

Report of the Corporate Governance and Sustainability Committee

Dear Shareholders,

The Corporate Governance and Sustainability Committee places great emphasis on ensuring GC's compliance with corporate governance and sustainable development guidelines and has continuously strived to achieve an Environmental, Social, and Governance (ESG) balance in line with international standards. The Corporate Governance and Sustainability Committee comprises its Chairman, Professor Somkit Lertpaithoon, and its members, namely Mr. Patchara Anuntasilpa, and Mr. Chadil Chavanalikhikorn, Mr. Surachai Achalaboon, and Police Colonel Dusadee Aryawuit.

In 2023, the Committee performed its duties as stipulated in the Corporate Governance and Sustainability Committee Charter and executed tasks as assigned by the Board of Directors. The Committee held a total of nine meetings and convened two additional meetings with the Risk Management Committee. A summary of its activities is provided below.

1. Corporate Governance

1.1 Ensuring Compliance with Requirements, Laws, Rules, Regulations, and Best Practices

- Overseeing and monitoring GC Group's corporate governance to ensure compliance with international standards and criteria set forth by domestic regulatory agencies.
 - Overseeing the organization of the 2023 Annual General Meeting of Shareholders via an electronic means (e-AGM) to ensure compliance with applicable AGM-related laws, corporate governance principles, and best practices. To this end, GC received the "Excellent" assessment score of 100 on the 2023 AGM checklist from the Thai Investors Association (TIA) for a 12th consecutive year.
 - Offering guidelines for establishing criteria for allowing shareholders to propose meeting agenda items and nominate candidates for election as Director of the Company in advance of the 2024 Annual General Meeting of Shareholders.
 - Supervising GC's disclosures to ensure their timeliness and the completeness and accuracy of the material information disclosed in accordance with the criteria stipulated by regulators, i.e., Form 56-1 One Report, Integrated Sustainability Report, and other information published on the Company's website. As a result, in 2023 GC received an "Excellent" rating on the Corporate Governance Report of the Thai Listed Companies (CGR) of Thai Institute of Directors Association (IOD) for a 12th consecutive year.
 - Monitoring and providing recommendations on corporate governance assessments by external regulators, such as the Corporate Governance Report of Thai Listed Companies (CGR) and the AGM Checklist.
 - Reviewing the appropriateness of the adoption of the Corporate Governance Code for Listed Companies 2017 (CG Code), providing comments and suggestions to the Board of Directors to improve and develop their performance of duties in accordance with the business situation and context, and disclosing relevant information in Form 56-1 One Report.
 - Successfully encouraging 10 business partners to join CAC declaration, thus earning GC a CAC Change Agent Award; and monitoring the progress of GC's subsidiaries in becoming members of the Thai Private Sector Collective Action Against Corruption (CAC).

- Ensuring the compliance of GC's operations with relevant laws, rules, and regulations.
 - Promoting compliance management optimization in line with ISO37301 Compliance Management System by preparing a compliance handbook and monitoring the compliance of GC's internal functions and subsidiaries.
 - Overseeing and monitoring the handling of complaints received through the Whistleblower channel to ensure compliance with the Whistleblower Policy; and monitoring complaints received through other channels in other areas, namely the environment, communities, vendors, customers, shareholders and investors, and employees through quarterly reports.
- Promoting GRC (Governance, Risk management and internal control, and Compliance) operations in accordance with the GRC FiT 2.0 project, which seeks to integrate and optimize GRC management processes to achieve alignment with international standards and best practices, reduce redundancies in the work processes; and introducing technology to support the operations to systematically connect GRC activities.

1.2 Ensuring Compliance with Corporate Governance Policy and Practice in GC Group

- Overseeing and monitoring the effectiveness of compliance with the Corporate Governance policy/ Corporate Governance & Business Code of Conduct Handbook and other relevant manuals, such as the Related Party Transaction Manual.
- Consistently promoting the improvement and development of Corporate Governance management guidelines and practices, such as by developing an RPT Monitoring Dashboard for overseeing, monitoring, and reviewing related party transactions within GC, establishing transaction monitoring criteria for use in considering transactions with fraud and corruption risks, and developing an E-Legal Library to serve as a single platform for information on the laws relevant to the Company's business operations.
- Encouraging the development of a single database of complaints received through the whistleblower channel and data on acts of non-compliance to enable the preparation of statistical data for compliance analysis and management planning; and providing recommendations and monitoring the progress of the processing of complaints received through the whistleblower channel and other channels in such areas as the environment, communities, vendors, customers, shareholders and investors, and employees.
- Providing support, recommendations, and guidelines on the establishment of operational standards on corporate governance and compliance for companies in GC Group in alignment with GC Way of Conduct, such as by offering suggestions on the improvement of Vencorex Holding's Code of Conduct; organizing sessions to communicate GC Group's guidelines for corporate governance and compliance to PTTGC International (Netherlands) B.V. and GC International Corporation; contributing to the development of the English version of GC Way of Conduct videos; and providing consultation to companies in GC Group on becoming CAC members.
- Providing consultation to overseas subsidiaries on developing their own whistleblowing policies and channels and complaint handling procedures to ensure management consistency across GC Group.

