1. Definitions

"The Company"	Gunkul Engineering Public Co., Ltd.
"The Group"	Subsidiaries and affiliated companies of Gunkul Engineering Public Co., Ltd.
"Board of Directors"	Board of Directors of Gunkul Engineering Public Co., Ltd.
"Good Corporate Governance and Sustainable Development Committee"	Good Corporate Governance and Sustainable Development Committee of Gunkul Engineering Public Co., Ltd.
"Good Corporate Governance and Sustainable Development Committee member"	Good Corporate Governance and Sustainable Development Committee member of Gunkul Engineering Public Co., Ltd.
"Independent Director"	Non-executive director with independent qualifications in accordance with the requirements of the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551
"Executives"	Persons holding position from Assistant Vice President level and above of Gunkul Engineering Public Co., Ltd. and the Group

2. Objectives

The Board of Directors deems appropriate to establish the "Good Corporate Governance and Sustainable Development Committee Charter" to serve as a framework and guideline for carrying out the duties as assigned by the Board of Directors. The Good Corporate Governance and Sustainable Development Committee is responsible for supporting the Board of Directors in determining policies related to good corporate governance, sustainable development, and determining practices for the Company's various operations to align with good corporate governance and sustainable development principles according to international standards that listed companies are expected to follow. This aims to ensure tangible implementation of good corporate governance principles across the organization and to promote the Company's sustainable growth through ethical, transparent, and accountable management practices, which will help build confidence among shareholders, investors, stakeholders, and all relevant parties.

3. Composition, Appointment, and Qualifications

3.1 Composition and Appointment

3.1.1 The Board of Directors is responsible for appointing the Good Corporate Governance and Sustainable Development Committee by selecting from a number of directors and/or executives of the Company and/or qualified individuals.

3.1.2 The Good Corporate Governance and Sustainable Development Committee shall consist of at least 3 persons with more than 50% being independent directors.

3.1.3 The Board of Directors is required to appoint the Chairman of the Good Corporate Governance and Sustainable Development Committee.

3.1.4 The Company shall propose its employees to serve as the Secretary to the Good Corporate Governance and Sustainable Development Committee with approval from the Good Corporate Governance and Sustainable Development Committee.

3.2 Qualifications

3.2.1 The Chairman of the Good Corporate Governance and Sustainable Development Committee must not to be the Chairman of the Board of Directors and must be an independent director.

3.2.2 The Good Corporate Governance and Sustainable Development Committee member is required to possess knowledge in good corporate governance and sustainable development, by applying knowledge, skills, and experience in serving as the Good Corporate Governance and Sustainable Development Committee member to achieve the Company's objectives successfully.

3.2.3 The Good Corporate Governance and Sustainable Development Committee member must not possess any prohibited characteristics under the Public Company Act, Securities and Exchange Act and any other relevant laws.

3.2.4 Able to devote sufficient and appropriate time to performing duties.

4. Term of Office and Removal from the post

4.1 Term of Office

4.1.1 The Good Corporate Governance and Sustainable Development Committee has a term of office of 3 years. The Good Corporate Governance and Sustainable Development Committee member who retire by rotation may be re-appointed by the Board of Directors for another term.

4.1.2 In the event that the Good Corporate Governance and Sustainable Development Committee position becomes vacant for reasons other than retirement by rotation in section 4.1.1., the Board of Directors shall appoint a qualified person to be Good Corporate Governance and Sustainable Development Committee member to fulfill the numbers as specified by the Board of Directors in this charter. The person appointed is allowed to stay in the office for the remaining term only.

4.1.3 In appointing new Good Corporate Governance and Sustainable Development Committee member to fill the positions according to the specified number, the process must be expedited quickly to ensure continuity in the operations of the Good Corporate Governance and Sustainable Development Committee.

4.2 Removal from the post

4.2.1 The Good Corporate Governance and Sustainable Development Committee is required to leave office in the following cases:

(1) Death

(2) Resignation

(3) Lack of qualification to be the Good Corporate Governance and Sustainable Development Committee member or has the prohibited characteristics in accordance with the law on public limited company, laws and/or notification on securities and exchange and related laws and/or any other related notifications

(4) Resolution of the Board of Directors with majority vote on removal

(5) Expiry of the term

4.2.2 The Good Corporate Governance and Sustainable Development Committee member who wish to resign from the Good Corporate Governance and Sustainable Development Committee must notify the Company in writing of their intention at least 1 month in advance unless there is force majeure and specify the reasons.

