



LANNA RESOURCES PUBLIC COMPANY LIMITED

**Environmental, Social, and Governance (ESG)
Committee Charter**

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Lanna Resources Public Company Limited

Environmental, Social, and Governance Committee Charter

Chapter 1

Objective

The Board of Directors is committed to conducting business in accordance with good corporate governance policies. Therefore, the Board has appointed the Environmental, Social, and Governance Committee ("ESG Committee") to support the Board of Directors' operations. This ESG Committee Charter is established to define the roles, scope, duties, and responsibilities in determining policies, criteria, and good practices for various operations. This ensures that the Company maintains good business ethics and corporate governance, operates with social and environmental responsibility, and provides a framework for all directors, executives, and employees at all levels to follow strictly and appropriately. This is to ensure the Company has an effective internal control system and corporate governance system that meets international standards, creating sustainable value for the business, and building trust among all stakeholders.

Chapter 2

Corporate Governance Policy

The Company is committed to conducting business efficiently, effectively, and competitively with robust performance, guided by responsibility, care, honesty, transparency, and good business ethics or corporate governance. Furthermore, the Company treats all shareholders and stakeholders equally and fairly, creates benefits for society and communities, minimizes environmental impacts, upholds human rights, maintains political neutrality, and opposes corruption, all to build stable and sustainable value for the business over the long term.

Chapter 3

Preliminary

Clause (1) This Charter shall be called the "ESG Committee Charter of Lanna Resources Public Company Limited."

Clause (2) In this Charter:

(2.1) **"Company"** means Lanna Resources Public Company Limited.

(2.2) **"ESG"** means the Environmental, Social, and Governance Committee.

(2.3) **"Executive"** means the Chief Executive Officer, the first four executive-level positions downward from the Chief Executive Officer, any person holding a position equivalent to the fourth executive-level position, and executives in the accounting and finance departments.

Chapter 4

Composition and Qualifications

Clause (3) The Board of Directors appoints the ESG Committee, which must consist of at least 3 (three) company directors and executives. When the ESG Committee's term expires or if an event prevents members from completing their term, resulting in fewer members than the number specified above, the Board of Directors shall consider selecting and appointing new ESG Committee members to fill the vacancies immediately or no later than 3 months from the date the membership falls below the required number, to ensure operational continuity.

Clause (4) ESG Committee members must possess the following qualifications:

(4.1) Have knowledge, ability, experience, and an understanding of the roles, duties, and responsibilities of an ESG Committee member. They must possess morality, ethics, maturity, a commitment to systematic and principled work, the ability to make decisions based on information and reasoning, and the capability to express opinions independently without being under anyone's dominance.

(4.2) Be able to dedicate sufficient time to the ESG Committee's operations and should continuously and regularly receive training and enhance their knowledge regarding the ESG Committee's operations to keep abreast of potential changes and enhance the Committee's efficiency.

Clause (5) The ESG Committee shall consider, select, and appoint 1 (one) ESG Committee member who is deemed appropriate and generally trusted and accepted to hold the position of Chairman of the ESG Committee.

Clause (6) The ESG Committee shall consider, select, and appoint appropriate individuals to serve as the Secretary and Assistant Secretary to the ESG Committee. They will be responsible for organizing meetings, facilitating the ESG Committee's activities, and coordinating continuous and regular reporting to the Board of Directors and other relevant departments.

Clause (7) ESG Committee members, including the Chairman of the ESG Committee, shall serve a term of 3 (three) years. An ESG Committee member who vacates office upon the expiration of their term may be re-appointed.

In addition to vacating office upon the expiration of their term, an ESG Committee member shall vacate office upon:

(A) Death;

(B) Resignation;

In the event an ESG Committee member resigns before the expiration of their term, the Audit Committee must notify the Company at least 1 (one) month in advance with reasons so that the Board of Directors can consider appointing another fully qualified director to replace the resigning member.

(C) Ceasing to be a company director or executive of the Company;

(D) The Board of Directors passing a resolution for removal;

(E) Lacking qualifications or having prohibited characteristics as stipulated by law.

In the event that an ESG Committee position becomes vacant for reasons other than the expiration of the term, the Board of Directors shall consider selecting and appointing an appropriate and fully qualified person as a replacement ESG Committee member. The replacing member shall hold office only for the remaining term of the ESG Committee member whom they replace.

