



KCE Electronics Public Company Limited

Corporate Governance and Sustainability Committee Charter



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Corporate Governance and Sustainability Committee Charter

The Board of Directors of KCE Electronics Public Company Limited (the “Board”) is committed to the principles of good corporate governance to promote sustainable development. The Board seeks to ensure that all operations are conducted in accordance with the Company’s guidelines, policies, and strategies on good corporate governance and sustainability, with the objectives of creating long-term value for the business, achieving sustainable long-term performance, conducting business ethically, respecting the rights of shareholders and stakeholders, and demonstrating responsibility toward all stakeholders, as well as maintaining the ability to adapt effectively to changing circumstances.

Accordingly, the Company has established the Charter of the Corporate Governance and Sustainability Committee in alignment with the principles and best practices issued by the Stock Exchange of Thailand, as well as the guidelines of the Organization for Economic Co-operation and Development (OECD), to serve as a framework for the performance of duties of the Corporate Governance and Sustainability Committee in meeting the expectations of shareholders, the Board of Directors, and external regulatory authorities. The details are as follows.

1. Definitions

“The Company”	means KCE Electronics Public Company Limited.
“The Board”	means the Board of Directors of KCE Electronics Public Company Limited.
“The CGS”	means the Corporate Governance and Sustainability Committee of KCE Electronics Public Company Limited.
“Director”	means a director of KCE Electronics Public Company Limited.
“The CGS Member”	means a member of the Corporate Governance and Sustainability Committee of KCE Electronics Public Company Limited.
“Chairman of the Board”	means the Chairman of the Board of Directors of KCE Electronics Public Company Limited.
“Chairman of the CGS”	means the Chairman of the Corporate Governance and Sustainability Committee of KCE Electronics Public Company Limited.

2. Objectives

The Corporate Governance and Sustainability Committee has the duty to support the Board of Directors in formulating policies on good corporate governance and sustainable development, as well as in establishing guidelines in various areas to be aligned with the principles of good corporate governance and sustainable development in accordance with international standards. The Committee also promotes and supports personnel at all levels to uphold and comply with the principles of corporate governance, including the Code of Business Ethics, in order to enable the Company to achieve stable and sustainable growth covering 3 dimensions,

namely Environmental, Social, and Governance (ESG), through ethical, efficient, transparent, and accountable management, with responsibility toward society and the environment, thereby fostering a culture of good corporate governance (CG Culture) within the organization, which will help strengthen confidence among shareholders, investors, stakeholders, and all related parties.

3. Composition

- 3.1 The CGS shall comprise at least 3 directors, with at least one-half of the members being independent directors.
- 3.2 The Chairman of the CGS shall not be the same person as the Chairman of the Board.

4. Qualifications

- 4.1 Possessing appropriate knowledge, competence, expertise, and experience in corporate governance, environmental, and social matters.
- 4.2 Being able to exercise independent judgment in the performance of duties in the capacity of a committee member.
- 4.3 Fully meeting the required qualifications and having no prohibited characteristics as prescribed by applicable laws.

5. Appointment

- 5.1 The Board shall appoint directors to serve as members of the CGS in accordance with the criteria determined by the Board.
- 5.2 The CGS shall select one of its members to serve as Chairman of the CGS.
- 5.3 The CGS shall consider and appoint a person deemed appropriate to serve as Secretary to the CGS, to assist the Committee in matters relating to meeting arrangements, preparation of meeting agendas, distribution of meeting documents, and recording of meeting minutes.

6. Tenure

- 6.1 The CGS member shall serve a term consistent with their term as directors, with a tenure of 3 years per term. Members whose terms have expired may be reappointed as the CGS members.
- 6.2 In the event that a position on the CGS becomes vacant for reasons other than the expiration of the tenure, the Board shall appoint a qualified director to serve as a replacement member in order to ensure that the CGS maintains the number of members as specified in this Charter, no later than 3 months from the date on which the number of Committee members falls below the prescribed level. A replacement member shall serve only for the remaining term of the member whom he or she replaces.
- 6.3 The tenure of the individual CGS member shall not expire simultaneously, in order to ensure continuity and effectiveness in the performance of duties.

7. Cessation of work

- 7.1 The CGS member shall vacate office upon the occurrence of any of the following events:
- Death;
 - Resignation;
 - Cessation of being a director;
 - Loss of qualifications or possession of prohibited characteristics as prescribed under the law governing public limited companies;
 - A resolution of the Board of Directors removing such member from office.
- 7.2 The CGS member wishing to resign shall submit a written resignation letter in advance to the Chairman of the Board of Directors. The resignation shall become effective upon receipt of the resignation letter by the Company, in accordance with the practices prescribed under the Board of Directors Charter.

