



Corporate Governance Committee Charter

1 October 2018



Group Lease Public Company Limited Corporate Governance Committee Charter

Principle & Rationale

Group Lease Public Company Limited (the “Company”) has the intention to conduct and operate its business in compliance and consistent with the Good Corporate Governance Principles in order to promote sustainable growth of the Company for the benefit of the investors, shareholders, staff and other stakeholders, including the Company’s customers. As a result, the Board of Directors deems it appropriate to establish the Corporate Governance Committee (the “Committee”) to take the roles and responsibilities of setting up corporate governance policies and providing opinions, advices, monitoring and auditing the Company’s business operation, including overseeing the performance of duties of the Board of Directors, management and staff to be in compliance with the principle of Good Corporate Governance which shall prescribe the composition of the Committee, the term of office, authorities, and reporting to be in accordance with the guidelines set forth in this Charter.

Composition

The Committee comprised of at least three members and a Secretary, provided that the majority members must be Independent Directors.

Appointment and Term of Office

1. **Appointment:** The Board of Directors of the Company shall appoint the Committee and the meeting of the Board of Directors or the Committee shall select any of its Committee members to be the Chairman of the Committee.
2. **Term of Office:** The term of office of the Committee is three years each. Except the retirement by rotation, the Committee members shall vacate their offices, upon their deaths or resignations or upon the Board of Directors’ resolution.

In the event of the members vacate their offices by other reason which is not retiring by rotation, the Board of Directors shall appoint its member or other Independent Director (as the case may be) in replacement and the replaced member shall have the term of office according to the remaining term of the retired member whom he replaced and is eligible to be re-elected, provided that the Board of Directors of the Company shall consider and approve each renewal of term of office.

Authorities

The Committee is authorized to set the policies with respect to Corporate Governance Policy of the Company, including providing advices, recommendations, auditing and monitoring of the business operations of the Company, the performances of duties of the Board of Directors, management and staff of the Company to be



Group Lease Public Company Limited Corporate Governance Committee Charter

in compliance to the good corporate governance by upholding the principles of Corporate Governance Code for Listed Companies 2017 (or any future amendments) of the Securities and Exchange Commission as guidelines of operation.

Main Responsibilities

1. To set up the Corporate Governance Policy, Anti-corruption Policy and other policies with respect to the good corporate governance policy of the Company, including the Code Ethics and the Business Code of Ethics, under the framework of current laws rules and regulations of the related regulators, such as, the Stock Exchange of Thailand, Office of the Securities & Exchange Commission, the Ministry of Finance and other relevant agencies, as well as the good corporate governance guidelines under international standard and to be proposed to the Company's Board of Directors for consideration and approval and announcement as the guidelines of Good Corporate Governance practices for the Directors, management and every level of the staff.
2. To control, oversee and recommend guidelines in promoting the Company's Directors, management and staff to enhance Good Corporate Governance practices in consistent with the principle of the Company's Corporate Governance Policy, Anti-corruption Policy and other related policies as well as those derived from the good practices according to the ethics and the Business Code of Ethics, in carrying out business of the Directors, management, staff and employees of the Company.
3. To support the dissemination principal, guidelines, opinion, recommendation of the Good Corporate Governance practices for understanding of the management and staff in every level to have practical result, both in the Company and its subsidiaries.
4. To determine the framework of policy and operation plan with respect to Corporate Social Responsibilities (CSR) of the Company for both short-term and long-term in order to propose to the Board of Directors' for approval
5. To control, oversee and monitor the operation of CSR activities and the report on showing social responsibility to be proposed to the Board of Directors of the Company.
6. To review and improve the Corporate Governance policies and Anti-corruption policies or other policies in relation to the Good Corporate Governance of the Company including the Corporate Governance Committee Charter regularly at least once a year to be updated and in consistent with the international standard guidelines, as well as laws relevant rules and regulations to be proposed to the meeting of the Board of Directors of the Company for approval and disclosure in the annual report and Annual Report Disclosure Form.

Group Lease Public Company Limited Corporate Governance Committee Charter

7. To prepare report the result of annual evaluation of Good Corporate Governance to be proposed to the Board of Directors of the Company together with proposed recommendations for modification as appropriate.
8. The Committee may discuss and consult with the consultant or expert on Good Corporate Governance and may attend the training of Good Corporate Governance Course and if there is any expense thereof, it will be incur by the Company.
9. To perform other relevant tasks as assigned by the Board of Directors of the Company.

Meeting:

1. The Meeting of Committee shall be called by the Chairman of the Committee as deemed necessary and appropriate in performing the duties in accordance with this Charter, not less than four times annually.
2. The quorum of the Meeting of the Committee shall require not less than half of the total the Committee Members.
3. In case the Chairman is unable to attend the Meeting, the Meeting shall elect a member who is an Independent Director to act as Chairman of the Meeting.
4. The resolution of the Meeting shall be adopted by the majority votes. In case of tie, the Chairman of the Meeting shall cast the casting vote.
5. The Secretary of the Committee shall have the duty to record minutes of the Meeting and keep all related documents and information.

Reporting:

1. In case the Committee views that there is the misconduct of the operation or performance of the staff, the management or the Board of Directors of the Company which is not in accordance with the principle of good corporate governance under this Charter, the Committee shall make a report to the staff, the management or the Board of Directors of the Company for acknowledgement, provided that, in the said report, it must contain sufficient detailed information as to what was the misconduct of operation or performance, when was it occurred, and with what principle of Good Corporate Governance under this Charter that it was not in compliance or consistent.

In such a case, the staff or the management or the Board of Directors of the Company, as the case may be, shall undertake or cease the operation or performance which is not in



Group Lease Public Company Limited Corporate Governance Committee Charter

accordance with the principle of Good Corporate Governance, within reasonable timing. In case of the operation or performance at the level of staff, it shall be the duty of the management to monitor and oversee the staff to cease the operation or performance which is not in accordance with the principle of Good Corporate Governance. In case of the operation or performance at the level of the management, the said duty shall be vested in the Audit Committee. If it is the operation or performance of the Board of Directors of the Company, the said duty shall be vested in the Chairman of the Board of Directors of the Company.

2. The Committee shall report the result of its operations to the Board of Directors.

Evaluation of Result of Performance

The Committee shall evaluate its performance and report the said evaluation result together with the problems or obstacles which have caused the performance to be failed in fulfilling the objectives, as well as the solutions to be suggested to the Board of Directors of the Company every year-end.

Remunerations

The Committee shall receive remunerations as approved by the shareholders' meeting.

This Charter has been approved by the Board of Directors of Group Lease Public Company Limited at the Meeting No16/2018 and has been enforced since 1 December, 2018

Given on 1 December, 2018

Skol Harnsuthivarin

(Mr. Skol Harnsuthivarin)

Chairman of the Board

Group Lease Public Company Limited