Corporate Governance Committee Charter

Salee Colour Public Company Limited

1. Objective

This Charter is established to define the structure, responsibilities, and operational guidelines of the Corporate Governance Committee. Its purpose is to ensure the Committee can effectively oversee, advise, and implement good corporate governance principles with transparency and integrity, fostering stakeholder confidence and sustainable value creation for the Company.

2. Composition and Term

- 2.1 The Company's Board of Directors appoints the Corporate Governance Committee. Selected from no less than 3 non-executive directors of the company, whereby the Chairman of the Corporate Governance Committee must be an independent director.
- 2.2 Board of Directors The term of office of the Corporate Governance Committee is 3 years. The Corporate Governance Committee members who have completed their term may be reappointed by the Company's Board of Directors.
- 2.3 In the event that the position of the Corporate Governance Committee member becomes vacant for reasons other than the expiration of the term under Section 2.2, such as the termination of the status of the Company's director, resignation, or removal, the Board of Directors shall appoint a person with complete qualifications to be a Corporate Governance Committee member, in order to have the number of Corporate Governance Committee members as specified by the Board of Directors. The individual who succeeds the Corporate Governance Committee member shall serve only for the remainder of the member's term.
- 2.4 A member of the Board of Directors shall cease to hold office when:
 - (1) Due date
 - (2) Resign
 - (3) Dead
 - (4) The company's board of directors has resolved to remove him from office.

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(5) Resigned from being a director of the Company in accordance with the Company's regulations, except in the case of resignation from the director position by rotation and the shareholders' meeting has resolved to appoint him to return to the position of director.

3. Duties and Responsibilities

- 3.1 Consider setting guidelines for proposing policies/practices on business ethics, as well as anti-corruption policies/measures in accordance with the good corporate governance system to the Company's Board of Directors . and the management to set the organization's operating procedures in order to be a standardized practice for the organization. And it is the right approach.
- 3.2 Supervise the operations of the company to comply with the principles of good corporate governance.
- 3.3 Consider proposing good corporate governance practices for the board of directors or subcommittees.
- 3.4 Provide corporate governance policies and social and environmental responsibility. For the working group to follow.
- 3.5 Review the appropriateness of the charter of the sub -committees annually. If there is any amendment, it will be presented to the Board of Directors for approval.
- 3.6 Perform any other duties as assigned by the Board of Directors.

Board of Directors The Board of Directors is directly responsible to the Board of Directors in accordance with the duties and responsibilities assigned to it, and the Board of Directors remains responsible for the Company's operations to external parties.

4. Meetings

- 4.1 Arrange a meeting at least once a year in which the management, executives, or employees of the Company may be invited, or people deemed appropriate, to attend the meeting, provide opinions, or submit documents or information as deemed relevant or necessary.
- 4.2 At a meeting of the Board of Directors, no less than half of the Board members must be present to form a quorum.
- 4.3 In the event that the Chairman of the Board of Directors is not present at the meeting or is unable to perform his duties, the Board of Directors present at the meeting shall select one of the Board of Directors to be the Chairman of the meeting.



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4.4 Resolution of the Board of Directors Meeting The majority vote of the attending directors will be considered. If the votes are equal, the meeting chairman will cast an additional vote as the deciding vote. In this regard, any director who has a vested interest in any matter shall abstain from voting.

5. Reporting

The Risk Management and Corporate Governance Committee must prepare a risk management and governance report to be submitted to the Board of Directors once a year, along with a summary of the performance report to be disclosed in the Company's annual report. Such a report must be signed by the Chairman of the Corporate Governance Committee.

6. Performance Evaluation

The Corporate Governance Committee shall conduct an annual evaluation of the performance of the Corporate Governance Committee and report the results of the evaluation to the Board of Directors.

This Charter is effective from February 28, 2023.

(General Somdhat Attanand)

Chairman of the Board of Directors