




# **Rabbit Holdings Public Company Limited**


## **Sustainability Committee Charter**

**Effective on 14 November 2025**

	<b>Department:</b> Financial Planning and Analysis	<b>Page:</b> 2/6
	<b>Topic:</b> Sustainability Committee Charter	<b>Effective Date:</b> 14 November 2025

No.	Date	Description	Approval
1	14 November 2025	Approval of Sustainability Committee Charter	Board of Directors in the meeting No. 8/2025 on 13 November 2025.


	Name	Signature	Position
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	<b>Department:</b> Financial Planning and Analysis	<b>Page:</b> 3/6
	<b>Topic:</b> Sustainability Committee Charter	<b>Effective Date:</b> 14 November 2025

## Table of Contents

Introduction .....	4
Structure of the Sustainability Committee .....	5
Rules of Meeting of Sustainability Committee .....	5
Duties and Responsibilities of the Sustainability Committee .....	5

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	<b>Department:</b> Financial Planning and Analysis	<b>Page:</b> 4/6
	<b>Topic:</b> Sustainability Committee Charter	<b>Effective Date:</b> 14 November 2025

## Introduction

Good corporate governance principles play a vital role and are a fundamental part of the operations of listed companies. These principles are generally grouped into five key categories:

- 1 Rights of Shareholders
- 2 Equitable Treatment of Shareholders
- 3 Role of Stakeholders
- 4 Disclosure and Transparency
- 5 Board Responsibilities


Rabbit Holdings Public Company Limited ("the Company"), as a listed company on the Stock Exchange of Thailand, is committed to conducting business responsibly, transparently, and sustainably. The Company recognizes that integrating sound corporate governance with sustainable development practices forms a solid foundation for delivering long-term value to all stakeholders.

To ensure that the Company's sustainability policies and operations are clear, comprehensive, and systematic, the Board of Directors has resolved to establish the **Sustainability Committee** ("the Committee"). The committee is tasked with formulating, overseeing, and monitoring the Company's sustainability policies and practices across economic, social, and environmental dimensions, while aligning with principles of good governance, business ethics, and accountability to all stakeholder groups.

This Charter defines the Committee's structure, scope, duties, and responsibilities, serving as a framework to guide its effective operations in alignment with the Company's sustainable development objectives.

The Committee is a subcommittee of the Board of Directors. The Company firmly believes that sustainable development is the basis for long-term business growth, summarized by the principle of meeting the needs of the present without compromising the ability of future generations to meet theirs.

The Company also believes that sustainability must be embedded in corporate culture and behaviour. It recognizes the significance of economic, social, and environmental factors to stakeholders, as well as the growing trend of investors assessing companies against Environmental, Social, and Governance (ESG) benchmarks.

	<b>Department:</b> Financial Planning and Analysis	<b>Page:</b> 5/6
	<b>Topic:</b> Sustainability Committee Charter	<b>Effective Date:</b> 14 November 2025

## Structure of the Sustainability Committee

1. The Committee shall consist of not fewer than three (3) and not more than seven (7) members, who may be directors, senior executives, or external advisors with relevant expertise. Members shall be appointed by the Board of Directors;
2. One member shall serve as Chairperson of the Committee, appointed either by the Board of Directors or by the Committee members.
3. Members shall serve a term of three (3) years. Retired members may be reappointed by the Board of Directors.
4. Membership shall cease upon:
  - 4.1. Expiration of the term,
  - 4.2. Resignation,
  - 4.3. Death, or
  - 4.4. Termination of directorship or employment with the Company.
5. In the event of a vacancy, the Board of Directors may appoint a qualified director, senior executive, or external advisor as a replacement.
6. The Committee shall appoint a secretary to assist with its duties.


## Rules of Meetings of the Committee

1. The Committee shall meet at least twice per fiscal year, with additional meetings convened as necessary.
2. A quorum shall consist of not less than one-half of the members.
3. If the Chairperson is absent or unable to perform his or her duties, the attending members shall elect a chairperson for that meeting.
4. Resolutions shall be passed by a majority of votes. In the event of a tie, the chairperson shall have a casting vote

## Duties and Responsibilities of the Committee

The Sustainability Committee shall:

1. Establish, review, and update the Company's sustainability vision, mission, and strategy, and recommend them to the Board of Directors.

	<b>Department:</b> Financial Planning and Analysis	<b>Page:</b> 6/6
	<b>Topic:</b> Sustainability Committee Charter	<b>Effective Date:</b> 14 November 2025

2. Promote internal and external stakeholder awareness of sustainable practices and review the Company's Sustainability Report.
3. Ensure that sustainability policies and practices are in place and aligned with international standards, including but not limited to health and safety, environment, climate change, biodiversity, human rights, workplace rights and policies, compliance, corporate social and community responsibility.
4. Support long-term value creation by integrating ethical, social, and environmental responsibility into the Company's activities.
5. Collaborate with the Risk Management Committee, directly or through working groups, in assessing risks and mitigation measures related to sustainability and climate change, including the development of materiality maps.
6. Review and update the Corporate Governance Policy and the Code of Business and Employee Conduct to ensure alignment with international best practices, and recommend it to the Board of Directors for approval, and monitor its implementation.
7. Review and update the Corporate Social Responsibility (CSR) Policy, recommend it to the Board of Directors for approval, and monitor its implementation.
8. Review and update climate-related risks and opportunities in line with international standards, propose them to the Board of Directors for approval, and oversee the implementation of the Company's climate strategy in alignment with Group guidelines.
9. Review and update the Anti-Corruption and Bribery Policy and Guidelines, propose them to the Board of Directors for approval, and monitor implementation.
10. Report its performance to the Board of Directors and, where appropriate, to shareholders.
11. Conduct an annual self-assessment of the Committee's performance and present the results to the Board of Directors.
12. Appoint working groups or independent experts to provide advice and assistance, as deemed necessary.
13. Perform such other duties as may be assigned by the Board of Directors or as required by applicable laws or regulations.