

# The Environment, Social and Governance (ESG) Committee Charter

**Charter**

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## Introduction

In the business context today, Environment, Social and Governance (ESG) are the key components not only to the business license to operate but also the long-term business value creation. Therefore, The ESG Committee is established by the Board of Directors as a Board-level committee to act on behalf of the Board in overseeing the company's significant environmental, social, and governance impacts—including those related to climate, nature, and human rights—and to ensure that ESG matters are integrated into corporate strategy, risk management, and long-term value creation in line with stakeholders' expectations.

### 1. Purpose

The ESG Committee is established to support the Board of in overseeing the Company's and Group's ESG strategy, policies, and targets to ensure that material ESG impacts—including climate, nature, and human rights—are effectively integrated into corporate strategy, risk management, capital allocation, and performance management. The Committee shall monitor management's implementation and disclosures and regularly report recommendations and progress to the Board.

### 2. Composition and qualifications

2.1 The ESG Committee, Chairman and members, shall consist of at least three directors appointed by the Board of Directors to ensure balanced representation, diversity of expertise, and effective oversight.

2.2 The Chairman of the ESG Committee shall be an independent director to provide objective and impartial leadership in ESG oversight.

2.3 At least one of ESG Committee members shall have knowledge, understanding, and experience in ESG matters.

2.4 Head of Global Corporate Sustainability (GCS) shall be the secretary to the ESG Committee.

### 3. Term of office

3.1 The term of office of each ESG Committee member shall be three (3) years from the date of appointment by the Board of Directors.

3.2 Apart from the vacancy upon the expiration as aforementioned in 3.1, a member of the ESG Committee shall vacate office when:

- 1) he/she resigns.
- 2) the Board of Directors passes a resolution removing him/her from office.

3.3 Any ESG Committee member who wishes to resign during the term of office shall inform the reasons and give a notice to the Board of Directors at least one (1) month in advance.



3.4 In the event that the term of office of an ESG Committee member under Clause 3.1 has expired and the member has not vacated the position pursuant to Clause 3.2 or 3.3, such members shall be deemed to continue holding office automatically until a new member has been duly appointed to replace him/her.

## **4. Duties and Responsibilities of the ESG Committee**

The ESG Committee is accountable to Board of Directors subject to the scope of duties and responsibilities assigned by the Board of Directors as follow:

### **4.1 Oversee of ESG matters**

- a. Recommend to the Board of Directors ESG strategies, policies, and targets that are aligned with the Company's corporate strategy and stakeholders' expectations.
- b. Oversee ESG policies, and targets; monitor implementation progress and performance; ensure corrective actions and alignment with approved targets.
- c. Oversee major ESG and climate, nature and human rights related risks in coordination with the Risk Management Committee to ensure that the Company has put in place an effective means of ESG risk management framework.
- d. Oversee the credibility and effectiveness of stakeholder engagement and ESG materiality assessment processes to ensure material topics are appropriately identified, prioritized, and managed in coordination with the Sustainability Committee.
- e. Oversee ESG disclosures to ensure accuracy, reliability, and alignment with global reporting standards; promote external assurance and proper disclosure governance.
- f. Identify and report to the Board of Directors current and emerging ESG and sustainability topics, including regulatory developments and stakeholder expectations that may impact the Company's business or reputation, and recommend necessary adjustments to policies, practices, and disclosures.

4.2 Review and reassess this charter at least once a year then submit any recommended changes to the Board of Directors for consideration.

4.3 Perform any other tasks as assigned by the Board of Directors upon the ESG Committee's consent.

## **5. The ESG Committee Meeting**

5.1 The ESG Committee shall often meet at least quarterly, following an approved annual meeting calendar and as necessary to fulfill its duties. A quorum shall comprise a majority of the Committee members. Meetings may be held in person or via electronic means. Special meetings may be convened by the Chair as required to fulfill its duties.



5.2 The Secretary shall prepare and circulate the agenda and supporting materials. Minutes shall be prepared and reviewed by the Chair and members, approved at the subsequent meeting, and maintained as official records. The Secretary shall monitor and report the status of follow-up actions.

## **6. Reporting**

The ESG Committee shall report its activities, key issues, and recommendations to the Board of Directors at least annually or as deemed necessary.

## **7. Performance Assessment**

The ESG Committee shall conduct an annual self-assessment of its performance and effectiveness and report the results together with recommended improvement actions to the Board of Directors.

(Mr. Chanin Vongkusolkit)  
Chairman of the Board of Directors  
Banpu Public Company Limited  
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