

noble

The Corporate Governance Committee Charter

Content

1.	Qualifications of the Corporate Governance Committee	1
2.	Appointment of the Corporate Governance Committee	1
3.	Terms of the Corporate Governance Committee	2
4.	Roles and Responsibilities of the Corporate Governance Committee	2
5.	Meeting of the Corporate Governance Committee	3
6.	Report of the Corporate Governance Committee	4
7.	Performance Assessment	4
8.	Remuneration	4
9.	Review of the Charter	4

The Board of Directors has established a sub-committee in accordance with good corporate governance principles for listed companies. The Corporate Governance Committee is one of sub-committees which has responsibilities to govern over the operations of the Company and the performance of the Board of Directors including executives and employees ensuring they are in compliance with corporate governance principles and consistent with the Company's policy and related laws.

The Board of Directors has resolved to appoint the members of the Corporate Governance Committee to replace the resigned members of the Corporate Governance Committee in the Board of Directors' meeting no.18/2019 on November 13, 2019. Details of the Corporate Governance Committee Charter are as follows:

1. Qualifications of the Corporate Governance Committee

- 1.1 The members must be fully qualified and not prohibited by a Public Limited Companies Act, the Securities and Exchange Act and other related laws.
- 1.2 The members must have knowledge, experience, professional expertise in business of the Company and responsible for duties assigned by the Board of Directors.
- 1.3 The members must be able to devote sufficient time to perform his/her duties.
- 1.4 The Corporate Governance Committee shall have strong courage to make decisions and able to express opinions on various matters independently.

2. Appointment of the Corporate Governance Committee

- 2.1 The Board of Directors considers and appoints the Corporate Governance Committee, at least 3 members.
- 2.2 More than fifty percent of the members of the Corporate Governance Committee are independent directors and the Chairman of the Corporate Governance Committee is an independent director.
- 2.3 The Chairman of the Board of Directors does not hold a position of chairman or member of the Corporate Governance Committee.

3. Terms of the Corporate Governance Committee

- 3.1 Each director in the Corporate Governance Committee has a term of 3 years, consistent with the term of the Board of Directors. However, the members who retire by rotation are eligible to be re-elected for another term if approved by the Board of Directors.
- 3.2 Other than retirement by rotation, a director shall retire upon:
- 1) Death
 - 2) Resignation
 - 3) Lack qualifications and possession of characteristics prohibited under the Public Limited Companies Act, the Securities and Exchange Act and other relevant laws, including the characteristics that show the lack of suitability to be trusted for managing a company with public shareholders as specified in section 89/3 of the Securities and Exchange Act (No. 4). B.E. 2551
 - 4) Removal by the resolution of the Board of Directors' meeting.
- 3.3 Any members of the Corporate Governance Committee wishing to resign from the office shall submit a resignation letter to the Chairman of the Board of Directors.
- 3.4 In case of vacancy for reasons other than retirement by rotation, the Board of Directors shall appoint a person who has qualifications and does not possess the characteristics prohibited by laws as a substitute director of the Corporate Governance Committee in such vacant position. So that the Corporate Governance Committee has the number of directors as specified by the Board of Directors. Such a substitute director shall remain in the office only for the remaining term of the replaced director.

4. Roles and Responsibilities of the Corporate Governance Committee

- 4.1 To study and establish the Corporate Governance Policy and the Code of Conduct under the laws, criteria, rules and current regulatory of the governance agencies, for example, the Securities and Exchange Commission as well as universal standards guidelines for good corporate governance.

- 4.2 To govern and advise the Board of Directors and executives to practice according to regulation and in compliance with the Corporate Governance Policy to ensure the Board of Directors and executives perform duties precisely, effective in practice and continue with appropriateness as expected by shareholders and stakeholders.
- 4.3 To review the Corporate Governance Policy and the Code of Conduct regularly to ensure they are appropriate and complied with universal standards as well as laws, regulations, rules and recommendation of internal corporate governance unit.
- 4.4 To promote the good corporate governance practice and participation of social development sustainability activities to all for its understanding and for the active practice.
- 4.5 To follow up and evaluate the compliance with the Corporate Governance Policy of the Board of Directors and executives' performance annually.
- 4.6 To provide an annual assessment of the Corporate Governance report as clause 4.5 and propose to the Board of Directors as well as express opinions and recommendation as deemed appropriate.
- 4.7 To other duties as per the Board of Directors assigned.

5. Meeting of the Corporate Governance Committee

- 5.1 The Board of Directors has determined that the Corporate Governance Committee meeting shall be held at least once a year or base on necessity and emergency basis. The resolution of the Corporate Governance Committee will be made by majority votes. Unless there are equal number of votes, the Chairman of the Corporate Governance Committee shall have an additional casting vote.
- 5.2 The meeting invitation along with related documents for consideration will be sent to the Corporate Governance Committee at least 7 days prior to the meeting for acknowledgement of the agenda.
- 5.3 For each of the Corporate Governance Committee's meeting, there shall be at least half of the members of the Corporate Governance Committee attending the meeting to constitute a quorum.
- 5.4 For each of the Corporate Governance Committee's meeting, a written minutes of meeting shall be prepared and available for inspection.

6. Report of the Corporate Governance Committee

The Corporate Governance Committee has a responsibility to report the performance to the Board of Directors once a year or when any significant change in circumstances have occurred.

7. Performance Assessment

The Board of Directors conducts self-assessment of the Corporate Governance Committee once a year.

8. Remuneration

The Board of Directors' meeting determines the remuneration of each member of the Corporate Governance Committee on an annual basis as necessity and appropriation and propose to shareholders' meeting for approval.

9. Review of the Charter

The Corporate Governance Committee will review and assess the adequacy of the charter as necessity and appropriation to ensure that the content of the charter is consistent with the objectives.

This charter of the Corporate Governance Committee shall be effective from August 13, 2020.

Approved on August 13, 2020



(Mr. Thongchai Busrapan)

Chairman

noble