

## **Advanced Info Service Public Company Limited Sustainability Development Committee Charter**

In order to assist the Sustainability Development Committee (the “Committee”) of the Company in performing its duties and discharging its responsibilities effectively and in compliance with international standards and good governance guidelines, the Board of Directors (the “Board”) has deemed it appropriate to adopt the Charter of the Committee as follows:

### **1. Authorities, Duties and Responsibilities**

- 1.1 Define policy, strategy, operating target, and sufficient budget and any other relevant action in connection with sustainability development (“SD”) and propose to the Board for approval.
- 1.2 Propose any material issue of the Company in connection with SD to the Board for consideration.
- 1.3 Ensure that the implementation of SD policy and strategy meets the target.
- 1.4 Advise and assist CEO concerning the SD operation.
- 1.5 Report the SD performance to the Board.
- 1.6 Review the SD report and propose to the Board for approval.
- 1.7 Oversee the compliance of Human Rights Policy.
- 1.8 To perform other duties as assigned by the Board.

### **2. Composition**

- 2.1 Members of the Committee shall be appointed by the Board.
- 2.2 The Committee shall be composed of at least three (3) directors including CEO (by position) and more than one-half of the Committee must be non-executive directors.
- 2.3 The Chairman of the Committee shall be non-executive director and shall be elected by the members of the Committee.

### **3. Term of Appointment**

Members of the Committee may hold their posts for as long as they are serving on the Board. Members who vacate office at the end of their term may be re-elected.

A member must also vacate office in the following situations:

- 3.1 Death;
- 3.2 Resignation;
- 3.3 Disqualification under this Charter;
- 3.4 Retirement from office by resolution of the Board

Any Committee Member who wishes to resign must tender his or her resignation letter to the Chairman of the Board of Directors and upon the approval of the Board of Directors.

In case all of the members vacate office, the Committee shall remain in office until the new Committee is appointed.

In case member of the Committee vacates office during the term of the appointment, the Board of Directors shall appoint the new member within 90 days so as to completely appoint all of the positions as designated by the Board.

#### **4. Meetings**

The Committee shall meet at least twice a year. In calling a meeting, the Chairman of the Committee or Secretary of the Committee (as instructed by the Chairman) shall send an invitation letter to all members 7 days in advance. However, if the matter is urgent, the Chairman can call a meeting without prior written notice.

#### **5. Quorum**

One-half of the Committee shall constitute a quorum for the transaction of business. If the Chairman of the Committee is absent or cannot perform his or her duties, the other members shall elect one of themselves to chair the meeting.

All Committee decisions shall be made by majority vote. Each member shall have one vote. A member who has a conflict of interests is not entitled to vote on the matter under consideration. If the vote is evenly divided, the Chairman of the meeting shall have a casting vote.


#### **6. Remuneration**

The remuneration for Committee Members shall be determined by the Board.

#### **7. Responsible Offices**

Company Secretary shall be secretary of the Committee and be responsible for collecting and presenting data and information to the Committee for further implementation, as the case may be.

This Charter becomes effective on 30 April 2020.



(Mr. Kan Trakulhoon )  
Chairman of the Board

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