

Corporate Governance and Sustainability

Committee Charter

1. Objectives

The Board of Directors has determined the corporate governance policy and anti-corruption policy to ensure transparency of the Company's business operations, fairness to all stakeholders, and confidence of the public as a whole. This charter has the objective of also sustainably establishing the Company's management practices to advance its growth and create value to all stakeholders' groups. For these reasons, the Board of Directors has deemed it proper to appoint the Corporate Governance and Sustainability Committee, including issuing a Corporate Governance and Sustainability Committee Charter, for the purpose of efficient conduct of their duties on par with international standards.

2. Characteristics and Qualifications

2.1 The Board of Directors shall nominate and appoint the members of the Corporate Governance and Sustainability Committee and its chairman who must be an independent director.

2.2 The Corporate Governance and Sustainability Committee must include at least three members, with two in three of them independent directors, likewise with the chairman who is an independent director.

2.3 Members of the Corporate Governance and Sustainability Committee must be persons of knowledge, experience, and suitable qualities.

2.4 Members of the Corporate Governance and Sustainability Committee must be able to sufficiently and efficiently dedicate their time to the duties of the Company.

2.5 Members of the Corporate Governance and Sustainability Committee each has their term according to their term as the Company Director. Members of the Corporate Governance and Sustainability Committee who retire from their positions may be reappointed as deemed appropriate or necessary.

Other than retirement of their term of office, members of the Corporate Governance and Sustainability Committee shall also retire from position when

- a. they have passed away.

- b. they have resigned.

- c. they are relieved from their positions as directors or independent directors.

- d. they have been voted to retire or to be relieved from their positions through the Board of Directors' resolution.

In the case where members of the Corporate Governance and Sustainability Committee intends to resign before their term comes to an end, they must notify the Company of the reason in order for the Company to nominate and appoint another director with comprehensive qualities as replacement of the resigned.

In the case where a position in the Corporate Governance and Sustainability Committee becomes vacant due to other reasons than the completion of term, the Board of Directors shall appoint a person of comprehensive qualities as a new member of the Corporate Governance and Sustainability Committee within three months from the date of vacancy.

The Company Secretary acts as the Secretary of the Corporate Governance and Sustainability Committee as well, unless the Corporate Governance and Sustainability Committee determines otherwise.

3. Authority

The Corporate Governance and Sustainability Committee holds the authority to operate under the responsibility scope specified in the section on responsibility and operational authority as follows:

3.1 Authority to invite the management department or related persons or the persons it deems fit to join the meetings and ask for clarification or information to be given on related matters as necessary.

3.2 Authority to hire an advisor or independent external individuals or specialists with professional capabilities to provide opinion or advice as necessary.

3.3 Authority to appoint and determine roles, duties, and responsibilities of a sub-committee or a working group to aid in good governance, social responsibility, and sustainability management as necessary. This authority also includes the command and control of the operations of such a sub-committee in order for the Company to practice within the framework of good and effective governance in accordance with the business environment, technology, and changing risks.

4. Duties and Responsibilities

4.1 Determine and review policies and guidelines according to the principles of corporate governance, including the Company's code relating to business ethics and anti-corruption practices. This is for the purpose of the adoption of these principles in forming company regulations for the directors, executives, and employees, so as to be in accordance with corporate governance principles.

4.2 Ensure the formation of policies, goals, strategies, and operational frameworks of the Company which align with the Company's mission in sustainable development. Organize activities for the benefits of society, communities, and



environment. Provide opinion and advice relating to these matters including reviewing operations in the aspect of corporate governance and sustainable development to propose to the Board of Directors as appropriate.

4.3 Ensure the formation of policies and guidelines relating to sustainable development and good corporate governance in accordance with the international standards. This duty includes the Company itself and/or its subsidiaries as appropriate as well, and includes the supervision and monitoring to ensure compliance of such policies and guidelines.

4.4 Supervise, review, examine, offer feedback, give advice, encourage, and support to bring about the compliance with the principles of good corporate governance and sustainable development, including creating understanding and participation of all levels of personnel for any operation to be practicable and consolidated into the same direction.

4.5 Regularly revise and improve on the good governance and sustainable development policy to align with the practices of the supervision body, in order to propose and give suggestions to the Board of Directors.

4.6 Consider and approve matters of strategies, screen the carrying out of activities for society, community, and the environment according to the Company's policy. This is for the purpose of a proposal, including progress monitoring of those activities, to present to the Board of Directors.

4.7 Encourage the Board of Directors and employees to participate in the Company's operations under the policy that promotes the society, community, and environment.

4.8 Follow up on operational results relating to sustainable development and good corporate governance, and report to the Board of Directors.

4.9 Evaluate annual operational results of the Corporate Governance and Sustainability Committee and report the evaluation to the Board of Directors.

4.10 Conduct any other operations tasked by the Board of Directors relating to corporate governance and sustainable development, including activities for society, community, and environment.

5. Meeting

5.1 The Corporate Governance and Sustainability Committee must conduct or call for at least two meetings per annum as they see fit. The Chairman of the Corporate Governance and Sustainability Committee may call for additional meetings on occasion as he sees fit or in the case that not less than half the members of the Corporate Governance and Sustainability Committee has requested for it. He may also call for a meeting without a letter of invitation to settle any such urgent matters.



5.2 At each meeting of Corporate Governance and Sustainability Committee, no less than half of the members currently in office must be present to constitute a quorum. The Chairman of the Corporate Governance and Sustainability Committee must act as the chairman of the meeting as well. In the case that the Chairman of the Corporate Governance and Sustainability Committee is not present at the meeting or cannot perform his duties, the members present at the meeting shall appoint one of the members as the chairman of such meeting.

5.3 The resolution of the Corporate Governance and Sustainability Committee shall be contingent on the majority vote of the directors present which constitutes a quorum. In the case of the votes concluding a draw, the chairman of the meeting shall give the last additional vote as the casting vote.

6. Performance Evaluation

The Corporate Governance and Sustainability Committee has the duty to evaluate their own performance and report to the Board of Directors on a yearly basis.

7. Remuneration

The criteria and form of remuneration payment to the directors shall be decided with consideration to the appropriateness and responsibilities of each director based on their experience, duties, circumstances, economic landscapes, in tandem and comparable with other companies in the same industry. This remuneration shall be approved at the shareholders' meeting on a yearly basis.

This Corporate Governance and Sustainability Committee Charter is an effective from April 29, 2024, onward.