8. Roles, Duties, and Responsibilities

8.1 Corporate Governance

- 1) To formulate and propose policies and guidelines on corporate governance (Corporate Governance Policy), business ethics (Code of Conduct), and anti-corruption (Anti-Corruption Policy) for submission to the Board for consideration and approval, and to serve as standards and best practices for directors, executives, and employees at all levels of the Company.
- 2) To establish principles, guidelines, and measures to foster a culture of good corporate governance (Corporate Governance Culture) and business ethics as an integral part of the organizational culture, including supporting communication, dissemination, education, and cultivation of good corporate governance practices to ensure that directors, executives, and employees understand and continuously adhere to such principles.
- 3) To oversee, monitor, review, and provide recommendations on the implementation of corporate governance policies, the Code of Conduct, and the Anti-Corruption Policy, in order to ensure that the Company operates with transparency, accountability, and in accordance with good governance principles.
- 4) To promote integrated management across corporate governance, risk management, internal control, and compliance with applicable laws, rules, and regulations (GRC), in order to enhance the effectiveness of operations.
- 5) To provide opinions, recommendations, and necessary improvement guidelines to enhance the effectiveness of the Company's corporate governance practices.

8.2 Sustainability

- 1) To formulate and propose sustainability policies, strategies, goals, and action plans in alignment with the Company's business direction, covering environmental aspects, including climate change, social aspects, and governance aspects (ESG), for submission to the Board for consideration and approval.
- 2) To consider and approve the Company's annual sustainability material topics (Material Topics).
- 3) To consider and approve the annual budget for sustainability development for submission to the Board for consideration and approval.
- 4) To oversee, monitor, and promote the implementation of sustainability strategies and action plans across the organization in order to achieve the established objectives.
- 5) To review and propose sustainability practices in alignment with good practices, international standards, and stakeholder expectations, for submission to the Board for continuous improvement and development.
- 6) To promote communication, awareness-building, and education among directors, executives, employees, and relevant parties to strengthen organizational culture and proper understanding of sustainable development, including environmental and social responsibility, both internally and externally.
- 7) To consider and approve the annual sustainability report and submit it to the Board of Directors for approval prior to public disclosure.

8.3 General

- 1) To review the Board of Directors Charter, charters of Board subcommittees, and related policies and guidelines at least once per year to ensure alignment with international best practices, applicable laws, rules, and regulations of supervisory authorities, as well as appropriateness to prevailing circumstances and evolving sustainability trends.
- 2) To perform any other duties as assigned by the Board.

9. Meetings

9.1 Number of Meetings

- 1) The CGS shall convene meetings as necessary and appropriate, with a minimum of 3 meetings per year.
- 2) The Chairman of the CGS may convene a special meeting upon request by any member of the CGS or the Chairman of the Board, where there are necessary agenda items requiring joint consideration.

9.2 Attendance

- 1) A meeting of the CGS shall have a quorum when not less than one-half of the total number of Committee members are present.

- 2) The Chairman of the CGS shall preside over the meeting. If the Chairman is absent or unable to perform his or her duties, the CGS members present shall select one member to act as Chairman of the meeting.
- 3) The CGS may invite management, relevant persons, persons deemed appropriate, or appointed working groups to attend meetings for specific agenda items.
- 4) The Secretary to the CGS or a person assigned by the CGS shall attend every meeting.

9.3 Voting

- 1) Resolutions of the meeting shall be passed by a majority vote of the CGS members present and entitled to vote. Each CGS member shall have one vote. In the event of a tie, the Chairman of the meeting shall have a casting vote.
- 2) Any Committee member who has a conflict of interest in any matter under consideration shall abstain from expressing opinions and from voting on such matter.

9.4 Minutes of Meetings

The Secretary to the CGS or a person assigned by the CGS shall be responsible for recording the minutes of every meeting.

10. Reporting of the Corporate Governance and Sustainability Committee

- 10.1 The CGS shall report its performance, meeting outcomes, and key matters relating to corporate governance and sustainability to the Board at Board meetings at least 3 times per year.
- 10.2 The Chairman of the CGS shall report on the performance of duties relating to corporate governance and sustainability to shareholders by disclosure in the Company's Annual Report.

11. Performance Evaluation

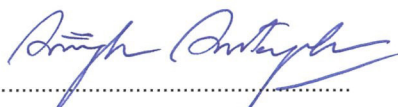
The CGS shall conduct an annual performance evaluation by self-assessment and shall report the evaluation results, including any issues or obstacles encountered in the performance of duties, to the Board, in order to determine appropriate improvement and development guidelines to enhance the effectiveness of the Committee's performance.

12. Directors' Remuneration

Members of the CGS shall receive remuneration appropriate to their roles and responsibilities, as approved by the Board and authorized by the Annual General Meeting of Shareholders.

13. Review of the Charter

This Charter of the CGS shall be effective as from 11 November 2025 and shall be reviewed and assessed for appropriateness on an annual basis.



(Mrs. Siriphan Suntanaphan)

Chairman of the Corporate Governance
and Sustainability Committee



(Mr. Bancha Ongkosit)

Chairman of the Board of Directors