Charter of the Corporate Governance Committee

1. Purpose

The Board of Directors of Taokaenoi Food & Marketing Public Company Limited (the "**Company**") places importance on complying with the principles of good corporate governance. The Board has therefore resolved to appoint the Corporate Governance Committee to consider policy frameworks and guidelines for the development of corporate governance and corporate social responsibility. This is to ensure that the Company's operations are conducted with transparency and fairness to all stakeholders, thereby supporting the Company's sustainability policy in alignment with generally accepted good governance principles and in compliance with applicable laws.

2. Composition

(1) The Corporate Governance Committee shall consist of at least three directors, appointed by the Board of Directors. The Committee should comprise not less than half of its members as independent directors.

(2) The Corporate Governance Committee shall appoint one independent director as the Chairman of the Corporate Governance Committee. The Chairman may appoint a secretary to the Corporate Governance Committee to assist with the Corporate Governance Committee's operations, including arranging meetings, preparing meeting agendas, distributing supporting documents, and recording meeting minutes.

3. Qualifications of the Corporate Governance Committee Members

(1) Members of the Corporate Governance Committee must possess the knowledge, capability, and experience that are beneficial for their duties as committee members and must be able to dedicate sufficient time to fulfill their responsibilities, in order to support the achievement of the Committee's objectives.

(2) The Chairman of the Corporate Governance Committee must be an independent director. Any member of the Corporate Governance Committee who is an independent director must meet the qualifications specified by the Public Limited Companies Act, the Securities and Exchange Act, as well as relevant announcements, regulations, and/or rules of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.

(3) Members must not operate, or be a partner or director in another legal entity that operates, a business of the same nature and in competition with the Company, whether for personal

benefit or for the benefit of others, unless such information has been disclosed to the Board of Directors' meeting prior to the appointment resolution.

(4) Members must have the required qualifications and must not possess any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and other applicable laws.

4. Term of Office

(1) Each member of the Corporate Governance Committee shall hold office for a term not exceeding 3 years, aligned with the director term under the Board of Directors. Upon completion of the term, the member may be reappointed.

(2) In addition to retirement by rotation as mentioned above, a member of the Corporate Governance Committee shall vacate the position upon:

1) Ceasing to be a director of the Company;

2) Lacking the required qualifications or possessing any prohibited characteristics under applicable laws;

3) Resignation by submitting a resignation letter to the Board of Directors, effective from the date specified in the resignation letter or the date the Company receives it, whichever is later;

4) Passes away;

5) Is removed from office by resolution of the Board of Directors.

(3) The Board of Directors has the authority to appoint additional members to the Corporate Governance Committee to support its objectives or to fill any vacancy.

In the case of a vacancy, the Board of Directors shall appoint a qualified person who does not possess any prohibited characteristics under the law to serve as a member of the Corporate Governance Committee. The newly appointed member under Clause (2) shall remain in office for the remainder of the term of the member being replaced.

5. Duties and Responsibilities

(1) Establish policies and guidelines on the Company's corporate governance in accordance with the principles of good corporate governance for listed companies as set out by the Stock Exchange of Thailand and the Securities and Exchange Commission, including the Code of Conduct and the Corporate Social Responsibility Policy of the Company and its subsidiaries, for submission to the Board of Directors.

(2) Provide recommendations to the Board of Directors on matters related to good corporate governance, business ethics, and corporate social responsibility.

(3) Set key principles and practices for the corporate governance process that are appropriate to the business and aligned with international standards.

(4) Review and propose to the Board of Directors the corporate governance policy, business code of conduct, and policies and practices on sustainability management, including operations related to stakeholders, society, communities, the environment, and other relevant policies or practices that support the Company's governance practices in alignment with its business and that of its subsidiaries.

(5) Set up procedures to monitor and assess the performance of the Board of Directors and management, including subsidiaries, in accordance with the corporate governance policy, Code of Conduct, and Corporate Social Responsibility Policy of the Company and its subsidiaries. Summarize the results of the annual corporate governance assessment and present them to the Board of Directors for the following year, along with opinions and necessary recommendations.

