ASEAN Corporate Governance Scorecard

2025 Coaching

Enterprise with Integrity

3 December 2025

โครงการ ASEAN CG Scorecard (ACGS) คืออะไร?

ความร่วมมือระดับภูมิภาค

เกิดจากความร่วมมือของ ASEAN Capital Market Forum (ACMF) ในการพัฒนาตลาดทุนของภูมิภาคอาเซียนให้มีมาตรฐานเดียวกัน

การประเมินมาตรฐานธรรมาภิบาล

ประเมินมาตรฐานธรรมาภิบาลของบริษัทจดทะเบียนใน 6 ประเทศอาเซียนด้วยเกณฑ์เดียวกัน เพื่อความโปร่งใสและเทียบเคียงได้

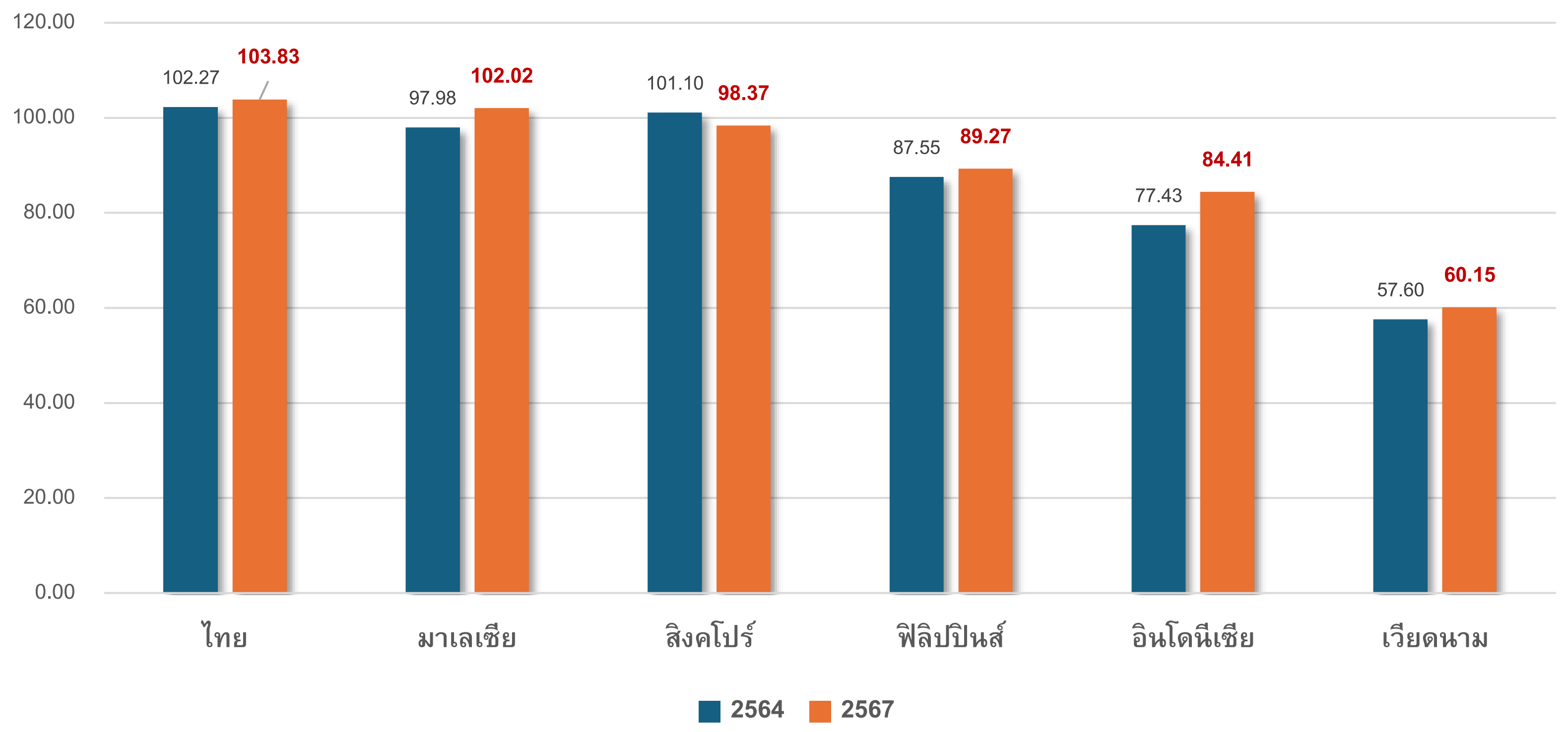
กระบวนการประเมิน

- ประเมินครั้งแรกในปี 2012 และประเมินทุก 2 ปี
- ประเมินบริษัทจดทะเบียนในภูมิภาคอาเซียน **6 ประเทศ** - ไทย ฟิลิปปินส์ มาเลเซีย เวียดนาม สิงคโปร์ อินโดนีเซีย
- ประเมินบจ. ของแต่ละประเทศที่มี **Market Cap. สูงสุด 100 อันดับแรก ณ 31 พฤษภาคม** ของปีที่ทำการประเมิน โดยต้องมีรายงานประจำปีภาษาอังกฤษเผยแพร่บนเว็บไซต์ด้วย

การปรับปรุงเกณฑ์ใหม่

ปี 2024 ปรับเกณฑ์ตามหลักการ G20/OECD Principles of Corporate Governance 2023 เพิ่มเกณฑ์เรื่องความยั่งยืน (ESG)

ผลคะแนนเฉลี่ยของแต่ละประเทศ (2564 เทียบกับปี 2567)



รางวัล ASEAN CG Scorecard ปี 2567 แบ่งเป็น 3 ประเภท ได้แก่

ACGS AWARD 2024

ASEAN Asset Class

มีทั้งหมด 250 บริษัท โดยเป็น **บริษัทจดทะเบียนไทย 74 บริษัท ซึ่งมากที่สุดในอาเซียน**

ASEAN Top 50

17 บริษัท	-	มาเลเซีย
16 บริษัท	-	ไทย
8 บริษัท	-	สิงคโปร์
5 บริษัท	-	ฟิลิปปินส์
4 บริษัท	-	อินโดนีเซีย

Country Top 5

- บริษัท ปตท. จำกัด (มหาชน) (PTT)
- บริษัท ปตท. สำรวจและผลิต ปิโตรเลียม จำกัด (มหาชน) (PTTEP)
- บริษัท พีทีที โกลบอล เคมิคอล จำกัด (มหาชน) (PTTGC)
- บริษัท เอสซีจี แพคเกจจิ้ง จำกัด (มหาชน) (SCGP)
- บริษัท ไทยออยล์ จำกัด (มหาชน) (TOP)

• *เรียงตามตัวอักษรย่อภาษาอังกฤษของ ชื่อบริษัทจดทะเบียน*

ข้อมูลเพิ่มเติม : Website Thai IOD - หัวข้อโครงการพิเศษ
– รายงานการกำกับดูแลกิจการบริษัทจดทะเบียน - ASEAN Corporate Governance Scorecard (ACGS) 2025

เกณฑ์ ACGS 2026

Level 1		No. of items	Weightage
A	Rights and Equitable Treatment of Shareholders	30	20%
B	Sustainability and Resilience	22	15%
C	Disclosure and Transparency	34	25%
D	Responsibilities of the Board	63	40%
Total		**149**	**100%**

Level 2	No. of items	Total Points
Bonus	18	30
Penalty	26	-69

Timeline การประเมิน ACGS 2026

31 พ.ค. 2569	คัดเลือกรายชื่อ 100 บริษัท ตามมูลค่าหลักทรัพย์ตามราคาตลาด (Market Capitalization)
มิ.ย. 2569	IOD นำส่ง checklist ให้แก่ 100 บริษัท เพื่อทำการประเมินตนเอง
ก.ค. - ก.ย. 2569	IOD ประเมินบริษัทจดทะเบียนไทย 100 บริษัท
ต.ค. - ธ.ค. 2569	Peer Review รอบที่ 1
ธ.ค. - มี.ค. 2570	Peer Review รอบที่ 2
เม.ย. - มิ.ย. 2570	CG Experts ประชุมสรุปผลการประเมิน
ก.ค. 2570	งานประกาศผล ACGS 2026

ดร. ถนอมศักดิ์ สุวรรณน้อย

ที่ปรึกษาด้านการกำกับดูแลกิจการที่ดี

โครงการ **CGR** และ **ACGS (Thai IOD)**

Enterprise with Integrity

Section A

Rights and Equitable Treatment of Shareholders

No. of items	Weightage
30	20%

Reference

- Notice of AGM
- Minutes of AGM
- Stock Exchange Website
- Annual Report / One Report

Criteria	
A.1 Basic Shareholder Rights	
A.1.1 Default	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends? In case the company has offered Scrip dividend, did the company paid the dividend within 60 days.

Section 115 of PLCA

Payment of dividends shall be made within one month as from the date of the resolution of the meeting of shareholders or of the meeting of the board of directors, as the case may be and the shareholders shall be notified in writing of such payment of dividends, and the notice shall be published in a newspaper.

Example A.1.1

Thailand : Default item

Article 69. Payment of dividends shall be made within one (1) month of the date of the resolution rendered by the shareholders' meeting or the Board of Directors' meeting, as the case may be. A written notice of the dividend payment shall be given to the shareholders and published in a newspaper.

Reference : AOT (Articles of Association , page 21)

Criteria	
A.2 Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.	
A.2.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind* and other emoluments) or any increases in remuneration for the non-executive directors/commissioners? *benefit-in-kind includes but not limited to leave passage, telephone, corporate membership, office assistance, car allowance, medical and house maid.
A.2.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?
A.2.3	Does the company allow shareholders to elect directors/commissioners individually?

Example A.2.1

A.2.1 Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?

Agenda 6 **To Approve the Remuneration of the Company's Board of Directors for Year 2025**

Objectives and Rationale

According to Clause 16 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration in the form of a monthly retainer fee, meeting allowance, per diem and bonus.

