Origin Property Public Company Limited
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Samut Prakan 10270

Charter of the Corporate Governance and Sustainability Committee

Origin Property Public Company Limited ("the Company")

(Review of Charter of the Corporate Governance and Sustainability Committee for 2025, approved by the Board of Directors Meeting No. 1/2026, on February 27, 2026)

Contentss

1. Objectives

To ensure the Company's sustainable growth and to build trust and confidence among all stakeholder groups by promoting management practices that align with international standards of Good Corporate Governance (CG), the Board of Directors resolved to establish the Corporate Governance and Sustainability Committee (the "CG Committee") to oversee the Company's corporate governance and sustainable development operations in formulating policies and guidelines for good corporate governance and sustainable development, thereby ensuring that the execution of the Company's business strategies is governed by corporate governance, transparency, fairness, reliability, accountability, and sustainability, while taking into account society, the environment, and the Company's long-term returns; as well as to foster understanding and awareness of the importance of correctly and effectively implementing good corporate governance principles, in order to instill confidence in both shareholders and all stakeholder groups.

2. Composition.

2.1 The CG Committee shall consist of at least three (3) directors of the Company (and/or any other persons as deemed appropriate), the majority of whom shall be independent directors.

2.2 The Chairman of the CG Committee should be an independent director and shall be appointed by the Board of Directors.

2.3 The CG Committee may appoint a Secretary to the CG Committee to assist the Committee in its operations regarding meeting schedules, agenda preparation, distribution of meeting documents, and recording of meeting minutes. In this regard, the CG Committee shall have the authority to determine the remuneration for the Secretary to the CG Committee as it deems appropriate.

2.4 The Board of Directors or the CG Committee may appoint any person as deemed appropriate to serve as an advisor to the CG Committee.

3. Appointment

The Board of Directors shall consider and proceed with the appointment of the CG Committee, which consists of one (1) Chairman and other members. The number of appointed members shall be subject to the nomination, selection, and proposing of qualified individuals with appropriate knowledge and expertise, whose backgrounds have been fully reviewed by the Nomination and Remuneration Committee of the Company, in order to ensure that they can perform their authorities, duties, and responsibilities as prescribed with maximum efficiency.

4. Qualifications

4.1 Possess the required qualifications and do not possess any prohibited characteristics under the law on public limited companies and other relevant laws.

4.2 Members of the CG Committee who are independent directors must maintain their independence in accordance with the Company's Good Corporate Governance principles and strictly adhere to such principles.

4.3 Be an individual who possesses knowledge, competence, and experience that are beneficial to the performance of duties as a member of the CG Committee, and be able to dedicate sufficient time to performing duties to ensure that the operations of the CG Committee achieve its objectives.

5. Term of Directorship

5.1 The CG Committee shall hold office for a term of three (3) years each, in accordance with their terms of office as directors of the Company.

5.2 The CG Committee whose terms have expired may be reappointed to the position.

5.3 In the event that a member of the CG Committee completes their term of office, or is unable to hold office until the expiration of their term, resulting in the total number of members falling below three (3), the Board of Directors shall appoint a new member to fulfill the required number as specified in this Charter to ensure the continuity of the Committee's performance of duties. In this regard, the person appointed to fill the vacancy under the aforementioned circumstances shall hold office only for the remaining term of the member whom they are appointed to replace.

5.4 Any member wishing to resign from the position shall submit a resignation letter to the Chairman of the Board of Directors.

5.5 In addition to vacating office upon the expiration of the term as mentioned above, a member of the CG Committee shall vacate office upon the following events:

(1) Death,

(2) Resignation,

(3) Disqualification or possession of any prohibited characteristics as prescribed under the law on public limited companies, or possession of characteristics indicating a lack of suitability to be trusted with the management of a publicly held business as specified by the Securities and Exchange Commission (the "SEC"),

(4) Removal from office by a resolution of the Board of Directors' meeting.

5.6 The Nomination and Remuneration Committee shall consider and determine the remuneration of the CG Committee based on the workload and responsibilities, and propose it to the Board of Directors for endorsement before submitting it to the shareholders' meeting for further consideration and approval.

6. Authorities, Duties, and Responsibilities

The CG Committee is a subcommittee of the Board of Directors, tasked with the authority, duties, and responsibilities to oversee the Company’s corporate governance and sustainability efforts as follows:

(1) To consider, formulate, and recommend policies, strategies, and operational frameworks, as well as to establish corporate governance and sustainability targets, along with clear and measurable key performance indicators (KPIs) (e.g., percentage reduction in energy

or water consumption), and to monitor progress toward achieving such targets; furthermore, to propose the code of conduct, business ethics, and anti-corruption policies/measures to the Board of Directors and the Management for adoption as standardized organizational policies and operating procedures, thereby ensuring alignment with the objective of being an organization committed to fostering trust and sustainability among all stakeholder groups.

(2) To oversee and monitor the progress of implementation regarding policies and action plans on Board Diversity.