(6) Review corporate governance practices and ensure their practical implementation.

(7) Establish a governance framework for the Company's anti-corruption efforts.

(8) Oversee management in communicating or disseminating good corporate governance principles and related practices to all relevant stakeholders, including the Company, shareholders, executives, employees, customers, partners, society, and the environment, to be used as operational guidelines and to ensure broad awareness.

(9) Engage advisors or independent professionals to provide opinions or advice as necessary.

(10) Review and update the Charter of the Corporate Governance Committee at least once a year and propose it to the Board of Directors for approval.

(11) Advise working groups in preparing for external corporate governance ratings.

(12) Study and define key principles and best practices for corporate governance that are appropriate to the Company's business.

(13) Perform other duties as assigned by the Board of Directors, with the approval of the Corporate Governance Committee.

(14) The Corporate Governance Committee may seek independent professional advice when deemed necessary, at the Company's expense.

6. Meetings

(1) The Corporate Governance Committee shall meet at least once a year. The Chairman of the Corporate Governance Committee may call additional special meetings as deemed appropriate.

Meetings of the Corporate Governance Committee may be conducted through electronic media, provided that such meetings comply with the Company's regulations and applicable laws.

(2) A quorum shall consist of not less than half of the total number of members of the Corporate Governance Committee and must include at least one independent director.

(3) The Chairman of the Corporate Governance Committee shall preside over the meeting. In the event the Chairman is absent or unable to perform their duties, the attending members shall elect one among themselves to act as the chairperson of the meeting.

(4) Decisions of the Corporate Governance Committee shall be made by a majority vote of the members present. Each member shall have one vote. In the event of a tie, the chairperson of the meeting shall have a casting vote. Any member who has a conflict of interest in the matter under consideration shall not be entitled to vote on that matter.

(5) The Chairman of the Corporate Governance Committee, the secretary to the Corporate Governance Committee, or a person delegated by the Committee at the instruction of the Chairman shall send a notice of meeting to all members of the Corporate Governance Committee at least 3 days prior to the meeting date, except in urgent cases where the notice may be sent by other means or a shorter notice period may be applied.

The invitation to the meeting and supporting documents for all members of the Corporate Governance Committee may be delivered by electronic mail by the secretary to the Corporate Governance Committee or a person delegated by the Corporate Governance Committee. The secretary or the delegated person must retain copies of the invitation and supporting documents as evidence, which may be stored in electronic format.

(6) The Corporate Governance Committee may invite persons with specific responsibilities, relevant parties, or experts with knowledge in the subject matter to attend the meeting as appropriate.

(7) The secretary to the Corporate Governance Committee or a delegated person shall prepare the meeting minutes, and the Chairman of the Corporate Governance Committee or a person assigned by the Committee shall report the meeting results to the Board of Directors to keep them informed of the activities of the Corporate Governance Committee.

7. Reporting of the Corporate Governance Committee

The Chairman of the Corporate Governance Committee is responsible for reporting the Committee's performance to the Board of Directors at least once a year. This includes matters related to the Committee's activities, meeting outcomes, or any other reports deemed significant to shareholders, general investors, and all stakeholders. The Corporate Governance Committee shall also prepare a report signed by the Chairman of the Corporate Governance Committee for disclosure in the Company's annual report.

8. Performance Evaluation

The Corporate Governance Committee shall conduct an annual self-assessment of its performance, both as a whole and individually, to review its performance, issues, and challenges over the past year. The results of the evaluation shall be reported to the Board of Directors annually.

9. Review and Revision of the Charter

The Corporate Governance Committee shall regularly review the appropriateness of the Charter at least once a year to ensure its contents are aligned with the Committee's objectives and the principles of Corporate Good Governance. Any material revisions to the Charter must be approved by the Board of Directors.

This Charter of the Corporate Governance Committee was reviewed and approved by the Board of Directors in the Board of Directors' Meeting No. 9 held on **9 December 2024** and shall be effective from **9 December 2024** onwards.