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Corporate Governance and Sustainability Committee Charter

NR Instant Produce PCL. (“the Company”) upholds the good corporate governance principle and engages to contribute social activities continuously in order to improve life quality of the community and society in the country by creating the strength to the community to be self-reliant and keep up with the environment changes. Therefore, the Company’s Board of Directors resolves to determine the charter of the Good Corporate Governance and Sustainability Committee in order to build the awareness to the Corporate Governance and Sustainability Committee and everyone to adhere to the duty and responsibility and perform accurately and completely.

1. Scope of Authority and Duties of the Corporate Governance and Sustainability Committee

Corporate Governance

- 1.1 Determine policy, advise the guidelines, and provide recommendation regarding good corporate governance practice, prevention and anti–corruption activities, including business ethics
- 1.2 Supervise the management to conduct the business in compliance with good corporate governance principles
- 1.3 Consider and review the relevant policies in accordance with good corporate governance principles as prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand and related agencies and submit to the Board of Directors for approval
- 1.4 Monitor and ensure to adhere the good corporate governance into practice and regularly report to the Board of Directors
- 1.5 Consider the performance assessment of the Board of Directors and sub-committees to further develop and enhance the directors’ capabilities

Sustainability

- 1.6 To determine policy, guideline and budget that related to Sustainability in order to propose to the Company’s Board of Directors for approval on annually basis.
- 1.7 To supervise, monitor and follow-up matters according to the Board of Directors’ plan and the Corporate Governance and Sustainability Committee as determined in the policy and target
- 1.8 To constantly report the progress and the operation to the Company’s Board of Directors after the Corporate Governance and Sustainability Committee meeting.

NR INSTANT PRODUCE PUBLIC COMPANY LIMITED

Register Number : 0107562000483 TAX ID : 0107562000483

Head Office: 99/1 Moo 4, Khae Rai, Krathum Baen, Samut Sakhon 74110

Tel: (6634) 849-576-80 Fax: (6634) 849 586

Bangkok Office: 518/5 Maneeya Center Building, 6th floor, Ploen Chit Road,

Lumphini, Pathum Wan, Bangkok 10330 Tel (6622) 548 233 Fax (6626) 520 527

Facebook : NRFThailand

Website : <https://www.nrinstant.com>

บริษัท เอ็นอาร์ อินสแตนซ์ โปรดิวซ์ จำกัด (มหาชน)

ทะเบียนเลขที่ : 0107562000483 เลขประจำตัวผู้เสียภาษี : 0107562000483

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กรุงเทพมหานคร 10330 โทรศัพท์ (6622) 548 233 โทรสาร (6626) 520 527

เฟสบุ๊ก : NRFThailand

เว็บไซต์ : <https://www.nrinstant.com>



- 1.9 To conduct the Self-Assessment of the Corporate Governance and Sustainability Committee and report the result of the assessment to the Board of Directors for acknowledgement.
- 1.10 To consider, review and amend any changes related to the Corporate Governance and Sustainability Committee Charter to be appropriate and up to date and propose to the Company's Board of Director for approval.
- 1.11 To perform other duties as assigned by the Board of Directors.

In performing the duties as determined in the scope of authorities, the Corporate Governance and Sustainability Committee has an authority to command the management, business unit head or subsidiary company's employees to provide the opinion, participate in the meeting or submit the relevant documents. In addition, to perform duties under this Charter, the Corporate Governance and Sustainability Committee may seek advice from external consultants' experts (independent) if necessary and deemed appropriate, the Company shall be responsible for the expenses incurred related to perform duties of the Corporate Governance and Sustainability Committee.

