The Corporate Governance and Sustainability Committee Charter

Primo Service Solutions Public Company Limited

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1. Background and Rationale

Primo Service Solution Public Company Limited and its subsidiaries **("the Company")** recognize the importance of conducting business for sustainability under good corporate governance principles. In a highly competitive economic environment, most business operations focus solely on growth and financial performance, which fails to support sustainable business growth and may even lead to disruptions because impacts on the environment and society are not taken into consideration.

Consequently, the Board of Directors deems it appropriate to establish the Corporate Governance and Sustainability Committee Charter to consolidate its composition, duties, responsibilities, and guidelines. This is aimed at building confidence and ensuring credibility among stakeholders, as well as creating long-term, sustainable value for the enterprise. Furthermore, this Charter serves to provide explicit clarity regarding the roles, authorities, and responsibilities associated with the performance of duties by the Company's Corporate Governance and Sustainability Committee moving forward.

2. Objectives

The Corporate Governance and Sustainability Committee has been established with the objective of performing the following duties:

2.1 To support the Board of Directors in formulating policies and establishing criteria to reinforce concrete, organization-wide standards and frameworks for good corporate governance practices.

2.2 To build knowledge and understanding of good corporate governance principles among the Board of Directors, executives, and employees, ensuring they recognize the importance of effectively implementing these principles.

2.3 To enhance and oversee the organizational processes for driving business toward sustainability, ensuring that actions align with the business direction, policies, and strategies.

2.4 To build public confidence, as well as to ensure that the Company is managed in a way that fosters organizational growth and creates long-term, sustainable value for all stakeholder groups.

3. Composition

3.1 The Corporate Governance and Sustainability Committee shall consist of at least 3 members, the majority of whom shall be independent directors.

3.2 The Chairman of the Corporate Governance and Sustainability Committee shall be an independent director.

3.3 The Corporate Governance and Sustainability Committee shall be responsible for appointing the Secretary to the Corporate Governance and Sustainability Committee to assist with operations regarding meeting appointments, preparing meeting agendas, delivering meeting documents, and taking minutes of meetings.

4. Qualifications

4.1 Possessing the required qualifications and having no prohibited characteristics under the law governing public limited companies and other relevant laws.

4.2 Members of the Corporate Governance and Sustainability Committee must maintain independence in accordance with the Company's good corporate governance principles and strictly adhere to such principles.

4.3 Being an individual with knowledge, capabilities, and experience that are beneficial to the performance of duties as a member of the Corporate Governance and Sustainability Committee, with a commitment to developing governance systems and conducting business operations that demonstrate social and environmental responsibility.

5. Appointment

The Corporate Governance and Sustainability Committee shall be appointed by the Board of Directors.

6. Term of Office

6.1 Members of the Corporate Governance and Sustainability Committee shall hold office for a term of no more than 3 years each, in accordance with their tenure as directors of the Company. A committee member who retires by rotation is eligible for re-appointment as deemed appropriate by the Board of Directors.

6.2 In the event that members of the Corporate Governance and Sustainability Committee complete their term of office or are unable to hold office until the expiration of their term, resulting in the total number of committee members falling below 3 persons, the Board of Directors shall appoint new committee members to fill the vacancies specified in this Charter. This is to ensure continuity in the performance of duties by the Corporate Governance and Sustainability Committee. In such a scenario, the newly appointed committee member shall hold office only for the remaining term of the committee member whom they replace.

6.3 In addition to the aforementioned retirement by rotation, members of the Corporate Governance and Sustainability Committee shall vacate office upon the occurrence of any of the following events:

(1) Death

(2) Resignation

(3) Loss of qualifications as a director or possession of prohibited characteristics under the Public Limited Companies Act, or characteristics indicating a lack of suitability to be entrusted with managing a company with public shareholders as prescribed under the Securities and Exchange Commission Act (including amendments thereto), as well as relevant notifications of the Office of the Securities and Exchange Commission.

(4) Removal by a resolution of the Board of Directors.

6.4 Any member of the Corporate Governance and Sustainability Committee wishing to resign from office shall submit a resignation letter to the Chairman of the Board of Directors.

6.5 The Nomination and Remuneration Committee shall be responsible for determining the remuneration of the Corporate Governance and Sustainability Committee members based on their workload and responsibilities, and shall propose it to the Board of Directors for consideration before presenting it to the Shareholders' Meeting for review and approval.

7. Duties and Responsibilities

The Board of Directors has appointed the Corporate Governance and Sustainability Committee, whose responsibilities are as follows:

7.1 To consider, establish guidelines, and recommend policies, strategies, and operational frameworks, as well as to set goals for being a company with good governance and sustainability, business ethics and code of conduct, and anti-corruption policies or measures, to the Board of Directors and the management. This is aimed at establishing standard organizational practices with appropriate guidelines, aligning with the objective of being an enterprise committed to building trust and long-term sustainability for all stakeholder groups.

