

Charter of Sustainability, Risk Management and Corporate Governance Committee

1. Objectives

The Sustainability, Risk Management and Corporate Governance Committee has been established by Board of Directors of Mega Lifesciences Public Company Limited in their meeting 01/2022 held on February 23, 2022. The objective is to promote Good Corporate Governance by appointing a focused committee to establish strategy and practice for Sustainability, Risk Management and Corporate Governance for the Board of Directors.

2. Composition

The Committee shall be appointed by the Board of Directors and shall comprise of minimum three (03) Members including an Independent Director as Chairman of the Committee. The members, minimum one, shall have a specialized understanding about Risk Management.

3. Term/ Tenure

The Committee members once appointed shall hold office for a period of three (03) years and can be reelected if the members offer themselves for reappointment and Board of Directors deems appropriate.

Other than due to end of term of office or term as a Board member, The Committee member may resign with minimum ninety (90) days advance notice and the Board shall fill the vacancy within this period. In case if all the Committee members resign simultaneously then the Committee shall continue to be in office until the Board of Directors is able to appoint a new Sustainability, Risk Management and Corporate Governance Committee.

In case of a vacancy other than the term of office or term as Board member, the Board of Directors shall appoint a qualified person within ninety (90) days to attain the minimum membership of the committee as per this charter. The person so appointed shall remain in office for the balance term.

4. Roles and Responsibilities

- Consider and provide opinions on the Risk Management policy and framework to be presented to the Board for approval
- Acknowledge, consider and provide opinion on Risk Assessment and Risk measurement/ management including action plans to manage risks at an acceptable level
- Monitor and follow up the action plan to continuously manage risks
- Report risks to the Board of Directors on a regular basis or minimum once a year
- Hire independent parties if necessary
- Screen the risk management specialist to be appointed on Board of Directors and report to Nomination Committee
- Establish a sustainability policy framework according to the operations of the Company to ensure acceptance from the stakeholders including communities and society
- Review and adapt the scope for the preparation of sustainability reports
- Supervise compliance with the good corporate governance principles and regulations of the Securities and Exchange Commission
- Review and update the Sustainability Policy of the Company

- Appoint a Sustainability working group to proceed according to the sustainability policy of the Company
- Supervise and guide the sustainability working group regularly
- Review and comment on the Corporate Governance policy, business ethics and code of conduct the Anti-Bribery policy and related policies including but not limited to Human Rights Policy to comply with the laws and regulations of government and government agencies including Stock Exchange of Thailand and Securities and Exchange Commission of Thailand
- Oversee and ensure that the Board of Directors and Management of the Company complies with the policies
- Review and report the results of activities undertaken, results of compliance and report key issues related to corporate governance and anti-corruption
- Coordinate with the Board of Directors and Committees to ensure compliance with Corporate Governance Policy, guidelines, Anti-corruption Policy and Guidelines and Business ethics and Code of Conduct including its sub-policies.
- To sub-authorize and/or delegate any other persons to perform certain tasks on behalf of the Sustainability, Risk Management and Corporate Governance Committee, provided that such sub-authorization and/or delegation shall be within the scope of authority specified in the respective power of attorney and/or rules, regulations or resolutions of the Board of Directors. However, in a transaction, the delegation within the scope of duties and responsibilities of the Sustainability, Risk Management and Corporate Governance Committee shall not be an sub-authorization or delegation that allows the Sustainability, Risk Management and Corporate Governance Committee or any authorized person who has a conflict of interest or a conflict of any kind with the Company or its subsidiaries to approve such a transaction.
- To Conduct self-assessment of the Committee minimum once a year and submit to the Board of Directors

5. Reporting

Sustainability, Risk Management and Corporate Governance Committee shall report to the Board of Directors.

6. Conduct of meetings

The Committee shall meet minimum once a year and the Committee shall have the authority to call additional meetings if it deems necessary

The quorum shall be 2/3rd number of members required to be present to conduct the meeting

The members shall have one vote per member and the decisions shall be taken by majority and the resolution shall be deemed passed if accepted by the majority.

Members with conflict of interest shall not vote and the Chairman shall have an additional vote in the event of a tie.