including responsibility for environmental and climate-related risks and opportunities.
- 6.2 Promoting ethical business conduct and compliance with relevant laws, regulations, and stock exchange requirements, including implementing investigation and disciplinary mechanisms.
- 6.3 Developing policies and practices on insider information, conflict of interest, interest disclosures, anti-corruption, and whistleblowing.
- 6.4 Establishing guidelines on gift and entertainment policies to prevent improper influence.
- 6.5 Overseeing the implementation of safety, occupational health, environmental protection, and human rights policies.
- 6.6 Encouraging innovation and sustainable development and ensuring transparent disclosure of related activities.
- 6.7 Reviewing governance and sustainability-related policies at least once annually.
- 6.8 Promoting annual self-assessments on ethics, conduct, and governance among the Board, executives, and employees.
- 6.9 Performing other duties as assigned by the Board of Directors.

7. Development of Directors, Executives, and Employees

The Company shall support continuous training and development programs for Directors, executives, and employees on corporate governance and sustainable development, with costs borne by the Company.

8. Meetings and Quorum

- 8.1 The Committee shall meet at least twice a year.

The Corporate Governance and Sustainability Committee Charter No. 02	Rev. 01 According to the resolution of the Company's Board of Directors Meeting No. 1/2025 dated 17 January 2025	Page 3 / 5
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8.2 Meetings shall be called by the Chairman of the Committee or the Secretary at the direction of the Chairman, with at least 7 days' notice unless urgency dictates otherwise.

8.3 Meetings may be held via electronic means in compliance with applicable laws and shall be deemed valid as physical meetings.

8.4 A quorum requires more than half of the Committee Members to be present.

8.5 If the Chairman is absent, members present shall elect one among them to act as Chairman.

8.6 Decisions shall be by majority vote; each member has one vote. Members with a conflict of interest in any matter shall not vote on that matter.

9. Reporting

9.1 The Committee shall report meeting results or other relevant matters to the Board at the next Board meeting.

9.2 The Committee shall prepare a performance report, signed by the Chairman of the Committee, for disclosure in the Annual Report in accordance with governance and sustainability reporting standards.

10. Performance Evaluation

The Committee shall conduct an annual self-assessment and report the results and any operational challenges to the Board for review.

11. Remuneration

The Nomination and Remuneration Committee shall propose the remuneration of the Committee members for Board approval, which will then be presented to the Annual General Meeting of Shareholders for final approval. Remuneration shall be in the form of meeting allowances and may be determined annually or until further changes are approved.

12. Charter Review

The Committee shall review this Charter at least annually and may propose amendments or updates for approval by the Board of Directors as deemed appropriate.

This Charter of the Corporate Governance and Sustainable Development Committee was approved by the Board of Directors at Meeting No. 1/2025 held on January 17, 2025, and is effective as of the approval date.

Signed -*Chaiyawat Wibulswasdi*-

Dr. Chaiyawat Wibulswasdi

Chairman of the Board

The Corporate Governance and Sustainability Committee Charter No. 02	Rev. 01 According to the resolution of the Company's Board of Directors Meeting No. 1/2025 dated 17 January 2025	Page 4 / 5
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Qualifications of Independent Directors

1. Shall hold shares not exceeding 1% of the total voting shares of the company. This includes shares held by related persons of the independent director.
2. Shall not be or have ever been an executive director involved in management, employee, salaried advisor, or a person with controlling authority over the company, unless having resigned from such positions for no less than 2 years.
3. Shall have no blood relationship or legal registration relationship with other directors, executives, major shareholders, persons with controlling authority, persons nominated for directorship, senior executives, or controlling persons of the company or its subsidiaries.
4. Shall have no current or past business relationships with the company in a manner that may interfere with independent judgment, including not being a significant shareholder or a controlling person of such business relationships, unless having resigned from such positions for no less than 2 years.
5. Shall not be or have ever been an auditor of the company, nor a significant shareholder, controlling person, or partner of an audit firm that audits the company, unless having resigned from such positions for no less than 2 years.
6. Shall not be or have ever been a professional service provider, including legal or financial advisor, receiving fees exceeding 2 million Baht per year from the company, nor a significant shareholder, controlling person, or partner of such service providers, unless having resigned from such positions for no less than 2 years.
7. Shall not be appointed as a director to represent the company's directors, major shareholders, or shareholders related to major shareholders.
8. Shall not engage in any business that operates in a similar nature and competes significantly with the company or its subsidiaries, nor be a significant partner in a partnership or a director involved in management, employee, salaried advisor, or hold shares exceeding 1% of total voting shares of any other company that operates a similar and competing business.
9. Shall have no other characteristics that impede the ability to provide independent opinions regarding the company's operations.