

Corporate Governance and Sustainability Committee Charter

SENADEVELOPMENT PUBLIC COMPANY LIMITED



- Translation -

Corporate Governance and Sustainability Committee Charter

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1. Objective

Corporate Governance and Sustainability Committee serves to support the performance of the Board of Directors in formulating corporate governance policies and set guidelines in various fields of the Company. It is also a mechanism for implementing corporate governance policies to be transparent. In conducting business that can be audited by transparent disclosure of information to relevant parties as well as to promote and support personnel at all levels of the Company to adhere to and comply with corporate governance principles including business ethics for the company able to grow sustainably and in accordance with international corporate governance principles that listed companies, for companies listed in 2017, other related regulations which is an international standard that listed companies should follow.

2. Definition

- “Charter” means The Corporate Governance and Sustainability Committee Charter.
- “Company” means Sena Development Public Company Limited and subsidiary
- “Director” means The Corporate Governance and Sustainability Committee.

3. Qualifications of the Corporate Governance and Sustainability Committee

- 3.1 Corporate Governance and Sustainability Committee Appointed by the Board of Directors.
- 3.2 The Chairman of the Corporate Governance and Sustainability Committee does not hold the position of Chairman of the Board of Directors.
- 3.3 Corporate Governance and Sustainability Committee able to devote enough time and use their knowledge, abilities, experience to perform their duties as a director achieved results according to the objectives.
- 3.4 The Corporate Governance and Sustainability Committee is a trusted and accepted person.
- 3.5 Having qualifications and not having any prohibited characteristics under the law governing public limited companies and other relevant laws.



4. Appointment, working agenda and resignation

- 4.1 The Corporate Governance and Sustainability Committee consists of the Company's directors and experts and a total of not less than 3 people but not more than 5 people.
- 4.2 The Corporate Governance and Sustainability Committee has a term of office of 3 years and upon the expiration of the term May be reappointed for another term.
- 4.3 When the Corporate Governance and Sustainability Committee completes the term of office or is there any reason why the Corporate Governance Committee cannot stay until the end of their term. As a result, the number of directors is not complete. Board of Directors will appoint new members of the Corporate Governance Committee to complete at the latest within 3 months from the date on which the number of directors is incomplete in order to ensure continuity in the performance of the Corporate Governance Committee.
- 4.4 Corporate Governance and Sustainability Committee will retire when.
 - 4.4.1 Resignation
 - 4.4.2 Dead
 - 4.4.3 Board of Directors resolved to resign.
 - 4.4.4 Lack of qualifications for being a member of the Corporate Governance Committee under this Charter or according to the regulations of the Securities and Exchange Commission and/or the Stock Exchange of Thailand.
- 4.5 The resignation of the Corporate Governance and Sustainability Committee member must submit a resignation letter to the Chairman of the Board of Directors in advance.
- 4.6 The Corporate Governance Committee has a term of office of 3 years and upon expiration of the term may be re-appointed by the Board of Directors.

5. Scope of power, duties and responsibilities of the Corporate Governance and Sustainability Committee

- 5.1 Consider, establish, review, and revise policies, manuals and practices on good corporate governance, code of conduct and employee ethics in alignment with international practices, presented to the Board of Directors for approval, including



supervising compliance with such policies, manuals and practices on good corporate governance, code of conduct and employee ethics.

- 5.2 Consider, establish, review, and revise policies, manuals and practices on Corporate Social Responsibility (CSR) to present them to the Board of Directors for approval, including supervising compliance with such CSR policies.
- 5.3 Consider, establish, review, and revise policies and practices on anti-corruption and bribery to present them to the Board of Directors for approval, including supervising compliance with such policies and practices on anti-corruption and bribery.
- 5.4 Report the performance of the Good Corporate Governance and Sustainability Committee to the Board of Directors and prepare a report to disclose in Form 56-1 One Report and the Company's annual report.
- 5.5 Perform duties or any actions assigned by the Board of Directors and in compliance with laws or regulations of governmental entities.
- 5.6 Supervising and giving advice on strategies and operations on social responsibility and sustainable development (SD)
- 5.7 Determining and reviewing the Company's policies and strategies, and improving the Company's sustainable development goals that are appropriately balanced in various aspects, including Environmental, Social and Governance (ESG), and the Company's sustainability policy, human rights policy, environmental policy, and related practices, as well as in line with good corporate governance guidelines in accordance with national standards and international standards.
- 5.8 Providing suggestions and promoting the formulation of principles, policies, strategies, including operations of the Company which shall be in line with the principles of sustainable development of the business and the organization, also encouraging the Board of Directors, executives, and employees to comply with the Company's sustainable development guidelines effectively.
- 5.9 Consider and provide recommendations concerning processes in the evaluation of the board of directors' performance and create summaries of performance evaluation results for presentation to the Company's board of directors.