The Nomination and Compensation Committee's Opinion

The Nomination and Compensation Committee has carefully considered the directors' remuneration and concluded that it is in line with the market and industry standards, and commensurate with each member's responsibility and performance. The Nomination and Compensation Committee recommended that the remuneration budget for the Board and its committees in 2025 is set at not more than THB 25,000,000 (Twenty-Five Million Baht) comprising of monthly retainer fee, meeting allowance, bonus and per diem. The comparison of policy thereof between 2025 and 2024 is as follows:

Reference : ADVANC (Notice of AGM 2025, page 7-8)

Example A.2.1

A.2.1 Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?

Policy on Directors Remuneration between 2025 and 2024

Directors	Monetary Remuneration (THB)					
	Monthly Retainer Fee		Meeting Allowance		Bonus	
	2024	2025	2024	2025	2024	2025
Board of Directors						
Chairman	300,000	300,000	x	x	✓	✓
Members	100,000	100,000	x	x	✓	✓
Audit and Risk Committee / Executive Committee						
Chairman	25,000	25,000	25,000	25,000	✓	✓
Members	x	x	25,000	25,000	✓	✓
Other Board Committees						
Chairman	10,000	10,000	25,000	25,000	✓	✓
Member	x	x	25,000	25,000	✓	✓

Reference : ADVANC (Notice of AGM 2025, page 7-8)

In this regard, the Company has not provided any other remuneration to its directors, except certain facilities assisting the directors in performing their duties such as insurance and vehicle for the Chairman of the board which have been arranged in accordance with the Company's respective policy.

The Board shall be authorized to specify the relevant terms and conditions including the actual payment in details to each individual director and board committee member as deem appropriate.

The Board's Opinion

The Board has agreed with the Nomination and Compensation Committee's recommendation and proposed to the Meeting to approve the Board of Directors' remuneration for the year 2025 according to the proposal.

Example A.2.2

A.2.2 Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?

No. AIS-CP 013/2024

30 September 2024

Subject: Invitation to shareholders to propose agenda and nominate candidates for election of the Company's directors for the 2025 Annual General Meeting of Shareholders

To: The President
The Stock Exchange of Thailand

In accordance with good corporate governance to preserve the rights and equitable treatment of shareholders, Advanced Info Service Public Company Limited (the "Company") would like to invite shareholders to propose agenda for the 2025 Annual General Meeting of Shareholders and to nominate candidates for election of the Company's directors in advance, starting from 1 October 2024 to 31 December 2024. The criteria and proposal forms are available on the Company's website https://investor.ais.co.th/shareholder_meeting.html

Please be informed accordingly,

Yours faithfully,

- Signed -

Reference : ADVANC (SET News)

Example A.2.3

A.2.3 Does the company allow shareholders to elect directors/commissioners individually?

RESOLVED THAT **Mr. Predee Daochai,** the independent director retired by rotation, be and hereby was re-elected for another term with the following votes:

Resolution	Votes (1 share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Approved	2,517,442,706	98.8581
2. Disapproved	29,077,492	1.1418
3. Abstained	14,293	-
4. Voided Ballot	2,708	-

After due consideration, the Meeting

RESOLVED THAT **Ms. Yupapin Wangviwat**, the Non-Executive Director retired by rotation, be and hereby was re-elected for another term with the following votes:

Resolution	Votes (1 share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Approved	2,528,326,038	99.2853
2. Disapproved	18,199,472	0.7146
3. Abstained	8,981	-
4. Voided Ballot	2,708	-

Reference : ADVANC (Minutes of AGM 2025, page 16-18)

Criteria	
A.2.4	Does the company disclose the voting procedures used before the start of meeting?
A.2.5	Do the minutes of the most recent AGM record that the shareholders were given the opportunity to ask questions and the questions raised by shareholders and answers given recorded?
A.2.6	Does the company disclose the voting results including approving, dissenting, and abstaining votes for all resolutions/each agenda item for the most recent AGM?

Example A.2.4

A.2.4 Does the company disclose the voting procedures used before the start of meeting?

Prior to the Meeting, an officer of the Company explained the procedure for casting votes as the following:

1. To cast vote in any agenda, one share shall have one vote.
2. A shareholder who wishes to cast the vote disapproving or abstaining in any agenda shall affix a mark (X) on a ballot that represents a single opinion only, otherwise such ballot shall be considered void and shall also sign on that ballot. An exception shall be given to voting by custodians by which relevant proxies are allowed.
3. Any votes disapproving or abstaining shall be extracted from the total votes of shareholders attending the Meeting and having right to vote whereas the remaining votes shall be regarded to approve with such agenda.
4. Where there is no vote disapproving or abstaining in any agenda, Chairman of the Meeting shall consider such agenda being unanimously approved.
5. In ordinary agenda, a resolution shall require a majority vote of shareholders attending the Meeting and casting their votes. In case of a tie vote, Chairman of the Meeting shall have a casting vote.
6. With respect to Agenda 5, the appointment of directors replacing those retired by rotation, all votes shall be casted by every shareholder for each director as designated on the ballot and shall be casted by every shareholder regardless whether each shareholder approves, disapproves or abstains the vote. In case shareholders do not return the ballot, (no matter whether shareholder approves, disapproves, or abstains the vote for each director) such ballot shall be regarded to approve with the Agenda 5.

Reference : ADVANC (Minutes of AGM 2025, page 1)

Example A.2.5

A.2.5 Do the minutes of the most recent AGM record that the shareholders were given the opportunity to ask questions and the questions raised by shareholders and answers given recorded?

8. Other business (if any)

Chairman stated this Agenda is designated so that shareholders can raise queries and/or give comments to the Board of Directors and/or request the Board of Directors to provide explanation. If there were no other businesses proposed under the law, there would be no voting on the Agenda.

Shareholders raised the following queries:

Mr. Vasant Pongputtamon: *Question 30* – Referring to the data center and cloud business said earlier to require an investment of around 1 billion baht, how does the Company anticipate its income growth this year? What percentage will it account for of the total income?

Question 31 – Concerning the new virtual bank business, what is the plan? Who are the joint venture partners? When will it begin operating? What is the cost of investment? Where is the source of funds? Will this new business contribute synergy to AIS?

Mr. Somchai Lertsutiwong: For the data center and enterprise business, the Company has expected the business to grow by at least 20%. As for the proportion of income, the enterprise business which includes non-mobile business encompassing EDS, data center, and cloud accounts for 5-6% of the total income. However, the Company expects the enterprise business to grow at least 10% in three years' time, accounting for 10% of the total income.

Reference : ADVANC (Minutes of AGM 2025, page 22)

Example A.2.6

A.2.6 Does the company disclose the voting results including approving, dissenting, and abstaining votes for all resolutions/ each agenda item for the most recent AGM?

Since there was no shareholder raising any question further, Chairman then proposed the Meeting to cast their votes. This agenda required a majority vote of shareholders attending and cast their votes.

After due consideration, the Meeting

RESOLVED THAT The statement of financial position and statement of income for financial year ended 31 December 2024 be and hereby were approved with the following votes:

Resolution	Votes (1 share = 1 vote)	% of the total shares held by shareholders attending and cast their votes
1. Approved	2,545,969,680	99.9926
2. Disapproved	186,611	0.0073
3. Abstained	343,299	-
4. Voided ballot	408	-

Reference : ADVANC (Minutes of AGM 2025, page 13)

Criteria	
A.2.7	Does the company disclose the list of board members who attended the most recent AGM?
A.2.8	Does the company disclose that all board members and the CEO (if he is not a board member) attended the most recent AGM?
A.2.9	Does the company allow voting in absentia?
A.2.10	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?
A.2.11	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/ or validate the votes at the AGM? (*Example of Independent parties include external auditors, external legal c ounsel, minority shareholder, security depository*)
A.2.12	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM/EGM for all resolutions?

Example A.2.7 & A.2.8

A.2.7 Does the company disclose the list of board members who attended the most recent AGM?

A.2.8 Does the company disclose that all board members and the CEO (if he is not a board member) attended the most recent AGM?

The Company's staff introduces the following directors, company secretary, external auditor and legal consultants:

Board of Directors

1)	Mr. Vichate Tantiwanich	Chairman of the Board, Chairman of Audit Committee, Independent Director and Chairman of the Meeting
2)	Mr. Veerayooth Bodharamik	Audit Committee and Independent Director
3)	Mr. Tassapon Bijleveld	Director and Executive Chairman
4)	Mr. Santisuk Klongchaiya	Director and Chief Executive Officer
5)	Mr. Phairat Pornpathananangoon	Director and Chief Financial Officer
6)	Mr. Sirot Setabandhu	Independent Director
7)	Mr. Yuthapong Ma	Director
8)	Mr. Kulvat Janvatanavit	Director
9)	Dato' Mohamed Khadar Bin Merican	Director (via Video Conference)
10)	Mr. Dinesh Nambiar	Independent Director (via Video Conference)
11)	Mr. Rozman Bin Omar	Director (via Video Conference)
12)	Mr. Ahmad Al Farouk Bin Ahmad Kamal	Director was appointed on 12 November 2024 replacing Mrs. Pattra Boosarawongse, who announced her resignation on 15 October 2024 (via Video Conference)

There were 12 directors attending the meeting, equivalent to 100 percent of the total (12) directors.

Reference : AAV (Minutes of AGM 2025, page 3-4)

Example A.2.9

A.2.9 Does the company allow voting in absentia?

Proxy to the Independent Director and Submission of Question in advance

In case the Shareholders appointing the Company's Independent Directors to attend and vote at the Meeting

Should you be unavailable to participate in the 2025 Annual General Meeting of Shareholders of Asia Aviation Plc. through Electronic Media yourself, you may appoint the Company's Independent Directors to attend and vote at the Meeting by using proxy form B. (*Attachment 9*), which provides more definite details of the authorisation, by downloading via the Company's website or attached to the invitation of the Meeting.

The qualifications and information of the Company's Independent Directors who represent to be a proxy in the Meeting appeared in the *Attachment 8*.

