

Corporate Governance and Social Responsibility Charter

Of

Project Planning Service Public Company Limited

No. 1/2025

November 12, 2025

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Corporate Governance and Social Responsibility Charter**No. 1/2025**

The Board of Directors of Project Planning Service Public Company Limited has appointed the Corporate Governance and Sustainability Committee to support the operations of the Board in formulating policies and guidelines for the development of governance and sustainability. The committee is also responsible for overseeing the company's operations to ensure that they meet the standards consistent with best practices in governance and sustainability at both national and international levels.

1. Components and Characteristics

- 1) The Board of Directors is responsible for appointing the Corporate Governance and Sustainability Committee, which shall consist of no fewer than five members, with at least one member being an independent director and at least one other member being an executive director.
- 2) The Chairperson of the Corporate Governance and Sustainability Committee must be an independent director and shall be appointed by the Board of Directors.
- 3) Must be someone who can dedicate sufficient time and input to perform their duties as a member of the Corporate Governance and Sustainability Committee.

2. Term of Office

- 1) The Corporate Governance and Sustainability Committee serves a term of three years. To ensure continuity in its operations, committee members whose terms have expired may be reappointed as new members.
- 2) The Corporate Governance and Sustainability Committee shall vacate its position when...
 - 2.1) Completion of Term
 - 2.2) Resign
 - 2.3) Cease to be a member of the Board or an employee of the company.
- 3) A member of the Corporate Governance and Sustainability Committee wishing to resign must submit a resignation letter to the Chairperson at least 30 days in advance, with the resignation subject to the Chairperson's approval.
- 4) If a member of the Governance and Sustainability Committee vacates their position before the end of their term, the Board of Directors shall appoint a new member who meets all qualifications to replace them. The new member shall serve for the remainder of the term of the member they are replacing.

3. Duties and Responsibilities

3.1) Duties and Responsibilities in Governance (CG)

- 1) Establish strategies and practices for effective corporate governance, including reviewing and approving the Anti-Corruption Policy to ensure its suitability for the company's business model, environment, and organizational culture, and present it to the Board of Directors for approval.
- 2) Review and provide recommendations on the principles of good corporate governance to the Board of Directors, ensuring that effective governance is aligned with the principles set forth by the Stock Exchange of Thailand and accepted practices at the international level.
- 3) Review and revise the company's business ethics requirements and code of conduct, including the Anti-Corruption Policy, to ensure they are appropriate and up-to-date, as well as establish operational guidelines that align with good governance principles for presentation to the Board of Directors for approval.
- 4) Promote the policy, best practices, and encourage participation in effective corporate governance within the company.
- 5) Receive complaints or whistleblower reports regarding non-compliance with laws, regulations, company rules, the code of ethics, and the company's ethical standards, or any fraudulent activities involving individuals within the organization. Investigate the facts as reported, and if wrongdoing is confirmed, present the matter to the Audit Committee or the Board of Directors for consideration of disciplinary action or resolution of the issues.
- 6) Report on the performance results to the Board of Directors on a regular basis.
- 7) Perform other tasks as assigned by the Board of Directors.

3.2) Duties and Responsibilities in Social Responsibility (SR)

- 1) Review and approve strategies and policies for social and environmental initiatives to achieve the company's objectives.
- 2) Review the company's social and environmental activities for presentation to the Board of Directors.
- 3) Review the annual plans and budget for social responsibility (SR) initiatives for presentation to the Board of Directors.
- 4) Review and monitor the progress of social responsibility (SR) initiatives and assess the overall success and quality of the projects.

- 5) Promote the policy, best practices, and encourage participation in social responsibility (SR) activities of the company.
- 6) **Report the performance results to the Board of Directors periodically.**
- 7) Perform other tasks as assigned by the Board of Directors.

3.3) Sustainability Duties and Responsibilities (SD)

- 1) Review and assess the sustainability development policies and goals to achieve the company's objectives, ensuring alignment with the United Nations Sustainable Development Goals (SDGs) and the principles of sustainable business practices that consider stakeholders in the dimensions of governance, environment, and society.
- 2) Communicate the policies and practices through the Sustainability Task Force, as well as monitor progress in policy implementation and assess the outcomes.
- 3) Support and promote the review of plans and budgets for the company's sustainability activities, including considering the sustainability report prior to publication.
- 4) Report significant and beneficial performance results to the Board of Directors on a regular basis.
- 5) Perform other tasks as assigned by the Board of Directors.

4. Meeting

- 1) the Corporate Governance and Sustainability Committee shall hold meetings at least twice a year.
- 2) In each meeting of the Governance and Sustainability Committee, at least half of the members must be present to constitute a quorum.
- 3) In the event that the Chair of the Governance and Sustainability Committee is absent from the meeting or unable to perform their duties, the attending members of the committee shall elect one of the members to serve as the chair for that meeting.
- 4) Resolutions of the Governance and Sustainability Committee shall be adopted by a majority vote of the members present at the meeting, and in the event of a tie, the chairperson shall cast an additional vote as the deciding vote.

5. Reporting

The Governance and Sustainability Committee reports directly to the Board of Directors and presents its performance results (if any) at every Board of Directors meeting.

6. Advisor

The Corporate Governance and Sustainability Committee may seek advice from independent experts as deemed appropriate, with the expenses covered by the company.

Effective from November 12, 2025, onwards.

Given on November 12, 2025

Project Planning Service Public Company Limited



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(Mr.Prasong Tharachai)

Chairman of the Board