



Infraset Public Company Limited Sustainability Committee's Charter

1. Objectives

The Board of Directors has established Good Corporate Governance Policy, Policy on Corporate Social Responsibility, Environment and Stakeholders, as well as an Anti-Corruption Policy. These policies are intended to ensure that the company's business operations are transparent, fair to all stakeholders, and demonstrate social responsibility, thereby building public trust and enabling the company to grow and create value for all stakeholders sustainably. The Board has therefore resolved to establish a Sustainability Committee and to create a charter for the committee, so that it can operate in line with the company's business direction, policies, and strategies, while ensuring sustainable development.

2. Composition and Qualifications

- 2.1 The Sustainability Committee shall consist of at least 3 members, with at least half of them being independent directors.
- 2.2 The independent director shall serve as the Chairman of the Sustainability Committee.

3. Appointment, Term, and Termination

- 3.1 The members of the Sustainability Committee shall be appointed by the Board of Directors.
- 3.2 The term for members of the Sustainability Committee shall be in accordance with the term of the Board of Directors. Upon the completion of their term, a member may be reappointed to the committee.
- 3.3 In addition to completing their term, a member of the Sustainability Committee will cease to hold their position if:
 - (1) they pass away,
 - (2) they resign,
 - (3) they are removed from the position of director or independent director of the company,
 - (4) they are dismissed or removed by the Board of Directors.
- 3.4 Any member wishing to resign from their position shall submit their resignation to the Chairman of the Board.
- 3.5 In the event that a position on the Sustainability Committee becomes vacant for reasons other than the completion of a term, the Board of Directors will appoint one of the company's directors to fill the vacancy. The newly appointed member will serve only for the remaining term of the member they are replacing.

4. Meetings

- 4.1 The Sustainability Committee shall meet at least twice a year, with meeting dates scheduled in advance for the entire year. Additional special meetings may be called as necessary.
- 4.2 The Chairman of the Sustainability Committee or the meeting chair may arrange for members to attend meetings via electronic media, provided the meeting follows the procedures and requirements specified by law.

- 4.3 To convene a meeting, the Chairman of the Sustainability Committee or the appointed secretary must send a notice of the meeting along with the agenda and supporting documents at least 3 days in advance. However, in urgent cases to protect the company's rights or interests, the Chairman or the person assigned may shorten the notice period. Notices and documents may also be sent electronically, and a copy of the notice and supporting documents must be kept as evidence, possibly in electronic form.
- 4.4 A quorum for a meeting requires at least half of the total members of the Sustainability Committee to be present. Each member has one vote, unless they have a conflict of interest in the matter being discussed, in which case they may not vote. If there is a tie, the Chairman shall cast an additional deciding vote.
- 4.5 Voting shall be by majority. If any member opposes a decision, the dissent shall be recorded in the meeting minutes. Any member with a significant conflict of interest in a matter must leave the meeting while that matter is being discussed and cannot vote on it.

5. Duties and Responsibilities of the Sustainability Committee

- 5.1 Review the company's Good Corporate Governance Policy, Code of Conduct and Business Ethics of the Company, Code of Conduct and Business Ethics for Directors, Executives and Employees, Policy on Conflict of Interest, and Policy on dealing with of internal information at least once a year, ensuring they comply with laws, regulations, and guidelines set by regulatory authorities such as the Stock Exchange of Thailand and the Securities and Exchange Commission, and presenting them to the Board of Directors for approval.
- 5.2 Define strategies and recommend practices related to corporate governance, including setting governance goals, and present them to the Board of Directors and management to be implemented as the organization's standard procedures.
- 5.3 Monitor the implementation of corporate governance practices to ensure that they align with the set goals and offer suggestions as necessary to the corporate governance and sustainability teams.
- 5.4 Promote continuous communication of corporate governance policies, business ethics, and anti-corruption measures to ensure that directors, executives, employees, and relevant parties understand, appreciate the importance of, and adhere to these policies.
- 5.5 Perform any other duties as assigned by the Board of Directors.

6. Reporting of Performance

The Sustainability Committee is required to report on its performance regularly to the Board of Directors and prepare an annual report for shareholders. The report should include the following:

- 6.1 The number of meetings held,
- 6.2 The number of meetings attended by members of the Sustainability Committee,
- 6.3 The results of the performance based on the established charter.

7. Performance Evaluation

The Sustainability Committee must conduct an annual evaluation of its performance to assess the effectiveness of its operations. This evaluation will help ensure confidence among stakeholders in the committee's ability to fulfill its responsibilities effectively. The Sustainability Committee will also engage in discussions and exchange views to identify opportunities for improvement and enhance its performance.