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Corporate Governance Policy
Sky ICT Public Company Limited

The Board of Directors has recognized the importance of good corporate governance and ethical business practices, respecting rights, social responsibility, environment and stakeholders. Having an effective, transparent and auditable management system that will help build confidence and confidence with all parties involved. The Company has adopted the Good Corporate Governance Guidelines for Listed Companies (2017) as defined by the Stock Exchange of Thailand to provide guidance for the Company's business operations to have a good management system and build competitiveness to contribute to sustainable growth. The Company and its Board of Directors are convinced that adherence to good governance, ethics and merit in business practices will strengthen the value of the entity in the long run and strive to enhance corporate governance in accordance with 8 categories of principles.

Corporate governance structure

The company has a management structure that clearly separates the roles, duties and responsibilities of the board of directors, subcommittees and management as a counterbalance to power, autonomy and transparent administration that can be monitored to build trust in stakeholders and confidence in a transparent, fair administration system. In addition, the board of directors has established a subcommittee to lighten the responsibilities of the board of directors on four different matters:

1. Audit Committee
2. Risk Management Committee
3. Nomination and Remuneration Committee
4. Corporate Governance and Sustainability Committee

Definition

"Board" means the Board of Directors of Sky ICT Public Limited.



Code of practice 1

Recognize the role and responsibilities of the Board as an organizational leader.

That creates value for sustainable enterprises.

Code of practice 1.1

The Board should understand its role and recognize its responsibility as a leader to direct the organization to be well managed, which is inclusive to

- 1.** Setting objectives and goals
- 2.** Defining strategies, operational policies, as well as allocating key resources to achieve objectives and goals.
- 3.** Monitoring, evaluation and overseeing the reporting of operations

Code of practice 1.2

The Board should direct the enterprise to contribute at least the following sustainable value creation to the enterprise.

- 1.** It is competitive and has good performance with regard to its long-term impact.
- 2.** Conduct business ethically, respect rights and accountability to shareholders and stakeholders.
- 3.** Benefit society and develop or reduce negative environmental impacts.
- 4.** Can adapt under change factors.

The Board should provide policies for directors, executives and employees that represent written operating principles and guidelines, such as corporate policy and business ethics, etc., and communicate to all directors, executives and employees.

Code of practice 1.3

The Board is responsible for ensuring that all directors and management perform their duties with responsibility, vigilance, integrity to the organization, and ensure that the operations comply with laws, regulations, and resolutions of the AGM, as well as policies or guidelines established, and have significant operational approval processes as required by law.

Code of practice 1.4

The Board should understand the scope of functions and responsibilities of the Board and clearly define the scope of assignment of duties and responsibilities to the President and Management, as well as monitor, oversee the President and Management to perform the duties assigned to them as follows:

- 1.** The Board prepares a charter or corporate governance policy of the Board that specifies the functions and responsibilities of the Board for reference in the performance of the duties of all Directors, and that such charters should be reviewed regularly at least once a year, as well as should regularly review the division of board functions, the President and management to comply with the direction of the Organization.



2. The Board should understand the scope of its functions, and delegate authority for the management of its affairs to the management department, which should be recorded in writing, and monitor the management to perform its assigned duties.

Code of practice 2

Determine the main objectives and goals of the undertaking that are for sustainability.

Code of practice 2.1

The Board should define or oversee that the main objectives and goals of the entity, are for sustainability, as objectives and goals consistent with creating value for both the entity, its customers, stakeholders and society as a whole.

1. The Board should be responsible for overseeing that the entity has clear, appropriate objectives or goals, can be used as a core concept to shape its business model, and communicate to everyone in the organization driven in the same direction, providing it as a vision, and common values of the organization, or its objectives and principles.

2. The Committee should define a business model that can create value for the entity, its stakeholders and society as a whole, considering

- a) Environment and change various factors, including the proper adoption of innovation and technology.
- b) Customer and stakeholder needs
- c) Readiness, proficiency, competitiveness of affairs

3. Promote communication and strengthen the organization's main objectives and goals reflected in the decisions and operations of its personnel at all levels to become a corporate culture.

Code of practice 2.2

The Board should supervise ensuring that the objectives and goals, as well as the moderate and / or annual duration strategy of the entity are consistent with achieving the main objectives and goals of the entity, with the proper and safe implementation of innovation and technology.

