

Yuasa Battery (Thailand) Public Company Limited
Corporate Governance Committee Charter

.....

The Board of Directors of Yuasa Battery Public Company Limited (hereinafter called Company) has appointed the Corporate Governance Committee to support the administration of the Board of Directors in the establishment of rules, regulation and good practices of Company in compliance with good corporate governance to achieve a sustainable success while maintaining responsibilities towards shareholders and stakeholders.

The Corporate Governance Committee is designed to advocate Good Corporate Governance principles and good practices to Directors, Management and employees to promote better knowledge and understanding under the principles for good Corporate Governance and enable them to practically apply the principles for good Corporate Governance and enable them to practically apply the principles to their work. The principles are also expected to enhance the standards, morality and ethics in the Company's business operation in accordance with the good governance principles for all listed companies and to create organizational efficiency and transparency, opening to my inspection and stimulating credibility among shareholders and other stakeholders.

The Corporate Governance Committee therefore initiates this Corporate Governance Committee Charter to specify the scope of duties, responsibilities and best practices as the standard practices for the Corporate Governance Committee and to achieve the goals of Company

Objectives

The objectives of the Corporate Governance Committee are as follows;

1. To establish regulations that equip Company with a more concrete format and standard for good corporate governance
2. To enhance the internal operation that is more effective, transparent, and accountable to public.
3. To reinforce the knowledge and understanding in good corporate governance of Directors, Management and employees of the Company and make them conscious and aware of the importance of putting into force such principles
4. To monitor that the Directors, Management and employees of Company whether they follow the corporate governance principles precisely and efficiently to ensure the confidence of the shareholders and stakeholders for the corporate excellence

Composition

1. The Board of Directors shall elect the Chairman and members of the Corporate Governance Committee from the Directors of the Company. The Chairman of the Committee shall be an Independent Director of the Company.
2. The Corporate Governance Committee shall comprise at two (2) independent directors, two (2) non-executive directors and Chief Executive Officer.
3. The Corporate Governance Committee shall dedicate time and use their own judgment independently to promote Company's good corporate governance
4. The Corporate Governance Committee is entitled to appoint a department manager or any other person within the company to be the secretary of the Committee, the secretary of the

Committee shall support the Committee in arranging appointments for meetings, preparing meeting agendas, sending meeting materials and taking the minutes of meeting.

Roles and Responsibilities

1. To study, prepare and draft the corporate governance, Anti-Corruption Policies and Code of Conduct under current legal framework, criteria, regulations and rules stipulated by organizations that oversee the corporate governance such as the Stock Exchange of Thailand, the Securities and Exchange Commission as well as international standards of corporate governance, and to propose the draft of corporate governance policy to the Board of Directors to approve and use as best practices of the Directors, Management and employees in the form of written corporate governance policy statement.
2. To give advice to Directors, Management and employees of Company on how to perform their duties and fulfill their responsibilities in accordance with frameworks and criteria of corporate governance policy, Anti-Corruption policy and Code of Conduct to properly and constantly improve the performance of Directors, Management and employees of Company.
3. To review, revise and improve corporate governance and anti-corruption policies continually at least once a year to keep Company's corporate governance and anti-corruption policies up-to-date and well -adjusted to the international standards, laws, criteria, rules and regulations as well as recommendations from internal units that involve the corporate governance and from shareholders.
4. To follow up and assess the performance of the Directors and Management in compliance with best practices as specified in the corporate governance policy at the end of each year and to prepare an annual assessment report on corporate governance and propose to the Board of Directors by January next year, including any necessary opinion and suggestion
5. To propose guideline for best practices in relation to corporate governance and anti-corruption policy for business operation of the Directors, Management and employees of Company
6. To review the Corporate Government Committee Charter at least once a year to keep the charter up-to-date and well-adjusted to the best practices, laws, criteria and regulations.
7. To appoint working groups to support the corporate governance mission as deemed necessary and appropriate. The Company would be responsible for the expenses incurred.
8. To assess the performance of Corporate Government Committee and to report the result of assessment to the Board of Director by January next year.
9. Corporate Governance Committee shall strictly comply with the Anti-Corruption Policy and acted as a role model to the Company staffs
10. Corporate Governance Committee shall report the corporate performance in accordance with Anti-Corruption policy to the Board of Directors at least 1 time a year.
11. To perform any other assignment by the Board of Directors such as to consider and review Company's mission under current business environment, to review Company's objective to be in line with current business environment. to review and improve Article of Association to be in line the best practice that stipulated in the Corporate Governance Policy, and expansion of Company's business, etc.

Tenure and Retirement

1. No member of the Corporate Governance Committee can hold a position for more than 3 years per term. Corporate Governance Committee's member shall be reappointed according to the regulations and Company's charter

Three (3) years refers to the duration between the Annual General Meeting of Shareholders in which their appointment occurred until the next year's Annual General Meeting of Shareholders. For any member who had been retired based on term shall be reappointed.

2. replacement Committee member shall be, equal to the remaining term of the one he/she replaced.
3. The retirement of the members of the Corporate Governance Committee occurs due to the following causes:
 - Completion of tenure
 - Retirement from the Company's Directorship
 - Resignation
 - Death
 - Retirement resulting from the resolution of the Board of Directors

Meeting

1. Corporate Governance Committee could hold the meeting if necessary.
2. To form a quorum, the number of the members of the Committee attending each Meeting shall not be less than half (1/2) of the total number of the members of the Committee.
3. The resolution of the Meeting shall be supported by the majority of votes. In the event of equal number of votes, the Meeting Chairman shall give the casting vote.

Report

The Corporate Governance Committee shall report the results of every Committee Meeting on the date in which the next Meeting of the Board of Directors is convened and provide suggestions to the Board of Directors.

Remuneration

The Committee member shall be eligible to receive the remuneration in accordance with the resolution of the Annual General Shareholders' Meeting.


.....

(Ichiro Murata)

Chairman of the Board (Acting)

Yuasa Battery (Thailand) Public Company Limited

This Charter was approved by the Board of Directors' Meeting No. 5/2015 on 5 November 2015 and was effective from 5 November 2015.

1st revised edition; by the board no.3/2018, on August 8, 2018