



บริษัท ท่าอากาศยานไทย จำกัด (มหาชน)
Airports of Thailand Public Company Limited

- Translation -

Corporate Governance Committee Charter

The Corporate Governance Committee has been established by approval of the Board of Directors of Airports of Thailand Public Company Limited (hereinafter referred to as **AOT**) to support the administration of the AOT Board of Directors in formulating a policy and good practices of good corporate governance as in compliance with the AOT Articles of Association, rules, regulations, and related laws to ensure that the AOT's good corporate governance is conducted in line with international standards.

Section 1

Directors

1. Composition

1.1 The AOT Board of Directors shall appoint Chairman and members of the Corporate Governance Committee from among members of the AOT Board of Directors.

1.2 The Corporate Governance Committee shall consist of at least 3 members and at least 1 member must be independent director.

2. Qualification

Directors shall be able to dedicate sufficient time and opinion while being committee members.

3. Term of office

3.1 The Corporate Governance Committee shall hold three-year term of office. Any committee member who is retired by rotation may be re-appointed. The tenure of Corporate Governance Committee members is subject to that of AOT directors.

3.2 Any committee member shall vacate the office upon:

- (1) Completion of term of office
- (2) Resignation
- (3) Death
- (4) Termination of directorship for reasons specified in the AOT Articles of Association

3.3 Any committee member who wishes to resign shall tender a resignation letter to Chairman of the AOT Board of Directors at least 30 days in advance except for any unavoidable necessities approved by the AOT Board of Directors.

3.4 In the event where any committee member vacates from office before completion of term of office, the AOT Board of Directors shall appoint another committee member who is fully qualified as the replacement. The replacing member shall hold office for the remaining term of office of the resigning member whom he replaces.

4. Authority, Duties and Responsibilities

The Corporate Governance Committee shall have authority, duties and responsibilities as below:

4.1 Establish AOT's good corporate governance and corporate social responsibility policies for sustainable development of AOT and propose the policies to the AOT Board of Directors for further approval

4.2 Promote and provide suggestions on best practices to the AOT Board of Directors to ensure compliance with the internationally accepted principles and practices of relevant regulatory agencies

4.3 Promote AOT's operations to embrace corporate social responsibility including integrated economic, social and environmental dimensions throughout organization

4.4 Follow, evaluate and revise the policies, ethics and best practices in AOT's good corporate governance to be in accordance with laws, international standards, suggestions provided by relevant institutes and propose to the AOT Board of Directors for approval

4.5 Follow, revise and evaluate AOT's corporate social responsibility efforts towards sustainable development according to international standards

4.6 Develop and revise an anti-corruption policy

4.7 Lay down an operational governance framework relating to AOT's anti-corruption

4.8 Appoint working groups to support the operation as deemed appropriate

4.9 Report its performance to the AOT Board of Directors periodically

5. Meeting

5.1 The Corporate Governance Committee shall convene the meeting at least once a year.

5.2 To form a quorum, the number of the attending committee members shall not be less than half of the total number of the committee members.

5.3 In case where Chairman of the Corporate Governance Committee is absent or unable to perform his duties, the attending committee members shall appoint one member as Chairman of the meeting.

5.4 The resolution of the meeting shall be supported by a majority of votes. In the event of a tie of votes, the Chairman shall cast an additional vote which becomes final and decisive.

6. Report

The Corporate Governance Committee shall report its performance to the AOT Board of Directors at least once a year and provide some suggestions as deemed necessary.

Section 2

Determination

AOT is committed to bring sustainable success to the organization under the concept of management with good corporate governance and become a leader in corporate governance especially in the area of transportation.

The Corporate Governance Committee strongly determines to disseminate corporate governance principles and raise conscience of all employees in developing knowledge and understanding of the principles in order that they will participate and be able to thoroughly and continuously apply them in the operation. Moreover, the Corporate Governance Committee aims to enhance standards, morals and ethics of the AOT's business by developing the AOT's corporate governance system in compliance with good corporate governance principles focusing on effective management, transparency and accountability.

Section 3

Performance of Corporate Governance Committee

The Corporate Governance Committee places importance on the AOT's management in accordance with good corporate governance principles by encouraging and supporting directors, management and employees to cultivate governance culture according to the principles and practice guidelines as prescribed by relevant regulatory agencies, monitoring the employees on duty to seriously follow the AOT's corporate governance policy and good corporate governance handbook to foster confidence in shareholders, investors and stakeholders, and supporting AOT's operations.

The Charter is effective from 24 May 2021 by approval of the Board of Directors at the Meeting No. 8/2021

Air Chief Marshal

(BHANUPONG SEYAYONGKA)
Chairman of Corporate
Governance Committee
Airports of Thailand
Public Company Limited

(SARAWUT BENJAKUL)
Chairman of the Board
of Directors
Airports of Thailand
Public Company Limited