-English Translation-

IT City Public Company Limited

Charter of the Corporate Governance and Sustainability Committee

Revision History

Issue No.	Revision No.	date	Edited sections	Reason for Change
01	00	22/02/2023	Initial Issue	-
01	01	18/12/2024	Performance Evaluation; Review and Update of the Charter	New Additions
01	02	12/12/2025	Amend Clause 2.2 – Term of Office to include the case of appointment to fill a vacancy.	for clarity on the term of office and the appointment of a replacement director.
			Amend Clause 4.1 – Meetings and Special Meetings to include the condition that a meeting shall be convened upon the request of at least half of the committee members.	to establish clear criteria for conducting meetings.
			Add Clause 4.2 – Scheduling of Meetings in Advance for the Entire Year.	to facilitate directors in allocating their time appropriately to attend the meetings.
			Add Clause 4.4 – In the absence of the Chairperson, the members present shall elect one among themselves to preside over the meeting.	to ensure the continuity of the meeting.
			Add Clause 4.7 – The right to invite relevant persons to attend the meeting or provide clarification.	to ensure that the consideration is based on comprehensive information.
			Add Clause 4.8 – To specify the guideline for delivering the	to ensure clarity and flexibility in conducting meetings.

			meeting notice and related documents at least seven (7) days in advance, except in urgent cases.	
			Amend the "Scope of Duties" section to improve its structure for conciseness, clarity, and to eliminate redundancy.	-

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1. Objective

The Board of Directors considers that the Charter of the Corporate Governance and Sustainable Development Committee ("the Corporate Governance Committee") should be prepared as a framework for determining the composition of the Corporate Governance and Sustainable Development Committee ("the Corporate Governance Committee"). Responsibilities and Guidelines of the Corporate Governance and Sustainable Development Committee For the sake of coordinating the relationship between the Board of Directors and the Management Department. Shareholders and all groups of stakeholders in accordance with the principles of good corporate governance to create competitiveness and good performance with consideration for long-term impacts. Shareholders and Stakeholders It is beneficial to society and develops or reduces negative impacts on the environment, and can adapt under changing factors.

2. Composition and Term of Office

2.1 Composition

1) The Board of Directors shall appoint the Corporate Governance and Sustainability Committee and its Chairperson.
2) The Corporate Governance and Sustainability Committee shall consist of not less than three (3) directors, with the Chairperson preferably being an Independent Director.
3) The Company Secretary or a person assigned by the Board of Directors shall act as the Secretary to the Corporate Governance and Sustainability Committee.

2.2 Term of Office

1) The members of the Corporate Governance and Sustainability Committee shall hold office for a term of two (2) years from the date of appointment by the Board of Directors. A member who vacates office upon the expiration of the term may be reappointed.
2) In the event that any member of the Corporate Governance and Sustainability Committee completes the term of office or is unable to continue serving, resulting in an insufficient number of members, the Board of Directors shall appoint a replacement within three (3) months from the date the number of members becomes incomplete. The newly appointed member shall hold office only for the remaining term of the member being replaced.
3) A member of the Corporate Governance and Sustainability Committee shall vacate office upon:
   (a) death;
   (b) resignation;
   (c) termination of directorship in the Company; or
   (d) removal from office by a resolution of the Board of Directors.

4) In the case where a member vacates office upon the expiration of the term and is subsequently reappointed, such member shall resume duties as a member of the Corporate Governance and Sustainability Committee.

3. Scope of Duties

3.1 To review the framework and approach of corporate governance and sustainability to ensure that they are aligned with international principles or best practices before submission to the Board of Directors for consideration.

3.2 To review the results of the assessment on compliance with the Company's Corporate Governance Policy and Business Code of Conduct, and to monitor the Company's performance in corporate governance and sustainability.

3.3 To promote integrated organizational management by ensuring the effectiveness of Governance, Risk Management, and Internal Control, and Compliance (GRC) systems.

3.4 To provide advice, recommendations, and useful suggestions to the Board of Directors and management for the continuous development of the Company's corporate governance and sustainability practices.

3.5 To perform any other duties as assigned by the Board of Directors within the relevant scope of responsibilities.

4. Meetings

4.1 The Corporate Governance and Sustainability Committee shall hold at least two (2) meetings per year. The Chairperson may call additional special meetings as deemed appropriate or upon the request of not less than half of the Committee members.

4.2 The meeting schedule of the Corporate Governance and Sustainability Committee shall be determined in advance for the entire year to facilitate members in allocating their time appropriately to attend the meetings.

4.3 A quorum for any meeting of the Committee shall consist of not less than half of the total number of Committee members currently in office.

4.4 In the event that the Chairperson is absent or unable to perform duties, the members present shall elect one among themselves to preside over the meeting.

4.5 Any member of the Committee who has an interest in the matter under consideration shall declare such interest and abstain from voting on that matter.

4.6 Each Committee member shall have one vote. Resolutions of the meeting shall be adopted by a majority of votes. In the event of a tie, the Chairperson shall have a casting vote.

4.7 The Committee may invite relevant persons or any other persons deemed appropriate to attend the meeting or provide clarification on related matters.

4.8 The Chairperson or the person assigned shall send a notice of meeting to the Committee members at least seven (7) days prior to the meeting date, except in urgent cases where notice may be given by other means and the supporting documents may be distributed less than seven (7) days in advance, as necessary to protect the Company's interests.

5. Self-Assessment of Performance

The Corporate Governance and Sustainability Committee shall conduct a self-assessment of its performance and report the results to the Board of Directors at least once a year.

6. Reporting

Report on the performance of the Corporate Governance Committee to the Board of Directors and prepare the report of the Corporate Governance Committee for disclosure in Form 56-1 One Report of the Company and signed by the Chairman of the Corporate Governance Committee.

7. Charter Review and Revision

The Corporate Governance Committee reviews and evaluates the suitability of the Charter annually and if there are significant improvements, it shall be presented to the Board of Directors for approval.

This Charter of the Corporate Governance and Sustainable Development Committee was approved by the Board of Directors at the Board of Directors Meeting No. 5/2025 on November 7, 2025.

Mr.Vichit Yanamorn
Chairman of the Board of Directors
IT City Public Company Limited