

Charter of the Corporate Governance and Sustainability Committee

Leo Global Logistics Public Company Limited ("the Company")

1. Objectives

The Corporate Governance and Sustainability Committee has been set up to support the duties of the Board of Directors in specifying the policies for the Corporate Governance and guidelines in various aspects of the Company to be in line with good corporate governance and the Company's sustainable development policy in the areas of Environmental, Social and Governance (ESG) to create long-term value for the Company's business and stakeholders.

2. Composition

- 1) The Corporate Governance and Sustainability Committee consists of at least three (3) directors and more than half must be independent directors.
- 2) The Corporate Governance and Sustainability Committee shall elect one (1) Corporate Governance and Sustainability Committee member who is an independent director to serve as Chairman of the Corporate Governance and Sustainability Committee.
- 3) The Corporate Governance and Sustainability Committee can appoint one (1) of the Company's employees to be Secretary of the Corporate Governance and Sustainability Committee to assist the tasks of the Corporate Governance and Sustainability Committee concerning arranging meeting appointments, preparing agenda, delivering supporting documents for the meetings, and preparing the meeting minutes.

3. Qualifications of the Corporate Governance and Sustainability Committee members

The Corporate Governance and Sustainability Committee members must be individuals who possess the following qualifications:

- 1) Must be a director of the Company
- 2) Having full qualifications and not having any prohibited characteristics according to relevant laws.
- 3) Having knowledge & ability and useful experience in the performance of duties, with honesty, integrity, business ethics and enough time to devote their knowledge & abilities to perform duties for the Company

4. Appointment and Term of office

- 1) The Nomination and Remuneration Committee will recruit and nominate the person who meets all the qualifications specified in this Charter to hold the position of a Corporate Governance and Sustainability Committee member by presenting the name of such person to the Board of Directors' meeting for consideration, approval and appointment later on.

- 2) The Board of Directors shall appoint a person who has the qualifications as specified in topic 3 above to hold the position of a Corporate Governance and Sustainability Committee member. The term of office of the Corporate Governance and Sustainability Committee member is three (3) years and shall be in accordance with the term of office of the Company's director. The Corporate Governance and Sustainability Committee member who has completed the term may be re-appointed as a member of the Corporate Governance and Sustainability Committee.
- 3) In addition, the Corporate Governance and Sustainability Committee member will no longer be the member upon:
 - Passing away
 - Resigning
 - Disqualified to be a Corporate Governance and Sustainability Committee member according to this Charter
 - The Board of Directors has resolved that that member resigns.

Any member of the Corporate Governance and Sustainability Committee who will resign from the position must submit a resignation letter to the Company. The resignation will be effective from the date the resignation letter reaches the Company.

- 4) In the case that the position of the Corporate Governance and Sustainability Committee member is vacant, the Board of Directors shall select a director with qualifications and without prohibited characteristics to be a member of the Corporate Governance and Sustainability Committee. The new person will be in the position of a Corporate Governance and Sustainability Committee member only for the remaining term of the Corporate Governance and Sustainability Committee member that he/she has replaced.

5. Scope of duties and responsibilities

Corporate Governance

- 1) To set out guidelines and make recommendation on a policy, strategy, operating framework, ethics and business code of conduct as well as anti-fraud and corruption policies/measures to the Board of Directors and the management in an formulate an entire organization regulation that meets standard with accurate principles in line with the objective of an organization that aims to deliver sustainable value with all stakeholders.
- 2) Oversee and ensure that the Company's Executives act in full compliance with the established good corporate governance policy and anti-corruption policy; as well as review and assess, together with relevant the Board of Directors and members of the Management group, the results of acting in compliance with the good corporate governance policy; and give recommendations on fully complying with the aforesaid policy.
- 3) Provide consultation, promote, and support for the dissemination of strategies and instilling culture of a corporate governance and sustainable development to ensure executives and employees at all levels in an adequate and continuous manner, so that they will all be fully aware of and understand the good corporate governance policy and guidelines, business ethics and code of conduct, and anti-corruption policy and related guidelines.

