

Inoue Rubber (Thailand) Public Company Limited
Corporate Governance and Sustainability Committee Charter

The Corporate Governance and Sustainability Committee (the “Committee”) is appointed by the resolution of the Company’s Board of Directors (the “Board”) to support the Board’s operation, with aims to regulate and create guidelines, in relation with corporate governance and Sustainability that align with the Good Corporate Governance.

1. Roles, Duties, and Responsibilities

- 1) To propose policies and guidelines related to the good corporate governance that govern the company toward sustainable value creation, robust long-term earnings, and ethical business operation while respecting rights and be accountable to shareholders and stakeholders as well as being able to adapt to changing factors to the Board
- 2) To consider and review the good corporate governance and social responsibility policies and guidelines to keep them comply with the related laws and regulations, other international guidelines, as well as recommendations from related institutes e.g. the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET);
- 3) To review appropriateness and adequacy of the Code of Conduct, as well as support the creation and drive ethical corporate culture while leading by example in corporate governance;
- 4) Review the Company’s performance of corporate governance and sustainability. The Chairman of Corporate Governance and Sustainability Committee, or a person who is assigned by the Chairman shall report the resolutions and performance of the Committee to the Board;
- 5) Follow and report any issues or possibilities that may affect the Company on the subject of corporate governance and sustainability to the Board;
- 6) The Chairman of Corporate Governance and Sustainability Committee or a person who is assigned by the Chairman shall review and agree to disclose the annual report of Corporate Governance and Sustainability Committee;
- 7) The Committee may invite the Company’s directors, executives, employees, or third parties to attend the meeting on related issues;
- 8) Review the charter of the Corporate Governance and Sustainability Committee annually to comply with changing conditions and circumstances and propose to the Board of Directors for the approval;
- 9) To do the self-assessment of the Committee as a whole and the member as an individual, as well as prepare the performance report to the Board for acknowledgement annually;
- 10) Propose the Management to appoint a working team to support, monitor and report the performance of the Management that related to the policies and important strategies of the corporate governance and social responsibility as appropriate;
- 11) The Committee shall responsible for any corporate governance and sustainability mission as assigned by the Board.

2. Composition and Qualification

- 1) The Committee consisted of directors and/or executives at least 5 members;

- 2) The Chairman and the members of the Committee are designated by the Board of Directors. The Chairman of the Committee shall be an independence director.

3. Term in Office

The term in office of the Committee members is three years as of the appointment date. In case that the Corporate governance and sustainability Committee member is a director in the Board of Directors, the term in office shall not exceed the term of being the director. For other members, the terms in office are in line with the Company's announcement of the committee appointment. The Board of Directors may consider reappointing members of the Committee who completed his/her term appropriately.

Besides the expiration of the term in office, membership of the Committee's members will be automatically cancelled in the following situations:

- 1) Death
- 2) Resignation
- 3) Removal from office by resolution of the Board of Directors' meeting

A member who wishes to resign before the expiration of his/her term in office, the member should tender his/her resignation letter to the Company at least one month prior the resignation date, so the Board can appoint a new member of the Committee replacing the resigned member.

In case of all members resign at the same time, they must remain in office until a new Committee is appointed.

If a member vacates office during the term of appointment, the Board shall appoint a replacement within ninety days in order to maintain the required number of members as set forth.

4. Meeting

- 1) The Committee shall arrange a meeting on quarterly basis. In organizing a meeting, the Chairman or the Secretary of the Committee shall send an invitation letter to all members at least seven days in advance and send the meeting's contents three days before the meeting. However, if the matter is urgent, the Chairman may call for a meeting by other methods. The Committee's secretary shall record minutes of the meeting;
- 2) The Committee may invite the Management, executives, related employees, or third parties to attend the meeting, to comment or to send any relevant documents as necessary;
- 3) In every Corporate governance and sustainability Committee's meeting, at least more than half of the Committee shall constitute a quorum;
- 4) Each member of the Committee shall have only one vote and all decisions shall be made by majority vote. In case of the votes are equally divided, the chairman of the meeting shall have the casting vote.

5. Remuneration

The Board considers the remuneration of the Corporate Governance and Sustainability's committee and proposed to the shareholders for approval. The remuneration is being considered based on the Company's performance and the Committee's responsibility, and compares with the other listed companies in SET that

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has similar market capitalization as well as other listed companies in the same industry. The remuneration will be disclosed in the Company's annual report.

This charter is effective on May 12, 2023 onwards.