



**Ratch Pathana Energy Public Company Limited**  
**Charter of Sustainability Committee**  
**B.E. 2567 (2024)**

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To ensure compliance with Chapter 3/1 of the Securities and Exchange Act B.E. 2535 (1992), as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008) as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008) and the Securities and Exchange Act (No. 5) B.E. 2559 (2016). and to provide the Company with a clear direction and strategy for sustainable business development, including systematic practices in accordance with international standards across all dimensions—economic, social, and environmental—under the principles of Good Corporate Governance. the Board of Directors’ Meeting of Ratch Pathana Energy Public Company Limited No. 9/2567 on December 23, 2024, resolved to approve the Sustainability Committee and to revoke all previously issued versions of the Sustainability Committee as follows:

**1. Objective**

The Sustainability Committee has been established to support the Board of Directors in overseeing the Company’s corporate governance practices, for the Company’s sustainability operations across all dimensions, with a particular focus on the impact on shareholders and stakeholders.

**2. Composition and Qualification**

The Sustainability Committee shall consist of no fewer than three (3) members, comprising the Chairman and other members. The Board of Directors shall appoint directors and/or other individuals to serve as members of the Sustainability Committee. Such individuals must have adequate knowledge and experience to effectively perform sustainability oversight duties, Furthermore, the composition and qualification must comply with the Company’s Nomination and Remuneration Policy.

**3. Terms of Office**

- 3.1 The Sustainability Committee shall serve a term of one (1) year from the date of appointment. Upon the expiration of the term, if the Board of Directors has not yet appointed a new committee, the incumbent committee shall continue to perform its duties until a new committee is appointed. Such appointment must be completed within two (2) months from the date of the term expiration. The Committee’s members whose term has expired may be reappointed.
- 3.2 In the event that a position of the Sustainability Committee becomes vacant due to reasons other than the expiration of the term, and the remaining term is not less than two (2) months, the Board of Directors shall appoint new committee to fill the vacancy at the next meeting. The appointed individual shall hold office only for the remaining term of the person he/she has replaced.

3.3 The members of the Sustainability Committee shall vacate office upon:

- (A) Completion of the term of appointment
- (B) Resignation
- (C) Death
- (D) A resolution duly passed by the Board of Directors for removal from office.

3.4 Any member of the Sustainability Committee who intends to resign prior to the completion of their term shall notify the Company in writing at least one (1) month in advance, stating the reason for such resignation.

#### **4. Meetings**

##### **4.1 Meeting Agenda**

The date, time, venue, and agenda of the meeting shall be set at least seven (7) days in advance, along with the provision of sufficient supporting documents. Written minutes of the meeting must be properly recorded.

##### **4.2 Number of Meetings**

The Sustainability Committee shall hold meetings at least two (2) per year. Additional meetings may be convened as deemed necessary.

##### **4.3 Quorum**

A quorum for a meeting of the Sustainability Committee shall be constituted by the presence of not less than one-half (1/2) of total number of the Committee. In the event that the Chairman of the Committee is absent or unable to perform their duties, the attending members shall elect one among themselves to act as the Chairman of the meeting.

##### **4.4 Voting**

Any resolution of the Sustainability Committee shall be passed by a majority vote of the Committee's members present at the meeting with each member entitled to one (1) vote. Any member who has a conflict of interest in the matter under consideration shall not participate in the discussion or cast a vote on such matter. In the event of a tie, the Chairman of the meeting shall have a casting vote.

#### **5. Authorities**

- 5.1 To summon executives, management, or relevant employees of the Company to attend meeting, provide clarifications, consult, clarify, express opinions, respond to inquiries, or submit documents as deemed necessary in matters related to the duties and responsibilities of the Sustainability Committee.
- 5.2 To consult internal specialists or the Company's appointed advisors (if any), or to engage external advisors or experts as deemed necessary, with all related expenses borne by the Company.
- 5.3 To have the authority to appoint working groups to support tasks or activities related to the Company's sustainability.

## 6. Duties and Responsibilities

- 6.1 To establish and review the Company's sustainability policies, strategies, goals, and operational plans across the economic, social, and environmental dimensions, for submission to the Board of Directors for consideration and approval.
- 6.2 To review sustainability-related plans, projects, activities, and budgets to ensure alignment with and achievement of the Company's sustainability policies and goals.
- 6.3 To oversee, monitor, and evaluate the Company's sustainability performance to ensure its appropriateness to the business context and its alignment with the Company's policies, regulations, rules, and the guidelines prescribed by relevant regulatory authorities. This is to support the continuous improvement and elevation of the Company's operational standards. The progress of such implementation shall be reported to the Board of Directors on a periodic basis.
- 6.4 To promote the participation of the Board of Directors, management, and employees at all levels in the Company's sustainability activities.
- 6.5 To oversee the disclosure of the Company's sustainability information to stakeholders through the Annual Report and the Sustainability Report.
- 6.6 To propose recommendations on the Company's corporate governance and business ethics policies, including the Employee Code of Conduct, in relation to the Company's sustainability.
- 6.7 To review the Company's sustainability policies, goals, and/or implementation plans to ensure alignment with applicable laws, regulations, rules, and guidelines issued by relevant regulatory authorities, as well as in accordant with national and international standards, and up to date.
- 6.8 To review, revise, and amend the Sustainability Committee Charter at least once annually, and submit the revised charter to the Board of Directors for consideration and approval.
- 6.9 To perform any other duties specifically related to the Company's sustainability matters as assigned by the Board of Directors.

Announced on December 23, 2024

*Sujarit Patchimnan*  
(Mr. Sujarit Patchimnan)  
Chairman