

(Translation)

RATCH Group Public Company Limited  
Regulations of the Corporate Governance and Social Responsibility Committee  
B.E.2562  
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Pursuant to the shareholder resolution reached at Ratchaburi Electricity Generating Holding Public Company Limited's 2019 Annual General Meeting on 12 April 2019, the Company was renamed to RATCH Group Public Company Limited. Seeing the need to have the Regulations of Corporate Governance and Social Responsibility Committee, Ratchaburi Electricity Generating Holding Public Company Limited's Board of Directors at the meeting No. 3/2019 held on 15 March 2019 approved these regulations.

1. These regulations are called "RATCH Group Public Company Limited Regulations of Corporate Governance and Social Responsibility Committee".

2. These regulations shall be effective as of 17 April 2019.

3. In these regulations,

(1) "Company" refers to RATCH Group Public Company Limited.

(2) "Board of Directors" refers to the Company's Board of Directors.

(3) "Directors" refer to the Company's directors.

(4) "Secretary" means the secretary of the Corporate Governance and Social Responsibility Committee in these regulations.

4. The Corporate Governance and Social Responsibility Committee shall be composed of Chairman and members, no more than 4 directors altogether. All are appointed by the Board of Directors.

5. The Corporate Governance and Social Responsibility Committee shall appoint an employee who has knowledge as well as capabilities in corporate governance and social responsibility and whose qualifications do not contradict relevant laws and regulations as its secretary.

6. The Corporate Governance and Social Responsibility Committee serves a term of three years.

A director who retires by rotation may be re-elected.

7. The Corporate Governance and Social Responsibility Committee's membership is terminated prior to end of tenure in the following cases:

(1) Death

(2) Resignation

(3) Termination of directorship.

A director replacing the director whose membership in the Corporate Governance and Social Responsibility Committee is prematurely terminated shall serve accordingly to the remaining term of the director whom he replaces.

8. The Board of Directors' meeting procedure, quorum and voting applies mutatis mutandis to the Corporate Governance and Social Responsibility Committee.

9. The Corporate Governance and Social Responsibility Committee is tasked with the following duties:
- (1) Consider and approve the policy, strategy, objectives, guidelines and work plans of the Company's corporate governance and social responsibility, prior to seeking the Board of Directors' consideration and endorsement.
  - (2) Promote the engagement of the Board of Directors, executives and employees in the Company's governance-related and socially-responsible activities.
  - (3) Ensure compliance with the Company's Corporate Governance Policy and/or regulations relating to corporate governance and social responsibility.
  - (4) Always inform the Board of Directors of the performance following each of the Corporate Governance and Social Responsibility Committee's meetings.
  - (5) Review and propose improvements to the Company's policy and guidelines on corporate governance and social responsibility as deemed appropriate on a regular basis, benchmark against leading companies' practices. Such recommendations for continual modernization shall be submitted for the Board of Directors' consideration.
  - (6) Implement the Board of Directors' other assignments relating to corporate governance and social responsibility.
10. The Corporate Governance and Social Responsibility Committee reports directly to the Board of Directors and the Board of Directors remains responsible for the Company's operations to the general public.
11. The Corporate Governance and Social Responsibility Committee is empowered to:
- (1) Summon directors and/or employees to a meeting and a discussion or to clarify or answer questions relating to the Corporate Governance and Social Responsibility Committee's duties and responsibilities.
  - (2) Consult specialists or the Company's consultants (if any) or if necessary, hire external specialists on a job-by-job basis at the Company's expense.
  - (3) Ask employees to submit company documents for its consideration and actions exercised within the scope of the Corporate Governance and Social Responsibility Committee's duties and responsibilities.
  - (4) Examine or investigate matters to accomplish its responsibilities.
  - (5) Give assignments which are within the scope of the Corporate Governance and Social Responsibility Committee's duties and responsibilities.

Announced on 17 April 2019

(Mr. Sutat Patmasiriwat)  
Chairman of RATCH Group Public Company Limited