

## Charter of the Corporate Governance Committee

### Univentures Public Company Limited

#### 1. Objective

The Corporate Governance Committee is established with the purpose of work duties as follows:

- 1.1 To assist the Board of Directors in formulating policies and setting guidelines for developing the Company's extensive and concrete corporate governance standards and practices.
- 1.2 To strengthen the Company's internal operations to have efficiency, transparency, reliability, and accountability.
- 1.3 To create knowledge and understanding of the principles of good corporate governance to directors, executives and employees in order for them to be aware of the importance of practicing good corporate governance principles.
- 1.4 To ensure that directors, executives and employees comply with the principles of good corporate governance correctly and efficiently in order to provide confidence to shareholders and stakeholders.

#### 2. Composition and Appointment

- 2.1 The Company's Board of Directors appoints the Corporate Governance Committee which comprises of the Chairman of the Committee and other committee members and arranges the number of members suitable to perform duties and responsibilities efficiently.
- 2.2 An independent director is positioned as the Chairman of the Corporate Governance Committee in which he/she shall select committee members.

#### 3. Term of Office and Remuneration

- 3.1 Members of Corporate Governance Committee have term of office of 3 years in which they can be reappointed after their terms end.
- 3.2 In addition to retirement by end of term, members of the Corporate Governance Committee can be vacated with
  - Death
  - Resignation
  - Lack of qualifications or possession of prohibited characteristics under the law governing public limited company and/or under the Securities and Exchange Act, and/or as prescribed by the Office of the Securities and Exchange Commission.
  - The meeting of the Board of Directors resolved to remove him/her from office.

- 3.3 In the case of resignation by any committee member, he/she shall submit a resignation letter to the Chairman of the Board.
- 3.4 In the case that a position of the Corporate Governance Committee is vacant due to reasons other than end of term, the Board of Directors shall appoint a Board Director to replace such position of the Corporate Governance Committee. The substitute member can be in the position only for the remaining term of the member whom she/he replaces.
- 3.5 The Remuneration and Nomination Committee determines the compensation of members of the Corporate Governance Committee based on amount of work and responsibilities. This shall be presented to the Board of Directors for consideration before further present to the meeting of the shareholders for consideration and approval.

#### **4. Meetings**

- 4.1 The Corporate Governance Committee meeting shall be held at least twice a year. The meeting date shall be set in advance throughout the year and there may be additional meetings as necessary.
- 4.2 The secretary of the Corporate Governance Committee shall send the invitation letter together with the agenda and supporting documents to the committee members no less than 7 days prior to the meeting date for the members to study in advance of the meeting, except in urgent cases to protect the rights or benefits of the company in which the Chairman of the Committee or the delegated person may announce the meeting by other means and schedule the meeting sooner. For sending invitation letters and supporting documents to the members, the secretary of Corporate Governance Committee may send a summoning notice for a meeting including its related documents by an electronic mail. In this regard, the secretary of Corporate Governance Committee must keep copies of the summoning notice and its related documents as evidence, which may be stored in electronic data format.
- 4.3 The meetings of the Corporate Governance Committee must have attendance of members more than half of the total members of the Committee to be considered as a quorum. Each member has the right of one vote and a member who is a stakeholder in a matter shall not have right to vote on such matter. If the votes are equal, the Chairman of the meeting shall provide additional one vote to finalize.
- 4.4 The Chairman of the meeting may determine that a meeting be held and conducted through an electronic media. In this regard, at least 1/3 (one-third) of the quorum must physically attend the meeting at the same venue and that all directors attending the meeting are in Thailand at the time during which the meeting is held. The meeting conducted through an electronic media under paragraph two must be carried out via a meeting control system that is equipped with an

information security process, an audio or video recording, as the case may be, of every attended director throughout the meeting period, and a computer traffic data logging during the record. The meeting control system must have basic components according to the related laws and rules.

Members of the Corporate Governance Committee who attend the meetings via electronic media according to methods and conditions in the paragraph above are considered as attending the meetings in quorum. For members who attend the meetings via electronic media but are not in Thailand when the meeting takes place, such members shall be considered as observers of the meetings but cannot be considered as part of the quorum or participate in voting of any agenda. The chairman of the meeting may consider for the secretary of the Corporate Governance Committee to record opinions or suggestions of members who are observers in minutes of the meetings as deemed appropriate.

- 4.5 In getting resolution, the majority of votes is used. If there are members who object to such resolutions, the objections shall be recorded in the minutes of meetings. In this regard, members who are stakeholders for the matters in consideration must leave the meetings during the consideration period of such matters and shall have no voting rights on such matters.
- 4.6 The Secretary of the Corporate Governance Committee is responsible for taking notes and preparing minutes of meetings within 14 days, as well as organizing minutes of meetings and supporting documents.

## **5. Duties and Responsibilities**

- 5.1 Determine good corporate governance policies and guidelines for using as guidelines for business operations, as well as disclosing such policies and guidelines to public and regularly reviewing and improving good corporate governance policies and guidelines annually.
- 5.2 Determine good corporate governance policies and guidelines for external stakeholders such shareholders, customers, trade partners, joint ventures, society, environment, etc., as well as regularly reviewing and improving such good corporate governance policies and guidelines annually.
- 5.3 Review composition of the Board of Directors and conduct guidelines for development of the directors including both the Board of Directors and subcommittee by:
  - 5.3.1 Prescribe the qualifications of directors for nomination in accordance to appropriate structure, size, and composition of knowledge, experience, and expertise of directors in overall, as well as in alignment and beneficial to business operations of UV Group.

5.3.2 Organize plan or development approach for directors in various aspects such as improvement of knowledge beneficial to perform duties, annual Board Retreat planning, and other developments for directors.

5.3.3 Monitor and control to ensure adequate supervision of the performance appraisal of the directors on a regular basis every year.

5.4 Determine Anti-Corruption Policies by:

5.4.1 Set framework or guidelines for supervision and procedures with purpose related to anti-corruption of UV Group.

5.4.2 Prepare and review anti-corruption corrupt policies and provide suggestions related to guidelines for follow-up and evaluation of procedures related to anti-corruption, as well as reporting to the Board of Directors for at least once per year.

5.5 Review and amend the Charter of the Corporate Governance Committee annually.

## **6. Reporting Results of Performance**

The Corporate Governance Committee is responsible for regularly reporting the performance of duties to the Board of Directors and for preparing report on the performance of the previous year to the shareholders in the Annual Report, stating goals, responsibilities, carried out missions, and important suggestions related to Corporate Governance, with information disclosure as follows:

6.1 Number of meetings

6.2 Number of times the Corporate Governance Committee members attend the meetings

6.3 The results of performing duties prescribed by the Charter.

## **7. Performance Appraisal**

The Corporate Governance Committee arranges performance appraisal of the committee members every year, at least once a year, in methods of individual evaluation (self-evaluation) and group evaluation in reference to the evaluation form of the Thai Institute of Directors (IOD) and the evaluation form of SET, and present the results to the Board of Directors in order to provide confidence to individuals related to duties of the Corporate Governance Committee per their responsibilities completely and efficiently. In addition, the Corporate Governance Committee also reviews and exchanges opinions in order to find guidelines for development and improvement of their duties to be more efficient and effective.

This Charter of the Corporate Governance Committee (amended in 2017-18) has been approved by the Board of Directors at the Board of Directors Meeting No. 6/2017-18 held on 14 September 2018. It will be effective from 17 September 2018 onwards.