



## CP ALL Public Company Limited

### Sustainability and Corporate Governance Committee Charter

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#### Objective

The Board of Directors has established the corporate governance policy and anti-corruption policy to ensure that the Company's business operations are transparent, fair to all stakeholders, and socially responsible in order to create public trust, value for all stakeholders and sustainable growth. Thus, the Board of Directors had a resolution to appoint the Sustainability and Corporate Governance Committee and develop the Sustainability Corporate Governance Committee Charter. Therefore, the Sustainability and Corporate Governance Committee can perform their duties as assigned by the Board of Directors in an effective manner and in accordance with international standards.

#### Section I Composition and Qualifications

1. The Board of Directors shall select and appoint the Members and Chairman of The Sustainability and Corporate Governance Committee. The Chairman of the Sustainability and Corporate Governance Committee shall be an Independent Director.
2. The Sustainability and Corporate Governance Committee shall comprise at least three Directors, with a least half being Independent Directors.
3. Members of the Sustainability and Corporate Governance Committee shall have appropriate knowledge, capability, expertise and experience.
4. Members of the Sustainability and Corporate Governance Committee shall have dedication and be able to commit time to perform their responsibilities in the Company in a sufficient and effective manner.
5. Members of the Sustainability and Corporate Governance Committee have a term of office that is concurrent with being a Director of the Company; whereby a Member of the Corporate Governance Committee will cease to hold that position due to the expiration of the current term of office, but can then be re-elected for another term as appropriate.





Additionally, apart from the expiration of the current term of office, a Member of the Corporate Governance Committee will cease to hold the position, in the event of:

- a. Death
- b. Resignation
- c. No longer being a Director or Independent Director of the Company
- d. The Board of Directors of the Company approves to terminate the term of office or to remove from being a Member of the Sustainability and Corporate Governance Committee

In the event that a Member of the Sustainability and Corporate Governance Committee wishes to resign prior to completing the current term of office, the Company should be informed together with the reason for the resignation, so that the Board of Directors can then consider appointing another qualified Director to replace the Member who is resigning.

In the event that a Sustainability and Corporate Governance Committee position becomes vacant for any reason other than the expiration of the term of office, the Board of Directors can appoint a person who possesses all the required qualifications to be a replacement Member of the Sustainability and Corporate Governance Committee within 3 months from the day the position is vacant. The appointed person shall retain office for the remaining term of office of the Member being replaced.

6. The Company Secretary shall also be the Secretary to the Sustainability and Corporate Governance Committee unless the Committee designates otherwise.

## Section II. Authority

The Sustainability and Corporate Governance Committee has the authority to act under the scope of responsibilities as stated in the “Duties and Responsibilities” section and has authority as follows:





1. Authority to summon members of the management or related persons to attend meetings or provide pertinent information on the matters under discussion if necessary
2. Authority to hire consultants or independent persons or experts to provide opinions or advice if necessary

Authority to appoint or determine the roles, duties and responsibilities of sub-committees or working groups to assist with corporate governance in various areas if necessary; Authority to direct and monitor the work of the said sub-committees to ensure that the Company has an effective corporate governance structure in line with the changing business environment, technology and risks

### Section III. Duties and Responsibilities

1. Formulate the corporate governance policy, business ethics and code of conduct, and anti-corruption policy to comply with the laws and regulations of government agencies and regulatory bodies such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) and present to the Board of Directors for consideration and approval
2. Frame policy and guideline on promoting innovation, environmental social responsibility, and sustainable development plan
3. Propose guidelines on corporate governance and anti-corruption to the Board of Directors and provide advice and recommendations to the Board of Directors relating to corporate governance and various anti-corruption practices
4. Oversee and ensure that the Company's Board of Directors and executives act in full compliance with the established corporate governance policy and anti-corruption policy; as well as review and assess, together with relevant Directors and members of the Management group, the results of acting in compliance with the corporate governance policy; and give recommendations on fully complying with the aforesaid policy





5. Review the corporate governance policy, business ethics and code of conduct, anti-corruption policy, sustainability policy, and related guidelines at least once a year to be constantly up-to-date, in reference to the UN Global Compact (UNGC), international guidelines, laws and regulations of government agencies and regulatory bodies such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), and present to the Board of Directors for consideration and approval of amendment
6. Report the results of the various activities undertaken, the results of the assessment of the compliance with the corporate governance policy, anti-corruption policy, sustainability policy, and the key issues relating to corporate governance practices, anti-corruption activities, environmental social responsibility, and sustainable management to the Board of Directors at least two (2) times a year
7. Oversee, ensure and monitor the progress of the activities of the various sub-committees established by the Sustainability and Corporate Governance Committee, and give recommendations and support as necessary
8. Coordinate with various sub-committees and working groups in considering issues related to corporate governance, anti-corruption, environmental social responsibility, and sustainable management and give recommendations as necessary
9. Encourage and support the Company to communicate with Directors, executives, employees at all levels and related parties in an adequate and continuous manner, so that they will all be fully aware of and understand the corporate governance policy and guidelines, business ethics and code of conduct, and anti-corruption policy, sustainability policy, and related guidelines
10. Comply with anti-corruption policy and related guidelines
11. Consider completion of sustainability report, proposing to the Board of Director for approval prior public disclosure
12. Undertake any other activities as seen appropriate and assigned by the Board of Directors