1. The Board should supervise the preparation of the Annual Strategy and Roadmap in line with the main objectives and goals of the entity, taking into account the environmental factors of the entity for the medium term of 3-5 years, ensuring that the Annual Strategy and Roadmap takes into account the impact of the longer period, and analyzes the factors and risks that may affect relevant stakeholders throughout the value chain, as well as the factors that may affect the main goals of the entity. There should be a mechanism to truly understand the needs of the stakeholders.

2. To formulate strategies, to promote innovation and to adopt innovations and technologies for building competitiveness and meeting the needs of stakeholders, remaining based on social and environmental responsibility.



3. Target both monetary and non-monetary; in addition, it should be aware of the risks of setting goals that may lead to unlawful conduct, or lack of ethics.
4. Supervise that objectives and goals are conveyed through strategies and workplans throughout the Organization.
5. The Board should supervise the appropriate allocation of resources and operational control, and monitor the implementation of the annual strategy and programme of work, by possibly providing for responsible actors, overseeing and monitoring its performance.

Code of practice 3

Strengthening productive committees

Code of practice 3.1

The Board should be responsible for defining and reviewing the board structure, both in terms of size, composition, the appropriate and necessary proportion of independent directors to lead the organization to its defined main objectives and goals.

1. Establish a Skills matrix to ensure that the Board has a wide range of qualifications to understand and meet the needs of stakeholders. At least one non-executive director with experience in the main business or industry in which the Company operates is required to achieve the main objectives and goals of the Organization.
2. Depending on the size, type and complexity of the business, the Board should consider the appropriate number of directors.
3. The Board should have a proportion between executive directors and non-executive directors that appropriately reflects the balanced authority, with the number and qualifications of independent directors in accordance with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as to ensure that independent directors can effectively work with the entire Board and express their views freely.
4. The Board should disclose the policy for determining the diverse composition of the Board and the information of directors such as age, gender, history of education, experience, stake, number of years as a director and tenure of directors at other listed companies in the annual report and on the Company's website.

Code of practice 3.2

The Board should elect an appropriate person as Chairman and take care to ensure that the composition and operation of the Board is conducive to the exercise of discretion in making independent decisions.

1. The Chairman of the Board should be an independent Director.
2. It clearly sets out the powers of duty of the Chairman and the President, and so that no one shall have unlimited powers, the person holding the office of Chairman should be separated from the person holding the office of President.



3. The Chairman of the Board has the leadership role of the Board, whose duties should at least be covered in the following matters:

- a) Directing, monitoring and ensuring the effective performance of the board's functions and the fulfillment of the organization's main objectives and goals.
- b) Ensure all directors to contribute to the promotion of an ethical corporate culture and good corporate governance.
- c) Set the Board's agenda in joint discussions with the President, and set aside sufficient time for management to present matters, and enough for directors to carefully discuss key issues.
- d) Strengthen the good relationship between executive directors and non-executive directors, and between the board and management.

4. Where the Chairman and the President are not clearly separated, the Board should encourage a counterweight between the Board and management, based on

- a) The board element consists of more than half of the independent directors; or
- b) Appoint one independent director to consider setting the board's agenda.

5. The Board should make a policy for an independent director to serve for a continuous term not exceeding 9 years from the date of first appointment to the position of an independent director. In the event that that independent director is to be appointed to the position, the Board should reasonably consider such a need.

6. Consider appointing a subcommittee, to consider thematic issues, scrutinize information, and propose guidelines for consideration before proposing to the committee further approval, so that important matters are considered in careful detail.

7. The Board should take care to disclose the role and functions of the Board and its subcommittees, the number of meetings and the number of times each director has attended meetings in the past year, and the performance report of every subcommittee.

Code of practice 3.3

The Board should supervise the recruitment and selection of directors to have a transparent and clear process, so as to get a qualified board in line with the established elements.

1. The board should establish a nominating committee, of which the majority of its members and the chairman should be independent directors.

2. The Nominating Committee should hold a meeting to consider the criteria and methods for recruiting individuals to obtain directors qualified to provide the Board with the appropriate knowledge and proficiency component, as well as to consider the history of such individuals and to offer comments to the Board before presenting the AGM to appoint the Directors. In addition, shareholders should be adequately informed about the person nominated to make the decision.