7.2 To oversee, advise on, and review operations regarding corporate governance and sustainability, ensuring their implementation into practice. This includes fostering engagement in various projects under the corporate governance and sustainability framework with both internal and external relevant agencies to meet international standards.

7.3 To advise, promote, and support resources and personnel to ensure that corporate governance and sustainability strategies and culture are disseminated and understood by executives and employees at all levels, and are effectively implemented throughout the organization and its affiliates in a consistent and aligned manner.

7.4 To consider and approve the operational structure for corporate governance and sustainability to ensure its appropriateness for business operations.

7.5 To support and advise the Company in participating in corporate governance and sustainability assessments or rankings, with the aim of continuously developing and elevating the Company's sustainability performance standards.

7.6 To summarize operational results, comprising management information regarding corporate governance and sustainability, and present them to the Executive Committee or the Board of Directors at least once a year.

7.7 To perform any other duties as assigned by the Board of Directors.

8. Meetings

8.1 Meetings shall be held at least once a year, and extraordinary meetings may be called as necessary.

8.2 The Chairman of the Corporate Governance and Sustainability Committee or the Chairman of the meeting may determine that the Corporate Governance and Sustainability Committee members attend the meeting via electronic media. Such meetings held via electronic media must comply with the rules and procedures prescribed by law.

8.3 In calling a meeting of the Corporate Governance and Sustainability Committee, the Chairman of the Corporate Governance and Sustainability Committee or the Secretary to the Corporate Governance and Sustainability Committee, as the designated person, shall deliver the meeting invitation notice along with the agenda and supporting documents to the committee members at least 7 days prior to the meeting date. This is to allow the committee members sufficient time to study the information before attending the meeting, except in cases of urgency to protect the rights or benefits of the Company, where the Chairman of the Corporate Governance and Sustainability Committee or the designated person may give notice of the meeting by other means and schedule the meeting at an earlier date. In this regard, the delivery of the meeting invitation notice and supporting documents to the committee members by the Secretary to the Corporate Governance and Sustainability Committee may be conducted via electronic mail instead, provided that copies of the meeting invitation notice and supporting documents are retained as evidence, which may be stored in an electronic data format.

8.4 At a meeting of the Corporate Governance and Sustainability Committee, at least one-half of the total number of the committee members must be present to constitute a quorum. Each committee member shall have one vote. However, any committee member who has a conflict of interest in any matter shall have no right to vote on that matter. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

8.5 In the event that the Chairman of the Corporate Governance and Sustainability Committee is not present at the meeting or is unable to perform their duties as the Chairman of the meeting, the committee members present at the meeting shall elect one of the members to act as the Chairman of the meeting.

8.6 Resolutions of the meeting shall be passed by a majority vote. If any committee member objects to such a resolution, the objection shall be recorded in the minutes of the meeting. In this regard, any committee member who has a significant conflict of interest in the matter under consideration must leave the meeting room during the consideration of that matter and shall have no right to vote.

8.7 The Secretary to the Corporate Governance and Sustainability Committee or the designated person shall be responsible for taking notes and preparing the minutes of the meeting within 14 days from the meeting date, as well as retaining the minutes of the meeting and all supporting documents.

9. Reporting

The Corporate Governance and Sustainability Committee is responsible for regularly reporting its performance to the Board of Directors, as well as preparing a report on its performance over the past year for the shareholders in the annual report. The report shall specify goals, responsibilities, tasks undertaken, and key recommendations regarding corporate governance and sustainability work, disclosing the following information:

9.1 The number of meeting held

9.2 Attendance of each member of the Corporate Governance and Sustainability Committee

9.3 Remuneration of the members of the Corporate Governance and Sustainability Committee

9.4 Results of the performance of duties in accordance with the prescribed Charter

9.5 Other information as required by relevant regulatory authorities

10. Performance Evaluation

The Corporate Governance and Sustainability Committee shall conduct an annual performance evaluation and report any obstacles that cause the performance to fall short of its objectives (if any) to the Board of Directors for acknowledgment. Additionally, a summary of the operational results shall be included in the Company's annual report.

11. Review and Amendment of the Charter

To review or amend the Corporate Governance and Sustainability Committee Charter at least once a year and present it to the Board of Directors for approval. This is to ensure that the content of the Charter remains aligned with the Company's objectives and management, and to recommend amendments as deemed appropriate.

Note: The review of this Charter was considered and approved by Resolution of the Board of Directors Meeting No. 2/2026 held on 26 February 2026.

-Signature-

(**Mr. Marote Vananan**)

Chairman of the Board
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