#### Section IV. Sustainability and Corporate Governance Committee Meetings

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บริษัท ซีพี ออลล์ จำกัด (มหาชน) 313 อาคาร ซี.พี.ทาวเวอร์ ชั้น 24 ถนนสีลม แขวงสีลม เขตบางรัก กรุงเทพฯ 10500  
CP ALL PUBLIC COMPANY LIMITED 313 C.P.Tower, 24th Fl., Silom Rd., Silom, Bangrak, Bangkok. 10500 Tel.02-071-9000





1. The Sustainability and Corporate Governance Committee shall meet at least once every quarter. More than half of the Members of the Sustainability and Corporate Governance Committee must be in attendance to maintain a quorum. At every meeting, there shall be at least one Independent Director attending.
2. The Chairman of the Committee may call additional meetings as deemed appropriate or if there is a request by more than half of the Members of the Committee or may call a meeting without prior written notice if the matter is urgent.
3. In case the Chairman of the Committee is absent from the meeting or is unable to perform his/her duty, the Chairman of the Committee may assign a Member to be the Chairman of the meeting or the Members present at the meeting shall elect one of the Members to be the Chairman of the meeting.
4. In case a Member cannot attend the meeting, he/she shall inform the Secretary of the Committee verbally or by written notice.
5. The Secretary of the Committee is responsible for preparing for the meeting including meeting arrangement, agenda and documents. The meeting invitation, agenda and documents are sent to the Members of the Committee at least 7 days prior to the meeting date. In necessary and urgent cases in order to protect the interests of the Company, the meeting may be held by other means and the meeting date may be moved up earlier. The Secretary of the Committee is also responsible for preparing the minutes of the meeting and sending it to Members of the Committee within 7 working days after the meeting date.
6. The agenda of the Sustainability and Corporate Governance Committee Meeting should at least cover the following items:
  - 6.1 Informs matter by the Chairman
  - 6.2 Adoption of the previous minutes of meeting
  - 6.3 Follow-up issues from the previous meeting
  - 6.4 Acknowledge agendas:
    - 6.4.1 New related announcements or laws





6.4.2 Report of the Sustainability and Corporate Governance Committee Self-Assessment Results (once a year)

6.5 Agendas for consideration

6.5.1 Review of the Sustainability and Corporate Governance Committee Charter (once a year)

6.5.2 Review of the corporate governance policy, anti-corruption policy, and sustainability policy (once a year)

6.5.3 Report on the results of the various activities undertaken, the results of the assessment of the compliance with the corporate governance policy, anti-corruption policy, and sustainability policy

6.5.4 Key issues relating to corporate governance and anti-corruption that were found, environmental and social responsibility, sustainability management, and actions for improvement

6.5.5 Plan and operating guidelines of the Sustainability and Corporate Governance Committee

6.5.6 Practices relating to corporate governance, anti-corruption, and sustainable management

6.5.7 Complaints relating to corporate governance, anti-corruption, environmental and social responsibility, and sustainable management

6.6 Others

7. Before the meeting, each Member shall consider the agenda items and see whether he/she has any conflict of interest with any matter for consideration. The Member who has a conflict of interest is not entitled to give opinions and vote on the matter under consideration or shall leave the meeting during consideration of that agenda item.
8. Decisions at the meeting shall be made by majority vote of Members present. Each Member shall have one vote. In the event of a tie vote, the Chairman of the meeting shall have a casting vote. The Secretary of the Committee is not entitled to vote.





9. The committee's vote shall be performed without a meeting. The resolution shall be effective likewise a meeting held where all members of the committee signed endorsement on the particular vote.

#### **Section V. Remuneration**

The Sustainability and Corporate Governance Committee are entitled to receive remuneration from the Company as determined by the Board of Directors and approved by the Annual General Meeting of Shareholders. The structure and composition of the remuneration shall be appropriate with the duties and responsibilities assigned to the Members and shall be at a level that can attract and retain qualified Members or comparable to other companies in the same industry.

#### **Section VI. Self-Assessment**

The Sustainability and Corporate Governance Committee is responsible for conducting self-assessment and reporting the results to the Board of Directors once a year.

#### **Section VII. Charter Review**

The Sustainability and Corporate Governance Committee shall annually review and reassess the adequacy of this Charter, and recommend any proposed changes to the Board of Directors for approval.

#### **Section VIII. Reporting**

The Sustainability and Corporate Governance Committee shall report the results of the various activities undertaken to the Board of Directors at least twice a year and prepare the Sustainability and Corporate Governance Committee Report that is signed by the Chairman of the Committee for disclosure in the Company's annual report.

Approved by the Board of Directors on 11 May, 2016

1<sup>st</sup> Amendment approved by the Board of Directors on 10 November, 2016

2<sup>nd</sup> Amendment approved by the Board of Directors on 21 February, 2019