5. Scope of Authority, Duties and Responsibilities

The Board of Directors has determined the scope of authority, duties and responsibilities of the Good Corporate Governance and Sustainable Development Committee as follows:

5.1 Corporate Governance

5.1.1 To establish and review policies and practices related to good corporate governance, business ethics, as well as anti-corruption policies, measures and guidelines, ensuring alignment with the standards and regulations set by regulatory authorities both at the national and international levels. Additionally, establish a Compliance Unit to oversee operations and present findings to the Board of Directors and management for consideration and adjustments, as appropriate to the Company’s context.

5.1.2 To support and promote the Company's operations to align with the principles of good corporate governance and responsibility toward stakeholders in order to achieve the set goals. This includes overseeing and ensuring that the actions of the Board of Directors, executives, employees, and stakeholders of the Company and its Group adhere to the policies and guidelines of good corporate governance as set by the organization, as well as regulatory authorities, such as the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand ("SET"), in full compliance with applicable laws, regulations, and standards. Additionally, the Company shall be committed to continuously improving and adapting its operations appropriately.

5.1.3 To monitor the progress and assess the effectiveness of the Company's corporate governance operations to ensure compliance with laws and best practices, both at the national and international levels, including recommendations from relevant regulatory authorities.

5.1.4 To support and encourage communication and dissemination of a culture of good corporate governance and business ethics, ensuring that directors, executives, and employees at all levels are aware of, understand, and adhere to these practices.

5.1.5 To support and encourage the Company to participate in assessment or rankings related to good corporate governance as a means to continuously develop and elevate the Company's corporate governance standards.

5.2 Sustainable Development/ Drive for Sustainable Business

5.2.1 To establish and review policies and practices related to sustainable organizational development, covering environmental, social, and governance (ESG) dimensions, ensuring alignment with the Company's context, best practices according to national and international standards, including the criteria and regulations set by relevant regulatory authorities, and present findings to the Board of Directors and management for consideration and adjustments, as appropriate.

5.2.2 To provide guidance and oversee practices to ensure compliance with sustainability management standards, and support responsible operations in relation to relevant stakeholder groups. This includes the ongoing review, monitoring, and auditing of sustainability approaches and action plans that address the Company's key sustainability issues (ESG Materiality), ensuring alignment with evolving circumstances and external factors. A clear timeline and designated responsibilities for each material sustainability issue shall be established. Furthermore, oversee and monitor that directors, executives, and employees effectively implement the Company's sustainability development approach.

5.2.3 To oversee, monitor the progress and performance, and assess the effectiveness of operations related to social and environmental responsibility, as well as stakeholder engagement. This includes ensuring that the Company establishes appropriate communication channels to build trust and confidence among shareholders and all stakeholder groups.

5.2.4 To oversee and monitor the disclosure of key sustainability-related operations of the Company, including the preparation of the Sustainability Report in accordance with relevant criteria, standards, and practices, to reflect actions that contribute to creating long-term sustainable value and benefits for both the Company and its stakeholders.

5.2.5 To support and encourage the Company to participate in sustainability assessments or rankings as a means to continuously develop and elevate the Company's sustainability standards.

5.3 Others

5.3.1 To perform other tasks related to good corporate governance and sustainable development as assigned by the Board of Directors.

5.3.2 To consider and review the Good Corporate Governance and Sustainable Development Committee Charter annually.

5.3.3 To assess the performance of the Good Corporate Governance and Sustainable Development Committee, including providing suggestions for development and improvement and propose to the Board of Directors for use as information in setting policy guidelines for continuous organizational development.

5.3.4 To prepare the performance report of the Good Corporate Governance and Sustainable Development Committee and disclose in the Annual Registration Statements (Form 56-1 One Report), which the report is signed by the Chairman of the Good Corporate Governance and Sustainable Development Committee.

(1) Overall comments or remarks that the Good Corporate Governance and Sustainable Development Committee received from performing duties in accordance with the Good Corporate Governance and Sustainable Development Committee Charter.

(2) Any other reports that the Good Corporate Governance and Sustainable Development Committee deems that shareholders and investors should know within the scope of authority and responsibility assigned by the Board of Directors.

(3) Number of meetings held and meeting attendance of each Good Corporate Governance and Sustainable Development Committee member. Including remuneration received by each Good Corporate Governance and Sustainable Development Committee member during the past year.

