



Charter of Corporate Governance and Sustainability Committee

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Charter of Corporate Governance and Sustainability Committee

Objectives

In an era of rapid global change marked by increasingly complex governance, economic, social, environmental, and biodiversity challenges, integrating good corporate governance with sustainable development has become a vital strategic mechanism for enhancing competitiveness, building stakeholder confidence, and ensuring long-term stability, prosperity, and sustainability.

Precise Corporation Public Company Limited recognizes the importance of these principles and has therefore established policies on good corporate governance, business ethics, anti-corruption, and sustainable development, along with other related frameworks. These are designed to promote transparent, fair, and responsible business practices, protect society and the environment, and create balanced, sustainable value for all stakeholders.

To ensure effective governance and sustainable development, the Company has established the Corporate Governance and Sustainability Committee (CGSC) and adopted this Charter to define its mandate. The Committee is responsible for formulating, reviewing, and recommending comprehensive, up-to-date policies and guidelines aligned with applicable laws, regulations, and best international practices. In doing so, it emphasizes the integration of governance, economic, social, environmental, and biodiversity considerations into the Company's strategy and operations supporting long-term value creation and enhancing the Company's growth and resilience.

Composition

1. The Corporate Governance and Sustainability Committee shall be composed of no fewer than three (3) members of the Board of Directors, a majority of whom must be Independent Directors. The Chairperson of the Committee shall also be an Independent Director.
2. The Board of Directors shall appoint one (1) Independent Director to serve as the Chairperson of the Corporate Governance and Sustainability Committee.
3. The Committee shall appoint one (1) qualified individual to serve as the Secretary of the Corporate Governance and Sustainability Committee. This person may be an executive responsible for corporate governance and/or sustainability, or any other individual deemed suitable by the Committee.

Qualifications

1. Members of the Corporate Governance and Sustainability Committee shall possess appropriate knowledge and understanding of the Company's business operations, along with expertise and experience in good corporate governance and sustainable business development, including but not limited to the following:
 - A solid understanding of governance, economic, social, environmental, and biodiversity
 - issues, as well as relevant international standards and related disciplines.
 - Demonstrated independence, integrity, and impartiality, with the ability to act in the best interests of the Company and all stakeholders.
 - The vision and analytical capability to assess and respond to sustainability-related risks and opportunities within the context of national, regional, and global developments.
2. In addition, Committee members must meet all qualifications and must not possess any prohibited characteristics as prescribed under the Public Limited Companies Act, the Securities and Exchange Act, and other applicable laws and regulations. They must also not exhibit any characteristics that would indicate a lack of integrity, trustworthiness, or suitability to serve as a director of a publicly listed company, as specified by the Securities and Exchange Commission (SEC).
3. Committee members must be able to devote sufficient time and attention to effectively fulfill duties and responsibilities to the Company

Appointment, Term of Office, and Removal from Office

Appointment

1. The Board of Directors shall have the authority to appoint members of the Corporate Governance and Sustainability Committee.
2. If a position on the Committee becomes vacant, the Board of Directors shall appoint a suitably qualified individual who meets all prescribed qualifications to fill the vacancy.

Term of Office

The term of office of each member of the Corporate Governance and Sustainability Committee shall be concurrent with his or her tenure as a member of the Board of Directors. Accordingly, a Committee member's term shall expire at the Annual General Meeting of Shareholders at which his or her directorship ends.

Removal from Office

1. In addition to the expiration of the term of office, a member of the Corporate Governance and Sustainability Committee shall vacate office upon the occurrence of any of the following events:
 - Death.
 - Resignation.
 - Loss of qualifications and/or possession of any prohibited characteristics as prescribed by applicable laws and regulations.
 - Cessation of status as a director or Independent Director of the Company; or
 - Removal or dismissal by resolution of the Board of Directors or the Shareholders' Meeting.
2. Any member who wishes to resign prior to the end of their term shall submit a written notice of resignation to the Chairman of the Board of Directors at least 30 days in advance.
3. In the event of a vacancy in the Corporate Governance and Sustainability Committee for any reason other than expiration of term, the Nomination and Remuneration Committee shall nominate a qualified individual to fill the vacancy and propose the appointment to the Board of Directors for approval. Such appointment shall take place as soon as practicable, but no later than three (3) months from the date the vacancy arises, to ensure continuity of the Committee's functions.
4. A person appointed to fill a vacancy shall serve only for the remaining term of the member being replaced.
5. If the entire Corporate Governance and Sustainability Committee vacates office upon the expiration of its term, the outgoing Committee shall continue to perform its duties in a caretaker capacity until the newly appointed Committee assumes office.

Powers

The Corporate Governance and Sustainability Committee shall have the authority to perform all actions within the scope of its duties and responsibilities as prescribed in this Charter and shall be vested with the following powers:

1. To invite members of management, employees of the Company or its subsidiaries, or any other people deemed appropriate, to attend meetings and provide explanations, clarifications, or relevant information necessary to support the Committee's duties.

2. To engage independent external advisors, consultants, or subject-matter experts to provide professional opinions or recommendations, as deemed appropriate, in accordance with the Company's relevant rules and procedures.
3. To establish, appoint, assign responsibilities to, direct, and supervise subcommittees or ad hoc working groups, as necessary and appropriate, to support the advancement of the Company's corporate governance, social responsibility, environmental stewardship, biodiversity management, and overall sustainability agenda. These powers are granted to ensure that the Committee effectively fulfills its mandate and maintains a governance framework that remains aligned with evolving business conditions, technological developments, stakeholder expectations, and sustainability-related risks.