3. The Nominating Committee should review the criteria and methods for the recruitment of directors, to make recommendations to the Board prior to the nomination of a



full term of directors, and where the Nominating Committee nominates the original director, it should take into account the performance of the duties of such directors.

4. Where the Board has appointed a person to be an adviser to the Nominating Committee, the information of that adviser should be disclosed in the annual report, including independence, or without conflict of interest.

Code of practice 3.4

In offering the board compensation to shareholders to approve, the board should consider giving the structure and rate of compensation appropriate to its responsibilities and incentivizing the board to lead the organization to operate, following both short-term and long-term goals.

1. The Board should establish a Compensation Review Committee, of which the majority of its members and the Chairman should be independent directors, to serve to consider policies and criteria for determining compensation.

2. The remuneration of directors should be consistent with the company's long-term strategy and goals, experience, obligations, scope of roles and responsibilities, including the expected benefits of each director.

3. The Compensation and Nomination Committee determines the rules and scheme of directors' remuneration rates to be appropriate, both monetary and non-monetary, fixed rate remuneration and performance remuneration of the Company, linked to the value generated by the Company to its shareholders, but should not be so high as to cause focus but short-term results, and submits to the Board of Directors for approval before submitting to the AGM for approval.

4. The Board should disclose directors' remuneration policies and criteria that reflect each person's obligations and responsibilities, including the form and amount of remuneration.

5. Where the Board has appointed a person to be an adviser to the Remuneration and Nomination Committee, the information of that adviser should be disclosed in the annual report, including independence, or without conflict of interest.

Code of practice 3.5

The Board is supervisory, giving all Directors the responsibility to discharge their duties and allocating sufficient time.

1. The Board should take care to ensure that there is a mechanism to encourage directors to understand their functional roles.

2. The Board should determine the criteria for holding positions in other companies of directors. To determine the performance of directors holding multiple companies, and to ensure that directors can adequately devote their time to performing their duties in the company, it determines the number of listed companies that each director will hold in the company, not more than 5 listed companies, and provides another system of reporting of directors' tenure and disclosure.



3. The Board should provide another tenure reporting system of directors, and disclose it as an acknowledgment.

4. Take care to ensure that the Company has adequate precautions and that appropriate notice is given to shareholders in the event that the Directors hold the office of Directors or Management or have a direct or indirect interest in another entity in conflict or are able to use the Company's opportunities or information to their advantage.

5. Each director should attend not less than 75 per cent of the total number of meetings of the Board of Directors that have been held during the year.

Code of practice 3.6

The Board of Supervisors provides a framework and mechanism to significantly supervise the policies and operations of subsidiaries and other ventures in which the company goes to invest, at a level appropriate to each entity, including subsidiaries and other ventures in which the company goes to invest.

1. The Board determines subsidiary governance policies, including
 - a) Appointment of a person to be a director, executive, or controlling authority in a subsidiary company by written order. This should generally be appointed by the Board. Unless such company is a small company subject to the regulatory policy of the entity, the Board may designate the Executive Chairman.
 - b) Establish the scope, duties and responsibilities of the persons representing the company under clause (1) and shall require the representatives of the company to maintain compliance with the policies of the subsidiary.
 - c) A proper and concise enough system of internal control of subsidiaries, and the making of various items is lawful, and the relevant criteria.
 - d) Disclosure of financial position and performance information, listing with connected persons, acquiring or disposing of property, making significant other items, raising capital, reducing capital, breaking up subsidiaries, etc.

If it is a significant participation in another entity, such as a voting stake of 20 per cent but not more than 50 per cent, and the amount of investment or may require significant additional investment to the company, in case necessary, the Board should take care of the preparation of Shareholders "agreements or other agreements to ensure clarity about management authority and participation in decisions on important matters, monitoring of performance, so that it can be used as information for the preparation of the company's financial statements in accordance with standards and deadlines.

Code of practice 3.7

The Board should provide annual performance evaluations of the Board, its subcommittees, and individual directors, with the results of the evaluations also being applied for further development of the duties.

1. The Board and its subcommittees should evaluate performance at least once a year so that the Board can jointly consider the work and issues for further improvement. The norms should be compared to performance.



2. In performance appraisals, both faculty and individual appraisals should be evaluated at least as a self-evaluation method, or the board may consider using a cross-evaluation method as well as disclosing the criteria, procedures and results of the appraisal as an overview in the annual report.

