



Plan B Media Public Company Limited

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CHARTER OF THE CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE

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1. Objective

The Board of Directors appoints the Corporate Governance and Sustainability Committee to promote, support, and elevate the standards of corporate governance practices and develop sustainable business practices that consider stakeholders throughout the business value chain. The Committee also pushes the Company to consider comprehensive business risk issues in the environmental, social, and governance (ESG) dimensions. Additionally, it promotes the disclosure of corporate governance and sustainable business development information to reflect the company's true value and worth.

The Corporate Governance and Sustainability Committee is responsible for supporting the Board of Directors in overseeing matters related to corporate governance and sustainability, including human rights, community, social responsibility, occupational health and safety, climate change impact, and others. Therefore, the Board of Directors deems it necessary to establish this Corporate Governance and Sustainability Committee Charter.

2. Definition

- "Charter" means the Charter of the Corporate Governance and Sustainability Committee
- "CGSC" means the Corporate Governance and Sustainability Committee
- "BOD" means the Board of Directors of Plan B Media Plc.
- "SET " means the Stock Exchange of Thailand.
- "Company" means Plan B Media Plc.
- "Subsidiary" means a subsidiary as defined by the Securities and Exchange Commission.
- "Executive" means an executive as defined by the Securities and Exchange Commission.
- "Management" means executives holding the position of Vice President or equivalent and above.
- "SEC" means the Office of the Securities and Exchange Commission.

3. Composition and Qualifications

1. The CGSC comprises at least three company directors and/or executives appointed by the BOD. At least one member must be an independent director, and the chairman of the CGSC should also be an independent director.
2. Members of the CGSC should be knowledgeable, experienced, and have the appropriate corporate governance skills to fulfil their duties effectively. They should be able to dedicate sufficient time to the CGSC's work and clearly understand their roles, responsibilities, and

the importance of sustainable corporate governance. This will ensure that the CGSC can effectively support the BOD in achieving its objectives.

3. Members of the CGSC should not be individuals who are engaged in businesses that are the same as or compete with the Company's business or its subsidiaries, nor should they be partners or directors of other legal entities that are engaged in businesses that are the same as or compete with the Company's business or its subsidiaries, whether for their benefit or the benefit of others. However, they may be appointed if they disclose such interests to the BOD before their appointment.

4. Appointment, Term of Office, Retirement

Appointment

1. The BOD appoints the member of the CGSC
2. The BOD shall appoint one member of the CGSC to serve as the Chairman. The Chairman should be an independent director. However, the BOD may appoint a non-independent director as Chairman if it determines that the individual possesses the requisite knowledge, experience, and qualifications and that their appointment will not compromise their ability to act independently and provide unbiased opinions.

Term of Office

1. CGSC members serve for the same term as their membership on the BOD. If they are not members of the BOD, their term of office is three years.
2. Members of the CGSC may be reappointed for another term as deemed appropriate by the BOD.
3. If a CGSC position is vacant due to reasons other than the end of the term, the BOD shall appoint a qualified individual to fill the vacancy to ensure that the CGSC maintains the required number of members. The substitute member can be in the position only for the remaining term of the member they replace.

Retirement

1. In addition to retirement by the end of the term, members of the CGSC can be vacated with
 - Death
 - Resignation

- The BOD meeting resolved to remove them from office. (for CGSC members who are also the company's director)
 - Lacking qualifications or having prohibited characteristics according to the law or company regulations. (for CGSC members who are also the company's director)
 - The court orders (for CGSC members who are also the company's director)
2. If a member of the CGSC wishes to resign from the position, he/she shall submit the resignation letter to the Chairman of the BOD. The resignation shall take effect from the date the Chairman receives it unless the resigning member specifies a later effective date in the resignation letter.

5. Meetings

1. The CGSC meeting shall be held at least twice a year. The CGSC may call additional meetings as needed. A quorum for a meeting shall consist of at least half of the total number of CGSC members.
2. The CGSC members should attend all meetings unless prevented by unavoidable circumstances. In such cases, they should notify the Chairman of the CGSC in advance.
3. The Chairman of the CGSC shall preside over meetings. In the absence of the Chairman or if the Chairman cannot perform their duties, the CGSC members present shall elect one of the CGSC members to serve as the acting Chairman.
4. Resolutions of the CGSC shall be made by majority vote. However, the CGSC members with a conflict of interest in the matter under consideration shall not participate in the discussion and shall not have the right to vote.
5. Notice of CGSC meetings shall be sent to CGSC members at least seven days before the meeting date. Alternative notification methods or earlier meeting dates may be used in exceptional or urgent circumstances. The CGSC secretary or their designee shall be responsible for recording the meeting minutes.
6. The CGSC may invite relevant individuals to attend its meetings to provide information to the Committee.

