

Sustainable Development Committee Charter



Samart Digital Public Company Limited

Sustainable Development Committee Charter

1. Objective

The Sustainable Development Committee was appointed to support the Board of Directors in determining the Company's appropriate and effective economic, social and environmental policies and overseeing to ensure that the Company has a system or process for social and environmental development at an acceptable level.

2. Composition & Qualifications

The Board of Directors is responsible for the appointment of the Sustainable Development Committee by electing at least 3 appropriate persons from the members of the Board of Directors and management and/or any qualified candidates. The Board of Directors will consider and appoint Chairman of the Sustainable Development Committee from appropriate members of the Committee.

The qualifications of the Sustainable Development Committee are as follows:

1. Have knowledge, capable, experience and expertise in society and environment including integrity, business ethics and 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 shareholders' 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 management 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 Sustainable Development Committee

1. Set policy, strategy and action plan for sustainable development to comply with the Company's business operation in term of economy, society and environment for further approval from the Board of Directors.
2. Encourage and support the Company's activities to achieve the SD policy such as labor and employee management, employee welfare, employee development, training and promotion, and development of communities and society around the Company's area.
3. Monitor, review, follow up the operational progress and evaluate the effectiveness of SD policy implementation.
4. Review the roles and responsibilities of the Sustainable Development Committee in accordance with the situation.
5. Perform any other activities as assigned by the Board of Directors.

5. Meeting

1. The Sustainable Development Committee shall convene the meeting as necessary and appropriate at least twice a year.
2. The agenda and meeting documentations will be delivered to the members of the Sustainable Development Committee at least 7 days in advance of the meeting for consideration except in urgent case.
3. A constitution of quorum of the Sustainable Development Committee's meeting is required attendance of members at least 50%. In the event the Chairman of the Sustainable Development 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 Sustainable Development 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 Sustainable Development 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 Sustainable Development Committee's meetings,
2. Meeting attendance of each member,
3. Performance of the Committee as defined in the charter.