



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 its business in compliance to the good Corporate Governance Principles aiming for the sustainable growth of the Company which will contribute to the benefit of the investors, shareholders, employees 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 the governance of duties and responsibilities of the Board of Directors, management and employees to be in line with the good corporate governance and to determine the composition of the Committee, the term of office, duties and responsibilities and reporting to be in accordance with this Corporate Governance Committee Charter.

Composition

Corporate Governance Committee shall compose of at least 3 members and a Secretary. The majority members should be Independent Directors.

Appointment and Term of Office

1. **Appointment:** The Committee should be appointed by the Board of Directors and the meeting of the Board of Directors or the Committee shall select one person to become Chairman of the Committee.
2. **Term of Office:** The term of office of the Committee is 3 years each. Except for the retired by rotation, the Committee’s member shall vacate office upon death or resignation or upon the Board of Directors’ resolution.

In the event of the members vacate office by the reason other than retired by rotation, the Board of Directors shall appoint a person or other Independent Director (as the case may be) in replacement. The new member shall have the term of office equal to the remaining term of the member whom he replaced. The retired by rotation members can be re-elected. The renewal of term of office of the Committee shall be approved by the Board of Directors.

Duties and Responsibilities

The Committee has the duties and responsibilities in the setting up of corporate governance policies of the Company, providing advices, recommendations including the auditing and monitoring of the Company’s business operations, the operations of the Directors, management and employees to be in compliance to the



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good corporate governance policies based on the principles of Corporate Governance Code for Listed Companies 2017 (or any future amendments) of the Securities and Exchange Commission and other related laws, rules and regulations.

Main Responsibilities

1. To determine the Corporate Governance Policy, Anti-corruption Policy and other policies in relation to the good corporate governance of the Company including the Business Code of Ethics referenced under the updated laws, rules and regulations of the related regulators such as the Stock Exchange of Thailand, Office of the Securities & Exchange Commission, Ministry of Finance and other related regulators as well as the good corporate governance under international standard and propose for approval from the Company's Board of Directors and announce as our principles of good corporate governance practice for the Directors, management and all levels of the employees.
2. To oversee and provide guidelines to the Company's Directors, management and employees to enhance good corporate governance practices in compliance to the Company's Corporate Governance Policy, Anti-corruption Policy and other related policies as well as the Corporate Business Code of Ethics.
3. To support the good corporate governance practice culture in the Company by communicating to the management and all level of employees of both the Company and its subsidiaries to put them into real practice.
4. To determine the policy and action plan guidelines for Corporate Social Responsibilities (CSR) activities of the Company for both short-term and long-term and propose for the Board of Directors' approval
5. To oversee and monitor the Company's CSR activities and propose the CSR Report to the Board of Directors for acknowledgement.
6. To revise and improve the Corporate Governance Policy and Anti-corruption Policy or other policies in relation to the good CG of the Company including the Corporate Governance Committee Charter regularly at least once a year to be up to date and in line with the international standard guidelines, laws, rules and regulations.
7. To propose for the Board of Directors to have resolutions on the revision of the suitable applications of the CG Code's principles and sub-principles at least once a year and disclose such resolution in the Company's annual report and Form 56-1
8. To write an annual CG Report of the Company and propose for approval from the Board of Directors together with other suggested guidelines for improvement as appropriate.



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9. To be able to seek advices from advisors or other CG specialist or to participate in the CG related training courses on the Company's expenses.
10. To carry out any other duties assigned by the Board of Directors.

Meeting:

1. The CGC Meeting shall be called by Chairman of the Committee as deemed appropriate in order to carry out the duties and responsibilities in accordance with this Charter but not less than 4 times annually.
2. The meeting quorum is constituted by the majority number of Corporate Governance Committee members.
3. On the event of the Chairman's absence from the Meeting, one of the members present in the meeting who is the Independent Director shall be selected to be the Chairman of the Meeting.
4. The resolution of the Meeting is constituted by the majority vote from the members who attend the Meeting and cast their votes. On the event of a tie vote, the Chairman of the Meeting shall cast another vote to finalize the resolution.
5. Secretary to the Corporate Governance Committee shall have the duty to record minutes of the Meeting and keep all related documents

Reporting:

1. In the event of the misconduct performed by the Company's employees or management or the Board of Directors found that was not complied with the CG principles mentioned in this Charter, the Committee shall make a report to inform such persons. The said report should contain the details of what such misconducts were, when were they occurred, how were they complied or not complied with the CG principles mentioned in this Charter.

If such event occurred, the employees or management or the Directors as the case may be, shall take action or stop such action that had not complied with the good CG immediately or within a reasonable time. If it was the violated action performed by the employee level, it should be the responsibility of the Management to oversee that the misconduct has been terminated. In the case that the misconduct was performed by the Management, such responsibility should be the role of the Audit Committee. And if it was performed by the Directors, such responsibility should be the role of the Chairman of the Board of Directors.



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2. The Committee should report the meeting result to the Board of Directors every time after the Committee's Meeting.

Self-assessment

The Corporate Governance Committee shall evaluate its own performance and report it together with the problems or obstacles which prevent the Committee from being successful in accomplishing the objectives set for the establishment of the CGC to the Board of Directors annually at the end of the year for further improvement.

Remunerations

The Corporate Governance Committee shall receive appropriate remunerations in relation to its duties and responsibilities which should be approved by the shareholders' meeting.

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

Given on 1 December, 2018

(Mr. Skol Harnsuthivarin)

Chairman of the Board

Group Lease Public Company Limited