3. The Board may consider providing an external consultant to assist in the formulation of guidelines and making recommendations on the evaluation of the Board's performance at least once every 3 years and disclosing such actions in its annual report.

4. The results of the Committee's evaluation should be applied to determine the appropriateness of the Committee composition.

Code of practice 3.8

The Board should direct that the Board and each Director have a cognitive understanding of their functional roles, nature of business and the laws relating to their business conduct, as well as encourage all Directors to regularly strengthen their skills and knowledge for the performance of their directorial duties.

1. The Board should ensure that individuals appointed as new directors are advised and have information useful to the discharge of their duties, including an understanding of their objectives, core goals, vision, mission statement, corporate values, as well as business characteristics and business practices.

2. The Board should take care that directors are constantly trained and developed with the necessary knowledge.

3. The Board should have an understanding of the laws, rules, standards, risks and environment involved in conducting business, as well as be consistently informed of up-to-date information.

4. The Committee should disclose the Committee's ongoing training and knowledge development information in its annual report.

Code of practice 3.9

The Board should take care to ensure that the Board's operations are neat, have access to the necessary information, and have a Company Secretary with the knowledge and experience necessary and appropriate to support the Board's operations.

1. The Board should provide a schedule of meetings and board agendas in advance, so that directors can arrange time and attend meetings.

2. The number of board meetings should be considered to suit the board's obligations and responsibilities and the nature of the company's business operations, but should not be less than 6 times per year. In the event that the board does not meet monthly, the board should require the management department to report performance to the board in the month it does not meet, so that the board can supervise and supervise the operations of the management department on a continuous and impromptu basis.

3. The Board should take care to provide a mechanism for each director, including management, to be free to put matters of interest to the Company on the agenda.



4. Meeting documentation should be submitted to the Directors at least 3 working days in advance of the meeting date.
5. The Board should encourage the President to invite senior management to attend Board meetings to provide more detailed information as it relates directly to the issue, and to provide opportunities to recognize senior management for use in considering succession plans.
6. The Board should have additional access to the necessary information from the President, the Company Secretary or another designated executive, within the specified policy limits, and where necessary, the Board may arrange an independent opinion from the consultant or outside practitioner, at the expense of the Company.
7. The Board should make it a policy for non-executive directors to have the opportunity to meet among themselves as necessary to discuss management issues in their interest without co-management and to inform the President of the outcome of the meeting.
8. The Board should determine the qualifications and experience of the appropriate Company Secretary to perform the duties of advising the legal aspects and rules to be known to the Board, overseeing the management of board meeting documents, archives, and board activities, as well as coordinating compliance with board resolutions. In addition, the Board should disclose the qualifications and experience of the Company Secretary in its annual report and on its website.
9. Company secretaries should be constantly trained and developed in knowledge that will benefit the performance of their duties, and in the event of a Certified program, company secretaries should also undergo such training courses.

Code of practice 4

Recruiting and developing senior management and personnel management

Code of practice 4.1

The Board should continue to ensure the recruitment and development of directors, big managers and senior management to have the knowledge, skills, experience and attributes necessary to drive the Organization towards its goals.

1. The Board should consider or assign the Nominating Committee to consider the criteria and methods for recruiting persons who are qualified to serve as President.
2. The Board should monitor, supervise the President to have an appropriate chief executive, whereby at least the Board or Nominating Committee should, in conjunction with the President, consider the criteria and methods for recruiting and appointing a person, in favour of the person proposed by the President as chief executive.
3. The Board should supervise the Succession Plan to prepare the succession of the President and the Chief Executive and have the President report the results of the succession plan to the Board for a minimum of 1 year.



4. The Board should encourage and encourage the President and senior management to be trained and developed; to enhance their knowledge and experience useful to their performance.

5. The Board should clearly determine the policy and practice of going to director positions at other companies of the President and senior management. Both the type of director positions and the number of companies that can go to positions.

Code of practice 4.2

The Board should supervise the formulation of appropriate remuneration and evaluation structures as an incentive for the President, senior management and other personnel at all levels to perform tasks in line with the main objectives and goals of the Organization and in line with the interests of the entity in the long run.

Code of practice 4.3

The Board should understand the structure and relationships of shareholders that may affect the management and operation of the entity so as not to impede the performance of the board's duties, such as having a suitable person to succeed him, and to ensure the disclosure of information in accordance with agreements affecting the control of the entity.

