

ENERGY ABSOLUTE PUBLIC COMPANY LIMITED

CHARTER OF THE CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE

1. Objective

The Corporate Governance and Sustainability Committee Member will be appointed by the Board of Directors to support the Board of Directors as follows:

“To support the operating of the Company’s director in determining rules and guidelines in accordance with the principles of good corporate governance and operate the business with social responsibility.”

2. Composition and qualification

2.1 The Board of Directors considers the appointment of the Corporate Governance and Sustainability Committee.

2.2 The composition shall be at least (3) three directors and at least half of the number of Corporate Governance and Sustainability Committee member be as Independent Director.

2.3 The Corporate Governance and Sustainability Committee shall appoint one of its members as the Chairman of the Corporate Governance and Sustainability Committee.

2.4 The Chairman of the Corporate Governance and Sustainability Committee should be an Independent Director to perform and provide opinions independently.

3. Term of office

3.1 The Corporate Governance and Sustainability Committee Members have a term of office in accordance with their terms of being the Board of Directors.

3.2 Unless otherwise specified in clause 3.1, the Corporate Governance and Sustainability Committee shall vacate office upon:

- Cease from being the Company’s directors;
- Death;
- Resignation;
- Being removed by a resolution of the Board of Directors.

3.3 Cease from being the Corporate Governance and Sustainability Committee by resigning from the Corporate Governance and Sustainability Committee and being removed by a resolution of the Board of Directors shall not affect the position of director and any other directorship in the sub-committees.

3.4 In case of a vacancy in the Corporate Governance and Sustainability Committee member, the Board of Directors shall select a new person who is qualified and not prohibited by law as a member in replacement thereof.

4. Scope of duties and responsibilities

4.1 Scope of duties and responsibilities of good corporate governance.

- 1) To determine and review policy, regulations and work practices to be in line with good corporate governance, determine and plan about activities related to corporate social responsibilities, the stakeholders, i.e. 1.1) Shareholders 1.2) Employees 1.3) Social 1.4) Partners, 1.5) Creditor and 1.6) other stakeholders;
- 2) To hold the meeting to monitor the progress of corporate governance plan as well as corporate social responsibilities, as well as to give advice and support as necessary;
- 3) To conduct internal assessment based on corporate governance principles in order to seek for improvement;
- 4) To act as representative of the Company in communication and conduct corporate governance with the executives, employees and external agencies.

4.2 Scope of Duties and Responsibilities for Sustainable Development

- (1) To consider and give advice on preparation of sustainable development policy framework and guidelines to attain the standard and be on a par with international practices or principles so as to ensure operational efficiency, respond to stakeholders' demand, and achieve sustainable growth of the Group.
- (2) To give suggestion on preparation of the Group's sustainable development plan in accordance with the policy framework set forth.
- (3) To give advice and suggestion as well as recommendations that are useful to the Board of Directors and the management regarding the Group's sustainable development.

4.3 Other

- 1) Review and propose amendments to the scope of duties and responsibilities of the Corporate Governance and Sustainability Committee in accordance with current situation.
- 2) Performing other duties assigned by the Board of Director

5. Meeting and Reporting

- 5.1 The Corporate Governance and Sustainability Committee Meeting shall be held as deem appropriate. In this connection, the Chairman of the Corporate Governance and Sustainability Committee is able to summon the Meeting as appropriate or requested by the Corporate Governance and Sustainability Committee members.
- 5.2 The quorum shall consist of at least half of the Corporate Governance and Sustainability Committee to constitute a quorum.
- 5.3 In the vote, the Corporate Governance and Sustainability Committee is entitled to one vote and a majority vote of the directors who attend the meeting to constitute a quorum. In the event of a tie vote, the chairman of the meeting shall have an additional casting vote.

- 5.4 The Corporate Governance and Sustainability Committee has the power to invite the management or related parties or appropriate persons to attend the meeting or clarify the related matters.
- 5.5 The Corporate Governance and Sustainability Committee shall report the performance to the Board of Directors.

6. The Corporate Governance and Sustainability Committee Performance Evaluation

The Corporate Governance and Sustainability Committee shall self-evaluate on annual basis with a whole and individual evaluation forms and report the result of the evaluation to the Board of Directors.