



Corporate Governance and Sustainability Committee Charter

SISB Public Company Limited

1. Introduction

SISB Public Company Limited (“Company” or “SISB”), the companies and International Schools under SISB realized that the good corporate governance and Sustainability play important roles in supporting the Company’s business operation to be efficient with sustainable growth. This results in the ultimate benefits to all parties such as investors, shareholders, employees, students, parents and other stakeholders.

Therefore, the Board of Directors has authority to appoint the Corporate Governance and Sustainability Committee (“CGSC”) and has established CGSC’s Charter for the CGSC to be aware of and can completely perform their duties and responsibilities and to drive the organization to comply with Sustainability principles, in term of Environment, Social and Governance (“ESG”), which are great importance to the Company’s business targets.

2. Compositions of the Corporate Governance and Sustainability Committee

- 2.1 The Board of Directors has authority to appoint the CGSC which shall consist of at least 3 members. Members of the Executive Committee may or may not be the director of the Company.
- 2.2 The CGSC shall select one of their members to be the Chairman of the Corporate Governance and Sustainability Committee.
- 2.3 The Corporate Governance and Sustainability Committee may consider appointing another person to serve as the Secretary of the CGSC. The Secretary is responsible for conducting meeting appointments, preparing meeting agendas, delivering meeting documents, and taking meeting minutes.

3. Qualifications of Corporate Governance and Sustainability Committee

- 3.1 Be a person who possesses the qualifications to hold the position of director or independent director in accordance with the Public Limited Companies Act and/or the Securities and Exchange Act, or any other relevant laws or regulations stipulated by the Securities and Exchange Commission.

- 3.2 Be a person who is a member of the CGSC must be competent with suitable knowledge, experience, capabilities and can devote adequate time to the ability to provide appropriate opinions or suggestions for business operation. He / She must realize the qualifications, his / her duties, and responsibilities in relation to good corporate governance and Sustainability.

4. Roles and Responsibilities

- 4.1 To consider, review and revise the Corporate Governance Policy, the Code of Conduct and Practices of the Company, which shall be made in writing and used as best practice, in order to propose to the Board of Directors for approval.
- 4.2 To determine a policy and plan for activities in relation to Sustainability, Corporate Social Responsibilities (CSR) and Environmental, Social and Governance (ESG) to propose to the Board of Directors for consideration.
- 4.3 To define policy, strategy, operating target and sufficient budget in each department in connection with Sustainability Development.
- 4.4 To consider, review, and revise vision, mission, strategy, budget and goal with respect to Sustainability of the Company in order to propose to the Board of Directors for approval, including providing any suggestion and monitor Sustainability Development's performance to be in accordance with relevant working plans and policies.
- 4.5 To consider, review and revise the Anti-Corruption Policy and Human Right Policy, which shall be made in writing and used as best practice, and to provide suggestions on performance review and assessment related to policies.
- 4.6 To monitor, review and improve corporate governance and Sustainability's performance to be in accordance with the designated plan and to prepare summary reports to the Board of Directors
- 4.7 To act as a representative of the Company in communicating and conducting activities regarding corporate governance and sustainability with the executives, employees, external organizations and concerning stakeholders.
- 4.8 To supervise and ensure that guidelines and practices relevant to Sustainability are prepared in writing and used as best practice and in line with laws and international standards (including but not limited to environmental issues and climate changes, human rights, occupational health and safety, etc.) as well as to consider, review, and revise such guidelines and practices.