Code of practice 4.4

The Board should monitor, oversee, administer, administer and develop its personnel to an appropriate number, knowledge, skills, experience and motivation.

1. The Board should take care to have human resources management consistent with the direction and strategy of the Organization; staff at all levels have the knowledge, competence, appropriate motivation and are treated fairly; in order to retain the competent personnel of the Organization.

2. The Board should oversee the establishment of a provident fund or other mechanism to oversee employees saving adequately for retirement support, as well as encourage employees to have a cognitive sense of money management, choose investment policies that correspond to age ranges, risk levels, or maintain a life-based balanced investment policy.

Code of practice 5

Promote innovation and responsible business practices.

Code of practice 5.1

The Board should focus on and support the creation of innovations that bring value to the business alongside, creating benefits to customers or those involved, and be socially and environmentally responsible.

1. The Board should focus on building organizational developments that encourage innovation and oversee management to take part in strategy reviews, operational improvement development planning and performance monitoring.



2. The Committee should promote innovation to enrich the entity in accordance with changing environmental factors, which may cover defining business models, ways of thinking perspectives in the design and development of goods and services, research, improvement of production processes and work processes, plus collaboration with partners.

Code of practice 5.2

The Board should monitor the management of the business with social and environmental responsibility and reflect it in the Operational Plan to ensure that all parties of the organization comply with the objectives, main goals and strategic plans of the organization.

1. The Board should ensure that ethical, socially and environmentally responsible business enterprises do not violate the rights of stakeholders. To guide all parts of the organization to achieve their objectives, main goals, and sustainability, by making policies or practices that should at least cover the following matters

- a) Responsibilities for employees and employees by adhering to relevant laws and standards and treating employees and employees fairly and respecting their human rights include setting fair remuneration and other benefits, providing welfare that is not less than required by law or more where appropriate, health care, health and safety at work, training, educating, developing potential and promoting progress, as well as providing employees with opportunities to develop their job skills in other areas.
- b) Customer Responsibility By complying with relevant laws and standards and taking into account health, safety, fairness, retention of customer information, after-sales service throughout the life of goods and services, monitoring customer satisfaction for the improvement of goods and services, including public relations advertising and promotion, must act responsibly, not cause misunderstandings or exploit customer misunderstandings.
- c) Responsibility for partners, with procurement processes and fair contract or agreement terms; helping to educate, develop potential and upgrade productive capacity and provide services to standards; clarifying and caring for partners to respect human rights and treat self-workers fairly; socially and environmentally responsible; and monitoring, monitoring and evaluating partners; to develop sustainable interbusiness practices.
- d) Community responsibility by bringing knowledge and business experience to develop projects that can concretely benefit the community. Long-term progress and success is monitored and measured.
- e) Environmental responsibility by preventing, reducing, managing and ensuring that the company does not create or cause a negative impact on the environment, covering the use of raw materials, energy consumption (for production, transportation or office), water use, renewable resource use, care and restoration of biodiversity affected by business practices, release and management of waste generated by business practices, greenhouse gas emissions, etc.



- f) Fair competition by engaging in open, transparent business and not creating an unfair competitive advantage.
- g) Anti-Corruption and Corruption by complying with relevant laws and standards and requiring the company to have and publicly declare anti-corruption and corruption policies.

Code of practice 5.3

The Board should monitor oversee the management, allocate and manage resources effectively and efficiently, taking into account the impact and development of resources throughout the value chain so that the main objectives and goals can be achieved in a sustainable manner, remaining based on being ethical, responsible and creating value for the entity in a sustainable manner.

Code of practice 5.4

The Board should provide an enterprise information technology governance and management framework that is consistent with the needs of the entity, as well as oversee the adoption of information technology in increasing business opportunities and developing operations, risk management, so that the entity can achieve the objectives and main goals of the entity.

1. The Committee should provide a policy on information technology resource allocation and administration matters, covering the allocation of sufficient resources to carry out business, and the formulation of guidelines to accommodate in cases where sufficient resources cannot be allocated as defined.
2. The Board should also take care of the organization's risk management to include information technology risk management and management.
3. The Committee should provide for policies and measures to maintain the security of information systems.

Code of practice 6

Ensure an appropriate risk management and internal control system.

