

Corporate Governance Committee Charter



Smart Digital Public Company Limited

(This revision was approved by the Board of Directors' Meeting No. 6/2024 on November 12, 2024)

Corporate Governance Committee Charter

1. Objective

The Corporate Governance Committee was appointed to support the Board of Directors in governing the Company to have a system or management process in compliance with the Good Corporate Governance Policies.

2. Composition and qualifications

The Board of Directors is responsible for the appointment of the Corporate Governance Committee by electing at least 3 appropriate persons from the members of the Board of Directors and/or any qualified candidates. The Board of Directors will appoint independent director who has appropriate qualifications to be Chairman of the Corporate Governance Committee.

The qualifications of the Corporate Governance Committee are as follows:

1. Have knowledge, integrity and business ethics including time to devote his knowledge and ability to perform duties for the Company.
2. Have qualifications and not being under any of the prohibitions under the Public Company Act B.E.2535 (including amendments) and not lacking trustworthy characteristics as specified by the Securities and Exchange Commission.
3. Not undertaking any business or being a partner or director of other juristic persons of the same nature and in competition with the Company's business whether doing it for the benefit of itself or others, except for the notification to the Board of Directors' meeting before the appointment.

3. Term

Term of each member is 1 year. The Nominating and Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors and/or any qualified candidates for further consideration and appointment from the Board of Directors in the first board meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

4. Roles and Responsibilities of the Corporate Governance Committee

1. Responsible for governing and monitoring business operation and performance of committees, management and employees of the Company to comply with the principles of good corporate governance, the Company's policies and related laws.
2. Establish corporate governance policy and sustainability development including anti-corruption.
3. Establish and review the Company's significant procedures and practices to comply with the good corporate governance policy.
4. Regularly review the Company's policies, principles and practices.
5. Provide suggestions relevant to business ethics and best practices to the Company's directors, management and employees.
6. Ensure that the good corporate governance policy are performed in practice continuously and appropriately.
7. Review the roles and responsibilities of the Corporate Governance Committee in accordance with the situation.
8. Report to the Board of Directors regarding the Company's good corporate governance with comments and recommendations for appropriate improvements.
9. Perform any other activities as assigned by the Board of Directors.

5. Meeting

1. The Corporate Governance Committee shall convene the meeting as necessary and appropriate at least twice a year.
2. The agenda and meeting documentation should be delivered to the members of the Corporate Governance Committee at least 7 days in advance of the meeting for consideration except in urgent case.
3. A constitution of quorum of the Corporate Governance Committee meeting is required attendance of members at least 50%. In the event the Chairman of the Nominating and Compensation Committee is not present or unable to discharge his duties, other members present shall elect one of their members as the Chairman of the meeting.
4. The resolution of the Corporate Governance Committee's meeting shall be passed by the majority votes of the members who attend the meeting. The member who has interest in any agenda cannot exercise the right of such voting. In case of equality votes, the Chairman shall have a casting vote.

6. Reporting

The Corporate Governance Committee shall from time to time report its performances to the Board of Directors and provide annual performances report to shareholders in the Annual Report with the following details:

1. Number of the Corporate Governance Committee's meetings.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.