

## **CHARTER OF THE NOMINATION, CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE (NCGS)**

### **Goodyear (Thailand) Public Company Limited**

Based on the Company's recognition of good corporate governance, The Nomination, Corporate Governance and Sustainability Committee (NCGS) suggests practices and procedures relating to good governance of the Company to the Board of Directors and identify potential candidates for replacing directors retiring at the end of their terms or for other reasons of their expiration. Also, this committee is committed to recognize corporate social responsibility for upholding quality lives to drive communities and societies sustainably in which the Company has an operation. The Board of Directors has therefore adopted this Charter of Nomination Corporate Governance and Sustainability Committee (NCGS).

#### **1. Roles, Duties, and Responsibilities of NCGS**

The duties of NCGS are as follows:

##### **Nomination**

- 1.1. Evaluate, select, or make recommendations to the Board of Directors regarding the selection of directors.
- 1.2. Prepare principles for selecting new directors, screening, and recruiting persons who are completely qualified to be directors.
- 1.3. Consider the nomination of directors for approval by the shareholders.
- 1.4. Consider and make recommendations to the Board of Directors regarding structure, size and the composition of the Board. This includes the skills of the Board of Directors for the effective performance for Board of Directors.
- 1.5. Select directors who need to be replacing in the Company Shareholders' Meeting.
- 1.6. Perform other duties as assigned by the Board of Directors.

##### **Corporate Governance**

- 1.7. Report the results of the evaluation of the Board of Directors.
- 1.8. Develop and review the principles of operation and give an opinion regarding the changes made by the Board of Directors at least once a year.
- 1.9. Consider and give an opinion on good governance from time to time.
- 1.10. Consider the disclosure of information related to the Annual Report regarding the Board of Directors' activities.
- 1.11. Perform other duties as assigned by the Board of Directors.

##### **Sustainability**

- 1.12. Define the policy, strategy and direction for Environmental, social and governance activities and propose to the Board of Directors for approval on a yearly basis.
- 1.13. Govern and provide advice on the strategy to ensure the effective and efficient implementation of policy and plan.

- 1.14. Ensure the engagement with shareholders on corporate social responsibility activities.
- 1.15. Follow up to ensure that the policy implementation is effective according to policies, ESG target setting and plans by the Company's Board of Directors and NCGS.
- 1.16. Report regularly a progress and performance to the Board of Directors after every meeting of NCGS.
- 1.17. Perform other duties as assigned by the Board of Directors.

## **2. Composition and appointment of NCGS**

- 2.1. The Committee consists of not less than [3] members.
- 2.2. The members of the committee must be appointed by the Board of Directors.
- 2.3. The Chairman, who must be an independent director, may be appointed by either the Board of Directors or NCGS.

## **3. Qualifications of NCGS**

- 3.1. Shall be Company directors.
- 3.2. Shall possess knowledge and good understandings on corporate governance and knowledge and good understandings on socially-responsible practices and sustainable development.
- 3.3. Shall be able to independently perform his/her duties, express opinions, report on the performance of the assigned duties, and devote sufficient time to perform his/her duties.
- 3.4. The members must be neutral in looking for and selection of persons qualified for nomination to hold the position of Company directors, replacing those whose terms of office expired or for other cases, and in preparation of sufficient biographical data of such persons for the consideration of the Board of Directors.

## **4. Term of office**

The term of office of the members of the Committee shall equal to the individual term of office as directors and ends at the annual general meeting of shareholders. A retiring member is eligible for re-appointment.

In addition to the expiration of the term of office mentioned above, the member of the Committee shall vacate office when:

- 1) Resignation.
- 2) No longer qualified for serving as committee, as specified in this charter.
- 3) Board of Directors passes a resolution removing him/her from office.
- 4) Death.
- 5) Being removed by order of the competent court.

In case of vacancies of all members in NCGS, the said NCGS may perform any act in the name of NCGS only in matters necessary until a new NCGS takes over the duties.

In case of a vacancy in the Committee for reason other than expiration of the term of office, the Board of Directors shall elect a person who is fully qualified as a substitute member of the Committee so that the number

of members of the Committee remains in full as the Board of Directors had stipulated. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces.

## **5. Meetings of NCGS**

Meetings of NCGS are to be called whenever the Committee or the Chairman of the Committee sees fit. There must be at least 2 meetings per year.

In calling a meeting of NCGS, the Chairman of NCGS shall serve a written notice calling for such meeting to members of NCGS not less than 3 days prior to the date of the meeting, except in the case that an urgent meeting is called, in which case notification may be made via electronic or other channels, and a meeting date may be set within fewer than 3 days.

The Chair of NCGS or the meeting chair can arrange to hold a meeting online so that attendees not present in the same location may still meet to discuss and express opinions with one another so long as the prescribed rules and procedures are followed.

NCGS should hold meetings to discuss matters within its scope of duties.

## **6. Quorum**

Every member of the Committee should attend no less than 75 percent of the total NCGS meetings. To constitute quorum, at least half the number of the members of NCGS must attend to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, NCGS shall appoint a member who is attending the meeting to perform the duty on behalf of the Chairman.

Decisions in the meeting shall be by a simple majority vote. Each member of NCGS is entitled to one vote. In the event of tie vote, the Chairman of the meeting shall have a casting vote. The member of NCGS who has an interest in any matter, he/she shall not be entitled to vote on such matter.

## **7. Remuneration**

NCGS shall receive remuneration according to the amount approved in the shareholders' meeting.