



## Compliance Charter

### Thai Union Group Public Company Limited

The Company focuses on Good Corporate Governance and adheres to operating the business with transparency, against all forms of corruption, compliance with laws, rules, regulations including international corporate governance standards. Therefore, the Company deemed it appropriate to adopt this Compliance Charter in order to define the roles, duties and responsibilities of the Compliance Unit and ensure that Compliance Unit, as well as all relevant business units/functions are aware of their roles, duties and responsibility including the significance of strictly compliance with the law and good corporate governance practices.

#### 1. Objectives

The objectives of establishment of the Compliance Unit are as follows:

- 1.1 Establish an internal unit that operates independently and is directly responsible for compliance tasks. This will result in concrete, transparent, and verifiable planning and practices in governance.
- 1.2 Enhance knowledge and understanding, and raise awareness of the roles and responsibilities of the board of directors, executives and employees of the Company and its subsidiaries in complying with laws, regulations, rules and good corporate governance guidelines, including the potential impacts on the organization from non-compliance with such laws, regulations, rules and guidelines.
- 1.3 Oversee that the board of directors, executives and employees strictly adhere to laws, regulations, rules and good corporate governance guidelines.
- 1.4 Build confidence among all stakeholders in the Company's compliance with laws, regulations, rules and good corporate governance guidelines.

## **2. Authorities, Duties, and Responsibilities**

The oversight unit shall have the following authority, duties, and responsibilities:

- 2.1 Propose draft policies on corporate governance, business ethics, anti-bribery and corruption as well as other relevant policies, for submission to the Nomination, Remuneration, and Corporate Governance Committee and the Board of Directors for approval.
- 2.2 Propose draft corporate governance guidelines, including other relevant guidelines related to anti-bribery and corruption policy, to the Nomination, Remuneration and Corporate Governance Committee for approval.
- 2.3 Review the Company's corporate governance policy annually and propose draft revisions and updates to the policies and guidelines related to corporate governance in order to align with the Company's business operations and propose to the Nomination, Remuneration and Corporate Governance Committee and the Board of Directors for approval.
- 2.4 Communicate, conduct training and provide guidance to the board of directors, executives, and employees of the Company and its subsidiaries to promote awareness and responsibility in complying with laws, regulations, rules and good corporate governance guidelines.
- 2.5 Oversee and provide recommendations to the board of directors, executives, and employees of the Company and its subsidiaries on compliance with laws, regulations and rules relevant to the Company's operations.
- 2.6 Access necessary information and seek cooperation from all relevant business units/functions to ensure appropriate investigation in cases where there is a perceived risk of non-compliance with laws, regulations, rules and relevant good corporate governance guidelines.
- 2.7 Operate independently and report directly to senior management, the Nomination, Remuneration and Corporate Governance Committee or the Board of Directors on findings of non-compliance with laws, regulations, rules and relevant good corporate governance guidelines as necessary and appropriate without consideration to the reporting lines.

- 2.8 In cases where non-compliance with laws, regulations, rules and relevant good corporate governance guidelines is detected and the issue falls within the Audit Committee's authorizations, it is required to report the issue to the Audit Committee for further appropriated actions.
- 2.9 In cases where the Compliance Unit has a direct or indirect interest or potential conflict of interest with non-compliance with laws, regulations, rules and relevant good corporate governance guidelines, it is required to cease any further actions and report the issue to the Audit Committee for further appropriated actions.
- 2.10 Prepare an annual performance report and submit to the Nomination, Remuneration and Corporate Governance Committee at least once a year.
- 2.11 Perform other tasks related to corporate governance as assigned by management, the Nomination, Remuneration and Corporate Governance Committee or the Board of Directors.

### **3. Charter Review**

The Compliance Unit is responsible for regularly reviewing the Compliance Charter annually to ensure that the content of the Charter complies with laws, regulations, rules and relevant good corporate governance guidelines. If revisions are deemed necessary, the Compliance Unit is required to propose the proposed revision to the Nomination, Remuneration and Corporate Governance Committee for approval.

This Charter shall be effective from 24<sup>th</sup> June 2024 onwards.



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(Mr. Thiraphong Chansiri)  
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Thai Union Group Public Company Limited