



The Environment, Social and Governance (ESG) Committee Charter
Banpu Power Public Company Limited

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The ESG Committee Charter

Banpu Power Public Company Limited

0. Introduction

In the business context today, Environment, Social and Governance (ESG) are the key components not only to the business license to operate but also the long-term business value. Therefore, the ESG Committee is established to oversee the ESG matters to ensure that the Company manage ESG corresponding to its value and stakeholders' long-term interests.

1. Purpose

The ESG Committee is established to support the Board of Directors' on-going commitment to ESG by fulfilling its oversight responsibilities regarding, but not limited to occupational health and safety, environment, climate change, human rights, community, corporate social responsibility, social and governance.

2. Composition and qualifications

- 2.1 The ESG Committee, Chairman and members, shall consist of at least three directors appointed by the Board of Directors.
- 2.2 The Chairman of the ESG Committee shall be an independent director.
- 2.3 At least one of ESG Committee members shall have knowledge, understanding, and experience in ESG matters.
- 2.4 Head of Sustainable Development & Risk Management shall be the secretary to the ESG Committee.

3. Term of office

- 3.1 The term of office of each ESG Committee member is 3 years from the date being appointed from the Board of Directors
- 3.2 Apart from the vacancy upon the expiration as aforementioned in 3.1, a member of the ESG Committee shall vacate office when:
 - 1) he/she resigns.
 - 2) the Board of Directors passes a resolution removing him/her from office.
- 3.3 Any ESG Committee member who wishes to resign during the term of office shall inform the reasons and give a notice to the Board of Directors at least 1 month in advance.

4. Duties and Responsibilities of the ESG Committee

The ESG Committee is accountable to Board of Directors subject to the scope of duties and responsibilities assigned by the Board of Directors as follow:

4.1 Oversee of ESG matters

- A. Recommend to the Board of Directors overall general strategy with respect to ESG Matters.
- B. Oversee the Company's policies, targets, practices, and performance with respect to ESG Matters.
- C. Review and monitor major ESG risks, after Risk Management Committee, to ensure that the Company has put in place an effective means of ESG risk management
- D. Review and monitor stakeholder engagement and ESG materiality assessment process, after Sustainability Committee, to ensure that both processes are considered credible and the outcomes are properly identified, prioritized and managed.
- E. Oversee the Company's official public disclosures in relation to ESG Matters.
- F. Report to the Board of Directors current and emerging topics relating to ESG matters that may affect the business, operations, performance, or public reputation of the Company and its stakeholders then recommend how the Company's policies, practices and disclosures can be adjusted to address those issues.

4.2 Review and reassess this charter at least once a year then submit any recommended changes to the Board of Directors for consideration.

4.3 Perform any other tasks as assigned by the Board of Directors upon the ESG Committee's consent.

5. The ESG Committee Meeting

5.1 The ESG Committee shall often meet as it determines necessary or appropriate to meet its objectives, but no less frequent than quarterly. Each meeting must also be attended by at least two of the committee members to constitute a quorum.

5.2 The agenda of meeting and supporting documents will be prepared and submitted prior meeting date. ESG Committee secretary records the minute of meeting.

6. Reporting

The ESG Committee shall report its activities and result from its meeting in the Board of Directors meeting at least once a year.

7. Performance Assessment

The ESG Committee shall conducted self-assessment on its performance and report to the Board of Directors on annually basis.

- Signature-

(Assoc. Prof. Dr. Naris Chaiyasoot)
Chairman of the Board of Directors
Banpu Power Public Company Limited