- Promoting consistent compliance management across GC Group by communicating operational guidelines, compliance management across GC Group, and future action plans to domestic and overseas companies in GC Group through annual meetings for compliance operators.
- Promoting the fostering of an ethical behavior standard and an integrity culture by supporting relevant training and communication for employees at all levels throughout the year in online formats through various platforms of the Company, such as Microsoft Teams and the e-learning system.
- Promoting on-site workshop training on fact-finding techniques and practices and fostering knowledge and understanding on complaint handling among Vice President-level executives across GC Group to enhance the trust and confidence of the personnel in the Whistleblower system.
- Overseeing, monitoring, and advising on GC's stakeholder stewardship, requiring units and functions responsible for each group of stakeholders to report a summary of previous activities and a future plan that is consistent with GC's policies and practices.
- Reviewing policies and practices in the Corporate Governance and Business Code of Conduct Handbook to ensure that they are up to date, congruent with domestic and international standards, and appropriate for application across the company.
- Overseeing the outcomes of GC's anti-corruption measures for 2023 and approving GC's anti-corruption plan for 2024 to ensure its consistency with relevant regulations, such as the criteria issued by CAC and the NACC Integrity Award under the Office of the National Anti-Corruption Commission (NACC).
- Reviewing and approving GC's corporate governance plan for 2024 to serve as guidelines for executing, monitoring, and assessing GC Group's corporate governance performance in a tangible manner.

2. Sustainable Development

Supervising and monitoring GC's sustainable development to ensure alignment with both GC's business directions and international standards and achieve a balance among the Environmental, Social, and Governance (ESG) aspects.

- Overseeing GC's short-term and medium-term sustainable development operational plan to maintain alignment with its goals and strategies as well as establishing and monitoring sustainable development indicators to ensure consistency with its goals and an ESG balance in accordance with the Sustainable Development Goals (SDGs).
- Providing comments and recommendations on decarbonization action plans involving impacts from external factors and providing support in advancing relevant policies for efficient implementation in alignment with the Company's goals.
- Promoting the creation of added value to the business on the basis of circular economy principles and prioritizing business restructuring initiatives that can enhance GC's competitiveness.
- Promoting the revision of material issues as well as operational processes to better align with the situation, stakeholder expectations, and emerging global challenges, and providing suggestions on undergoing sustainable development ranking by an external organization.
- Providing comments and recommendations on sustainable development assessment and ranking by external agencies and proposing guidelines for improving sustainability operations to achieve alignment with assessment criteria and maximize benefits for GC and its stakeholders. As a result, GC was ranked number one in the Chemicals Sector on DJSI for a fifth consecutive year

3. Reporting the Performance, Assessment, and Development of Directors

- Reporting the performance and assessment results (group assessment and self-assessment) of the Corporate Governance and Sustainability Committee for 2023 to the Board of Directors for acknowledgment.
- Reviewing the Corporate Governance and Sustainability Committee Charter to ensure alignment with the roles and responsibilities and any applicable criteria and practices.
- Reviewing the Corporate Governance and Sustainability Committee’s assessment forms (group assessment and self-assessment) to ensure alignment with the Corporate Governance and Sustainability Committee Charter and compliance with the criteria and practices prescribed by international standards and domestic regulatory agencies.
- Considering and providing comments on the employment of former executives from the level of Chief Operating Officer (COO) upward.
- Continuously ensuring Director development under good corporate governance principles by encouraging Directors to attend training courses of the Thai Institute of Directors Association (IOD). The Corporate Governance and Sustainability Directors attended a lecture entitled ESG Reporting Updates & Linkages to Financial Reporting, organized by Deloitte Touche Tohmatsu Co., Ltd.
- Pre-setting the dates for its meetings for the entire year of 2024 to consider and acknowledge the Company’s performance and report/provide any recommendations to the Board of Directors and the Management.

The Corporate Governance and Sustainability Committee places great importance on ensuring GC’s strict compliance with the Corporate Governance Policy and Business Code of Conduct. The Corporate Governance and Sustainability Committee is also committed to continually enhancing corporate governance practices on par with international standards and believes that good corporate governance and sustainable development are vital factors in promoting operational efficiency and business sustainability, which will enable GC to earn the confidence of its stakeholders as well as international recognition.

On behalf of the Corporate Governance and Sustainability Committee

(Signed) Somkit Lertpaithoon

(Professor Somkit Lertpaithoon)

Chairman of the Corporate Governance
and Sustainability Committee