The Shareholders can submit a request via e-Request system to appoint the Company's Independent Directors to attend and vote at the Meeting as specified procedures in the *Attachment 6.2* or send the proxy together with supporting documents for the appointment of proxy detailed in the *Attachment 6.1* to the Company within 17.00 hours of 29 April 2025 (date of receipt of the documents) via:

Company Secretary Office,
Asia Aviation Plc.,
222, Don Mueang International Airport,
3rd Floor, Central Office Building, Room no. 3200,
Vibhavadee Rangsit Road, Don Mueang, Bangkok, 10210

Reference : AAV (Notice of AGM 2025 , Attachment 7)

Example A.2.10

A.2.10 Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?

5) For the vote count, the Company will deduct the disagreement, abstention and voided ballots from the total number of votes passed by shareholders who are present and have the rights to vote. The remaining votes shall be counted as agreement for that agenda.

Reference : AAV (Minutes of AGM 2025, page 1)

Example A.2.11

A.2.11 Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM? *(Example of Independent parties include external auditors, external legal counsel, minority shareholder, security depository)*

Legal Consultant to answer shareholders' questions and to witness the vote count	
Ms. Pratumporn Somboonpoonpol	Weerawong, Chinnavat and Partners Ltd.

Reference : AAV (Minutes of AGM 2025, page 4)

Example A.2.12

A.2.12 Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM/EGM for all resolutions?

30 April 2025

Subject: Resolution of the 2025 Annual General Meeting of Shareholders

Attention: President of the Stock Exchange of Thailand

Asia Aviation Public Company Limited ("the Company") would like to inform the resolution of the 2025 Annual General Meeting of Shareholders, held on Wednesday, 30 April 2025 by electronic means (E-AGM) only according to the criteria specified in relevant laws. The Meeting was broadcast live from Thai AirAsia Head Office's meeting room, 222 Don Mueang International Airport, 3rd Fl., Central Office Bldg., Vibhavadee Rangsit Road, Don Mueang, Bangkok 10210 as follow:

1. Certified Minutes of the 2024 Annual General Meeting of Shareholders held on 19 April 2024 by the majority votes of the Shareholders who attended the Meeting and cast their votes as follows:

Approved	9,082,763,567	votes,	equivalent to	100.0000%
Disapproved	0	vote,	equivalent to	0.0000%
Abstained	41,073	votes,	not constituted as vote	-
Voided Ballot	0	vote,	not constituted as vote	-

2. Acknowledged the Board of Directors' report on the Company's operating results for 2024

   No resolution is needed for this agenda as it is only for the acknowledgement.

3. Approved the Balance Sheet (Statements of Financial Position) and Statements of Income for the year ended 31 December 2024 by the majority votes of the Shareholders who attended the Meeting and cast their votes as follows:

Reference : AAV (SET News)

Criteria	
A.2.13	Does the company provide at least 21 days notice for all AGMs and EGMs? *(The date of announcement can be found in the company website or the website of regulator/exchange)*
A.2.14	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?
A.2.15	Does the company give the opportunity for shareholders to place item/s on the agenda of general meetings and/or to request for general meetings subject to a certain percentage?

Example A.2.13

A.2.13 Does the company provide at least 21 days notice for all AGMs and EGMs?

May 23, 2025

President

The Stock Exchange of Thailand

Re: Disclosed the Notice of the Annual General Meeting of Shareholders for the Year 2025 on the Company's website

Pursuant to the resolution passed by the Board of Director of the AEON Thana Sinsap (Thailand) Public Company Limited (the "Company"), the Annual General Meeting of Shareholders for the year 2025 is scheduled to be held on Tuesday 24 June, 2025 at 10.00 a.m. The meeting will be conducted in form of electronic meeting (e-Meeting).

The Company would like to inform that the Company has disclosed the Notice of the Annual General Meeting of Shareholders for the Year 2025 together with all supporting documents on the Company's website (https://investor.aeon.co.th/en/home) since May 23, 2025 in order to provide information for shareholders of the Company.

For the shareholders who may have any question relating to the agenda of the Annual General Meeting of the Shareholders for the Year 2025, the Company is pleased to receive such questions via mail to Corporate Planning Office (Investor Relations) at 388 Exchange Tower, 27th Floor, Sukhumvit Road, Khwaeng Klongtoey, Khet Klongtoey, Bangkok 10110 or e-mail to ir@aeon.co.th within June 23, 2025.

Please be informed accordingly.

Yours sincerely,

Reference : AEONTS (SET News)

AGM	**24 June 2025**
Provide Notice on website	**23 May 2025**
Total	**32 days**

Example A.2.14

A.2.14 Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?

5. Appointment of new directors and decreasing number of directors

Fact and reason: Mr. Tomoyuki Mitsufuji and Ms. Suriporn Thammawathid are desirous to vacate their positions by resignation effective on the date of this Annual General Meeting of Shareholders. The Board of Directors therefore proposed the shareholders meeting to consider and approve appointment the 3 new directors namely Mr. Shigeki Mishima, Mr. Katsushi Iwamoto and Mr. Amorn Jirachaiprasitti as new directors of the Company, and decrease in number of directors of the Company from 13 to 12 directors.

Profile of the nominated persons is attached as Annex 3 herewith.

Opinion of the Board of Directors: The shareholders meeting should appoint Mr. Shigeki Mishima, Mr. Katsushi Iwamoto and Mr. Amorn Jirachaiprasitti to be new directors of the Company and approve the decrease in number of directors of the Company from 13 to 12 directors.

Reference : AEONTS (Notice of AGM 2025, page 4)

Example A.2.15

A.2.15 Does the company give the opportunity for shareholders to place item/s on the agenda of general meetings and/or to request for general meetings subject to a certain percentage?

No. AIS-CP 013/2024

30 September 2024

Subject: Invitation to shareholders to propose agenda and nominate candidates for election of the Company's directors for the 2025 Annual General Meeting of Shareholders

To: The President
The Stock Exchange of Thailand

In accordance with good corporate governance to preserve the rights and equitable treatment of shareholders, Advanced Info Service Public Company Limited (the "Company") would like to invite shareholders to propose agenda for the 2025 Annual General Meeting of Shareholders and to nominate candidates for election of the Company's directors in advance, starting from 1 October 2024 to 31 December 2024. The criteria and proposal forms are available on the Company's website https://investor.ais.co.th/shareholder_meeting.html

Please be informed accordingly,

Yours faithfully,

- Signed -

Reference : ADVANC (SET News)

Criteria	
A.3 Markets for corporate control should be allowed to function in an efficient and transparent manner.	
A.3.1 Default	In cases of mergers, acquisitions and/or takeovers requiring shareholders' approval, does the board of directors/commissioners of the company appoint an independent party to evaluate the fairness of the transaction price?
A.4 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	
A.4.1	Does the company disclose its practices to encourage shareholders to engage with the company beyond general meetings?
A.5 Shares and voting rights	
A.5.1	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website/reports/the stock exchange/the regulator's website)? ** N/A when company has only one class of shares.*

Example A.3.1

Thailand : Default item

A.3.1 In cases of mergers, acquisitions and/or takeovers requiring shareholders' approval, does the board of directors/commissioners of the company appoint an independent party to evaluate the fairness of the transaction price?

(Bor.Jor./Por.21-01) **153**

NOTIFICATION OF THE BOARD OF GOVERNORS OF THE STOCK EXCHANGE OF THAILAND

Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004

30. When a listed company or any its subsidiaries makes a decision to enter into a transaction which requires approval from the shareholders, the listed company shall have an independent financial advisor to give the following opinions in connection with the transaction to the Board of Directors and shall deliver such opinion to the Exchange and the shareholders:

(1) Reasonableness and benefits of transactions to a listed company;

(2) Fairness of price and conditions of transactions;

(3) Whether shareholders resolve to agree or disagree with transactions together with supporting reasons.

(4) An opinion of the financial advisor with respect to the sufficiency of working capital of the listed company, where the listed company or any of its subsidiaries makes a decision to enter into a Class 4 transaction.

An independent financial advisor's opinion meanwhile must be presented in a separate document from other information provided by a listed company, where rationale, important assumption and supporting factors of such opinion must be indicated.

In case where there has been no disclosure of such transaction during the year as evidenced from annual report or website, assign N/A.

Example A.4.1

A.4.1 Does the company disclose its practices to encourage shareholders to engage with the company beyond general meetings?

In addition, the Company has established an Investor Relations Department to serve as a center for answering inquiries and disclosing the Company's information accurately, transparently, and timely under equitable access to information and obtaining information of all stakeholders. Especially sensitive information that will have an impact on the financial position and the performance or securities price of the Company in order that the stakeholders can use that information to make effective investment decisions, including to act as an intermediary to build and manage the relationship between the Company with its shareholders, investors, analysts and other stakeholders.

In 2024, the Company has channels to communicate information and news of the Group through various media and activities are as follows:

- Organized 4 analyst meetings
- Organized 39 foreign investor meetings
- Organized 40 meetings between Investor Relation Team and individual analysts
- Organized 4 press releases events
- Organized 14 site visit activities
- Participated in the SET activity for 6 activities
- Provided information to investors via telephone for 2 times per week

Reference : AWC (One Report 2024, page 223)

Example A.5.1

A.5.1 Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website/ reports/ the stock exchange/ the regulator's website)?

When company has only one class of shares, assign N/A.

Shares Detail

Common Stock		Preferred Shares	
Listed Shares		Listed Shares	
13,976,061,250 Shares		5,500,000 Shares	
Paid-up Stock	Voting Right Ratio	Paid-up Stock	Voting Right Ratio
13,976,061,250 Shares	1 : 1	5,500,000 Shares	1 : 1
Treasury Stock		Treasury Stock	
-		-	
Voting Stock minus Treasury Stock		Voting Stock minus Treasury Stock	
As of 06 Nov 2025	As of 31 Oct 2025	As of 06 Nov 2025	As of 31 Oct 2025
13,976,061,250 Shares	13,976,061,250 Shares	5,500,000 Shares	5,500,000 Shares

Reference : KTB (SET Website)

Criteria	
A.6.1 Notice of AGM	
A.6.1	Does each of the resolutions at the most recent annual general meeting deal with only one item, i.e., there is no bundling of several items into the same resolution?
A.6.2	Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?
Does the notice of AGM/ circulars have the following details:	
A.6.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?
A.6.4	Are the auditors seeking appointment/re-appointment clearly identified?
A.6.5	Were the proxy documents made easily available?

