

(Translation)

**Corporate Governance Committee Charter  
Thai Life Insurance Public Company Limited**

**1. Purpose**

To support the exercise of corporate governance duties and responsibilities by the Board of Directors of Thai Life Insurance Public Company Limited (“**Company**”) and to ensure that the Company’s conduct of business adheres to corporate governance, the Company’s Board of Directors has deemed it appropriate to prescribe this Corporate Governance Committee Charter as follows:

**2. Composition and Qualifications**

2.1 The CGC shall be appointed by the BOD, and consist of at least three (3) directors of the Company, provided that not less than half of the total members of the CGC members should be independent directors.

2.2 The BOD shall elect one of the independent directors to serve as CGC Chairperson.

2.3 Each member of the CGC shall have knowledge, ability, honesty and experience that is useful for their performance of duties, coupled with professional integrity, ethical behavior and good conduct of business. Each CGC member should also be able to dedicate their time to serving the Company, with full qualifications and without prohibited characteristics imposed by applicable laws.

2.4 The BOD shall appoint an appropriate officer to act as CGC Secretary in order to assist in the CGC’s administrative activities, including meeting appointment, agenda preparation, delivery of supporting documents, and minutes taking.

**3. Term of office**

Each CGC member shall hold office equal to their directorship, unless the BOD has resolved to the contrary. A CGC member vacating from office by rotation shall be eligible for re-election. In the case of a vacancy in the CGC for a reason other than the expiration of the term of office, the BOD may appoint a person who has the qualifications and does not have any prohibited characteristics according to law to assume the office of such vacating member. The substitute member shall hold office only for the remaining term of the member whom he or she replaces.

**4. Meetings and Voting**

4.1 The CGC shall hold a meeting at least twice a year. However, additional meetings may be convened if appropriate at the discretion of the CGC Chairperson.

4.2 The CGC Chairperson or his/her designated person shall call a meeting. The CGC secretary shall send written notice of meeting, together with an agenda and meeting documents to all CGC Members prior to the meeting, enabling them to review the agenda before attending the meeting. In case of emergency where it is essential to protect the Company’s rights or benefits, prior notification of that meeting may be made by any appropriate means, or the date for that meeting may be fixed to occur sooner.

(Translation)

- 4.3 The CGC Chairperson shall preside over every meeting. However, if the CGC Chairperson is unavailable or unable to chair the meeting, the CGC members present shall elect one member among themselves to preside over that meeting.
- 4.4 Quorum for each meeting requires the presence of at least half of the total CGC members.
- 4.5 At every meeting, each CGC member has one vote. All resolutions shall be adopted by a majority of votes cast by the CGC members present in the meeting. At any meeting, a CGC member who has a conflict of interest in any matter on the agenda shall identify himself/herself to disclose such matter and refrain from joining the meeting and voting on the matter dealing with his/her interest. In case of equal votes, the CGC Chairperson shall have a casting vote.

**5. Powers, Duties and Responsibilities**

The CGC has powers, duties and responsibilities to do the following:

- 5.1 to advise the BOD on any matters relating to corporate governance;
- 5.2 to lay down key guidelines on corporate governance that are suitable for the Company's business and conform with applicable laws, rules and regulations of the relevant authorities;
- 5.3 to regularly consider and ensure that the policy and key guidelines on corporate governance are suitable for the Company and conform with applicable laws, rules, relevant policies and guidelines and to revise and supervise compliance with those guidelines by proposing to the BOD through the company secretary at least once a year;
- 5.4 to ensure that the management division deals with, publishes or communicates the CG policy and any relevant guidelines to all parties concerned and stakeholders for the purposes of wide-ranging acknowledgement and compliance and for the said policies and guidelines being enforced in a concrete manner;
- 5.5 to appoint a working team to support the work relating to corporate governance, as it deems appropriate;
- 5.6 to retain a consultant or an independent specialist to give advice or suggestions as necessary;
- 5.7 to treat information obtained in the course of its exercise of powers, duties and responsibilities as a member of the CGC;
- 5.8 to take any action as designated by the BOD.

**6. Reporting**

The CGC is responsible for reporting key matters relating to corporate governance to the BOD at least once a year. In addition, the report relating to the CGC's performance must be prepared and disclosed in the Company's annual report.

(Translation)

7. **Performance evaluation**

The CGC shall evaluate the performance of its entire body and its individual members every year in order to analyze the past service and improve its service in order to accomplish the set goals.

8. **Review and Revision of Corporate Governance Committee Charter**

In the event of any changes in laws, regulations, notifications, orders or rules of relevant agencies that affect the Corporate Governance Committee Charter, or in the event that this charter is found to be inappropriate with the company's business conditions, or in the event that there is a need to further update the details of the charter, the new charter which has been reviewed and revised by the CGC, shall be submitted to the BOD for consideration and approval for further enforcement.

(The charter shall be effective as of 1 October 2021 onwards.)