



PRUKSA

Corporate Governance Committee Charter

Pruksa Holding Public Company Limited



Corporate Governance Committee Charter

This Charter is prepared for the Corporate Governance Committee to understand the objectives, scope of authority and responsibilities of the Corporate Governance Committee. The Corporate Governance Committee has amended the charter to comply with The Principles of Good Corporate Governance for Listed Companies 2017 and other regulations. This charter was approved by the Board of Directors of PrukSA Holding Public Company Limited in the meeting of 1/2018 on 25 January 2018 and should replace the charter of the Corporate Governance Committee dated 11 July 2016 accordingly.

1. Purpose

As the Board of Directors has issued a policy on corporate governance for the Company to operate businesses with transparency and fairness to all stakeholders, aiming to build confidence among the public in support of the Company's sustainable growth policy which will greatly to create value for business and sustainable society. The Board of Directors has therefore resolved to appoint a Corporate Governance Committee, as well as its charter, to determine its mission, duties and responsibilities, composition, term in office, and meetings, to provide operating guidelines for the Corporate Governance Committee, in line with the generally-accepted good corporate governance principles, not contradictory to all the laws adhered to by the Company.

2. Composition and qualifications of the Corporate Governance Committee

- 1) Being a director of the Company and appointed by the Board of Directors
- 2) Comprising at least three directors, with at least one half of them being an independent director
- 3) The Board of Directors shall appoint one of the Corporate Governance Committee as the Chairman of the Corporate Governance Committee
- 4) For independence of the performance of duty and expression of opinion, the Chairman of the Corporate Governance Committee should be an independent director

3. Office term

A Corporate Governance Committee member has an office term of three years, expiring with the directorship's term, and upon completing an office term, a Corporate Governance Committee member may be re-appointed by the Board of Directors.

In addition to completing an office term as mentioned above, a Corporate Governance Committee member may vacate office upon

- 1) Death
- 2) Resignation

- 3) Lack of the qualifications of a company director or having a prohibited characteristic as specified by law on public limited companies or having a characteristic indicating a lack of appropriateness in respect of trustworthiness in managing a business whose shares are held by public shareholders as specified in Section 89/3 of the Securities and Exchange (4th revision) B.E. 2551.
- 4) Removal by a meeting resolution of the Board of Directors.

In case a Corporate Governance Committee member wishes to resign, he/she shall submit a resignation letter to the Chairman of the Board of Directors.

In case of a vacancy in the Corporate Governance Committee due to a reason other than completing an office term, the Board of Directors shall appoint a person who is qualified and not prohibited by law to fill the vacancy. In case the remaining term of the vacancy is less than two months, the Board of Directors may choose not to appoint a person to fill the vacancy. The term of the director appointed to fill the vacancy shall be equal to the remaining term of the Corporate Governance Committee member being replaced.

4. Authority

- 1) To define objectives and the main goal of the business for sustainable purpose.
- 2) To consider, review, and present the following policies for the Board of Directors' approval. Such policies are Corporate Governance Policy, Code of Conduct, Corporate Social and Environmental Responsibility Policy, Sustainable Development Policy and any practice for supporting the Company's operation as a leader who create value for sustainable business in compliance with corporate governance, transparency, fairness, and sustainable growth.
- 3) To supervise and ensure that the aforementioned policies/practices are continually executed by the Management and the aforementioned by encouraging innovation and business practices responsibility. Policies/ Practices must be appropriate and consonant with the Company's business, recommendations of regulatory unit or relevant unit, and international standards.
- 4) To monitor, review and ensure that systems in the organization comply with code of conduct and best practices as defined.
- 5) To monitor and command in the event that management division or employees do not comply with policies and practices as defined.
- 6) To monitor and report the organization's performance, encourage participation and communication with shareholders as said in Corporate Governance Policy and relevant policies to the Board of Directors and external organizations as appropriate.
- 7) To oversee the investigation, compliance hotline over the issue that do not comply with the rules, regulations, laws governing the conduct of company's business.
- 8) To perform other duties as assigned by the Board of Directors



5. Responsibility

The Corporate Governance Committee is directly responsible to the Board of Directors under the scope of authority and responsibility given in this charter and the Board of Directors is responsible for the Company's business operations to outsiders.

6. Meeting

- 1) To hold meeting of the Corporate Governance Committee at least four meetings per year.
- 2) In calling a meeting, the Chairman of the Corporate Governance Committee or the Secretary of the Corporate Governance Committee, as assigned, shall send a written meeting notice to Corporate Governance Committee members at least seven days in advance of the date of the meeting, except in case of urgency, for the benefits of the Company, a meeting notice may be made otherwise, with an earlier date.
- 3) A Corporate Governance Committee member who has a stake in any matter shall not be present at the meeting and shall not exercise the voting right on that matter.
- 4) The Corporate Governance Committee may invite other persons such as the Chief Executive Officer, the Chief Operating Officer, Managing Director, Senior Executive Vice President Officer, Executive Vice President Officer, Heads of Divisions and/or Related Personnel to join meetings as appropriate and may consider organizing separate meetings with such other persons in case there are specific points for discussions.

7. Quorum

- 1) In a meeting of the Corporate Governance Committee, there shall be at least one half of the number of the Corporate Governance Committee members to form a quorum. In case the Chairman of the Corporate Governance Committee is not present at a meeting or is not capable of performing the duty, the attending members of the Corporate Governance Committee shall elect among themselves one member to chair the meeting.
- 2) In a meeting, a resolution shall be passed by a majority of the votes with one member of Corporate Governance Committee having one vote. In case of a tie vote, the chairman of the meeting shall cast one more vote as the casting vote.

8. Reporting

The Chairman of the Corporate Governance Committee shall prepare the Corporate Governance Committee's minutes of meetings and a summary report of operating results for submission to the Board of Directors.



This charter is effective from January 25, 2018 onward.

(Dr. Pisit Leehtam)
Chairman of the Board of Directors
Pruksa Holding Public Company Limited

Note: The English translation of the Corporate Governance Committee Charter is for the purpose of understanding by foreigners; only the Thai version of the texts is legally binding.