Example A.6.1

A.6.1 Does each of the resolutions at the most recent annual general meeting deal with only one item, i.e., there is no bundling of several items into the same resolution?

Agenda 5 To consider and appoint the directors to replace those who are due to retire by rotation

Facts and Reasons: According to the Public Limited Company Act B.E. 2535 (including any amendment thereto), and the Company's Articles of Association, at every annual general meeting, one-third of the directors shall retire by rotation in proportion. The directors retiring by rotation from office in the first and second

Agenda 6 To consider and approve the directors' remuneration and Bonus

Facts and Reasons: with the recommendation of the Nomination and Remuneration Committee, the Board of Directors carefully considered the remuneration for the appropriateness and considered the economic situation, the growth in revenue and performance of the Company including the number of directors at present, compared with that of the companies within the same industry, which consists of the following:

Reference : BA (Notice of AGM 2025, page 4 & 6)

Example A.6.2

A.6.2 Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?

วันที่/เวลา 11 มี.ค. 2568 17:38:00

หัวข้อข่าว

การเผยแพร่หนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ทางเว็บไซต์ของบริษัท

หลักทรัพย์ **BA** แหล่งข่าว **BA**

รายละเอียดแบบเต็ม

ข้อสงวนสิทธิ์
สารสนเทศฉบับนี้จัดทำและเผยแพร่โดยบริษัทจดทะเบียนและบริษัทผู้ออกหลักทรัพย์ผ่านระบบอิเล็กทรอนิกส์ ซึ่งมีวัตถุประสงค์เพื่อการเผยแพร่ข้อมูลหรือเอกสารใดๆของบริษัทจดทะเบียนและบริษัทผู้ออกหลักทรัพย์ต่อตลาดหลักทรัพย์แห่งประเทศไทยเท่านั้น ตลาดหลักทรัพย์แห่งประเทศไทยไม่มีความรับผิดชอบใดๆในความถูกต้องและครบถ้วนของเนื้อหา ตัวเลข รายงานหรือข้อคิดเห็นใดๆ ที่ปรากฏในสารสนเทศฉบับนี้และไม่มีความรับผิดในความสูญเสียหรือเสียหายใดๆ ที่อาจเกิดขึ้นไม่ว่าในกรณีใด ในกรณีที่ท่านมีข้อสงสัยหรือต้องการรายละเอียดเพิ่มเติม โปรดติดต่อบริษัทจดทะเบียนและบริษัทผู้ออกหลักทรัพย์ซึ่งได้จัดทำและเผยแพร่สารสนเทศฉบับนี้

Date/Time 11 Mar 2025 17:38:00

Headline

Announcement of the Notice 2025 Annual General Meeting of Shareholders on the Company's website

Symbol **BA** Source **BA**

Full Detailed News

Disclaimer
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Reference : BA (SET Website)

Example A.6.3

A.6.3 Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?

Profiles of the nominated retiring directors for re-election

as the Company's directors for another term of office

Name-Surname	Mr. A
Age	67 years old
Nationality	Thai
Current position in the Company	Vice Chairman (Non-Executive Director)
Director tenure (Year/Month)	12 years and 9 months until the 2025 Annual General Meeting of Shareholders, 18 April 2025 - Appointed as a director on 6 July 2012 - Re-elected 4 terms of office on 26 April 2013, 29 April 2016, 5 April 2019, and 22 April 2022
Proposed type of directorship	Director (Non-Executive Director)
Number of the Company's shares held by	
❖ Number of shares directly held by director	None
❖ Number of shares held by spouse and/or minor child	None
Education	- Master of Laws, Temple University, School of Law, USA - Mini MBA, Chulalongkorn University - Bachelor of Laws, Thammasat University

Work experiences

❖ **Position at listed companies on the Stock Exchange of Thailand (current position 2 companies)**

Jul 2024 - Present	Independent Director Chairman	Siamraj Public Company Limited
Jan 2021 - Present	Independent Director Chairman of Board of Directors Audit Committee Member	World Flex Public Company Limited
Apr 2014 - Dec 2016	Director	JCK International Public Company Limited (formerly Thai Factory Development Public Company Limited)

❖ **Position at non-listed companies on the Stock Exchange of Thailand (current position 3 companies)**

Aug 2024 - Present	Audit Committee Member	Able Asset Group Company Limited
Nov 2023 - Present	Independent Director	
Nov 2023 - Jul 2024	Chairman of Audit Committee	
2017 - 2019	Director	
Feb 2023 - Present	Independent Director Audit Committee Member Member of Nomination and Remuneration Committee	Bic Corporation Company Limited
Apr 2022 - Present	Director	Tree Money Holding Company Limited

Reference : BAM (Notice of AGM 2025 , page 13-15)

Example A.6.4

A.6.4 Are the auditors seeking appointment/re-appointment clearly identified?

Agenda 6 To consider the appointment of the auditor for the year 2025 and the determination of the audit fees

Fact and Rationale: To comply with Section 120 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 47 of the Company's Articles of Association, which stipulates that the Annual General Meeting of Shareholders shall elect the auditor and fix the audit fee. The retiring auditor may be re-elected. The auditor shall not be the Company's director, staff member or employee, or a person with any position in the Company. The appointment of the auditor shall be on a rotation basis pursuant to the criteria prescribed by the securities and exchange law and/or other relevant laws.

Opinion of the Board of Directors: The Board of Directors, as proposed by the Audit Committee, deliberately considered the auditor from experience, standard, and working efficiency, including expertise in auditing, the independence of auditors, and auditors' fee, as well as the work of the auditors of EY Office Limited (the "**EY Office**") in 2024 to be satisfactory. The proposed auditors are knowledgeable and have a sophisticated understanding of the Company's business, as well as experience and expertise in auditing. Therefore, the Board of Directors deemed it appropriate to propose to the Meeting to consider and approve as follows:

1) Appoint either one of the following auditors of the EY Office to be the Company's auditor for the financial year ended 31 December 2025 (If approved, it will be the sixth consecutive year).

1. Miss Somjai	Khunapasut[1]	Certified Public Accountant Registration No. 4499 or,
2. Miss Rachada	Yongsawadvanich[2]	Certified Public Accountant Registration No. 4951 or,
3. Miss Saranya	Pludsri[3]	Certified Public Accountant Registration No. 6768

Remarks: [1] Miss Somjai Khunapasut has been appointed as the auditor to express an opinion on the company's financial statements for 5 years, from 2020 to 2024.

[2] Miss Rachada Yongsawadvanich has been appointed as the company's auditor for 5 years, from 2020 to 2024.

[3] Miss Saranya Pludsri has been appointed as the company's auditor for 1 year, starting from 2024.

If the Meeting approves this agenda item, it will be the sixth consecutive year for the auditor from EY Office to be the Company's auditor. Each auditor's profile is shown in *Enclosure 2*.

Reference : BAM (Notice of AGM 2023 , page 5)

Example A.6.5

Thai Institute of Directors

A.6.5 Were the <u>proxy documents</u> made easily available?

Annual General Shareholders' Meeting 2025

The Minutes of 2025 Annual General Meeting of Shareholders (Posted Date: 2 May 2025)	Download
Summary of questions and answers that were not answered at the 2025 Annual General Meeting of Shareholders	Download
Notification of resolution of the Annual General Meeting of the Shareholders for the year 2025	Download
Invitation to the 2025 Annual General Meeting of Shareholders (Posted Date: 21 March 2025)	Download
Proxy Form A, B and C	
Proxy Form A	Download
Proxy Form B	Download
Proxy Form C	Download
Video Recording of the 2025 Annual General Meeting of Shareholders	View Webcasts Download
Granting Rights to Shareholders for Proposing Agenda or Nominating Persons to be Elected as the Company's Director(s) for the 2025 Annual General Meeting of Shareholders (Posted Date: 11 October 2024)*	Download
Privacy Notice for the Shareholder's Meeting	Download

Reference : BAM (Company website and Notice of AGM 2025)

Proxy Form B

(Form with fixed and specific details authorizing proxy)

Duty Stamp
Baht 20

Shareholder Registration no. .... Written at ....

Date .... Month .... Year ....

(1) I/We .... Nationality ....

residing at .... Road .... Sub-district ....

District .... Province .... Postal code ....

(2) Being the shareholder of **Bangkok Commercial Asset Management Public Company Limited, ("the Company")**

Holding a total amount of ....shares, and have the right to vote equal to....................votes as follows;

Ordinary share....................shares, and have the right to vote equal to....................votes

Preferred share....................shares, and have the right to vote equal to....................votes

(3) Do hereby appoint either one of the following persons:

☐ 1. Mr. Vasant Thienhom, Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee, 69 years old, residing at No.99, Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500 **or;**

☐ 2. Mr. Yos Kimsawatde, Independent Director, Chairman of the Corporate Governance for Sustainability Committee, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, 70 years old, residing at No.99, Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500 **or;**

☐ 3. .... Age .... years

residing at .... Road .... Sub-district ....

District .... Province .... Postal code ....

Anyone of them as my/our proxy to attend and vote on my/our behalf at **the 2025 Annual General Meeting of Shareholders (the "Meeting") to be held on Friday, 18 April 2025 at 14.00 hrs.** through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020), or such other date, time and place as the Meeting may be adjourned.

(4) I/We therefore authorize the proxy to vote on my/our behalf in the Meeting as follows:

Agenda 1 To acknowledge the report of the Company's business operations of the year 2024

This matter is for acknowledgement. Therefore, voting is not required.