Code of practice 6.1

The Board should supervise ensuring that the Company has a risk management and internal control system that will enable it to achieve its objectives productively, and that it is observed in accordance with relevant laws and standards.

1. The board should understand the significant risks of the entity, and approve acceptable risks.
2. The Board should consider and approve risk management policies that are consistent with the objectives, main goals, strategies, and acceptable risks of the entity as a framework for the same direction in the risk management process of all people in the organization. The Board should focus on early warning signals and maintain a regular review of risk management policies.



3. The Board should oversee that the company has risk identified, considering both external and internal factors within the organization that may result in the company failing to achieve its defined objectives.

4. The Board should take care to ensure that the Company has an assessment of the impact and likelihood of the risks it has identified, to sequence the risks, and that there are appropriate ways to manage the risks.

5. The board can be tasked with a risk management committee or a review committee. Clause

1) - 4) Before proposing to the Board for consideration, as appropriate to the business.

6. The Committee should regularly monitor and evaluate the effectiveness of risk management.

7. The Committee is responsible for ensuring that business affairs comply with relevant laws and standards, both domestically and internationally.

8. Where a company has a subsidiary or other undertaking in which the company has significantly invested, the Board should take part of its assessment of its internal control and risk management systems in its consideration under Articles 1) - 7).

Code of practice 6.2

The Committee must establish a review committee capable of performing its functions effectively and independently.

1. The Board shall have an audit committee composed of at least three directors, all of whom shall be independent directors and shall meet the qualifications and duties of the Securities and Exchange Commission and the Stock Exchange of Thailand.

2. The Board should set out the functions of the Audit Committee in writing, with at least the following functions should be performed

- a) Accuracy and Completeness
- b) Examine the entity to have an appropriate and productive internal control system and internal audit system.
- c) Examine the undertaking to comply with relevant laws and standards.
- d) Consider the independence of the internal audit agency, as well as approve the consideration of the appointment of a migration, dismissal of the head of the internal audit agency, or any other agency responsible for internal audit.
- e) Consider, select, offer individuals who are independent to serve as auditors, and consider offering such individuals' compensation, as well as meeting with auditors without management attending meetings, at least once a year.
- f) Consider connected items or items that may have a conflict of interest, to ensure that, in accordance with the relevant law, such items are reasonable and in the best interest of the entity.



g) Review of the Validity of Reference and Self-Assessment Documents on Anti-Corruption Measures of Affairs Based on the Thai Private Sector Practice Front Programme on Anti-Corruption

3. The Board should oversee the Company to provide a mechanism or tool that will enable the Board of Auditors to access information necessary to perform their assigned duties, such as enabling the Board of Auditors to call relevant parties to provide information, to discuss with auditors, or to seek an opinion independent of counsel. Any other professional can come to the Board of Auditors' consideration.

4. The Board should provide individuals or internal audit entities with the independence to perform their functions as responsible for the development and performance review of risk management and internal control systems, along with reports to the Board for review and disclosure of audit reports in its annual report.

5. The Audit Committee shall comment on the adequacy of the risk management and internal control systems and disclose them in its annual report.

Code of practice 6.3

The Board should monitor, supervise and manage conflicts of interest that may arise between the Company and its management, board or shareholders, as well as prevent improper exploitation of the Company's assets, information and opportunities, and transactions with those who have an unwarranted relationship with the Company.

1. The Board should supervise information security systems including confidentiality policies and practices, integrity and availability of information, as well as management of information that may affect the price of market sensitive information. The Board should also supervise directors, senior executives and employees, as well as relevant outsiders such as legal advisers, financial advisers, to comply with information security systems.

2. The Board should take care to manage and monitor items that may contain conflicts of interest, as well as take care to provide guidelines and practices so that the making of such items is in accordance with the procedures for implementation and disclosure, as required by law and in the interests of the Company and shareholders as a whole, without which stakeholders should not participate in the decision-making.

3. The Board should have a requirement that the Directors report their interest at least before the Board's consideration of the agenda, and record it in the Board's minutes. The Board should take care that the Directors who have a significant interest in such a way as may prevent such Directors from freely commenting, refrain from participating in the consideration meetings of that agenda.

Code of practice 6.4

The Board should supervise the preparation of clear anti-corruption policies and practices, and communicate them at all levels of the organization and to outsiders to achieve practical implementation, and provide programs or guidelines for anti-corruption, corruption, including encouraging activities that encourage and instill in all employees compliance with relevant laws and regulations.