Chapter 5

Scope, Duties, and Responsibilities

- Clause (8)** The ESG Committee has the roles, scope, duties, and responsibilities assigned by the Board of Directors. They must perform their duties with responsibility, care, and honesty as follows:
- (8.1) Consider and propose to the Board of Directors the establishment of policies, criteria, and good practices for various activities in accordance with Good Corporate Governance principles.
 - (8.2) Prepare a Good Corporate Governance Handbook for directors, executives, and employees at all levels to use as an operational guideline. It is considered a crucial duty that everyone must not neglect in complying with the good corporate governance principles as mentioned above.
 - (8.3) Establish anti-corruption and sustainability policies and guidelines in compliance with the laws and regulations of government agencies and regulatory bodies, such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).
 - (8.4) Monitor, review, and revise corporate governance policies and operational requirements or guidelines to ensure alignment with the good corporate governance principles of the SEC, SET, and other relevant laws (if any).
 - (8.5) Promote communication and dissemination to ensure that directors, executives, all employees, and relevant parties recognize and understand the good corporate governance policies and practices, anti-corruption policies, sustainability policies, and related guidelines, ensuring practical implementation throughout the organization.
 - (8.6) Consider the format and summarize the self-assessment results of the Board of Directors and its sub-committees and provide recommendations for the Board of Directors' annual consideration.
 - (8.7) Set policies and support the regular assessment of the corporate governance standard level within the organization at least once a year. This is to identify problems and obstacles preventing operations from achieving their objectives, and to report these to the Board of Directors for acknowledgment and further consideration.
 - (8.8) Have the authority to hire independent or non-conflicted external consultants or experts to provide advice or opinions as deemed appropriate and necessary. The Company shall be responsible for the expenses incurred in accordance with the annual plan and budget approved by the Board of Directors.
 - (8.9) Promote and support ESG Committee members in continuously and regularly attending necessary training to develop their knowledge and skills relevant to their duties and disclose information regarding the training and knowledge development of ESG Committee members in the Annual Report (Form 56-1 One Report).
 - (8.10) Have the authority to invite executives and/or related parties at all levels to attend meetings to provide clarifications and/or submit all relevant documents.
 - (8.11) Have the authority to appoint working groups to carry out operations, oversee the disclosure of material ESG information to the public, recommend ESG-related issues that may affect stakeholders or organizational operations, and perform other duties to jointly drive ESG operations to effectively achieve their goals.
 - (8.12) Perform any other tasks assigned by the Board of Directors on a case-by-case basis.

Chapter 6

Meetings

- Clause (9)** ESG Committee meetings shall be scheduled as deemed appropriate by the Chairman of the ESG Committee. Additionally, the Chairman of the ESG Committee may call a special meeting upon the request of any ESG Committee member, the Board of Directors, and/or the Chairman of the Board of Directors for occasional consideration.
- Clause (10)** The Secretary of the ESG Committee shall deliver meeting invitations and accompanying documents to the ESG Committee members and attendees at least 7 (seven) days prior to the meeting date and/or in accordance with the timeframe stipulated by law, to allow sufficient time to study and consider the matters or to request additional supporting information.
- Clause (11)** At every ESG Committee meeting, the presence of not less than one-half of the total number of ESG Committee members is required to constitute a quorum. The Chairman of the ESG Committee shall preside as the chairman of the meeting. In the event the Chairman is absent or unable to perform their duties, the ESG Committee members present shall elect one among themselves to preside as the chairman of the meeting.
- Clause (12)** Voting at ESG Committee meetings shall be based on a majority vote. Each ESG Committee member shall have one vote. In the event of a tie, the chairman of the meeting shall have an additional, casting vote.
- If an ESG Committee member has a conflict of interest in any matter under consideration, they must abstain from expressing an opinion or voting on that particular matter.
- Clause (13)** ESG Committee meetings may be held via electronic media, in compliance with the procedures stipulated by law.

Chapter 7

Miscellaneous

- Clause (14)** All previous editions of the ESG Committee Charter are hereby repealed and replaced by this Charter. The provisions within this Charter are subject to the Company's Articles of Association and relevant legal provisions. In the event of any conflict or contradiction between the provisions of this Charter and the Company's Articles of Association or legal provisions, the latter shall prevail, and the conflicting provisions in this Charter shall be unenforceable.
- Clause (15)** Any revision, amendment, or modification to this Charter can only be executed upon receiving endorsement from the ESG Committee and approval from the Board of Directors.
- Clause (16)** This Charter shall come into effect from March 7, 2023, onwards, until changed or amended otherwise in writing.

Approved by the resolution of the Board of Directors of Lanna Resources Public Company Limited,
Meeting No. 1/2023, held on March 7, 2023.

(Mr. Vanchai Tosomboon)
Chairman of the Board of Directors

(Mr. Srihasak Arirachakaran)
Chairman of the ESG Committee