

CHARTER OF CORPORATE GOVERNANCE AND SUSTAINABILITY DEVELOPMENT COMMITTEE

1. Objectives

The Corporate Governance and Sustainability Development Committee is a board of directors of the sub-committee appointed to support the company's board of directors in their duties of supervisory control, follow-up and to give their ideas on the company's Sustainability's development so to ensure that the company has an appropriate management of the environment, society and governance (ESG).

2. Components

- (1) The Corporate Governance and Sustainability Development Committee consists of at least three (3) directors
- (2) To have the company's board of directors or the Corporate Governance and Sustainability Development Committee choose one (1) of the member to do the administration and management of the Sustainability and that he holds the position as Chairman of the Corporate Governance and Sustainability Development Committee and {to appoint a secretary to the Corporate Governance and Sustainability Development Committee} so to assist the operations of the Sustainability Administration and Management board of directors as to what is related to the scheduling of the meetings, the preparing of agenda of the meetings, the sending of integrated documents which are parts of the meetings and the records of the meetings

3. Qualifications of the Member of Corporate Governance and Sustainability Development Committee

The Member of Corporate Governance and Sustainability Development Committee has to have the following qualifications

- (1) To be a company's director
- (2) Have knowledge, capability and loyalty and adequate experiences so to be able to perform his duty in the status of Member of Corporate Governance and Sustainability Development Committee

4. The appointment and the term of tenure of the position

To have the company's board of directors appoint the Member of Corporate Governance and Sustainability Development Committee whereby the incumbent has a tenure to hold his position once for three (3) years and that this is to be according to the term of director's tenure; however, the Member of Corporate Governance and Sustainability Development Committee who has been released from his position due to his term may be re-appointed as Member of Corporate Governance and Sustainability Development Committee.

In the case that the Member of Corporate Governance and Sustainability Development Committee's position comes to term or not, he may hold on to the position until his due term; this would then result in the number of Sustainability Administration and Management directors to be less than three

(3) persons ; to have the company's board of directors appoint the new Member of Corporate Governance and Sustainability Development Committee in the appropriate time, so that there is a continuity in the execution of duties of the Sustainability board of directors

The Member of Corporate Governance and Sustainability Development Committee may be released from his position due to the following

- (1) Released from being the company's director
- (2) Death
- (3) Resignation
- (4) Term of his tenure as Sustainability Managing Director
- (5) Lacking the qualifications to be the Member of Corporate Governance and Sustainability Development Committee according to the Corporate Governance or having any forbidden nature according to the Royal Act on the public listed companies B.E. 2535 (with additional adjustments) and the Royal Act on the Stock Exchange Commission and Securities Market B.E. 2535 (including the additional adjustments)
- (6) A resolution to be released from the position from the board of directors' meeting

5. Duties and Responsibilities

- (1) To give advice to the company's board of directors on the topics of strategy, business plan and guidelines on the administration and management of the environment, society and the supervisory control
- (2) To review the policies, objectives and business performances on the administration and management of the environment, society and the supervision of the business
- (3) Together with the board of directors to manage the risks related to the review and to follow-up the risks from the administration and management of issues on the environment, society and the supervision of the business
- (4) To consider reviewing the disclosure of important information related to the administration and management on the environment, society and the supervision of business according to the specifications criteria and to that other related sectors personnel be informed
- (5) To suggest, give opinion on issues related to the administration and management of the environment, society and supervision of the business and to adjust the policies on the Sustainability Administration and Management services
- (6) To consider and review, study, follow-up the changes and the trends on topics of administration and management of the environment, society and the supervision of the business
- (7) To evaluate the performance of duties of the Corporate Governance and Sustainability Development Committee so to present to the company's board of directors to be considered including the preparation of reports to the Corporate Governance and Sustainability Development Committee
- (8) To revise and to adjust the charter of the Corporate Governance and Sustainability Development Committee so that this corresponds to the situation of at least one (1) time per year and to report

to the corporate board of directors so that they are informed or that they would consider depending on the case

- (9) To be able to give independent ideas from those of the other professional consultants if necessary whereas that these are to be at the company's reasonable expenses whereby the information is allowed to be disclosed and that the independence of the consultants is to be placed in the yearly report (if any)
- (10) To proceed with whatever that has been designated by the company's board of directors or from what the later specified
- (11) Recommend and review environmental policies, covering greenhouse gas emission reduction targets, energy management, and adaptation to climate change risks.
- (12) Assess climate change's risks and opportunities, based on global reporting frameworks, to ensure the company understands and can appropriately manage these issues.
- (13) Monitor and review climate action plans such as renewable energy use, energy efficiency improvement, sustainable supply chain management and low carbon project development.
- (14) Report progress to the Board of Directors periodically, along with recommendations for improving the organization's strategic direction to align with changes in the environmental context and regulations both domestically and internationally.
- (15) Promote communication and disclosure to stakeholders on climate change impacts, including transparent disclosure of ESG and sustainability information.

6. Meetings

- (1) To have the meeting of the Corporate Governance and Sustainability Development Committee according to what the Chairman of the Corporate Governance and Sustainability Development Committee sees appropriate and to have the meeting of at least one (1) time per year
- (2) In the calling of the meeting the Corporate Governance and Sustainability Development Committee to have the Chairman of the Corporate Governance and Sustainability Development Committee or other delegated person to send out the document on the calling of the meeting as well as the agenda and other documents consisted to the meeting itself; each Member of Corporate Governance and Sustainability Development Committee is to be informed of not less than three(3) days prior to the meeting whereby this could be sent via electronic mails ; however, in order for the Member of Corporate Governance and Sustainability Development Committee to have time to study the information adequately except for urgent cases, so to upkeep the right or the benefit of the company, then it is possible to notify the meeting in other ways or that the date of meeting be specified earlier anticipated
- (3) The meeting of the Corporate Governance and Sustainability Development Committee may be arranged through electronics means; however, this said meeting is to proceed according to the law, regulations and announcements, specifications or related allowed criteria

7. People Attending and Voting

- (1) In the meeting of the Corporate Governance and Sustainability Development Committee, the Member of Corporate Governance and Sustainability Development Committee have to participate in the meetings of not being less than the overall number of Member of Corporate Governance and Sustainability Development Committee attendees is considered to be complete for the meetings. In the case that the Chairman of the Corporate Governance and Sustainability Development Committee is not present at the meeting or is not able to carry out his duty, then one of the other Member of Corporate Governance and Sustainability Development Committee is to choose one of the Member of Corporate Governance and Sustainability Development Committee to perform his duty as Chairman in the meeting.
- (2) The analysis to form a final decision of the meeting is to take the majority of votes
- (3) In voting each of the Member of Corporate Governance and Sustainability Development Committee would cast one (1) vote each except for the Member of Corporate Governance and Sustainability Development Committee whose has vested interests shall have no right to cast the vote on that particular item; however, if the vote is equal, then the Chairman would cast his additional vote so that this be the vote to arbitrate
- (4) That the Chairman of the Corporate Governance and Sustainability Development Committee or the person designated by the Chairman of the Corporate Governance and Sustainability Development Committee has to report and inform the results of the meeting in the next meeting

The Charter of the Corporate Governance and Sustainability Development Committee is to be effective from the date of 13 August 2025 onwards.

(Mrs. Rosanna Suchaovanich)

Chairman of the Board of Directors

Bangkok Ranch Public Company Limited