Roles and Responsibilities

The Corporate Governance and Sustainability Committee shall have the following duties and responsibilities:

1. To set targets and conduct an annual review of the Company's sustainability policies and implementation plans. These shall include the Company's development toward a High-Performance Organization (HPO), innovation promotion policies and practices, responsible business conduct concerning society, the environment, and biodiversity, sustainable development planning, and the creation of long-term shared value for all stakeholders (Energizing Shared Prosperity). This also includes oversight of related communications for submission to the Board of Directors. To set targets and annually review the Company's
2. To formulate, review, and provide recommendations on corporate governance policies, the Code of Ethics and Code of Conduct, anti-corruption and anti-bribery policies, the Sustainable Development Policy, and other related policies and practices. This is to ensure alignment with applicable laws, regulations, and the requirements of regulatory authorities—such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC)—and to submit such matters to the Board of Directors for consideration and approval.
3. To oversee and monitor the performance and progress of subcommittees and working groups established by the Corporate Governance and Sustainability Committee, and to provide appropriate guidance and support as necessary.
4. To coordinate with other board committees and working groups on matters relating to corporate governance, anti-corruption, social responsibility, the environment and biodiversity, and sustainability management, and to provide advice as appropriate.

5. To promote integrated enterprise management that encompasses corporate governance, sustainability, risk management, internal control, and operational oversight, with the goal of achieving integrity-driven performance through the active participation of all business units.
6. To promote effective and continuous communication to ensure that directors, executives, management, employees at all levels, and relevant stakeholders are aware of, understand, and comply with the Company's corporate governance policies, Code of Ethics and Code of Conduct, anti-corruption and anti-bribery policies, Sustainable Development Policy, and other related policies and practices.
7. To supervise and monitor compliance with anti-corruption measures, legal and regulatory requirements, performance evaluations, and disclosure of sustainability-related information in a fair, balanced, and transparent manner—ensuring optimal benefit for the Company and stakeholders. Additionally, the Committee shall ensure that appropriate whistleblowing and grievance mechanisms are in place to encourage stakeholder participation and build trust.
8. To approve material sustainability topics and the annual sustainability report before submission to the Board of Directors for final approval and public disclosure.
9. To annually review the Charter of the Corporate Governance and Sustainability Committee and propose revisions to the Board of Directors as necessary to ensure continued relevance and effectiveness.
10. To perform any other duties as assigned by the Board of Directors.

Meetings

1. The Corporate Governance and Sustainability Committee shall hold meetings at least once every quarter. A quorum shall be constituted when not less than one-half of the total number of Committee members are present, and at least one Independent Director must attend each meeting.
2. The Chairperson of the Corporate Governance and Sustainability Committee may convene additional special meetings as deemed appropriate, either at his or her discretion or upon the request of any Committee member. In the case of urgent matters, the Chairperson may call a meeting without prior written notice, provided that at least one-half of the Committee members are in attendance.
3. If the Chairperson of the Corporate Governance and Sustainability Committee is unable to perform his or her duties at a meeting, the Chairperson shall designate another

Committee member to act as Chairperson for that meeting. In the absence of such designation, the members present shall elect one among themselves to serve as Chairperson of the meeting.

4. In the event that a Committee member is unable to attend a meeting, the member shall notify the Secretary of the Corporate Governance and Sustainability Committee in advance, either verbally or in writing.
5. The Secretary of the Corporate Governance and Sustainability Committee shall be responsible for meeting preparations, including organizing the meeting, preparing the agenda and supporting documents, and distributing the meeting notice, agenda, and materials to Committee members at least seven (7) days in advance.
6. In urgent cases, where necessary to protect the Company's interests, notice may be provided by alternative means and within a shorter timeframe. The Secretary shall also be responsible for preparing the meeting minutes and distributing them to Committee members within seven (7) business days after the meeting.
7. Resolutions of the meeting shall be passed by a majority vote of the Committee members present. Each member shall have one vote. In the event of a tie, the Chairperson of the meeting shall have a casting vote.

The Secretary of the Corporate Governance and Sustainability Committee shall have no voting rights.

Remuneration

Members of the Corporate Governance and Sustainability Committee shall be entitled to receive remuneration from the Company, as proposed by the Nomination and Remuneration Committee, endorsed by the Board of Directors, and approved by the Shareholders' Meeting. The structure and components of such remuneration shall reflect the duties and responsibilities assigned to each Committee member and shall be set at a level appropriate to attract and retain qualified individuals. The remuneration shall also be comparable to that of companies in the same industry.

Self-Performance Assessment

The Corporate Governance and Sustainability Committee shall conduct an annual self-assessment of its performance, both collectively as a committee and individually by each member. The purpose of this assessment is to evaluate the Committee's effectiveness, identify areas for improvement, and apply the findings to enhance the quality and efficiency

of its oversight functions. The results of the self-assessment shall be submitted to the Board of Directors for acknowledgment and consideration.

Reporting

1. The Corporate Governance and Sustainability Committee shall report its performance to the Board of Directors at least once annually, for the Board's acknowledgment and consideration.
2. The Committee shall also prepare a written performance report, signed by the Chairperson of the Corporate Governance and Sustainability Committee, for inclusion in the Annual Report, Sustainability Report, and/or other relevant corporate disclosures.

At a minimum, the report shall include the following information:

- The number of Committee meetings convened during the reporting period.
- The attendance record of each Committee member; and
- A summary of the Committee's performance in accordance with its roles and responsibilities as defined in this Charter.