

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
 - (1) Death
 - (2) Resignation
 - (3) Lack of qualifications for being a director or possession of prohibited characteristics under the laws of Public Limited Companies or characteristics that indicate lack of properness to be trusted for managing a company with public shareholders as specified by the Office of the Securities and Exchange Commission ("the SEC").
 - (4) The meeting of the Board of Directors resolved to remove him/her from office.
- 3.3 In the case that a member of the Corporate Governance Committee wishes to resign from the position, he/she shall submit the resignation letter to the Chairman of the Board of Directors.



- 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 remuneration 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 shareholder meeting 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 Chairman of the Corporate Governance Committee or the Chairman of the meeting may require the Corporate Governance Committee to conduct the meeting via electronic media. The meeting through the said electronic media must comply with the rules and procedures prescribed by law.
- 4.3 In calling a meeting of the Corporate Governance Committee, the Chairman of the Corporate Governance Committee or the Secretary of the Corporate Governance Committee as the person assigned 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 assigned person may announce the meeting by other means and schedule the meeting sooner. For sending invitation letters and supporting documents to the committees, 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.
- 4.4 The meetings of the Corporate Governance Committee must have attendance of committee members more than half of the total members of the Committee to be considered as a quorum. Each committee member has the right of one vote and a committee 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.
- 4.5 In getting resolution, the majority of votes is used. If there are committee members who object to such resolutions, the objections shall be recorded in the minutes of meetings. In this regard, the committee 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 Prepare Corporate Governance Policy, Code of Business Ethics, and policies related to duties of directors, executives, and employees to be in line with laws and regulations of government agencies and regulatory authority such as the Stock Exchange of Thailand (“the SET”) and the SEC, as well as preparing Good Corporate Governance Principle and proposing to the meeting of the Board of Directors for approval.
- 5.2 Suggest policies or practice guidelines on Corporate Governance Policy and Code of Business Ethics to the Board of Directors and the Management in order to prescribe as regulations and guidelines of the Company that contain correct standard and approach.
- 5.3 Monitor work performance of the Board of Directors and the Management to be in line with Corporate Governance Policy and Code of Business Ethics, as well as providing consultancy and reviewing such policies and guidelines annually to ensure their properness with business operations and alignment with international standards in order to improve Corporate Governance system of the Company.
- 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 Promote the Company to communicate policies or guidelines on Corporate Governance, Code of Business Ethics, and Anti-Corruption measures continuously in order for directors, executives, employees, and related individuals to understand their importance and comply with such policies or guidelines strictly.
- 5.6 Establish guidelines for the development of directors, both the Board of Directors and the Sub-Committees in various fields such as development of knowledge that is useful for performing duties, annual board retreat planning and other developments for directors
- 5.7 Manage and conduct performance assessment of the Board of Directors and Sub-Committees annually and they can consider to obtain external advisor to help determine approach and recommend agendas for performance assessment of the Board of Directors as deemed appropriate and necessary.
- 5.8 Review and amend the Charter of the Corporate Governance Committee annually in which if there are amendment to the Charter then it shall be presented to the Board of Directors for approval.
- 5.9 Perform any other tasks as assigned by the Board of Directors



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 Assessment

The Corporate Governance Committee arranges performance assessment of the Committee every year, at least once a year, in methods of individual assessment (self - assessment) and group assessment in reference to the assessment form of the Thai Institute of Directors (IOD) and the assessment form of the 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 2019-2020) has been approved by the Board of Directors at the Board of Directors Meeting No. 4/2019 – 2020 on 7 May 2020. It will be effective from 8 May 2020 onwards.