



AURORA

**Corporate Governance and Sustainable
Development Committee Charter
Aurora Design Public Company Limited**

Revision / Amendment History

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Corporate Governance and Sustainable Development Committee Charter

1. Definitions

Company	means	Aurora Design Public Company Limited
Board of Directors	means	Board of Directors of Aurora Design Public Company Limited
Corporate Governance and Sustainable Development Committee	means	the Corporate Governance and Sustainable Development Committee of Aurora Design Public Company Limited
Director	means	Director of Aurora Design Public Company Limited
Corporate Governance and Sustainable Development Committee Member	means	a member of the Corporate Governance and Sustainable Development Committee of Aurora Design Public Company Limited.

2. Objectives

The Corporate Governance and Sustainable Development Committee (the "Committee") is established to formulate policies, oversee and promote the Company's sustainable development initiatives, and to oversee, advise on and establish appropriate guidelines for the Company's compliance with good corporate governance principles and sustainable development practices in a transparent and appropriate manner. The Committee shall promote a balanced approach to Environmental, Social and Governance (ESG) matters for the purpose of creating sustainable value for the Company's business, supporting growth, and strengthening the confidence and trust of stakeholders on a sustainable basis.

3. Composition

- 3.1 The Committee shall comprise at least three (3). members and should comprise a majority of independent directors.
- 3.2 The Board of Directors or the Committee shall appoint one (1) Committee member to serve as Chairperson. The Chairperson should be an independent director.
- 3.3 The composition of the Committee should take into consideration diversity, including age, gender, race, nationality, domicile, knowledge, capabilities, skills, areas of expertise and professional experience.
- 3.4 A Committee member is not required to be a director of the Company.
- 3.5 The Committee shall appoint a Secretary, who may be the Company Secretary or another person deemed appropriate by the Committee, to assist the Committee in arranging meetings, preparing agendas, circulating meeting materials and preparing minutes of meetings.

4. Qualifications of Committee Members

- 4.1 Possesses knowledge, competence, integrity, relevant experience beneficial to the performance of duties, and business ethics sufficient to perform the duties of a Corporate Governance and Sustainable Development Committee member.
- 4.2 Be able to devote sufficient time to fully perform the duties and regularly provide views and recommendations regarding Company's operations.
- 4.3 Not possess any prohibited characteristics prescribed by applicable laws and regulations.
- 4.4 Not be a person who operates a business of the same nature as, and in competition with, the Company's business, whether for his or her own benefit or for the benefit of others, unless such matter has been disclosed to the Board of Directors prior to the appointment resolution.

5. Appointment of Committee Members

- 5.1 The Board of Directors shall appoint persons who possess the qualifications specified in Section 4 above and who have been considered by the Nomination Committee to serve as a Corporate Governance and Sustainable Development Committee members.

6. Term of Office

- 6.1 A Corporate Governance and Sustainable Development Committee member shall hold office for a term of three (3) years, in accordance with the term of office as a director of the Company, in the case of a Committee member who is also a director of the Company. A Committee member whose term has expired may be reappointed.
- 6.2 If a Committee member completes his or her term or is unable to complete the term, resulting in the number of Committee members falling below three (3), the Board of Directors shall appoint a new Committee member to restore the required number immediately or, at the latest, within three (3) months from the date on which the Committee is incomplete, in order to ensure continuity in the performance of the Committee's duties.

7. Vacation of Office

- 7.1 Death.
- 7.2 Resignation by submitting a resignation letter to the Chairman of the Board of Directors. The resignation shall take effect from the date on which the resignation letter is received by the Company.
- 7.3 Expiration of the term of office as a Corporate Governance and Sustainable Development Committee member.
- 7.4 Ceasing to hold office as a director of the Company.
- 7.5 Possessing any prohibited characteristics prescribed by applicable laws.
- 7.6 Removal from office by resolution of the Board of Directors.

If a Corporate Governance and Sustainable Development Committee member vacates office before the expiration of his or her term, the Board of Directors shall consider appointing a qualified and appropriate person as a replacement. The replacement member shall hold office only for the remaining term of the member whom he or she replaces.