Agenda 2 To Consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2024

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve ☐ Disapprove ☐ Abstain

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Criteria	
A.7 Insider trading and abusive self-dealing should be prohibited.	
A.7.1 Default	Are the directors/commissioners required to report their dealings in company shares within 3 business days?
A.8 Related party transactions by directors and key executives.	
A.8.1 Default	Does the company have a policy requiring a committee of independent directors/commissioners to review material RPTs to determine whether they are in the best interests of the company and shareholders?
A.8.2 Default	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?
A.8.3 Default	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?

Example A.7.1

Thailand : Default item

A.7.1 Are the directors/commissioners required to report their dealings in company shares within 3 business days?

Reporting of Interests of Directors and Executives

In compliance with Section 89/14 of the Securities and Exchange Act (No. 4) B.E. 2551 and the Notification of the Capital Market Supervisory Board No. TorJor. 2/2552 Re: Reporting of Interests of Directors, Executives, and Related Persons, members of the Board of Directors are required to report their holdings of the Company's securities, including those held by their spouses and minor children who are not sui juris, at the next Board meeting following their appointment. If any Board members, their spouses, or minor children who are not sui juris engage in transactions involving the purchase or sale of the Company's securities, they must report these transactions at the subsequent Board meeting.

Additionally, the Company Secretary informed the Board of Directors during a board meeting about the amendment to the regulations regarding the reporting of changes in securities and derivatives holdings by directors and executives to the Office of the Securities and Exchange Commission (SEC), as outlined in the SEC's Notification No. SorJor.6/2567. The amendment stipulates that changes to securities holdings must be reported within three business days from the transaction date. However, for transactions under THB 3 million, reporting is required within three business days from either the date the total value of combined transactions reaches THB 3 million or more, or six months after the date of the first transaction, whichever occurs first. The Board of Directors has been duly informed of these changes.

Reference : BANPU (One Report 2024, page 303-304)

Example A.8.1

Thailand : Default item

A.8.1 Does the company have a policy requiring a committee of independent directors/commissioners to review material RPTs to determine whether they are in the best interests of the company and shareholders?

9.2.3 Approval Processes of Related Party Transactions

To prevent conflict of interests in making related party transactions, the Group has many levels of internal control system according to the nature of transactions and also reviews the performance to comply with the law, regulations, and the policy of business operation that the Group operates with other businesses. The Board of Directors regulates the policies to consider transaction approval for the best interests of the Group, to treat the transaction as an operation done with third parties, and to be operated by a disinterested person in the transaction. Furthermore, it approves the principles of allowing the management division to have the authority to conduct related party transactions given normal trade conditions. The processes and approval authority are regulated according to the types and value of the transaction, which strictly abided by the announcement of the Securities and Exchange Commission of Thailand and the Stock Exchange regarding the disclosure and treatment of listed companies' related party transactions. The transactions are also reviewed for their suitability and reasonability by the audit committee. The transaction summary report is also made for reporting to the meeting of the Board of Directors every quarter.

Reference : BLA (One Report 2024 , page 242)

Example A.8.2

Thailand : Default item

A.8.2 Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?

The Board of Directors' Meeting

The Board of Directors convenes at least once a month on the final week of every month except for February and December when the Board convenes on the second week. Any additional meetings may be held if necessary. At every meeting, there are clear agenda items. A complete set of supporting documents is sent to the Board of Directors at least seven days in advance of the meeting to allow the Board an opportunity to properly review the information before the meeting. The inclusion of an agenda item after the distribution of documents is permissible only under exceptional circumstances and when justified. Furthermore, such an addition requires approval from the Chairman of the Board. Each meeting lasts approximately three and a half hours. During the meeting, all directors may openly voice their opinions. The Chairman of the Board must summarize views and board resolutions. If any director has a conflict of interest in a matter being considered by the Board, the director must leave the meeting room.

Reference : BANPU (One Report 2024, page 278)

Example A.8.3

Thailand : Default item

A.8.3 Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?

Section 89. The company shall not grant loans to the directors, staff, or employees of the company, except
(1) a loan under the regulation on welfare of staff and employees; or
(2) a loan under the law on commercial banking, life insurance, or other laws.
Loans as follows shall be regarded as loans granted to a directors, staff, or employees under paragraph one:
(a) a loan to the spouse or children who one not sui juris (full age) of a director, staff, or employee;
(b) a loan to an ordinary partnership of which a director, staff, or employee, spouse or children who are not sui juris(full age) of such director, staff, or employee is a partner;
(c) a loan to a limited partnership of which a director, staff, or employee, spouse or children who are not sui juris(full age) of such director, staff, or employee is a partner of unlimited liability;
(d) a loan to other company or a private company in which a director, staff, or employee, spouse or children who are not sui juris(full age) of such director, staff, or employee holds an aggregate number of shares exceeding one half of the total number of shares of such other company or private company.

Loan granting under paragraph one includes a guarantee on purchase or discount of a bill and the granting of collateral for the payment of a loan.

Reference : Public Limited Company Act B.E. 2535

Example A.8.3

Thailand : Default item

A.8.3 Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?

SECTION 89/12 A director, an executive or a related person may enter into any transaction with the company or the subsidiary only after obtaining approval from the shareholders' meeting, unless such transaction is categorized as any of the following manners;

(1) a transaction with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under the similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or related person, as the case may be, provided further that the said commercial terms have been approved by the board of directors or in compliance with the principle approved by the board of directors;

Reference : Securities and Exchange Act B.E. 2551

Criteria	
A.9 Protecting minority shareholders from abusive actions.	
A.9.1	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?
A.9.2	In case of related party transactions requiring shareholders' approval, is the decision made by disinterested shareholders? ** N/A when there is no mention/disclosure about RPTs.*

Example A.9.1

A.9.1 Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?

TRANSACTIONS BETWEEN KRUNGSRI OR ITS SUBSIDIARIES AND STAKEHOLDERS

- Transactions are normally executed fairly on an arm's length basis and shall be considered and approved by the authorized person and/or the Board of Directors, whereby the Audit Committee will provide opinions concerning the necessity of such transactions and the propriety of the pricing, and consider the disclosure of any transaction that may incur a conflict of interest, in order to ensure its accuracy, adequacy, and transparency. However, type, value, and procedure for each transaction shall comply with Krungsri's internal rules regarding related party transactions.

Reference : BAY (One Report 2024, page 198)

- **Related party transactions or transactions that may create conflicts of interest**
  The Audit Committee considered related party transactions or transactions that may create conflicts of interest before submission to the Board of Directors. The Audit Committee is of the opinion that they are conducted on an arm's length basis and that relevant information is transparently disclosed based on the principle of prudence, integrity, transparency and the Bank's optimized benefits.

Reference : BAY (One Report 2024, page 462)

Section B

Sustainability and Resilience

No. of items	Weightage
22	15%

Reference
- Annual Report / One Report - Sustainability Report - Company Website

Criteria	
B.1 Sustainability-related disclosure should be consistent, comparable and reliable, and include retrospective and forward-looking material information that a reasonable investor would consider important in making an investment or voting decision	
Material Sustainability-related information should be specified	
B.1.1	Does the company identify/report ESG topics that are material to the organization's strategy?
B.1.2	Does the company identify climate change as an issue? *(Terms related to climate change (e.g. Carbon Emission, GHG emission, carbon footprint) is acceptable.)*
B.1.3	Does the company adopt an internationally recognized reporting framework or standard for sustainability (i.e. GRI, Integrated Reporting, SASB, IFRS Sustainability Disclosure Standards)?

Example B.1.1

B.1.1 Does the company identify/report ESG topics that are material to the organization's strategy?

DRIVING BUSINESS FOR SUSTAINABILITY

1) SUSTAINABILITY POLICY AND GOALS

With the tenet of 'banking with purpose' and the accountability of a Domestic Systemically Important Bank (D-SIB), Krungsri strives to operate in accordance with good corporate governance based on the **sustainable banking** guidelines by incorporating ESG dimensions in the Bank's processes that go hand in hand with prudent and rigorous ESG risk management. At the same time, we explore opportunities ideal for operating as a responsible financial service provider, taking into account the positive social and environmental impact, which is consistent with the **responsible lending** guidelines in the best interests of all groups of stakeholders, while also enhancing our capabilities to address the Sustainable Development Goals (SDGs) both at the national and international levels.

Reference : BAY (One Report 2024, page 123)

SUSTAINABILITY VISION:
TO BE THE MOST SUSTAINABLE COMMERCIAL BANK IN THAILAND

INTEGRATING ESG CONSIDERATIONS INTO PROCESSES

ENVIRONMENTAL ASPECT	SOCIAL ASPECT	ECONOMIC AND GOVERNANCE ASPECT
• Environmental Management and Resource Efficiency • Climate Change Management	• Customer Experience and Market Conduct • Responsible Lending and ESG Consideration • Fair Labor Practices and Respect for Human Rights • Financial Inclusion • Human Resources Development • Occupational Health, Safety, and Working Environment • Promotion of Financial Literacy • Stakeholder Engagement • Community Participation and Social Engagement	• Good Governance and Anti-Corruption • Data Governance and Personal Data • Cybersecurity • Financial Crime Prevention • Risk and Crisis Management • Innovation and Digital Transformation • Supply Chain Management

Remark: Please see the Sustainability Report 2024 Topic, 'Driving Business for Sustainability', for more details.

Example B.1.1

B.1.1 Does the company identify/report ESG topics that are material to the organization's strategy?

ESG Declaration

Krungsri reaffirmed our commitment to sustainable banking by collectively launching the **ESG Declaration** with 14 member banks under the Thai Bankers' Association to drive change in financial institution business operations with transparency and flexibility. The ESG Declaration sets the banking industry's clear common direction under a "comply or explain" principle by proactively addressing key ESG issues, e.g. climate change, diversity and human rights, financial inclusion, and reduced inequalities, while also advocating sustainability awareness among stakeholders and supporting Thailand's smooth transition to achieving the UN SDGs and the Paris Agreement.