- 5.10 Consider and provide recommendations concerning the drafting of the Company's business governance development plans in line with the principles of good governance.
- 5.11 Provide consultation, recommendations and proposals concerning business governance to the Company's board of directors.
- 5.12 Evaluate the annual performance of the Good Corporate Governance and Sustainability Committee and report the evaluation results to the Board of Directors.
- 5.13 Review the charter of the Good Corporate Governance and Sustainability Committee at least once a year.
- 5.14 Perform duties or perform any other actions as assigned by the Board of Directors. and perform any operations as required by law or regulations of government agencies.

6. Meeting

- 6.1 The Corporate Governance and Sustainability Committee must meet at least twice a year and may convene additional meetings as the Chairman of the Board deems appropriate.
- 6.2 The Chairman of the Corporate Governance and Sustainability Committee may call a meeting of the Board of Directors can be a special case If requested by the Corporate Governance Committee or the Chairman of the Board of Directors Consider the agenda that need to be discussed together.
- 6.3 At a meeting of the Corporate Governance and Sustainability Committee, the presence of not less than one-half of the total number of Corporate Governance Committee members is required to constitute a quorum and the Chairman of the Corporate Governance and Sustainability Committee shall preside over the meeting.
- 6.4 In the event that the Chairman of the Corporate Governance and Sustainability Committee is not present at the meeting or is unable to perform his duties. The Corporate Governance and Sustainability Committee attending the meeting shall elect one member of the Corporate Governance and Sustainability Committee to preside over the meeting.



6.5 In summoning a meeting of the Corporate Governance and Sustainability Committee, the chairman of the board of directors or secretary of the Corporate Governance and Sustainability Committee as the person assigned to send the meeting invitation to the Corporate Governance Committee not less than 5 days before the meeting. Unless there is an urgent need to preserve the benefits of the company able to notify the meeting earlier than scheduled and can arrange meetings by other methods.

The meeting may be held via electronic media. According to the law on conferencing via electronic media the location of the head office of the company shall be considered as the venue of the meeting. and delivery of the meeting invitation letter together with meeting documents can be sent by electronic channels.

6.6 The secretary of the Corporate Governance and Sustainability Committee must attend every meeting. and in case of necessity, the secretary unable to attend the meeting, the company may assign a person to attend the meeting instead.

6.7 Any director who has conflict of interest in the matter under consideration shall notify the stakeholder and prohibit them from participating in the consideration of that matter.

6.8 The final decision of the meeting shall be made by a majority votes. By voting, one director has one vote. If the votes are equal the chairman of the meeting shall have an additional casting vote. And for any director who has an interest in any matter, does not have the right to vote on that matter.

7. Evaluation of the Corporate Governance and Sustainability Committee performance

The Board of Directors requires that the performance of the Corporate Governance and Sustainability Committee is evaluated every year. The Corporate Governance and Sustainability Committee will assess its own performance. and report to the Board of Directors know once a year.

8. Charter Review

The Corporate Governance Committee will review and assess the sufficiency and the appropriateness of the Charter of the Corporate Governance and Sustainability Committee on an



annual basis and report to the Board of Directors for acknowledgment for consideration and approval.

9. Provision of Personal Data (PDPA)

The Nomination and Remuneration Committee agrees to provide personal information, for the purpose of collection and disclosed in the annual information disclosure form/annual report (Form 56-1 One Report), the Company's website and disclose any other personal information in order to meet the criteria or requirements of the Company Stock Exchange of Thailand and Securities and Exchange Commission (SEC) and Thailand Securities Depository Co., Ltd. in order to comply with the Personal Data Protection Act (PDPA).

10. Reporting

- 10.1 The secretary of the Corporate Governance and Sustainability Committee or the person assigned to take the minutes of the meeting.
- 10.2 Prepare a report on the performance of the Corporate Governance and Sustainability Committee, signed by the Chairman of the Corporate Governance and Sustainability Committee to disclose in Form 56-1 One Report in accordance with the principles of good corporate governance.

This Charter was approved by the Board of Directors on 18 December 2025

(Mr. Kamol Thammanichanond)
Chairman of the Corporate Governance and
Sustainability Committee