5.3.5 In performing duties, the Good Corporate Governance and Sustainable Development Committee may request independent opinions from any other professional consultant when deemed necessary at the expense of the Company or appoint a working group when it is considered necessary and appropriate.

6. Meeting

6.1 Number of Meeting

6.1.1 The Good Corporate Governance and Sustainable Development Committee must hold a meeting at least 4 times a year. Additional meeting may be held as the Chairman of the Good Corporate Governance and Sustainable Development Committee deems appropriate.

6.1.2 The Chairman of the Good Corporate Governance and Sustainable Development Committee may call a special meeting when deemed necessary or requested by the Good Corporate Governance and Sustainable Development Committee member or the Chairman of the Board of Directors to consider agendas that require special discussion in addition to regular meetings.

6.1.3 The meetings of the Good Corporate Governance and Sustainable Development Committee shall be scheduled in advance for the entire year and communicated to the committee members accordingly.

6.1.4 Details of number of meetings held and meeting attendance of each Good Corporate Governance and Sustainable Development Committee member shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

6.2 Meeting attendees

6.2.1 In the meeting of the Good Corporate Governance and Sustainable Development Committee, at least half of the total number of the Good Corporate Governance and Sustainable Development Committee members must present at the meeting to constitute a quorum and the Chairman of the Good Corporate Governance and Sustainable Development Committee shall chair the meeting.

6.2.2 If the Chairman of the Good Corporate Governance and Sustainable Development Committee is not in the meeting or is unable to undertake his/her duty, the Good

Corporate Governance and Sustainable Development Committee shall select one of the Good Corporate Governance and Sustainable Development Committee members to chair the meeting.

6.2.3 At the meeting, the Good Corporate Governance and Sustainable Development Committee may invite directors or executives of the Company or those related to the proposed agenda to attend the meeting to provide relevant information.

6.2.4 The Secretary to the Good Corporate Governance and Sustainable Development Committee must attend every meeting and in case of necessity unable to attend the meeting, the Company may assign another person to attend the meeting instead.

6.3 Meeting agenda

6.3.1 In the meeting of the Good Corporate Governance and Sustainable Development Committee, the agenda should cover at least the following topics:

(1) Matters to be informed to the meeting by the Chairman

(2) Approval on the previous meeting minutes

(3) Review of the matters continued from the previous meeting

(4) Matters to be discussed

(5) Matters to be informed

(6) Other matters

6.3.2 Meeting documents shall be submitted to the Good Corporate Governance and Sustainable Development Committee and meeting attendees at least 7 days prior to the meeting date so there is sufficient time to study the information and to request additional information. Except in the case of urgent necessity to look after the rights or interest of the Company, the meeting invitation can be notified by other means or meeting date can be set earlier than that.

6.4 Voting

6.4.1 The meeting resolution requires a majority vote of the Good Corporate Governance and Sustainable Development Committee members attending the meeting and casting votes. Each Good Corporate Governance and Sustainable Development Committee member has one vote to cast. If the votes are on par, the Chairman of the meeting shall cast a decisive vote.

6.4.2 The Good Corporate Governance and Sustainable Development Committee member who has an interest in the matter being considered must abstain from voting on such matter.

6.5 Meeting minutes

6.5.1 The Secretary to the Good Corporate Governance and Sustainable Development Committee or the person assigned is required to prepare the meeting minutes and submit to the Good Corporate Governance and Sustainable Development Committee without delay.

6.5.2 The Secretary to the Good Corporate Governance and Sustainable Development Committee or the person assigned is required to submit the meeting minutes and prepares work plans (if any) to the related agencies for acknowledgement and to serve as a guideline for action in accordance with the policies and guidelines set forth.

7. Reporting

7.1 The Good Corporate Governance and Sustainable Development Committee is responsible for reporting to the Board of Directors the results of its meeting regularly or any other matters that the Board of Directors should know, along with comments on guidelines and suggestions as appropriate.

7.2 Report the performance of duties based on the principles of good corporate governance and sustainable development in the Annual Registration Statements (Form 56-1 One Report) and at the Company's Annual General Meeting of Shareholders.

7.3 In the event that there are important actions or content that may have a significant impact on the Company's operations or on the practices of good corporate governance, business ethics, and sustainable development, the Good Corporate Governance and Sustainable Development Committee is required to report to the Board of Directors within an appropriate period.

