

# The Corporate Governance and Sustainable Development Committee Report

**Dr. Kulpatra Sirodom**

Chairman of The Corporate Governance and Sustainable Development Committee



The Corporate Governance and Sustainable Development Committee of Thai Wacoal Public Company Limited is comprised of the following 4 members:

1. Dr. Kulpatra	Sirodom	Chairman
2. Mr. Boondee	Amnuayskul	Member
3. Miss Karunee	Surai	Member
4. Mrs. Onanong	Saengpumpong	Member

The Corporate Governance and Sustainable Development Committee discharged its duties and responsibilities as assigned by The Board of Directors and specified in the Charter for The Corporate Governance and Sustainable Development Committee. The Committee is responsible for overseeing that the company's business operations are in full compliance with the principles of good corporate governance and that its management practices are transparent with full disclosures and accountability together with equitable treatment for all stakeholder groups, as well as for overseeing the company's sustainable development operations in order to drive the organization toward sustainable growth including economic, social and environmental dimensions under good corporate governance code.

During 2022, The Corporate Governance and Sustainable Development Committee held a total of 4 meetings in which all members attended every meeting in order to carry out its assigned duties and responsibilities and report its performance of duties to The Board of Directors, which activities are summarized as follows:

## 1. Performance of Corporate Governance Duties

- Reviewed the company's good corporate governance principles. This also included to supervise and promote the implementation of the Corporate Governance Code for listed companies 2017 as specified by the Securities and Exchange Commission by applying to suit the business context of the company, as well as monitored the implementation of the good corporate governance principles of The Board of Directors and the Committees, that resulted in the company receiving, in 2022, a '**Excellent**' CG score for the 8<sup>th</sup> consecutive year in the annual CG practices survey of Thai listed companies.

- Supervised the company to have effective anti-corruption measures and reviewed the anti-corruption policy of the company and related regulations on a yearly basis in order to be suitable for the current situation, including reviewed the duties and responsibilities of the Anti-Corruption working group as well as monitored its performances, in order to ensure that the company has in place good corporate governance practices together with a corporate culture in not accept all forms of corrupt practices (whether direct or indirect), as well as conducts its businesses in a fully transparent manner. As a result, in 2022, the company was re-certified as member of Thai Private Sector Collective Action Against Corruption (CAC) for the second consecutive time.

- Approved policy on the report of interest of directors and the management to prevent conflicts of interest by setting guidelines for directors and the management to report their own interests and related persons, including no direct or indirect interest in decision-making.

- Set the criteria and submission period for shareholders to propose meeting agenda and/or nominate candidates to be elected as directors at the 2023 Annual General Meeting of Shareholders in advance starting from 1 - 31 December, 2022.

## 2. Performance of Sustainable Development Duties

- Reviewed policies, goals and strategies toward sustainability that cover economic, social and environmental aspects in a balanced manner under the good corporate governance code, including monitored the sustainable development operations of the management to be consistent with the sustainability strategy and sustainability performance indicators of the company, as well as reported the sustainability performance and progress on to The Board of Directors.

- Reviewed the duty and responsibility of the Sustainable Development Working Group, as well as recommended and monitored the performance of the said working group, including encouraged employees at all levels to understand and realize the importance of business operations for sustainable development in order to jointly drive towards a sustainable organization.

## 3. Performance of Other Duties

- Reviewed the charter of The Corporate Governance and Sustainable Development Committee in order to be a guideline for performing its duties in accordance with good corporate governance principles, related regulations and to be appropriate for the current situation.

- Evaluated the performance of The Corporate Governance and Sustainable Development Committee for year 2022 in order to use the assessment results to improve the performance of The Corporate Governance and Sustainable Development Committee.

The Corporate Governance and Sustainable Development Committee is confident that the company has conducted its business operations in full accordance with the principles of good corporate governance. The Committee is also fully committed to further developing good corporate governance practices on a continuing basis together with conducting its business in a balanced manner according to sustainable development guidelines in terms of economic, social and environmental dimension, which is a key factor in supporting effective business operations of the company together with facilitating the company to receive the trust and confidence of all stakeholder groups. This, in turn, will be a firm foundation for its sustainable growth.



(Dr. Kulpatra Sirodom)

Chairman of The Corporate Governance and  
Sustainable Development Committee