



Charter for The Corporate Governance and Sustainable Development Committee  
Thai Wacoal Public Company Limited

1. Objective

The Board of Directors has appointed The Corporate Governance and Sustainable Development Committee to support The Board of Directors' performance in corporate governance.

Corporate Governance To set good corporate governance policy and practices. This is to ensure that the company has conducted business in a transparent and accountable manner, and has fairness to all stakeholders.

Sustainable Development To drive the organization toward sustainable growth including economic, social and environmental dimensions under good corporate governance code, as well as building trust with stakeholders.

2. The Corporate Governance and Sustainable Development Committee's composition and qualifications

The Corporate Governance and Sustainable Development Committee consists of minimum 3 members, namely the Chairman of The Corporate Governance and Sustainable Development Committee and other Corporate Governance and Sustainable Development Committee members, being appointed by The Board of Directors from either company directors, and/or other persons, whereby they are required to possess sufficient knowledge, competency and experiences to ensure efficient supervision for the company and to drive the organization toward sustainability with economic growth, as well as social and environmental responsibility.

3. Term

- 3.1 The Corporate Governance and Sustainable Development Committee has the term of 1 year from the date of appointment by The Board of Directors. Upon term completion, if a new Corporate Governance and Sustainable Development Committee is not yet appointed, said Corporate Governance and Sustainable Development Committee is authorized to carry on with their assignments until a



- 2 -

new Corporate Governance and Sustainable Development Committee is officially appointed. Such appointment of the new Corporate Governance and Sustainable Development Committee is required to be made within 2 months after term completion by the outgoing committee. Outgoing Corporate Governance and Sustainable Development Committee members are eligible for re-appointment.

- 3.2 In the case where the position of Corporate Governance and Sustainable Development Committee member is left vacant due to reasons other than term completion, with such remaining term not less than 2 months, The Board of Directors are required to appoint other person having eligible qualifications to succeed in that position. In such case, the newly-appointed Corporate Governance and Sustainable Development Committee member may only serve out the term remaining for the person he/she succeeds.
- 3.3 The Corporate Governance and Sustainable Development Committee member is relieved of his/her position in the following events :
- A) Upon term completion
  - B) Resignation
  - C) By death
  - D) Upon the resolution adopted by The Board of Directors to remove that person from the position
- 3.4 The Corporate Governance and Sustainable Development Committee member resigning from the position before term completion is required to submit his/her resignation letter stating the reason for resigning to the company at least 1 month in advance.

#### 4. The meetings

##### 4.1 Meeting agenda

The company is required to set the date, time, venue, and agenda for the meeting



- 3 -

at least 7 days in advance, accompanied by adequate meeting documents. Proper written meeting minutes are required to be compiled subsequent to the meeting.

#### 4.2 The number of meeting

The Corporate Governance and Sustainable Development Committee shall convene its meeting at least four times a year, and may convene additional meetings if deemed necessary.

#### 4.3 Meeting attendants

Each meeting by The Corporate Governance and Sustainable Development Committee requires the attendance by not less than half of the total members, in order to form a quorum.

In the case where the Chairman is not present at the meeting or being unable to perform his/her duties, the Vice Chairman will instead act as the Chairman of the meeting. If the Vice Chairman is also not present or being unable to perform his/her duties, another member shall be selected by the meeting to act as the Chairman of the meeting.

#### 4.4 Voting method

The resolution by The Corporate Governance and Sustainable Development Committee's meeting shall be decided by the majority votes of those members present at the meeting.

Each Corporate Governance and Sustainable Development Committee member can cast 1 vote. However, any Corporate Governance and Sustainable Development Committee member having conflict of interests regarding the agenda in process, is not allowed to cast vote for said agenda. In the case of equal votes, the Chairman of the meeting shall cast the deciding vote.

### 5. Authority scope

5.1 Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.





- 4 -

- 5.2 Authorized to summon the management, executive or employees concerned to provide comments or clarification, to take part in the meeting, and to submit documents deemed necessary.

## 6. Duty and responsibility scope

### Corporate Governance

- 6.1 Formulate, review and revise the good corporate governance code, which comprises of good corporate governance policies, the 8 principles of good corporate governance, business ethics, and code of conduct for company directors, executive, and employees, as well as anti-corruption policy and regulations on compliance with the policy in order to be in line with the changes in related business, regulations, announcement, rules, and laws.
- 6.2 Set the operational guidelines in accordance with the good corporate governance code and anti-corruption policy, as well as monitor and provide advice and suggestions in order to enhance the company's corporate governance system continuously.
- 6.3 Promote the good corporate governance code and anti-corruption policy to The Board of Directors, executive, and employees to ensure that it is complied with in all areas of the company's business operations.
- 6.4 Review and revise the charter for The Corporate Governance and Sustainable Development Committee, and submit to The Board of Directors for approval.
- 6.5 Engage in other acts as assigned by The Board of Directors.

### Sustainable Development

- 6.1 Consider and review policies, goals and strategies toward sustainability that cover economic, social and environmental aspects in a balanced manner under the good corporate governance code.
- 6.2 Promote and monitor the implementation of sustainable development (SD).



- 5 -

- 6.3 Promote and support the implementation of the Corporate Social Responsibility (CSR) activities.
- 6.4 Report sustainability progress and performance to The Board of Directors.
- 6.5 Review and revise the charter for The Corporate Governance and Sustainable Development Committee, and submit to The Board of Directors for approval.
- 6.6 Engage in other acts as assigned by The Board of Directors.

Above Charter for The Corporate Governance and Sustainable Development Committee has been approved per the resolution adopted by The Board of Directors' meeting no.4/2022 dated May 11, 2022, and shall take effect from May 11, 2022 onwards. The Charter for The Corporate Governance Committee dated May 11, 2020 shall be repealed.

Manu Leelanuwatana

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(Mr. Manu Leelanuwatana)

Chairman of The Board of Directors