(3) To oversee, advise on, and review corporate governance and sustainability operations to drive implementation and foster engagement in various projects under the corporate governance and sustainability framework with relevant internal and external agencies toward international standards, and to ensure that sustainability strategies and policies comprehensively encompass the Company's entire value chain.

(4) To oversee and monitor the Company to ensure the provision of transparent mechanisms that facilitate shareholders in proposing meeting agenda items or submitting questions in advance, and to ensure disclosure of reasons in the event that such proposed agendas or questions are rejected from consideration.

(5) To encourage and monitor all directors to regularly participate in knowledge enhancement activities relevant to the performance of their duties, particularly regarding the Company's significant business and sustainability (ESG) material issues.

(6) To advise, promote, and support resources and personnel to ensure that corporate governance and sustainability strategies and culture are effectively communicated and understood by executives and employees at all levels, and are practically implemented throughout the organization and its subsidiaries in a unified and aligned direction.

(7) To support and advise the Company on participating in corporate governance and sustainability assessments or ratings, thereby continuously developing and elevating the standards of the Company's sustainability operations.

(8) To conduct an annual self-assessment of the Committee's performance, and to

summarize its operational performance including corporate governance and sustainability management data for presentation to the Executive Committee or the Board of Directors once a year.

(9) To review or update the CG Committee Charter at least once a year, and propose it to the Board of Directors for consideration and approval.

(10) To perform any other duties as assigned by the Board of Directors or in accordance with policies prescribed by the Board of Directors.

7. Meeting

7.1 Meetings shall be held at least twice a year, and extraordinary meetings may be convened as deemed necessary.

7.2 The Chairman of the CG Committee or the Chairman of the meeting may determine that a meeting of the Committee be conducted via electronic media, provided that such electronic meetings strictly comply with the rules and procedures prescribed by law.

7.3 In calling a meeting of the CG Committee, the Chairman of the CG Committee or the Secretary to the CG Committee, as the designated person, shall distribute the notice of the meeting, along with the agenda and meeting documents, to the members at least seven (7) days prior to the meeting date to allow the members sufficient time to study the materials in advance. Except in cases of necessity or urgency to protect the rights or benefits of the Company, the Chairman or the designated person may give notice of the meeting by other means and schedule an earlier meeting date. In this regard, the distribution of the meeting notice and documents to the members may be carried out via electronic mail instead, and the Secretary to the Committee must retain copies of such notices and documents as evidence, which may be stored in the form of electronic data.

7.4 At a meeting of the CG Committee, the presence of not less than one-half of the total number of Committee members is required to constitute a quorum. Each member shall have one vote in casting a ballot, except that any member who has a conflict of interest in any matter shall have no right to vote on that particular matter. In the event of a tie, the Chairman of the meeting shall have a casting vote.

7.5 Resolutions of the meeting shall be passed by a majority vote. If any member objects to such resolution, the objection must be recorded in the meeting minutes. In this regard, any member who has a significant conflict of interest in any matter under consideration must leave the meeting room during the discussion of that particular matter and shall have no right to vote.

7.6 The Secretary to the CG Committee shall be responsible for taking and

7.7 preparing the meeting minutes within fourteen (14) days, as well as retaining the meeting minutes and all supporting documents.

8. Reporting of Performance

The CG Committee is responsible for regularly reporting its performance to the Board of Directors, and shall prepare an annual performance report for shareholders in the Annual Report. This report must specify the Committee's objectives, responsibilities, activities undertaken, and key recommendations regarding corporate governance and sustainability. The following information must be disclosed:

1) The number of meetings held,

2) The attendance record of each member of the CG Committee,

3) The remuneration of the CG Committee, and

4) The performance results achieved in accordance with the defined Charter.

9. Individual Director (Self-Assessment)

The CG Committee shall conduct an annual performance evaluation and report any obstacles or constraints that prevent the achievement of its objectives (if any) to the Board of Directors for acknowledgment. Additionally, a summary of the Committee's performance shall be included in the company's Annual Report.

10. Review and Amendment of the Charter

The CG Committee shall regularly review and assess the appropriateness of this Charter at least once a year, and submit it to the Board of Directors for approval. This is to ensure that the content of the Charter remains aligned with the Corporate Governance Code (CG Code), as well as the company's objectives and operations. Any necessary amendments shall be proposed as deemed appropriate.

This Corporate Governance and Sustainability Committee Charter was reviewed by the resolution of the Corporate Governance and Sustainability Committee Meeting No. 1/2025 on November 28, 2025, and subsequently approved by the Board of Directors Meeting No. 1/2026 on February 27, 2026. This Charter shall be effective from February 27, 2026 onwards.

-Chinapat Visuttipat-

Mr. Chinapat Visuttipat
Chairman of the Corporate Governance and Sustainability Committee
Origin Property Public Company Limited

-Chatchai Payuhanaveechai-

Mr. Chatchai Payuhanaveechai
Chairman of the Board of Directors
Origin Property Public Company Limited