2. Composition and Qualification

- 2.1 The Corporate Governance and Sustainability Committee shall consist of not less than four members of the Boards of Directors and not lower than half of the total number must be the independent directors.
- 2.2 The Company's Board of Directors is the one who select and nominate the members and the Board of Directors or the Corporate Governance and Sustainability Committee select one of the members to be the Chairman of the Corporate Governance and Sustainability Committee. In addition, the Chairman of the Corporate Governance and Sustainability Committee must be the independent director.
- 2.3 The members of the Corporate Governance and Sustainability Committee shall have extensive knowledge, capability and experiences as deemed appropriate.
- 2.4 The members of the Corporate Governance and Sustainability Committee shall devote adequate time to perform the duties for the Company effectively.
- 2.5 The members of the Corporate Governance and Sustainability Committee shall have term of directorship for 3 years and for the members of the Corporate Governance and Sustainability Committee whose term is expired. The member may be re-appointed for another term as deemed appropriate.

In the case that all members of the Corporate Governance and Sustainability Committee's terms are expired by rotation, it requires all existing members shall be in the Acting position to run the operation until there is the nomination and appointment of new members of the Corporate Governance and Sustainability Committee.

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In addition, there is the directorship rotation by term, the members of the Corporate Governance and Sustainability Committee shall be retired when

- a) Death
- b) Resignation
- c) Vacate from the director position or Company's independent director
- d) The Board of Directors resolves to terminate the director from his or her position

In the case that the member of the Corporate Governance and Sustainability Committee would like to resign before his or her term expires, the Corporate Governance and Sustainability Committee determines that the member shall inform the Company on the resignation, including providing the rational reason to propose to the Board of Directors for consideration and selecting the qualified director to replace the vacancy.

In case of vacancy in the Corporate Governance and Sustainability Committee due to any reason other than completion of term, the Company's Board of Directors shall appoint a fully qualified person to fill up the vacancy within 3 months from the date of such vacancy. During the process of nomination and appointment, new member shall hold office concurrent with his or her directorship term.

2.6 The Board of Directors or the Corporate Governance and Sustainability Committee shall appoint the secretary of the Corporate Governance and Sustainability Committee who is not the director; however, the secretary shall have the qualifications acceptable by the Corporate Governance and Sustainability Committee.

3. Meeting

The Corporate Governance and Sustainability Committee can determine the number of the meeting as deemed appropriate to perform the duties as assigned; however, the meeting is scheduled to be held at least four times per year.

In the Corporate Governance and Sustainability Committee Meeting, requires the Chairman of the Committee or the secretary of the Committee shall send the meeting notification to the members of the Committee in advance and not less than 7 days prior to the meeting date, except in the case of urgency, the meeting can be held by other forms or the Committee shall call the meeting earlier.

The Corporate Governance and Sustainability Committee shall arrange the meeting according to scope of duties and responsibilities.

4. Quorum

In the Corporate Governance and Sustainability Committee Meeting, the members of the Committee shall participate in the meeting not lower than half of the total number of the Corporate Governance and Sustainability Committee members to form “Quorum”. In the case that the Chairman of the Corporate Governance and Sustainability Committee is not participated in the meeting or unable to perform a duty, the members shall consider and select one of the members in the Corporate Governance and Sustainability Committee to act as the Chairman of meeting.

The final decision is based on the majority votes of the Corporate Governance and Sustainability Committee and each of member of the Committee shall have one vote. In case of the voting is equal, the Chairman will have one more vote to make it finalize. In the case that the member of the Committee has the conflict of interests, he or she shall have no vote in that matter.

5. Remuneration

5.1 The remuneration of the Corporate Governance and Sustainability Committee shall apply according to the resolution of the Annual Shareholder Meeting.

5.2 The remuneration of the advisor of the Corporate Governance and Sustainability Committee shall apply according to the resolution of the Board of Directors Meeting, which shall be endorsed by the Nomination and Remuneration Committee.

6. Report

The Corporate Governance and Sustainability Committee shall report the operation or other reports that the Committee agreed that the Board of Directors should acknowledge in the Company's Board of Directors Meeting.

7. External Consultant Experts (independent)

The Corporate Governance and Sustainability Committee may seek advice from external consultant experts (independent) as deemed appropriate and must be approved by the Company's Board of Directors.



This Charter has been approved by the Board of Directors of NR Instant Produce Public Company Limited, effective from February 28, 2022 onwards.

Announced on February 28, 2022

(Mrs.Kesara Manchusree)
Chairman of the Board

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