- 4.9 To consider, review, and revise Materiality issues relevant to Sustainability of the Company and to prepare a summary report to the Board of Directors.
 - 4.10 To ensure that the implementation of sustainability development policy and strategy meets the target and report to the Board of Directors.
 - 4.11 To consider and review the disclosure of information and performance report of the Corporate Governance and Sustainability Committee, including report on Sustainability in the Annual Report (One report) and/or Sustainability Report of the Company in order to report to the Board of Directors.
 - 4.12 To review the charter of the Corporate Governance and Sustainability Committee at least once a year to propose for approval by the Board of Directors.
 - 4.13 To perform any other business as assigned by the Board of Directors.
- 5. Term of Office of the Corporate Governance and Sustainability Committee**
- 5.1 The term of office for a member of the Corporate Governance and Sustainability Committee who is a Company director shall be the same as the term of office for the Board of Directors. Members who retire by rotation are eligible for reappointment.
 - 5.2 A member of the Corporate Governance and Sustainability Committee who is an executive shall serve for the duration of their term as a Company executive, unless the Board of Directors decides otherwise.
 - 5.3 In the event that a member of the Corporate Governance and Sustainability Committee wishes to resign before the end of their term, they must notify the Company no less than 30 days in advance. This notification must be in writing, addressed to the Chairman of the Board, stating the reasons for resignation. This allows the Board of Directors to consider and appoint a replacement who meets the qualifications outlined in this charter.

5.4 In addition to the expiration of their term, a member of the Corporate Governance and Sustainability Committee will cease to hold office upon:

- Death
- Resignation
- Disqualification from holding the position of director or becoming subject to prohibitions on holding the position of director as stipulated in the Public Limited Companies Act and/or the Securities and Exchange Act (if also serving as a company director)
- Resolution by the Board of Directors to remove them from committee

5.5 In the event of a vacancy on the Corporate Governance and Sustainability Committee for reasons other than the expiration of a term, and if such vacancy results in the committee falling below the required composition as outlined in this charter, the Board of Directors shall appoint a new member to fill the vacancy. The newly appointed member will serve for the remainder of the term of the member they are replacing.

6. Meetings of the Corporate Governance and Sustainability Committee

6.1 The Corporate Governance and Sustainability Committee must hold at least one meeting per year and may hold additional meetings as deemed appropriate and necessary to consider matters within their duties and responsibilities.

6.2 Meetings of the Corporate Governance and Sustainability Committee shall be held at the location of the Company's head office or at any other place as determined by the Chairman of the Corporate Governance and Sustainability Committee. The Chairman of the Corporate Governance and Sustainability Committee may also determine that meetings be held via electronic media. In this regard, meetings of the Corporate Governance and Sustainability Committee may be conducted via electronic media, provided that at least two-thirds of all members of the Corporate Governance and Sustainability Committee are present at the same meeting location.

- 6.3 The Chairman of the Corporate Governance and Sustainability Committee should set a clear agenda in advance and send meeting documents to the Corporate Governance and Sustainability Committee and attendees at least 7 days in advance to allow the Corporate Governance and Sustainability Committee sufficient time to consider matters or request additional information for consideration, except in urgent cases to preserve the rights or interests of the Company, in which case the meeting date may be set sooner. If the meeting is held via electronic media, the Company may send notice of meeting by electronic mail.
- 6.4 A quorum for any meeting shall consist of not less than one-half of the total number of committee members physically present.
- 6.5 The Chairman of the Corporate Governance and Sustainability Committee shall preside over the meetings. In the event that the Chairman of the Corporate Governance and Sustainability Committee is unable to attend or perform his/her duties, the meeting shall elect one member of the Corporate Governance and Sustainability Committee to serve as the chairman of the meeting to perform the duties on an ad hoc basis.
- 6.6 Decisions on matters to be voted on at the meeting shall be made by a majority vote of the members present, with each member of the Corporate Governance and Sustainability Committee having one vote. In the event of a tie, the chairman of the meeting shall have an additional vote as a casting vote.
- 6.7 Members of the Corporate Governance and Sustainability Committee who have a conflict of interest in the matter under consideration shall be prohibited from expressing opinions and shall not have the right to vote on that matter.
7. **Report**
- 7.1 The Corporate Governance and Sustainability Committee must report on its performance to the Board of Directors at a Board of Directors meeting at least once a year.
- 7.2 Prepare a report on the performance of the Corporate Governance and Sustainability Committee to be disclosed in the Annual Report and/or Form 56-1 One Report.



The Corporate Governance and Sustainability Committee Charter is approved by the Board of Directors'

Meeting No. 1/2025 on February 20, 2025, with effective from February 20, 2025.