ESG Declaration

consists of six shared action priorities as follows:

1. **Governance**
   Ensure good corporate governance and effective oversight at the board level, with clear accountability and responsibility at the management level regarding the ESG agenda
2. **Strategy**
   Integrate ESG into business strategies and define frameworks for sustainable finance
3. **ESG Risk Management**
   Incorporate ESG issues, including climate change, into risk management processes
4. **Financial Products**
   Utilize digital technology to increase financial accessibility; help customers achieve Net Zero emissions and sustainable growth
5. **Communication**
   Communicate and collaborate with all stakeholders in raising public awareness of ESG issues
6. **Disclosure**
   Develop monitoring and reporting systems in line with Thailand's regulatory frameworks and global sustainability disclosure standards

Reference : BAY (Sustainability Report 2024, page 34)

Example B.1.2

B.1.2 Does the company identify climate change as an issue?

3) ENVIRONMENTAL MANAGEMENT

- Formulate the **'Environmental Disclosure Statement'** addressing the following international environmental issues:
  - o Striving to protect the environment and responding to climate change is the responsibility of all human beings
  - o Aiming to contribute to the realization of a sustainable society by protecting the global environment in alignment with the SDGs
  - o Complying with applicable legislation and international agreements and responding appropriately when our operations result in environmental risks or negative impacts
  - o Striving to reduce environmental impacts of our operations, as well as actively working toward finding solutions to global environmental issues through our business activities

- **Conduct business with consideration of the environmental dimension and climate change** in conformity with the Policy Statement of the Bank of Thailand: Internalizing Environmental and Climate Change Aspects into Financial Institution Business and the Industry Handbook, which was jointly initiated and developed by member banks under the Thai Bankers' Association to raise the standards for commercial banks' climate change and environmental risk management as well as supporting customers' transition.

- **Adjust the organizational structure and processes throughout the organization to support environmental and climate risk management.** The Sustainability Committee, under the oversight of the Executive Committee and the Board of Directors, initiated the **Internalizing Environmental and Climate Change Aspects into Financial Institution Business Program (IECC Program)** to analyze, study, and make recommendations together with environment and climate change expert

- **Develop environmental and climate risk know-how and training for the Board of Directors, executives, and staff** by aligning learning plans with each business unit's roles and responsibilities.

- **Develop transition plans for environmental and climate risk management,** particularly high-emissions businesses in which the Bank has high exposure. Related targets and initiatives are set in alignment with Krungsri's business strategies in achieving the low-carbon transition and the decarbonization of our financial services by 2050.

- Conduct the **Carbon Footprint for Organization** (CFO) to assess the amount of greenhouse gas (GHG) emissions from Krungsri Group's business operations and identify significant sources of GHG emissions. This effort is to help stipulate the practices to efficiently reduce the organization's GHG emissions including the preparation of various measures to achieve the Krungsri Carbon Neutrality Vision. In this regard, the Bank assessed our CFO according to the criteria stipulated by the Thailand Greenhouse Gas Management Organization (Public Organization) and the ISO 14064-1 standard, regarding international standards and requirements for organizations in measuring and reporting GHG emissions with the aim of raising our certification standard of GHG emissions to the international level.

Reference : BAY (One Report 2024, page 126-129)

Example B.1.3

B.1.3 Does the company adopt <u>an internationally recognized reporting framework</u> or standard for sustainability (i.e. GRI, Integrated Reporting, SASB, IFRS Sustainability Disclosure Standards)?

Defining Report Content and Boundaries

Covering the period from January 1 to December 31, 2024, Krungsri's 2024 Sustainability Report was prepared in accordance with the Global Reporting Initiative (GRI) Standards (with reference to the GRI Standards). In addition, connection between the organization's operational directions and the United Nations Sustainable Development Goals (SDGs) was also portrayed in the report, in order to highlight our commitment in response to not only the international sustainable development goals, but also expectations of all stakeholders, including employees, customers, suppliers, shareholders, regulators, communities, society, etc.

Reference : BAY (Sustainability Report 2024, page 44)

GRI CONTENT INDEX

Statement of use	Bank of Ayudhya Public Company Limited has reported the information cited in this GRI content index for the period of January 1, 2024 to December 31, 2024 with reference to the GRI Standards.
GRI 1 used	GRI 1: Foundation 2021

Remarks:
AR: Annual Report (56-1 One Report)
NA: Not applicable.
LG: Legal Prohibition
CC: Confidential constraints
IU: Information unavailable/ incomplete

GRI STANDARD	DISCLOSURE	LOCATION	OMISSION			RELATION TO SDGs	EXTERNAL VERIFICATION
			REQUIREMENT(S) OMITTED	REASON	EXPLANATION		
GRI 2: General Disclosures 2021	2-1 Organizational details	20					
	2-2 Entities included in the organization's sustainability reporting	20, 28-29, 48-49, 217-218					
	2-3 Reporting period, frequency and contact point	44, 47, 250					
	2-4 Restatements of information	28-29, 208, 223, 224-225					
	2-5 External assurance	232-235					
	2-6 Activities, value chain and other business relationships	18-19, 20, 28-29, 92-97, 129-138, 157-163					

Reference : BAY (Sustainability Report 2024, page 248-255)

Criteria	
If a company publicly sets a sustainability-related goal or target, the disclosure framework should provide that reliable metrics are regularly disclosed in an easily accessible form	
B.1.4	Does the company disclose quantitative sustainability target?
B.1.5	Does the company disclose sustainability-related performance progress in relation to its previously set targets?
B.1.6	Does the company confirm that its Sustainability Report / Reporting is reviewed and /or approved by the Board or Board Committee?

Example B.1.4 + B.1.5

B.1.4 Does the company disclose quantitative sustainability target?

B.1.5 Does the company disclose sustainability-related performance progress in relation to its previously set targets?

Water Consumption Management

We use quality tap water from the Metropolitan Waterworks Authority and the Provincial Waterworks Authority and have a water consumption management system installed at all offices and branches which meets the standard stipulated by law to ensure that wastewater from our operations does not affect the environment and nearby communities. Moreover, at our Rama 3 building, wastewater is treated through an activated sludge system before being reused to water green areas surrounding the building, amounting to a total of 12,692 cubic meters, or 3 percent of total water consumption of the Bank. In addition, we conducted a survey in 2024 on the Bank's water consumption in water stressed areas and found that around 83.48 percent of our total water consumption was in provinces with high water stress. Note that we have closely monitored the water situation in those areas to ensure our readiness and ability to prevent or mitigate any adverse impacts to the Bank's operations in a timely manner.

Total water withdrawal[1]

2024 Target
537,819
(cubic meters)

2024 Performance
486,439
(cubic meters)

Total water consumed

2024 Target
107,563.80
(cubic meters)

2024 Performance
97,288
(cubic meters)

Note: 1. Based on data from the meters of the Metropolitan Waterwo

Reference : BBL (Sustainability Report 2024, page 77)

Example B.1.6

B.1.6 Does the company confirm that its Sustainability Report / Reporting is reviewed and /or approved by the Board or Board Committee?

About this Report

The Bank publishes the Sustainability Report annually to communicate with all stakeholders regarding its sustainability performance and the significant impacts of the Bank's business operations in the economic, social, and environmental dimensions, including the impact on human rights. This Sustainability Report 2024 was published in March 2025, and reports in accordance with the GRI Sustainability Reporting Standards (GRI Standards), 2021 edition and the Financial Services Sector Disclosures, G4 edition, covering the Bank's sustainability operations from January 1 to December 31, 2024.

In preparing the Sustainability Report, the Bank adheres to the GRI Standards reporting principles, which include: 1. Accuracy; 2. Balance; 3. Clarity; 4. Comparability; 5. Completeness; 6. Sustainability Context; 7. Timeliness; and 8. Verifiability, to ensure that the Bank's sustainability report is of high quality, contains complete and relevant information, and provides maximum benefit to the readers. The Sustainability Team jointly prepares the content of this report with the relevant divisions of the Bank and thoroughly checks its accuracy and completeness, before submitting the report to the Board of Executive Directors, the Corporate Governance Committee, and the Board of Directors to seek their approval to disclose the Sustainability Report to the general public.

To ensure that this Sustainability Report meets high-quality standards and is credible according to international standards, the Bank has assigned LRQA (Thailand), an external independent certification body, to verify and certify the Sustainability Report's consistency with the GRI Standards. This includes assurance on the Bank's environmental and social performance data, covering Process to Determine Material Topics (GRI 3-1), Energy Consumption within the Organization (GRI 302-1), Water Withdrawal (GRI 303-3), Water Discharge (GRI 303-4), Water Consumption (GRI 303-5), Direct (Scope 1) GHG Emissions (GRI 305-1), Energy Indirect (Scope 2) GHG Emissions (GRI 305-2), Other Indirect (Scope 3) GHG Emissions: Category 1 – Water and Paper Consumption, and Category 6 – Business Travel by Air Only (GRI 305-3),

Reference : BBL (Sustainability Report 2024, page 248-255)

Criteria	
B.2 Corporate governance frameworks should allow for dialogue between a company, its shareholders and stakeholders to exchange views on sustainability matters	
B.2.1	Does the company engage internal stakeholders to exchange views and gather feedback on sustainability matters that are material to the business of the company? *(Note: internal stakeholders may include employees, staff, management)*
B.2.2	Does the company engage external stakeholders to exchange views and gather feedback on sustainability matters that are material to the business of the company? *(Note: external stakeholders may include customers, shareholders, suppliers, value chain stakeholders, communities, government.)*

Example B.2.1

B.2.1 Does the company engage internal stakeholders to exchange views and gather feedback on sustainability matters that are material to the business of the company?

