



Charter of the Corporate Governance and Sustainable Development Committee

1. Objectives

The Board of Directors has appointed the Corporate Governance and Sustainable Development Committee (the “Committee”) to assist in overseeing the establishment of good corporate governance practices in accordance with corporate governance principles, as well as the Company's sustainable development. The objective is to ensure that the Company's business directions, policies, and strategies are integrated with corporate governance principles and sustainability considerations, with clear operational guidelines that enable the Company to be effectively governed in accordance with good corporate governance principles and to create sustainable value for shareholders and all stakeholders.

Accordingly, the Company has established this Charter of the Corporate Governance and Sustainable Development Committee to serve as a framework and guideline for the Committee in properly performing its duties and responsibilities.

2. Composition

- 2.1 The Chairperson of the Corporate Governance and Sustainable Development Committee shall be appointed by the Board of Directors.
- 2.2 The Corporate Governance and Sustainable Development Committee shall be appointed by the Board of Directors and shall comprise at least three directors and/or executives, with at least one independent director.
- 2.3 The Corporate Governance and Sustainable Development Committee may appoint a Secretary to assist with its operations and coordination, including arranging meetings, preparing meeting agendas, distributing meeting materials, recording minutes of meetings, and performing any other duties as assigned by the Chairperson of the Corporate Governance and Sustainable Development Committee.

3. Qualifications of Members of the Corporate Governance and Sustainable Development Committee

- 3.1 Members shall possess knowledge and understanding of corporate governance, sustainability management, and organizational management, with strong management capabilities.
- 3.2 Members shall be persons who are respected, trusted, and generally recognized.
- 3.3 Members shall possess a good understanding of the Company's business, products, and services.

3.4 Members shall understand sound management principles, possess sound judgment and decision-making skills, and be capable of analyzing issues and providing appropriate recommendations.

3.5 Members shall be creative, capable of expressing their views, and willing to listen to the opinions of others.

3.6 Members shall be able to devote sufficient time to performing their duties as members of the Corporate Governance and Sustainable Development Committee.

The qualifications of members of the Corporate Governance and Sustainable Development Committee shall be subject to the Charter of the Board of Directors and the Company's Articles of Association.

4. Term of Office and Vacating Office

4.1 Term of Office

4.1.1 Members of the Corporate Governance and Sustainable Development Committee who are directors of the Company shall hold office for the same term as their respective terms as directors of the Company. Members who are not directors of the Company shall hold office for the duration of their respective positions within the Company.

4.1.2 Upon completion of their term of office, members of the Corporate Governance and Sustainable Development Committee may be reappointed for another term as deemed appropriate by the Board of Directors.

4.1.3 If a position on the Corporate Governance and Sustainable Development Committee becomes vacant for any reason other than the expiration of the term, the Board of Directors shall appoint a person who possesses the required qualifications to fill the vacancy within three months from the date on which the number of Committee members falls below the minimum composition prescribed in this Charter. This is intended to ensure continuity in the performance of the Committee's duties. The newly appointed member shall hold office only for the remaining term of the member whom he or she replaces.

4.2 Vacating Office

4.2.1 A member of the Corporate Governance and Sustainable Development Committee who is also a director of the Company shall cease to hold office upon ceasing to be a director of the Company, including upon expiration of the director's term. A member who is not a director of the Company shall cease to hold office upon ceasing to hold the relevant position within the Company.

4.2.2 A member of the Corporate Governance and Sustainable Development Committee shall vacate office upon:

- (1) Death;
- (2) Resignation; or
- (3) Resolution of the Board of Directors to remove the member from office.

A member wishing to resign from the Corporate Governance and Sustainable Development Committee shall submit a resignation letter to the person serving as the Company Secretary. The resignation shall take effect from the date on which the resignation letter is received by the Company and signed by the person serving as the Company Secretary.

5. Authority, Duties and Responsibilities of the Corporate Governance and Sustainable Development Committee

5.1 Authority

5.1.1 The Corporate Governance and Sustainable Development Committee shall have the authority to appoint representatives responsible for corporate governance and sustainability to support the Committee in performing its duties.

5.1.2 The Corporate Governance and Sustainable Development Committee may obtain advice from external independent advisors or experts when it considers such advice necessary and appropriate, with the Company bearing the related expenses.

