

# Charter of the Corporate Governance and Sustainable Development Committee

## SVI Public Company Limited

### 1. Objective

The Corporate Governance and Sustainable Development Committee is responsible for supporting the Board of Directors in establishing governance policies, as well as providing guidance and direction on compliance with good corporate governance principles.

The objective is to enhance confidence and credibility among shareholders, investors, and stakeholders, while creating long-term sustainable value for the Company. The Committee emphasizes three fundamental principles:

- Environmental Responsibility (Environmental)
- Social Responsibility (Social)
- Corporate Governance (Governance)

The Company is committed to conducting business responsibly, promoting community well-being, and encouraging directors, executives, and employees at all levels to adopt these principles, including active participation in social responsibility initiatives on a voluntary basis.

### 2. Composition and Qualifications

- 2.1 The Committee shall consist of at least three (3) members who are directors of the Company.
- 2.2 The Board of Directors shall appoint the Chairman and members of the Committee, with more than half being independent directors, and the Chairman must be an independent director.
- 2.3 The Chairman may appoint subcommittees on Corporate Governance and Sustainable Development from among the Company's executives and employees.
- 2.4 The Chairman may appoint a Secretary to the Committee from members of the subcommittees.
- 2.5 Members must be able to dedicate sufficient time and apply their knowledge, expertise, and experience effectively to achieve the Committee's objectives.

### 3. Term of Office and Termination

- 3.1 The term of office shall be aligned with the term of directorship. Members who complete their term may be reappointed by the Board.

3.2 A member shall vacate office upon:

- Expiration of term
- Ceasing to be a director
- Resignation
- Death
- Removal by resolution of the Board

3.3 In case of vacancy for reasons other than term expiration, the Board shall appoint a qualified replacement within three (3) months. The replacement shall serve only the remaining term of the predecessor.

#### **4. Duties and Responsibilities of the Committee**

- 4.1 Review and determine policies, objectives, strategies, and targets related to corporate governance and sustainable development, aligned with material sustainability issues.
- 4.2 Assess and establish approaches to manage risks related to governance and sustainability arising from internal and external factors, and report impacts to the Board regularly.
- 4.3 Propose policies, objectives, strategies, and targets to the Board for approval.
- 4.4 Present key governance and sustainability matters to the Board.
- 4.5 Oversee and monitor the performance of the Corporate Governance Subcommittee and Sustainable Development Subcommittee.
- 4.6 Review the charter, policies, and performance related to governance and sustainability at least once per year, and propose updates to the Board for approval.
- 4.7 Promote awareness and understanding of corporate ethics among executives and employees.

#### **5. Duties and Responsibilities of the Corporate Governance Subcommittee**

- 5.1 Develop goals, policies, and action plans covering corporate governance, business ethics, anti-corruption, risk management (in coordination with the Risk Management Committee), and compliance (GRC), for submission to the Committee.
- 5.2 Promote and support governance practices in line with Company policy and targets.
- 5.3 Review and update governance policies and plans in line with business conditions, legal requirements, international best practices, and stakeholder feedback.
- 5.4 Monitor and evaluate governance performance to ensure effectiveness and efficiency.
- 5.5 Promote compliance with governance policies across all levels of the organization.

- 5.6 Oversee governance disclosures in the annual report and other required reports.
- 5.7 Prepare and/or review the subcommittee charter for approval.
- 5.8 Report performance to the Committee at least twice per year.
- 5.9 Perform other duties as assigned.

## **6. Duties and Responsibilities of the Sustainable Development Subcommittee**

- 6.1 Develop sustainability (SD) goals, policies, and action plans for submission to the Committee.
- 6.2 Promote and support sustainability practices aligned with Company policy and benchmarked against leading organizations.
- 6.3 Review and update sustainability strategies in line with business conditions, legal requirements, international standards, and stakeholder expectations.
- 6.4 Monitor, evaluate, and report progress on sustainability performance to the Committee regularly.
- 6.5 Promote implementation of sustainability policies across all levels of the organization.
- 6.6 Oversee sustainability disclosures in the annual report and sustainability report.
- 6.7 Prepare and/or review the subcommittee charter for approval.
- 6.8 Report performance to the Committee at least twice per year.
- 6.9 Perform other duties as assigned.

## **7. Meetings and Reporting**

- 7.1 The Committee shall meet at least twice per year, and the Secretary shall record minutes of meetings.
- 7.2 A quorum requires attendance of at least half of the total members.
- 7.3 The Committee may invite management or relevant persons to attend meetings or provide information.
- 7.4 Resolutions shall be passed by majority vote. In case of a tie, the Chairman shall have a casting vote.
- 7.5 Members with a conflict of interest in any matter shall not participate in discussion or voting on that matter.
- 7.6 The Committee shall report corporate governance and sustainability matters to the Board at least once per year.
- 7.7 Meetings may be conducted via electronic means in accordance with applicable regulations.

## 8. Performance Evaluation

The Committee shall conduct an annual self-assessment of its performance and report the results to the Board of Directors.

(Dr. Petch Chinabutr)

Chairman of the Corporate Governance and Sustainable Development Committee

This Charter shall be effective from November 26, 2025.

Announced on November 26, 2025.