7.4 The Chairman of the Good Corporate Governance and Sustainable Development Committee shall disclose the process and criteria for assessing the performance of the Good Corporate Governance and Sustainable Development Committee, number of meetings held, and meeting attendance of each Good Corporate Governance and Sustainable Development Committee member, including remuneration received by each Good Corporate Governance and Sustainable Development Committee member during the past year.

8. Performance Assessment

8.1 The Good Corporate Governance and Sustainable Development Committee is responsible for assessing its own performance every year and report the assessment results to the Board of Directors.

8.2 Process and criteria for assessing the performance of the Good Corporate Governance and Sustainable Development Committee shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

9. Remuneration

9.1 At the Annual General Meeting of Shareholders, shareholders will determine the remuneration of the Good Corporate Governance and Sustainable Development Committee.

9.2 Details of remuneration over the past year of each Good Corporate Governance and Sustainable Development Committee member shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

10. Orientation and Training

10.1 Orientation

All newly appointed Good Corporate Governance and Sustainable Development Committee members are required to attend the "Orientation for new directors" as specified by the Company.

10.2 Training

The Company has a policy to encourage the Good Corporate Governance and Sustainable Development Committee members to participate in training to enhance their knowledge under the good corporate governance and sustainable development plan on an ongoing basis.

Transitory Provisions

The person appointed to be the Good Corporate Governance and Sustainable Development Committee before the effective date of this Good Corporate Governance and Sustainable Development Committee Charter is in effective shall continue to hold position and have full authority and duties as the Good Corporate Governance and Sustainable Development Committee member completely until the expiry of term or another person is appointed to make the replacement. This charter does not affect any act undertaken before this charter is in effect. Any act being undertaken before this charter is in effect shall be continued until completion. In addition, if the Good Corporate Governance and Sustainable Development Committee is of the opinion that immediate enforcement of this charter in any matter may have an impact on the Company's operations, the Good Corporate Governance and Sustainable Development Committee may require that the original rules and regulations in this matter be enforced for the time being.

In addition, persons in any position appointed by the Good Corporate Governance and Sustainable Development Committee before the effective date of this charter, including the Secretary to the Good Corporate Governance and Sustainable Committee shall continue to have the authority and duties in that position until the expiry of term or another person is appointed to make the replacement.

Revision Record

Document No.	Issue No. /Revision No.	Date	Revised part	Reason of revision	Date of Cancellation
OMD 2551/07	1.0	27 OCT 2008	Charter introduced (Initially called: Authority and duty of the board of directors and sub-committee)	To comply with the concept of the supervision and operation units at present	9 NOV 2012
OMD 2555/01	2.0	9 NOV 2012	Improvement made to the entire charter (Initially called: Authority and duty of the board of directors and sub-committee)	Coverage extended to authority, duty and responsibility to appoint additional sub-committee	22 NOV 2016
OMD 2559/05	3.0	22 NOV 2016	Improvement made to the entire charter (Changed to Charter of the Good Corporate Governance and Sustainable Development Committee)	To determine and separate the charter of each committee	25 DEC 2017
OMD 2560/09	4.0	25 DEC 2017	Reviewed	To comply with the concept of the supervision agency and the current operation	19 NOV 2018
OMD 2561/09	5.0	19 NOV 2018	Reviewed	To comply with the concept of the supervision agency and the current operation	8 NOV 2019
OMD 2562/14	6.0	8 NOV 2019	Reviewed	To comply with the concept of the supervision agency and the current operation	1 MAR 2021
POL-BOD 64-006	7.0	1 MAR 2021	Reviewed	To comply with the concept of the supervision agency and the current operation	12 NOV 2021
POL-BOD 64-030	8.0	12 NOV 2021	Reviewed	To comply with the concept of the supervision agency and the current operation	10 NOV 2022

Document No.	Issue No. /Revision No.	Date	Revised part	Reason of revision	Date of Cancellation
POL-BOD 65-016	9.0	10 NOV 2022	Reviewed	To comply with the concept of the supervision agency and the current operation	28 FEB 2024
POL-BOD 67-005	10.0	28 FEB 2024	Reviewed	To comply with the concept of the supervision agency and the current operation	13 NOV 2024
POL-BOD 67-031	11.0	13 NOV 2024	Reviewed	To comply with the concept of the supervision agency and the current operation	13 NOV 2025
POL-BOD 68-029	12.0	13 NOV 2025	Reviewed	To comply with the concept of the supervision agency and the current operation	