Building Stakeholder Engagement

To understand the impacts, needs and expectations of all stakeholders, we provide opportunities for stakeholders to express their opinions through various channels. We use the information and opinions we gather to determine operational guidelines for appropriately responding to each stakeholder group as well as seeking cooperation for the benefit of all stakeholders. We have classified our stakeholders into seven groups as follows: 1. Shareholders and Investors; 2. Customers (Businesses and Individuals); 3. Employees; 4. Suppliers (Vendors, External Service Providers and Contractors); 5. Creditors; 6. Other Financial Institutions; and 7. Community, Society and Environment (including Regulatory Authorities, Public Sector and Mass Media).

Engagement Formats and Channels, Interests and Expectations and the Bank's Responses

Stakeholder	Engagement Formats and Channels	Interests and Expectations	The Bank's Responses
Employees	1. Orientation programs for new employees. 2. Nationwide executive conference once a year. 3. Regular meetings between the Bank and representatives from the Bangkok Bank Managerial Officers Union, and Bangkok Bank Workers Union. 4. Twice-yearly employee performance evaluations for sharing and exchanging opinions between managers and team members. 5. Conduct employee engagement survey. 6. Timely dissemination of interesting news and activities for employees through internal communication channels such as BeConnect, MS Teams, Viva Engage, BBLearn and daily internal announcements.	1. Compensation, welfare and benefits that are suitable for their skills, capabilities, and economic conditions. 2. Support for expenses of employees' families. 3. No employee discrimination. 4. Knowledge and skills development. 5. Career advancement and job security. 6. Occupational health and safety and a proper workplace environment. 7. Participation in or proposal of ideas on sustainability activities.	1. Providing compensation, welfare and benefits that is sufficient for a good quality of life for employees. 2. Offering various types of loans as welfare to assist employees and their families in overcoming difficulties. 3. Treating employees with equality, fairness and respect of employee rights. 4. Developing online learning channels and offering a variety of interesting courses for employees, which they can select according to their interests. 5. Discussions between managers and team members to improve performance as well as providing training and development programs for employees to prepare for accountability in more senior positions. 6. Providing occupational health and safety and healthcare services, as well as promoting employees' good health and wellbeing.

Reference : BBL (Sustainability Report 2024, page 27-30)

Example B.2.2

B.2.2 Does the company engage external stakeholders to exchange views and gather feedback on sustainability matters that are material to the business of the company?

Engagement Formats and Channels, Interests and Expectations and the Bank's Responses

Stakeholder	Engagement Formats and Channels	Interests and Expectations	The Bank's Responses
Shareholders and Investors	1. Annual General Meeting of Shareholders. 2. Disclosure of information in One Report and Sustainability Report published on our official website. 3. Disclosure of information through the SET Portal Straight Through, internal and external online public ations and the Bank's official website. 4. One-on-one meetings: 157 meetings. 5. Group meetings: 5 meetings. 6. Investor conferences: 9 times. 7. Information inquiries through the Bank's channels.	1. Satisfactory and sustainable business performance and appropriate dividend payments. 2. Ethical business conduct in compliance with principles of good corporate governance and environmental and social responsibility. 3. Effective and efficient risk management. 4. Equitable and fair treatment of shareholders. 5. Knowledge sharing about new regulations from regulatory agencies. 6. Cybersecurity and personal data privacy protection.	1. Having a well-defined vision and managing the business effectively to properly handle and respond to change. 2. Conducting business ethically with good corporate governance, conserving energy and protecting the environment, as well as undertaking community initiatives to society. 3. Fostering an effective organizational risk culture, managing risk prudently and comprehensively and maintaining an adequate and appropriate capital ratio. 4. Respecting shareholder rights and disseminating important information through the Bank's various communication channels. 5. Keeping updated on and communicating new regulations. 6. Promoting cybersecurity and ensuring strict compliance with applicable laws and regulations related to personal data privacy protection.
Customers	1. Customer satisfaction surveys at least once a year. 2. Relationship building activities for the Bank and customers throughout the year. 3. Periodic seminars throughout the year that provide knowledge about finance, saving, investment, and cyber threats. 4. Customer services at bank branches and service points. 5. Regular communication via digital channels e.g. LINE, Facebook and X. 6. Conversations and exchanges of ideas at service points such as branches and business centers. 7. Whistleblowing and complaint channels through Bualuang Phone 1333 or the Bank's official website at www.bangkokbank.com.	1. Support to alleviate difficulties arising from economic problems and natural disasters and protection against financial threats from scammers. 2. Attentive, responsible and fair customer services. 3. Provide financial, ESG and climate change knowledge. 4. Development of diverse products and services that meet the needs of customers including financial products and services for the environment and society. 5. Mobile banking applications that are stable, secure and convenient to use as well as meeting the needs of the users. 6. Access to financial services.	1. Issuing measures to help customers affected by economic problems and natural disasters, raising awareness about financial threats and methods used by scammers to trick people into transferring money, tackling mule accounts, and providing additional services to ensure that customers can use digital services more safely. 2. Emphasizing a customer-centric service culture, ensuring proper market conduct, and caring for and visiting customers to strengthen relationships. 3. Supporting financial literacy with formats and content suitable for each customer age group, including vulnerable groups such as the visually-impaired as well as providing communication and organizing events to share knowledge about ESG and climate change. 4. Developing new products and services that meet the needs of all customers including green loans and loans for the transition to environmental sustainability. 5. Improving the Bangkok Bank Mobile Banking application to be more secure and to suit customers' lifestyles. 6. Expanding banking agent channels to provide more convenient access to services.

Reference : BBL (Sustainability Report 2024, page 27-30)

Criteria	
B.3 The corporate governance framework should ensure that boards adequately consider material sustainability risks and opportunities when fulfilling their key functions in reviewing, monitoring and guiding governance practices, disclosure, strategy, risk management and internal control systems, including with respect to climate-related physical and transition risks.	
Boards should assess whether the company's capital structure is compatible with its strategic goals and its associated risk appetite to ensure it is resilient to different scenarios.	
B.3.1	Does the company disclose that the board reviews on an annual basis that the company's capital and debt structure is compatible with its strategic goals and its associated risk appetite?

Example B.3.1

B.3.1 Does the company disclose that the board reviews on an annual basis that the company's capital and debt structure is compatible with its strategic goals and its associated risk appetite?

Financial Risks

Risk in respect of Financial Liquidity and Capital Structure

The Company has a strategy to continued to expand the power production business by investing in new projects; as a result, financial liquidity and capital structure are crucial for carrying out the business operations. The Company has conducted appropriate liquidity management to ensure that the Company's cash flows are sufficient for its business operations under normal circumstances and can accommodate its future investment expansion, including consideration of capital structure in line with the growth strategies and risks of the Company, comprising:

- Preparing reports on cash flow projections and regularly updating the data, as well as managing the loan agreements and closely coordinating with the lending banks in order to minimize risks of breaching the conditions of the loan agreements;
- Establishing a guideline for surplus cash management by investing in bank deposits and short-term investments having high liquidity with reliable financial institutions, as well as arranging for credit availability with commercial banks when the fund is needed;
- Entering into credit facilities agreements with commercial banks subject to the term sheet stating the rights of such credit facilities, which the Company and its affiliated companies have the duty to comply with the same conditions and terms as those applicable to debentures or debts owed to other financial institutions, for instance, by maintaining Net Interest-bearing Debt to Equity Ratio, Debt Service Coverage Ratio, etc. As of December 31, 2024, the Company had outstanding Promissory Notes in the amount of Baht 1,500 million;
- Considering the appropriateness of the capital structure by the Board on a quarterly basis to ensure that a debt-to-capital ratio is suitable for the Company's future business expansion strategy and in line with various risks, such as by maintaining a Net Interest-bearing Debt to Equity Ratio not to exceed 3.00 times in accordance with the debenture requirements. As of December 31, 2024, such ratio of the Company was at 0.52 times.

Reference : CKP (One Report 2024, page 85)

Criteria	
B.4 The corporate governance framework should recognise the rights of stakeholders established by law or through mutual agreements and encourage active co-operation between corporations and stakeholders in creating wealth, jobs, and the sustainability of financially sound enterprises.	
Does the company disclose a policy and practices that address :	
B.4.1	The existence and scope of the company's efforts to address customers' welfare?
B.4.2	Supplier/contractor selection procedures?
B.4.3	The company's efforts to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development?
B.4.4	The company's efforts to interact with the communities in which they operate?
B.4.5	The company's anti-corruption programmes and procedures?
B.4.6	How creditors' rights are safeguarded?
B.4.7	Does the company have a separate report/section that discusses its efforts on environment/economy and social issues?

Example B.4.1

B.4.1 The existence and scope of the company's efforts to address customers' welfare?

Customer Complaint Management

The hotel business aims to measure service quality by setting a goal to resolve 100% of customer complaints while the customers are still staying at the hotel. Additionally, complaints will be followed up on and investigated after their stay to ensure effective management and resolution, enhancing customer satisfaction. In the food business, complaints received through the call center must be resolved, and an additional channel for reporting issues and complaints has been introduced via an online form system, which requires responses and resolutions within 24 hours.

Customer Satisfaction Evaluation

Customer satisfaction evaluation for Hotel business:

The Company collects feedback through the Review Pro system, which covers platforms used for booking rooms or expressing opinions on services. The Company also sends satisfaction questionnaires via email, utilizing the following three methods:

1. In-Stay Survey system is a brief questionnaire sent to customers who have stayed for more than 2 nights, delivered via their registered email to assess satisfaction.
2. Guest Satisfaction Survey (GSS) system is a questionnaire that covers the services and facilities provided by the hotel. It is sent to the customer 48 hours after check-out.
3. Online Reputation Management (ORM), also known as Guest Review Index (GRI), measures customer satisfaction by collecting feedback and suggestions about services from customers through online platforms and social media.

Reference : CENTEL (One Report 2024, page 226)

Example B.4.1

B.4.1 The existence and scope of the company's efforts to address customers' welfare?

Service Quality

The Company prioritizes raising service standards to maximize customer satisfaction by ensuring strict quality control of products and services. Additionally, it focuses on training employees to deliver services that align with the organization's standards, brand identity, and international benchmarks that meet customer expectations.