6. Scope of Duties and Responsibilities

The CGSC plays a crucial role in promoting and overseeing the organization's journey towards sustainability. It ensures the company's business operations align with its sustainability policies, strategies,

and materiality frameworks. The CGSC also establishes clear guidelines for sustainable development, fostering engagement among all stakeholders, from company directors and executives to employees, in driving sustainable business growth. By integrating GRC (Governance, Risk, and Compliance) principles, the CGSC enhances the company's ability to maintain its competitive edge and thrive in a dynamic business environment.

Corporate Governance

1. To establish policies and guidelines for the company's corporate governance and business ethics. By relevant laws, regulations and criteria. as well as standards and good practices of leading organizations nationally and internationally.
2. To oversee the company's operations to ensure compliance with corporate governance principles established by relevant legal regulatory authorities, such as the SEC and the SET. This entails verifying adherence to established policies and procedures.
3. To supervise operational measures to prevent corruption and bribery to be effective and appropriate to the Company's context. Support the management team, including directors, executives, and employees at all levels. Be aware and give importance to and strictly follow the measures.
4. To oversee compliance with policies, procedures, whistleblowing channels, and complaint response mechanisms. Ensure effective complaint handling and review of significant compliance issues.
5. To ensure understanding and adherence, Oversee the communication and dissemination of corporate governance and business ethics culture ethics for directors, executives, and employees.
6. To review good corporate governance practices and business ethics against global standards and recommendations from various assessments. Present findings to the BOD for consideration. To develop and raise the standard of corporate governance of the company. continuously

Sustainability

1. Oversee and guide the implementation of a sustainability management framework aligned with international standards and review the Company's operating guidelines. To be consistent with the situation and environmental factors that cause changes as follows:

- Consider determining the philosophy and policy of sustainable development. Operational strategies to lead to Business goals and results, including the economic, environmental, social and corporate governance dimensions of the company
 - Consider appointing a Sustainability Development Management team to share responsibility and execute various tasks, seeking approval from the BOD.
 - Consider the requirements for materiality sustainability issues and provide recommendations to the BOD regarding the sustainability development policy consistent with the Company's framework for good corporate governance. To request approval from the BOD
 - Consider establishing a clear implementation timeline and assigning clear responsibilities for each area.
2. Supervise operations regarding social responsibility, the environment, and stakeholders by Principles of good corporate governance by giving advice and continuously monitoring performance results, including supervising the provision of appropriate communication channels to build confidence among shareholders and all stakeholder engagement as follows:
 - Oversee the implementation of sustainability policies, strategies, and action plans through the Sustainability Development Management team.
 - Consider providing guidance and approving sustainability reports
 3. Consider the responsibilities for corporate governance, sustainability development, and anti-corruption and bribery measures as appropriate.
 4. Take other actions deemed appropriate to ensure corporate governance and drive towards sustainability of the Company. Achieve specified goals or those assigned by the BOD.
 5. In performing its duties, the CGSC may request the opinion of independent professional consultants or appoint working groups as deemed necessary and appropriate. The CGSC shall also ensure that directors receive training and knowledge enhancement in matters related to its operation at the Company's expense. The Company's policies and procedures shall make such engagements.
 6. Perform any other tasks as assigned by the BOD

7. Reporting

The CGSC is responsible for regularly reporting the performance of duties to the BOD and for preparing a report on the performance of the previous year to the shareholders in the Annual Report

8. Assessments

The CGSC arranges a performance assessment of the Committee every year, at least once a year to review the performance, issues, and obstacles over the past year for improvement and enhance its effectiveness.

9. Remuneration

The remuneration of the CGSC shall be in accordance with the resolutions of the shareholders' meeting.

10. Charter Review

The CGSC will review and assess the adequacy and appropriateness of the CGSC 's charter at least once a year; the Charter then shall be presented to the BOD for approval.

This Corporate Governance and Sustainability Committee Charter has been approved by the Board of Directors Meeting No.7/2023 on 14 December 2023. It will be effective from 14 December 2023 onwards.