- 4) Support and consulting for the Company in the assessment or ranking of corporate governance. This is to continuously develop and enhance the Company's corporate governance
- 5) Review the good corporate governance policy, business ethics and code of conduct, anti-corruption policy and related guidelines at least once a year to be constantly up-to-date, in reference to laws and regulations of government agencies and regulatory bodies such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), and present to the Board of Directors for consideration and approval.
- 6) Perform any other duties as the Board of Directors deems appropriate and assigned.

Sustainability

- 1) To define objectives and the main goal of the business for sustainable purpose.
- 2) To consider and approve the Sustainability strategy as well as promote and support activities to achieve the Company's sustainability goal.
- 3) Oversee the disclosure of information on corporate governance and sustainable development of the Company to stakeholders in the 56-1 One Report form.
- 4) Perform any other duties as the Board of Directors deems appropriate and assigned.

6. Meetings

1) Agenda

At every meeting of the Corporate Governance and Sustainability Committee, the Secretary of the Corporate Governance and Sustainability Committee, by jointly discussing with the Chairman of the Corporate Governance and Sustainability Committee, will set the meeting agenda in advance.

2) Meeting arrangements

- A) Shall hold the meetings of the Corporate Governance and Sustainability Committee as the Chairman of the Corporate Governance and Sustainability Committee deems appropriate.
- B) In calling a meeting of the Corporate Governance and Sustainability Committee, the Chairman of the Corporate Governance and Sustainability Committee or the person who has been assigned shall send the meeting invitation to all the Corporate Governance and Sustainability Committee members in advance, not less than seven (7) days before the meeting date, and send supporting documents for the meeting to the Corporate Governance and Sustainability Committee members not less than five (5) days before the meeting date so that the members have enough time to study the information. The exception is that for an urgent case, in order to maintain the rights or benefits of the Company, the Corporate Governance and Sustainability Committee shall be able to notify the meeting appointment by other means or can set the meeting date earlier than that.

3) Meeting attendance, quorum and voting

- A) At the meeting of the Corporate Governance and Sustainability Committee, there must be the Corporate Governance and Sustainability Committee members attending the meeting of no fewer than half (1/2) of the total number of members to constitute a quorum.

- B) The Chairman of the Corporate Governance and Sustainability Committee shall chair the meeting. In the case that the Chairman of the Corporate Governance and Sustainability Committee is not present at the meeting or unable to perform the duties, the Corporate Governance and Sustainability Committee members who are attending the meeting shall select one of the Corporate Governance and Sustainability Committee members to take the role as Chairman of the meeting.
- C) The final decision of the Corporate Governance and Sustainability Committee meeting can be made by a majority.
- D) In voting, one Corporate Governance and Sustainability Committee member has one vote. The exception is that the member who has a conflict of interest in any matter will not have the right to vote on that matter. The Chairman of the meeting shall have the right to vote one more extra vote as a casting vote.
- E) The Corporate Governance and Sustainability Committee member who has a conflict of interest in any matter has no right to vote in that matter, and that member with conflict of interest shall leave the meeting while the meeting is discussing such matter so as to open the opportunity for the meeting to independently discuss and express opinions.
- F) The Chairman of the Corporate Governance and Sustainability Committee shall report the meeting results to the upcoming Board of Directors' meeting to be well-informed every time.

7. Performance Assessment and Reporting

The performance assessment of the Corporate Governance and Sustainability Committee will be held every year by assessing the performance of the whole Corporate Governance and Sustainability Committee.

8. Review and update of the Charter

The Corporate Governance and Sustainability Committee will review this Charter every year and will suggest adjustments or changes as deemed appropriate, for the Board of Directors to consider and approve.

This Corporate Governance and Sustainability Committee Charter is effective from January 19, 2024 onwards.

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(Mr. Sanee Dangwung)

Chairman of the Board of Directors

Leo Global Logistics Public Company Limited