Intouch Holdings Plc

Corporate Governance and Sustainable Development Committee

In order to assist the Corporate Governance and Sustainable Development Committee (the "Committee") of the Company to perform its duties and to discharge its responsibilities effectively and in compliance with international standards and good governance guidelines, the Board of Directors (the "Board") deems it appropriate to adopt the charter below.

1. Authority, Duties and Responsibilities

The Committee has been given the following authority, duties and responsibilities:

Corporate Governance

1) Annually review the Corporate Governance Policy to ensure alignment with best practice standards and propose changes to the Board for approval (if any).
2) Ensure that the Corporate Governance Policy is implemented across the Company.
3) Monitor the Company's performance in Corporate Governance and recommend improvements.

Sustainability / ESG

4) Review and approve related policies in sustainability / ESG.
5) Review and approve the Company's sustainability / ESG strategy, indicators and targets.
6) Monitor the Company's sustainability / ESG performance and recommended improvements.
7) Supervise and promote the implementation of the sustainability / ESG policies.
8) Approve reporting framework in the annual disclosure in Form 56-1 One Report

Other responsibilities

9) Engage consultants or independent persons to provide opinions or advice, if necessary, in accordance with the Company's regulations.
10) Summon members of the management or staff to attend meetings or provide pertinent information on the matters under discussion.
11) Report regularly to the Board on matters within the scope of the Committee, as well as any special issues that merit the attention of the Board.
12) Annually review its performance.
13) Prepare the Committee's report to be signed by the Chairman of the Committee and disclosed in the Company's Form 56-1 One Report.
14) Annually review and reassess the adequacy of this charter, and recommend any proposed changes to the Board for approval.
15) Perform other tasks requested by the Board.

2. Composition

2.1 The Committee shall be comprised of qualified and experienced members as approved by the Board.

2.2 The Committee shall be comprised of at least three (3) directors, and more than one-half of the Committee, including the Chairman, must be independent directors.

2.3 The Chairman of the Committee shall be appointed by the Board.

2.4 The Company Secretary shall also be the Secretary to the Committee unless the Committee designates otherwise.

3. Term of appointment

Members of the Committee may hold their post as long as they are serving on the Board. Members who vacate office at the end of their term may be re-elected. Membership will be automatically cancelled in the following situations:

(1) Death.

(2) Resignation.

(3) Removal from office by resolution of the Board.

A member who wishes to resign must tender his or her resignation letter to the Chairman of the Board for the Board's approval. If a member vacates office during the term of the appointment, the Board shall appoint a replacement within 90 days in order to maintain the required number of members as set forth.

4. Meetings

The Committee shall meet at least twice a year. In calling a meeting, the Chairman or Secretary of the Committee (as instructed by the Chairman) shall send an invitation letter to all members at least seven (7) days in advance. These documents may be sent by electronic media. However, if the matter is urgent, the Chairman can call a meeting without prior written notice.

5. Quorum

One-half of the Committee shall constitute a quorum for the transaction of business. If the Chairman of the Committee is absent or cannot perform his or her duties, the members who are present shall elect one of themselves to chair that particular meeting.

All decisions shall be made by majority vote. Each member shall have one vote. A member who has a conflict of interests is not entitled to vote on the matter under consideration. If the votes are evenly divided, the chairman of the meeting shall have the casting vote.

6. Remuneration

The remuneration for each member of the Committee shall be determined by the Board.

7. Responsible Offices

All members of management and department heads must report to and assist the Committee as requested.

This charter became effective on March 13, 2024.

(Mr. Kan Trakulhoon)
Chairman of the Board of Directors
Intouch Holdings Plc.