

# **Charter of the Corporate Governance Business Ethics and Sustainability Committee**

## **GMM Grammy Public Company Limited**

### **1. Purpose**

The Board of Directors supports the operations of GMM Grammy Public Company Limited Group ("the Company") to be in accordance with Good Corporate Governance Principles. This includes overseeing the management of the business to align with the defined organizational objectives, goals, and direction, as well as complying with laws and regulations, and conducting business ethically while comprehensively and integrated considering stakeholders across the environmental, social, and governance (ESG) dimensions. This serves to enhance confidence for shareholders, investors, and all stakeholders, as well as increase value and promote the sustainable growth of the Group. Therefore, to achieve these objectives, the Board of Directors initially established the Good Corporate Governance Working Group and the Business Ethics Working Group for the first time in 2004 (subsequently renamed the Corporate Governance and Business Ethics Sub-Committee and the Corporate Governance and Business Ethics Committee, respectively).

Furthermore, the Board of Directors has the intent to promote and support the Company's business operations to be socially responsible (Corporate Social Responsibility : CSR) by integrating sustainability concepts (Environmental, Social and Governance : ESG) into the organization's strategy and operational processes in all dimensions. The Company emphasizes the efficient use of resources, environmental conservation and care, respect for human rights, and strict compliance with relevant laws, rules, regulations, and international standards.

In 2025 (B.E. 2568), the Board of Directors recognized the importance of elevating the corporate governance structure to align with modern and comprehensive governance trends and standards. The ultimate goal is to enhance organizational value, strengthen competitive advantage, and support the stable and sustainable growth of the Group, which will lead to building confidence, trust, and shared value for shareholders, investors, and all stakeholders.

Therefore, the Board of Directors resolved to rename the "Corporate Governance and Business Ethics Committee" to the "Corporate Governance, Business Ethics, and Sustainability Committee" ("the Corporate Governance Committee") to reflect its broader roles, duties, and responsibilities in supporting and overseeing the Group's adherence to good corporate governance policy, code of conduct and business ethics, as well as sustainability operations according to international principles and relevant standards.

## **2. Composition and Qualifications of the Corporate Governance Committee**

### **2.1 Composition of the Corporate Governance Committee**

- 2.1.1 The Corporate Governance Committee is to be appointed by the Board of Directors and has to comprise of not less than three members, who are the Company's directors with the knowledge useful to the good corporate governance of the company's group.
- 2.1.2 The Board of Directors or the Corporate Governance Committee shall select one Corporate Governance, Business Ethics, and Sustainability Committee Member ("the Corporate Governance Committee Member") as the Chairman of the Corporate Governance Committee and appoint a Corporate Governance Committee Secretary to assist in the Corporate Governance Committee's operations, including meeting appointments, preparing the meeting agenda, submitting meeting documents, and recording minutes of meeting. In this regard, in appointing the Corporate Governance Committee Secretary, consideration should be given to persons with knowledge, ability, and experience in performing the above work, including independence in performing duties to assist the Corporate Governance Committee.
- 2.1.3 There must be at least one independent director who is a member of the Corporate Governance Committee.

### **2.2 Qualifications of the Corporate Governance Committee**

- 2.2.1 Being a director of the Company.
- 2.2.2 Fully qualified and does not have prohibited characteristics according to the law on public limited companies, Securities and Exchange Act B. E. 2535 (1992) (as amended), or other relevant laws.
- 2.2.3 Having knowledge, capability, honesty, and sufficient experience to perform duties as the Corporate Governance Committee Member.
- 2.2.4 Not being a person who operates a business with the same nature and is in competition with the Company's and subsidiaries' business or become a partner or director in other entities that operate businesses with the same nature and are in competition with the Company's and subsidiaries' business whether it is for their own benefit or the benefit of another person unless the Board of Directors' meeting is informed before the appointment is resolved.

## **3. Appointment and Term of Office**

- 3.1 The Corporate Governance Committee's members have office terms of 3 years and shall be per the term of office of the Company's directors. When the Corporate Governance Committee's term of office expires, they may be re-appointed to be the Corporate Governance Committee Members.
- 3.2 A retiring member of the Corporate Governance Committee may be eligible for re-appointment to the position, as deemed appropriate by the Board of Directors.
- 3.3 Apart from vacating upon the end of office term stated in Item 3.1, the Corporate Governance Committee's member will retire from the office upon the following conditions:

- 3.3.1 Resign
  - 3.3.2 Death
  - 3.3.3 Terminated from being a director of the Company.
  - 3.3.4 The Board of Directors' meeting resolved to remove them from their positions.
  - 3.3.5 Lack of qualifications to be a Company director or have prohibited characteristics as specified by law.
- 3.4 In the event that a member of the Corporate Governance Committee vacates office due to the expiration of the term or for any reason other than retirement by rotation, resulting in the number of members being less than the stipulated minimum of three persons, the Board of Directors shall appoint a qualified individual who possesses no prohibited characteristics under the law as a new member immediately, or no later than three months from the date the number of members falls below the required number, to ensure continuity in the Committee's operations. The newly appointed member shall hold office only for the remaining term of the member whom they replace.

