



บริษัท เทิร์นคีย์ คอมมูนิเคชั่น เซอร์วิส จำกัด (มหาชน)
TURNKEY COMMUNICATION SERVICES PUBLIC COMPANY LIMITED

กฎบัตรคณะกรรมการการพัฒนาเพื่อความยั่งยืน
Sustainability Development Committee Charter
P-BOD-031





1. Objective

The Sustainability Development Committee has been appointed by the Board of Directors to enhance and oversee the process of driving business sustainability at the organizational level. This ensures that the direction, policies, and strategies of Turnkey Communication Services Public Company Limited integrate key sustainability frameworks and material issues, with clear guidelines for sustainable development. Personnel at all levels, from directors and executives to employees, are involved in advancing the business towards sustainable growth. This instills confidence among stakeholders that the Company's business group operates based on good corporate governance, maintains competitive capabilities, and develops growth potential along the value chain, regardless of changes in the business environment.

2. Composition

The Sustainability Development Committee members must be company directors and/or executive directors and/or company executives and/or company employees, appointed by the Board of Directors in a number deemed appropriate by the Board. The Board of Directors shall appoint one member of the Sustainability Development Committee as the Chairperson of the Sustainability Development Committee.

3. Qualification

Members of the Sustainability Development Committee must possess the following qualifications:

- (1) They must meet the qualifications and not possess any prohibited characteristics as stipulated by the Public Limited Companies Act and other relevant laws.
- (2) They must have the knowledge, skills, and experience beneficial to the performance of their duties as members of the Sustainability Development Committee and be able to dedicate sufficient time to their duties to ensure the committee's objectives are achieved.
- (3) They must not engage in any business that is of the same nature and competes with the Company's business, nor be partners or directors in other legal entities that engage in the same nature of business and compete with the Company, whether for their own benefit or for the benefit of others, unless they have notified the Company's Board of Directors' meeting prior to the resolution of their appointment.



4. Appointment, Term of Office, and Removal

(1) Appointment

- (a) The Sustainability Development Committee must be appointed by the Board of Directors.
- (b) The Company Secretary shall serve as the Secretary of the Sustainability Development Committee.

(2) Term of Office and Removal

The Board of Directors shall appoint individuals who meet the qualifications specified in Section 3 above to serve as members of the Sustainability Development Committee. Each member shall serve a term of three (3) years, which shall coincide with the term of office of the Board of Directors and/or the Executive Committee (in cases where the member also serves as a director or executive). Members whose terms have expired may be reappointed.

If a member's term expires or they are unable to complete their term, resulting in fewer than three (3) members, the Board of Directors shall promptly appoint new members to ensure the continuity of the committee's functions.

In addition to the expiration of the term, a member may be removed from the office under the following circumstances:

- (a) Death,
- (b) Resignation,
- (c) Disqualification or possession of prohibited characteristics as stipulated by law (in cases where the member also serves as a director),
- (d) A resolution by the Board of Directors to remove the member.

Any member wishing to resign must submit a resignation letter to the Chairperson of the Board of Directors at least one (1) month in advance, allowing the Board to appoint a replacement.

5. Power, Duties, and Responsibilities

- (1) To consider and set goals, management policies, strategies, and sustainability action plans that align with the organization's economic, social, and environmental operations, and to review these policies at least once (1) a year.
- (2) To have the authority to appoint the Sustainability Development Management (SDM) team to share responsibilities and carry out various tasks.
- (3) To oversee the implementation of policies, strategies, and sustainability action plans through the SDM team.
- (4) To identify key sustainability issues (Materiality) and provide recommendations to the Board of Directors on sustainability policies that align with the company's corporate governance framework for approval by the Board.



- (5) To promote and support various company activities to achieve the goals set out in the sustainability management policies.
- (6) To oversee, review, monitor progress, and evaluate the effectiveness of the implementation of sustainability management policies.
- (7) To have the authority to request information from relevant departments and to invite stakeholders to meetings to provide necessary information.
- (8) To provide recommendations and approve sustainability development reports for submission to the Executive Committee.
- (9) To approve the Sustainability Report before its publication.
- (10) To report on the committee's performance to the Board of Directors once (1) a year.
- (11) To evaluate their own performance and the overall performance of the Sustainability Development Committee, as well as assess the adequacy of the charter annually.
- (12) To carry out other actions deemed appropriate to achieve the sustainability goals of the Company business group or as assigned by the Board of Directors.

6. Meeting

- (1) The Sustainability Development Committee shall meet as deemed appropriate by the Chairperson of the Sustainability Development Committee, but at least once (1) every three (3) months.
- (2) For convening a meeting of the Sustainability Development Committee, the Chairperson or a designated person shall send a meeting notice, along with the agenda and supporting documents, to all members of the Sustainability Development Committee at least three (3) days prior to the meeting date. This is to ensure that members have sufficient time to review the information. In urgent cases, to protect the rights or benefits of the Company, the meeting notice may be sent by other means, or the meeting date may be set sooner.

7. Quorum and Voting

- (1) For a meeting of the Sustainability Development Committee to be valid, at least half (1/2) of the total number of committee members must be present to constitute a quorum. If the Chairperson of the Sustainability Development Committee is absent or unable to perform their duties, the attending members shall elect one among them to act as the Chairperson for that meeting.
- (2) Decisions of the meeting shall be made by a majority vote.
- (3) Each member has one (1) vote. However, any member with a conflict of interest in a particular matter shall not have the right to vote on that matter. In the event of a tie, the Chairperson of the meeting shall have an additional casting vote.
- (4) The Chairperson of the Sustainability Development Committee shall report the meeting results to the Board of Directors for acknowledgment after each meeting.



Sustainability Development Committee Charter

Turnkey Communication Services Public Company Limited

As of Date: 11 November 2024

8. Remuneration

- (1) The remuneration for the Sustainability Development Committee shall be determined in accordance with the resolution of the Annual General Meeting of Shareholders.
- (2) The remuneration for advisors to the Sustainability Development Committee shall be in accordance with the Company's approval and execution manual, which has been reviewed and approved by the Nomination and Remuneration Committee.

This Charter of the Sustainability Development Committee was approved by the Board of Directors at Meeting No. 5/2024 (No. 5/2567) on November 11, 2024, and shall be effective from November 11, 2024.

.....

(Mr. Kittisak Amornchairojkul)

Chairperson of the Board of Directors