5.1.3 The Corporate Governance and Sustainable Development Committee shall have the authority to request information from various departments of the Company and to invite employees, officers, executives, or other persons to attend meetings on relevant agenda items in order to obtain additional information or opinions for consideration.

- 5.1.4 Approve the Company's corporate governance and sustainable development plans, monitor their implementation, and review the effectiveness of the Company's corporate governance and sustainable development operations.

5.2 Duties and Responsibilities

- 5.2.1 Establish the Company's objectives, policies, and action plans relating to Sustainable Development (SD), covering environmental, social, governance, and economic (ESG) matters, as well as the creation of long-term value for stakeholders. The Committee shall also communicate such matters for submission to the Board of Directors.
- 5.2.2 Provide advice and promote the Company's operations to ensure that they are aligned with the Company's sustainable development policies and that the established objectives are achieved. The Committee shall also support the Board of Directors, management, and employees in effectively implementing the Company's sustainable development principles.
- 5.2.3 Evaluate and review the Company's sustainable development objectives, policies, and action plans to ensure that they are appropriate to the Company's business circumstances and consistent with applicable laws, internationally recognized good practices, and recommendations from relevant institutions. The Committee shall also consider relevant proposals from shareholders and the Company's responses to shareholders.
- 5.2.4 Oversee, monitor, and evaluate sustainable development performance to ensure that it is balanced and effective and provides maximum benefits to the Company and its stakeholders. The Committee shall periodically report progress on sustainable development activities to the Board of Directors for acknowledgement.
- 5.2.5 Establish policies relating to good corporate governance and business ethics and submit them to the Board of Directors for consideration and approval. The Committee shall provide advice and promote implementation at all levels and regularly review such policies to ensure that they remain appropriate and consistent with applicable laws and internationally recognized good practices. The Committee shall also oversee the regular assessment and reporting of compliance with the good corporate governance and business ethics policies.
- 5.2.6 Oversee the disclosure of information concerning the Company's sustainable development to stakeholders, including the performance of the Corporate Governance and Sustainable Development Committee, in the Company's Annual Report and Annual Sustainability Report.

- 5.2.7 Review and update this Charter and relevant policies to ensure that they remain appropriate and up to date.
- 5.2.8 Perform any other duties as assigned by the Board of Directors.

6. Meetings of the Corporate Governance and Sustainable Development Committee

- 6.1 The Corporate Governance and Sustainable Development Committee shall hold meetings at least twice a year and may convene additional meetings as deemed appropriate by the Chairperson of the Corporate Governance and Sustainable Development Committee.
- 6.2 A quorum shall consist of at least one-half of the total number of members of the Corporate Governance and Sustainable Development Committee.
- 6.3 If the Chairperson of the Corporate Governance and Sustainable Development Committee is absent from a meeting or is unable to perform his or her duties, the Committee members attending the meeting shall elect one member to serve as Chairperson of the meeting.
- 6.4 The Corporate Governance and Sustainable Development Committee may invite relevant management, executives, employees, or other persons whom it considers appropriate to attend meetings and provide opinions or submit documents that it considers relevant or necessary.
- 6.5 Resolutions of the meeting shall be adopted by a majority vote. In the event of an equality of votes, the Chairperson of the meeting shall have an additional casting vote. Any Committee member who has a conflict of interest in a matter under consideration shall not participate in the discussion and shall have no right to vote on such matter.
- 6.6 The Secretary to the Corporate Governance and Sustainable Development Committee shall be responsible for arranging meetings, preparing meeting agendas, distributing supporting documents, and recording the minutes of meetings within the prescribed timeframe.

7. Reporting of the Corporate Governance and Sustainable Development Committee

- 7.1 The Corporate Governance and Sustainable Development Committee shall prepare reports on its corporate governance and sustainable development performance and submit them to the Board of Directors for acknowledgement.
- 7.2 The Corporate Governance and Sustainable Development Committee shall prepare an annual report on the performance of its duties and responsibilities during the preceding year for disclosure to shareholders in the Annual Report.

8. Performance Evaluation

The Corporate Governance and Sustainable Development Committee shall conduct a self-assessment of its performance at least once a year and report any problems or obstacles that have prevented the Committee from achieving its objectives and targets, together with proposed improvements and corrective actions, to the Board of Directors for acknowledgement.

This Charter shall be effective from **25 February 2026 onwards**.

Starflex Public Company Limited