



**NAWARAT**

# **Charter of the Business Code of Conduct Committee**

**Nawarat Patanakarn Public Company Limited  
(CDC – 01)**

Revision 00  
Date 17/09/2015

# Charter of the Business Code of Conduct Committee

## **1. Purpose**

The Board of Directors has deemed appropriate to prescribe the Charter of the Business Code of Conduct Committee in order to gather details relating compositions, duties, responsibilities and practical guidelines for the discharge of duties as assigned by the Board of Directors. This allows the Business Code of Conduct Committee to oversee and monitor the Company's business operation to base on morality, ethics and responsibilities to all stakeholders.

## **2. Composition and Appointment of the Business Code of Conduct Committee**

2.1 The Business Code of Conduct Committee shall consist of at least 4 (four) directors of the Board and at least half of the total members must be independent directors.

2.2 The Business Code of Conduct Committee shall be appointed by the Board of Directors.

2.3 The Chairman of the Business Code of Conduct Committee must be independent director.

## **3. Qualifications of the Business Code of Conduct Committee**

3.1 The Business Code of Conduct Committee members must be knowledgeable and experienced to perform their duties, use their own judgment independently to best promote the Company to conduct business ethically, morally, and responsibly to all stakeholders.

3.2 The Business Code of Conduct Committee members must dedicate their time and express opinions adequately in performing their duties.

## **4. Office Terms**

4.1 The Business Code of Conduct Committee's term shall serve a term of office of 3 (three) years as from the date of appointment.

4.2 The Business Code of Conduct Committee members who have completed their terms may be re-appointed by the Board of Directors.

4.3 In case a vacancy occurs for reasons other than term completion, the Board of Director shall appoint a qualified person to maintain the required numbers of the committee members as defined in this Charter. The substituted member can only be in the office within the remaining term of the member he/she replaces.

4.4 A Business Code of Conduct Committee member who desires to resign ahead of term completion must notify and submit a resignation letter to the Chairman of the Board at least 30 days in advance.

4.5 A Business Code of Conduct Committee shall vacate office when he or she:-

- completes the term;
- is removal from the Board of Director;
- deceased;
- resigns;
- is dismissal by the Board of Director's resolution;
- is imprisoned under the final court verdict or a legal order, except for offences caused by negligence or misdemeanor;
- is considered incompetent or quasi – competent;
- becomes bankruptcy

## **5. Duties and Responsibilities of the Business Code of Conduct Committee**

5.1 Consider, formulate and approve the Business Code of Conduct, the Anti - Corruption Policy and the Code of Ethics to be used as the practical guideline of the Directors, the management and staff members towards shareholders, community and society and propose to the Board of Directors for approval.

5.2 Consider and review the Business Code of Conduct and the Anti – Corruption Policy to be efficient and appropriate to the situation.

5.3 Oversee, supervise and monitor to ensure that compliance of the Business Code of Conduct, the Anti – Corruption Policy and the Code of Ethics have been strictly and continuously followed by all persons within the Company.

5.4 Execute other duties as assigned by the Board of Director.

## **6. Meetings and Quorum**

6.1 The Business Code of Conduct Committee must hold meetings as deemed necessary and appropriate to responsibilities as defined in this Charter at least twice a year and may invite the management, executives or relevant parties to join meetings, give opinions or deliver documents as deemed relevant and necessary.

6.2 The Chairman or the assigned person sends meeting invitation specifying date, time, venue and agenda details to all committee members at least 7 (seven) days ahead of meeting. Except for the urgent case to protect the Company's interest, notification of the meeting can be given through other means and the meeting can be convened earlier.

6.3 To form a quorum, at least half of the total members of the Business Code of Conduct Committee must be present.

6.4 The Chairman of the Business Code of Conduct Committee shall also be the chairman of the meeting. In case the Chairman is absent or cannot perform the duty, other members attending the meeting can select one member to be a substituted chairman of the meeting

6.5 Each member of the Business Code of Committee with vested interest in any agenda item must abstain from voting on that item

6.6 The resolution of the meeting will take into account the majority of votes, with one member having one vote. If the number of votes is equal, the chairman will cast the decisive vote

## **7. Reporting**

The Business Code of Conduct Committee shall report its performance to the Board of Directors after each meeting at least twice a year.

## **8. Performance Evaluation**

The Code of Conduct Committee shall conduct a self-appraisal of its own performance at least once a year and submit the results to the Board of Directors for acknowledgement and consideration.

## **9. Remuneration of the Business Code of Conduct Committee**

The Nomination and Remuneration Committee shall determine and recommend the remuneration of the Business Code of Conduct Committee to the Board of Director for consideration and shall propose to the meeting of shareholders for approval.

This charter is approved by the Board of Director's Meeting no. 09/2015 on September 17, 2015 and is enforced from September 17, 2015 onward

(Mr. Mana Karnasuta)  
Chairman  
Nawarat Patanakarn Public Company Limited