#### **4. Duties and Responsibilities of the Corporate Governance and Business Ethics Committee**

The Corporate Governance Committee perform its duties as assigned by the Board of Directors. Duties and responsibilities are as follow:

- 4.1 Proposing Good Corporate Governance Policy and a Code of Business Ethics of the company's group to the Board of Directors for approval.
- 4.2 Monitoring and supervising the company's group to ensure that Good Corporate Governance policy and Business Ethics specified by the company are deployed.
- 4.3 Continuously assessing the Corporate Governance Policy and Code of Business Ethics of the company's group to ensure that they comply with international standards and/or recommendations from related government organizations, and propose these findings for approval from the Board of Directors.
- 4.4 Evaluating and proposing a Code of Best Practices to the Board of Directors and/or other sub- committees in the company's group.
- 4.5 Encouraging the dissemination of good corporate governance culture across the organization compliance with the Code of Conduct and Business Ethics, anticorruption, and sustainability management that is understood by employees at all levels of the Company and its subsidiaries.
- 4.6 Consider appointing and defining the roles, duties, and responsibilities of sub-working groups to support corporate governance work, compliance with the Code of Conduct and Business Ethics, prevention of corruption, and sustainability management to be effective and appropriate (if necessary.)
- 4.7 Conduct an annual performance evaluation of the CGC by evaluating the committee and report annual performance to the Board of Directors for consideration.

- 4.8 Prepare a report on the performance of the Corporate Governance Committee, which the Chairman of the Corporate Governance Committee signs to disclose in the Company's annual report (Form 56-1 One Report) in accordance with good corporate governance.
- 4.9 Seek opinions from other professional advisors when deemed necessary at the Company's expense as reasonable.
- 4.10 Perform any other actions as assigned by the Board of Directors or according to policies set by the Board of Directors.
- 4.11 At least once a year, the CGC Charter should be reviewed or amended to be consistent with the circumstances and presented to the Board of Directors for consideration or approval, as the case may be.

Management and departments must report or present information and related documents to the Corporate Governance Committee for operational support of the committee to accomplish the duties assigned.

## **5. Reporting**

The Corporate Governance Committee directly reports to the Board of Directors.

## **6. Meetings / Quorum and Voting**

- 6.1 The Corporate Governance Committee shall hold a meeting when consider as appropriate or at least 2 times a year, and has to call for an extra meeting if necessary. The meeting quorum shall comprise of not less than one-half of the total existing members.
- 6.2 In calling a meeting of the Corporate Governance Committee, the Chairman of the Corporate Governance Committee shall call the meeting. The Chairman or a designated person shall send the notice of the meeting, together with the agenda and supporting documents, to the Committee members in advance of the meeting date. However, in cases of necessity or urgency, notification of the meeting may be made via other methods, or an earlier meeting date may be set.
- 6.3 At a meeting of the Corporate Governance Committee, the presence of not less than half of the total number of Committee members is required to constitute a quorum. All members should attend every meeting; however, if a member is unable to attend due to necessity, they should notify the Chairman of the Corporate Governance Committee in advance.
- 6.4 The chairman of the Corporate Governance Committee shall also be the chairman of the meeting. In case where the chairman of the Corporate Governance Committee is absent, other committee members attending the meeting can select one committee member to be the chairman of the meeting.
- 6.5 The resolution of the Corporate Governance Committee can be made by majority vote. Any committee member who has any interest or benefit in the related matter shall not present any comment or vote in that particular matter.
- 6.6 The Corporate Governance Committee may invite any related personnel to attend the meeting in order to provide relevant information to the committee.

6.7 The Secretary to the Corporate Governance Committee shall attend every meeting to take the minutes. In the event that the Secretary is unable to attend due to necessity, the Corporate Governance Committee may assign another individual to perform such duties as deemed appropriate.

This charter of the Corporate Governance Committee is enforced from December 1, 2025, onwards.

According to the resolution of the Board of Directors' Meeting No.6/2025, held on November 12, 2025.

Announced on December 1, 2025.

(Mr. Paiboon Damrongchaitham)

Chairman of the Board

GMM Grammy Public Company Limited