



## **Compliance Steering Committee Charter**

**Charoen Pokphand Group Co., Ltd.**



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# **Compliance Steering Committee Charter**

## **Charoen Pokphand Group Co., Ltd.**

### **1. Objectives**

To assist the Executive Board on the oversight of Charoen Pokphand Group's ("C.P. Group") business activities in ensuring their compliance with laws, rules and regulations, as well as the effectiveness of corporate compliance.

### **2. Committee Composition**

- 2.1 The Compliance Steering Committee ("the Committee") is composed of at least three members that are executives from C.P. Group with the appropriate knowledge, ability and experience in compliance and investigations; are able to fully devote their time to their duties and to attend meetings; and are able to express their opinions regularly.
- 2.2 The chairperson and members of the Compliance Steering Committee shall be appointed by the Executive Board.
- 2.3 The Compliance Steering Committee shall appoint a Secretary.

### **3. Term**

The terms for Compliance Steering Committee members shall be set at three years per term, and may continue to serve as a committee member for no more than three consecutive terms, except if indicated otherwise by the Executive Board.

### **4. Roles and Responsibilities**

The Committee will be responsible for the following duties and responsibilities:

- 4.1 Consider and review of relevant compliance policies, standards and guidelines.
- 4.2 Monitor the compliance systems to ensure their efficiency and independence.
- 4.3 Consider the strategies, plans and practices on compliance, as well as monitoring the implementation to ensure their effectiveness.
- 4.4 Consider the reports of investigations, whistleblowing and grievances from stakeholders. If there is any significant issue that require review from the Board of Directors, the Steering Committee may raise to the Board of Directors for considering further appropriate action.



4.5 Consider the review of compliance reports, before proposing to the Executive Board for acknowledgement.

4.6 Perform other duties as requested by the Executive Board.

## **5. Meetings**

5.1 The Compliance Steering Committee shall schedule meetings at least four times per year. Additional meetings may be called as appropriate. The Chairperson of the Committee may also call for meetings to be held by video conference as deemed appropriate.

5.2 The meeting quorum must consist of at least two-thirds of the total number of Compliance Steering Committee members.

5.3 All meeting resolutions shall receive approval from a majority of Compliance Steering Committee members, with all committee members receiving one vote each. If there is an equal number of votes, the Chairperson of the Committee shall have a casting vote.

5.4 Compliance Committee members shall abstain themselves from voting on matters where they have a conflict of interest.

5.5 The Compliance Steering Committee may request management, staff, outside advisors and external parties to attend or report at committee meetings.

5.6 The Secretary of the Compliance Steering Committee or an assigned person shall prepare the minutes to the meeting, ensure that contents are complete, the supporting documents and reports are properly stored, and follow up on the results of the resolutions.

## **6. Evaluation**

The Compliance Steering Committee shall perform a self-evaluation on an annual basis.

## **7. Reporting**

The Compliance Steering Committee shall report their activities to the Executive Board, as well as any recommendations requiring their attention, review, approval or revision as appropriate.



## **8. Review of Committee Charter**

The Compliance Steering Committee shall review and reassess this Charter on an annual basis or whenever there are significant changes to the Committee.