Code of practice 6.5

The Board should supervise the entity to have a mechanism for the receipt of complaints and the conduct of clues-pointing cases, and ensure that channels are organized for the convenient receipt of complaints, as well as disclose the channels for the receipt of complaints on its website or annual report, and establish clear policies and guidelines in cases where clues are pointed out, and appropriate protection measures to whistleblowers who whistleblower with good faith intent.

Code of practice 7

Maintain financial credibility and disclosure.

Code of practice 7.1

The Board is responsible for overseeing that the various key financial reporting and disclosure systems are accurate, adequate, timely, in accordance with relevant rules, standards and practices.

1. The Board should take care to provide personnel involved in the preparation and disclosure of information, with knowledge, skills and experience, appropriate to their responsibilities and in sufficient numbers, with such personnel subpoenaed to include Accounting and Finance Line Chief Executives, Accountants, Internal Auditors, Company Secretaries and Investor Relations.
2. In agreeing on disclosure, the Board should take into account the relevant factors, in the case of financial reports, at least the following factors should also be considered.
 - a) Results of Evaluation of the Adequacy of Internal Control System
 - b) Auditors' comments on financial reports; and auditors' remarks on internal control systems, as well as auditors' remarks through communication in other channels (if any).
 - c) Opinion of the Board of Auditors
 - d) Consistency with the objectives, main goals, strategies and policies of the company.
3. The Board should ensure that disclosures including financial statements, annual reports, 56-1 can adequately reflect the financial position and performance, as well as encourage the Company to provide management discussion and analysis (MD & A) to make quarterly financial statements available, so that investors can better know and understand the changes made to the financial position and performance of the Company in each quarter, in addition to the financial statements alone.
4. Where the disclosure of any item specifically relates to a particular director, that director should take care that the disclosure of his or her part is complete.

Code of practice 7.2

The Committee should monitor, oversee the adequacy of financial liquidity and debt-servicing capacity.



1. The Board should supervise management to monitor and assess the financial position of the entity and to report regularly to the Board. The Board and management should together find solutions as soon as signs of financial liquidity problems and debt repayment capacity begin.

2. In approving any listing or offering an opinion for approval by the AGM, the Board should be assured that such listing will not affect the continuity of operations, financial liquidity, or ability to pay debts.

Code of practice 7.3

In a situation where the entity is in financial trouble or likely to be in trouble, the Board should ensure that the entity has a plan to resolve the problem or that there is another mechanism to resolve the financial problem, subject to the rights of stakeholders.

1. Where an undertaking is likely to be unable to pay its debts or have financial difficulties, the Board should monitor closely, and supervise the undertaking to conduct its business with caution, and comply with the requirements regarding disclosure.

2. The Board should supervise the entity to formulate a financial resolution plan, taking into account fairness to stakeholders, including creditors, as well as to monitor the resolution by having the management regularly report status.

3. The Board should be assured that any consideration of any decision to resolve the company's financial problems, by any means, must be reasonable.

Code of practice 7.4

The Committee should consider the appropriateness of disclosing compliance with the law, compliance with the code of conduct, anti-corruption policies, treatment of employees and stakeholders, including fair and respectful treatment of human rights, including social and environmental responsibility, in order to contribute to the creation of value for the enterprise in a sustainable manner, with regard to a nationally or internationally recognized reporting framework. This may be disclosed in an annual report or may be prepared in a separate volume as appropriate for the entity.

Code of practice 7.5

The Board should supervise management to provide an agency or investor relations person who serves to communicate with shareholders and other stakeholders such as investors, analysts, to be appropriate, equal and timely. They should be appropriate to perform their duties, understand the business of the company, including its objectives, main goals, values, and be able to communicate well with the capital markets such as the President, Chief Financial Officer, and Investor Relations Manager.

Code of practice 7.6

The Board should encourage the adoption of information technology for the dissemination of information, that is, in addition to the dissemination of information according to certain criteria and through the channels of the Stock Exchange of Thailand, the Board should also consider the disclosure of information in both Thai and English through other channels, such as the website of the Company, and should regularly keep the information up to date.



Code of practice 8

Support engagement and communication with shareholders.