8 Powers, Duties, and Responsibilities

8.1 Good Corporate Governance

8.1.1. Consider and establish guidelines, and recommend policies and practices concerning the Company's code of conduct, business ethics, and anti-corruption policies and measures in accordance with good corporate governance principles, for submission to the Board of Directors and management for adoption as the Company's operating rules and practices, with the objective of establishing standardized and appropriate practices throughout the organization.

8.1.2. Recommend and review policies and practices concerning the Company's responsibilities toward its various stakeholder groups, and oversee, advise on, monitor progress and assess the effectiveness of the Company's good corporate governance practices.

8.1.3. Promote integrated corporate management encompassing corporate governance, risk management, internal control, and compliance (Governance, Risk Management & Internal Control and Compliance: GRC) to ensure effective implementation.

8.2 Sustainable Development

8.2.1. Consider, formulate and review the Company's sustainable development policies and strategies, and improve its sustainable development targets to ensure a balanced approach to Environmental, Social and Governance (ESG) matters, consistent with good practices under national and international standards.

8.2.2. Provide advice and promote the establishment of principles, policies and strategies, including the Company's operations, to align with sustainable development principles, achieve the established targets, and maintain external recognition of the Company's sustainability leadership. The Committee shall also support the Board of Directors, management and employees in effectively conducting themselves in accordance with the Company's sustainable development guidelines.

8.2.3. Oversee, monitor, evaluate and disclose information concerning the Company's sustainable development operations to ensure balanced and effective implementation and to maximize benefits for the Company and its stakeholders.

8.3 Other Responsibilities

8.3.1. Perform any other duties as assigned by the Board of Directors.

8.3.2. Regularly review the appropriateness of the Corporate Governance and Sustainable Development Committee Charter at least annually. Any proposed amendment shall be submitted to the Board of Directors for consideration and approval.

9 Meetings

9.1 Meetings of the Committee shall be held as deemed appropriate by the Chairperson of the Corporate Governance and Sustainable Development Committee, provided that the Committee shall meet at least two (2) times per year.

9.2 For each Committee meeting, the Chairperson or a person duly authorized by the Chairperson shall deliver the meeting notice together with the agenda and supporting documents to all Committee members at least five (5) days prior to the meeting. The notice and supporting documents may be delivered electronically to allow Committee members sufficient time to review the relevant information. In urgent circumstances where necessary to protect the Company's rights or interests, the meeting notice may be given by other means or the meeting may be scheduled on shorter notice.

10 Quorum and Voting

10.1 A quorum shall be constituted when at least two-thirds (2/3) of the total number of Corporate Governance and Sustainable Development Committee members are present at the meeting.

10.2 If the Chairperson is absent or unable to perform his or her duties, the Committee members present shall elect one member to act as Chairperson of the meeting.

10.3 Resolutions of the meeting shall be passed by a majority vote.

10.4 Each Committee member shall have one (1) vote. A Committee member who has a conflict of interest or other interest in any matter shall not be entitled to vote on such matter. In the event of an equality of votes, the Chairperson of the meeting shall have a casting vote. At the time a resolution is adopted, at least two-thirds (2/3) of the total number of Committee members must be present.

11 Performance Evaluation

The Corporate Governance and Sustainable Development Committee shall conduct regular performance evaluations of Corporate Governance and Sustainable Development Committee both collectively and individually, at least once a year, to assess the performance of its duties, and shall report the evaluation results to the Board of Directors.

12 Reporting

- 12.1 The Corporate Governance and Sustainable Development Committee shall regularly report and the discharge of its duties to the Board of Directors for acknowledgement.
- 12.2 The Corporate Governance and Sustainable Development Committee shall report its performance during the preceding year to shareholders in the annual report, including at least the following:
- 12.2.1 Number of Corporate Governance and Sustainable Development Committee meetings held.
- 12.2.2 Number of meetings attended by each Committee member.
- 12.2.3 Performance of duties in accordance with this Charter.

13 Review

The Committee shall review the details of and compliance with this Corporate Governance and Sustainable Development Committee Charter at least once a year to ensure consistency with applicable legal requirements and circumstances prevailing at the time.

This Corporate Governance and Sustainable Development Committee Charter shall be effective from May 11, 2026 onwards.

/s/

(Mr. Prasit Srirungtham)

Chairman of the Board of Directors

Aurora Design Public Company Limited