Code of practice 8.1

The Board should ensure that shareholders are involved in making decisions on important matters of the company.

1. Take care that important matters, both those prescribed in the law and those that may affect the direction of operation of the entity, have been passed through shareholder consideration and / or approval. Such important matters should be contained as the agenda of the shareholders' meeting.
2. Support shareholder participation, e.g.

- a) Establishing a guideline for minority shareholders to propose an increase in the agenda in advance of the meeting date. Shareholders by the board should consider containing the proposed matter as the agenda. If the board rejects the proposed matter as the agenda, the board must inform the shareholders of the reasons.
- b) Guidelines for having minority shareholders nominate individuals to serve as directors

The Board should take care that the guidelines are disclosed to shareholders in advance.

3. Ensure that the appointment book of the shareholder meeting contains accurate, complete and sufficient information to exercise the rights of the shareholder.
4. Ensure the submission of the appointment book of the shareholder meeting with relevant documents and publication on the company website at least 28 days before the meeting date.
5. The Board should provide an opportunity for shareholders to submit questions in advance of the meeting date, by setting the guidelines for submitting questions in advance, and publishing the guidelines on the Company's website as well.
6. The appointment book of the shareholder meeting and related documents should be prepared in English in whole and published together with the Thai version.

Code of practice 8.2

The Board should take care that the proceedings on the day of the shareholders' meeting be neat, transparent, effective and conducive to shareholders exercising their rights.

1. The board should determine the date, time and place of the meeting, taking into account the ease of attendance of the shareholders, such as the meeting period appropriate and sufficient to discuss, the meeting place convenient to travel, etc.
2. The Board should take care not to take any action that unduly restricts the opportunity to attend meetings or imposes a burden on shareholders, such as should not require shareholders or proxies to bring documents or proof of identity beyond those prescribed in the relevant regulatory authority's guidelines.



3. The Board should promote the adoption of technology to shareholder meetings, both shareholder registration, vote counting and display results, so that meeting proceedings can be acted upon quickly, accurately, accurately.

4. The Chairman of the Board is the Chairman of the Shareholders' Meeting. It is responsible to ensure that the Meeting complies with the laws, relevant rules and regulations of the Company. It appropriately allocates the time for each agenda set out in the Meeting Book and provides the Shareholders with the opportunity to express their views and question the Meeting on matters relating to the Company.

5. In order for shareholders to be able to co-decide on important matters, directors as attendees and as shareholders should not support unnecessary addition of unannounced agenda items in advance, specifically important agenda items that shareholders need to spend time studying information before making a decision.

6. All directors and the management concerned should attend the meeting. So that shareholders can interrogate the various issues involved.

7. Before the commencement of the meeting, shareholders should be made aware of the number and proportion of shareholders attending the meeting in person and of the proxy shareholders, the method of meeting, the voting and counting of votes.

8. Where any agenda item has multiple items, the Chairman of the meeting should arrange a separate resolution on each item, such as the shareholder exercising the right to appoint directors individually on the agenda for the appointment of directors.

9. The Committee should encourage the use of ballots on substantive agenda items, and encourage the presence of an independent person, as a recount or examiner of votes cast at meetings, and to disclose to the Conference the results of votes in favour, dissent and abstaining on each agenda item, as well as recorded in the minutes.

Code of practice 8.3

The Board should take care of the accurate and complete disclosure of meeting resolutions and the preparation of minutes of shareholder meetings.

1. The Board should supervise the Company to disclose the resolution of the AGM with the results of the voting within the next business day through the News System of the Stock Exchange of Thailand and on its website.

2. The Board should supervise the delivery of copies of the minutes of the Shareholders' Meeting to the Stock Exchange of Thailand within 14 days of the Shareholders' Meeting.

3. The Board should take care that the minutes of the shareholders' meetings have recorded at least the following information.

- a) List of directors and executives attending meetings and proportion of directors attending meetings not attending meetings
- b) Method of voting and counting the votes, resolutions of the Conference and the voting results (approval, disapproval, abstention) of each agenda item



c) Issues of questions and answers at the meeting, including names, surnames of questioners and respondents

To take effect from 14 November 2025 onwards.

-SOMKIT LERTPAITHOON-

(PROF. DR. SOMKIT LERTPAITHOON)

Chairman

Approved by the Board of Directors Meeting No. 9 / 2025

On November 13, 2025