The Company is committed to continuously enhancing service quality and delivering a superior customer experience. It focuses on establishing service standards that cater to all target customer groups, enhancing competitiveness, and continuously driving market expansion. The Company offers a variety of services to meet the needs of a diverse customer base, including family- and kid-friendly options such as Candy Spa, a unique children's spa experience. The Company also organizes special parties in designated areas and the allocation of facilities and minibars specifically curated for family stays, such as those at Centara Mirage, is designed to enhance the guest experience by catering to the unique needs of families. Additionally, the Company has implemented the Pet-Friendly Hotels concept at nine locations across Thailand to accommodate customers traveling with pets, with plans to expand pet-friendly cafes and restaurants.

Reference : CENTEL (One Report 2024, page 226)

Example B.4.2

B.4.2 Supplier/contractor selection procedures?

Responsibility for Stakeholders

5. Customers and Traders/Suppliers

- All the power plants of the Company's affiliated companies have already obtained certifications of ISO standards. The Company also realizes the significance of the government sector's energy balance policy to reduce utilization of electricity generated by fossil fuels and promote more utilization of renewable energy, which will result in the sustainable energy security for communities, society and the country.

- The Company and its affiliated companies also give priority to their traders/suppliers through compliance with the Code of Business Conduct, the Suppliers' Code of Conduct, and the Procurement Policy. The Company's Procurement Policy conveys the material essence as follows:

1. Make procurement by taking into account quality, price, quantity, service, and timeliness in response, by giving priority to efficiency and effectiveness, together with the environmental, social, governance responsibility.
2. Make procurement with transparency, fairness and auditability, as well as complying with relevant regulations, requirements and laws.
3. Establish process and procedures of procurement which are fair and equal for all sectors.
4. Select sellers or service providers which obtain environmental quality certification, and give the first priority to the use of labor under the human rights principles.
5. Promote the green procurement and support the use of products which are from renewable and eco-friendly resources, for instance, green-label certified goods, etc.

Reference : CKP 2024 (One Report 2024, page 166-167)

Example B.4.3

B.4.3 The company's efforts to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development?

Sustainability Management in the Environmental Dimension

Environmental Management

CKPower is committed to sustainable business operations by implementing clear policies and practices that prioritize social and environmental responsibility. All power plants are certified to the ISO 14001:2015 international standard for environmental management and have completed an Environmental Impact Assessment (EIA), which includes stakeholder engagement, impact mitigation and prevention, and remediation guidelines.

The Company operates within a comprehensive framework designed to prevent and remedy environmental impacts, utilizing stringent monitoring measures to ensure compliance with legal requirements and international standards.

For more details, please refer to the Sustainability Report 2024 on Environmental Management.

01

Investing in Renewable Energy Projects – Prioritizing investments in power plant projects powered by renewable energy sources to enhance sustainability and energy security.

02

Resource Management for Maximum Efficiency – Ensuring the efficient use of resources to maximize benefits while minimizing environmental impacts.

03

Innovation and Technology Development – Advancing knowledge in innovation and technology to monitor environmental quality and exceed legal compliance, meeting international environmental standards.

04

Collaborative Resource Management – Creating knowledge and engaging stakeholders in efficient resource management for sustainable development and community conservation.

Reference : CKP 2024 (One Report 2024, page 100-102)

Example B.4.3

B.4.3 The company's efforts to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development?

Water Resource Management

CKPower prioritizes sustainable water resource management as water is critical to electricity production, particularly in hydropower generation, which accounts for over 92% of total electricity production. The Company has implemented comprehensive measures to

- Monitor water sources to mitigate water shortage risks and enhance water utilization efficiency at offices and power plants.
- Control the quality of discharged water to meet legal requirements and protect aquatic ecosystems.

Furthermore, the Company has employed the AQUEDUCT Water Risk Atlas tool, developed by the World Resources Institute (WRI) to

- Assess water stress risks and implement strategic water management measures tailored to local contexts.
- Promote community and local government participation in water conservation from upstream to downstream, ensuring sustainable water resource management.
- Continuously assess environmental impacts and report environmental conditions annually.
- Develop innovative solutions and enhance water utilization efficiency in the electricity production process on a continuous basis.

Waste Management

CKPower prioritizes sustainable waste management by adopting a Circular Economy approach to minimize environmental impacts and optimize resource utilization efficiency. This strategy covers the management of general, hazardous, and compostable waste.

The Company is committed to reducing waste at the source by implementing effective waste management practices for all activities within the organization. This includes promoting waste reuse and ensuring end-use waste management in compliance with legal requirements and international standards. CKPower focuses on three key areas:

- Waste Separation
- Waste Recycling
- Safe Waste Disposal

Air Quality Management

The Company is committed to minimizing its impacts on air quality and climate change. 93% of its generated electricity is derived from renewable sources without fossil fuel combustion, resulting in zero air pollution emissions from electricity generation process.

The cogeneration power plant , which are fueled by natural gas are equipped with the Continuous Emission Monitor System (CEMs) to monitor pollutant emissions in real time at their chimneys. This ensures stringent environmental control and regulatory compliance. The Company discloses air quality information in line with Environmental Impact Assessment (EIA) monitoring measures and reports the measurement results twice a year to maintain transparency and accountability.

Reference : CKP 2024 (One Report 2024, page 100-102)

Example B.4.4

B.4.4 The company's efforts to interact with the communities in which they operate?

3.4.2.2 Community Contribution

The Company is committed to improving quality of life and reducing social inequality, aligning with the Care for the Community dimension under the CRC Care philosophy. This is achieved through Creating Shared Values (CSVs) with various communities, a core strategy for contributing local economy value, developing local products, and ensuring sustainable outcomes. The details of the strategy are as follows:

1. **Community Selection:** Communities and project location are selected based on multiple factors, including strong leadership, capability to effectively collaborating with members, operational transparency, the potential of products, unique cultural heritage, and a commitment to environmental conservation.

2. **Community Engagement:** The Company actively engages with communities and gathers insights through surveys, focus group discussions, and public hearings, ensuring an inclusive and effective approach to development.

3. **Integration of Community Contribution and Value Enhancement:** This involves co-designing and developing products with local communities, incorporating innovations from traditional knowledge and local tradition along with capacity building through training programs and workshops, investment in essential infrastructure and equipment for production and packaging, and support for distribution channels through department stores, online platforms, and community-focused projects.

4. **Continuous Monitoring and Evaluation:** Assesses initiatives for continuous improvements by tracking progress and measuring the impact, ensuring long-term benefits for both the communities and the Company. Annual focus group discussions are held to adjust projects according to evolving needs and contexts. Additionally, grievance mechanisms are established.

Project Highlights in 2024

Ban Kut Chik Indigo and Natural Dye Weaving Learning Center, Sakon Nakhon Province

The Ban Kut Chik Indigo and Natural Dye Weaving Learning Center, Sakon Nakhon Provincefocuses on preserving and modernizing traditional craft of indigo-dyed textile while promoting environmental restoration through the 'Forest for Color' initiative, covering 18 rai and enhancing cultural and eco-tourism in the region with 61 households participating. As of 2024, the community has received infrastructure support, textile production innovations, and market access through Good Goods and Central Department Store. The project has significantly increased household income from 350,000 baht in 2020 to over 3.6 million baht in 2024. Additionally, it has revitalized traditional indigo dyeing techniques and introduced modern textile designs, such as Batik and Shibori patterns. This initiative has fostered sustainable economic and environmental growth for the community by integrating tourism, heritage conservation, and economic development.

Reference : CRC (One Report 2024, page 104-105)

Example B.4.5

B.4.5 The company's anti-corruption programmes and procedures?

Anti-Corruption

As a leader in the agro-industrial and food business, the Company is committed to ensuring food security while caring for society and the environment, based on good corporate governance principles aligned with the ESG framework. The Company strictly adheres to its anti-corruption and anti-bribery policies, fostering a culture of integrity, transparency, and accountability. The Company has established comprehensive anti-corruption guidelines and consistently communicates and raises awareness among executives and employees at all levels. It also provides independent channels for receiving complaints and whistleblower reports. Additionally, regular reviews of compliance with the policy are conducted to ensure alignment with changes in the business environment, as well as national and international regulations.

Investors can access the Company's anti-corruption policy on the website www.cpfworldwide.com/en/investors/report-56-1-2024/attachment. Moreover, the Company **communicates its anti-corruption policy and practices to employees at all levels through various formats and channels.**

In the year 2024, the Company undertook measures to combat corruption and corporate fraud as follows:

1. Raising Awareness - Communicate the rules and guidance to ensure employees understand the correct practices that align with the Company's anti-corruption principles in various situations, as outlined in the Anti-Corruption Policy. This is done through multiple channels, such as email, the Intranet system (CPF Connect), and Facebook.
2. Enhancing Awareness and Understanding - Strengthen knowledge of roles, duties, and responsibilities to ensure employees at all levels act appropriately. This is achieved by continuously developing and improving training content on anti-corruption and anti-bribery. Various learning materials are provided in both online and offline formats, enabling employees in all countries to learn, understand, and apply the principles correctly. In accordance with the Company policy, all employees are required to review their knowledge and understanding at least once a year.
3. Renewal of Certification - The Company has been re-certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) for the second time on March 31, 2024. This certification is valid for three years from the date the certification decision was made.

CAC CERTIFIED ★★

CAC CHANGE AGENT ★★★

Reference : CPF (One Report 2024, page 122-123)

Charoen Pokphand Foods Public Limited Company and Subsidiaries

CPF

Anti-Corruption Policy

Charoen Pokphand Foods Public Company Limited (the "Company") believes that the conduct of businesses in a fair, honest, and transparent manner, with responsibility towards all groups of stakeholders, will essentially support the sustainable growth of its businesses. The Company has signed the Declaration of Intent to join Thailand's Private-Sector Collective Action Coalition Against Corruption, in order to express its commitment to prevent and counter all forms of corruption, and to cooperate with the public sector, civil society, mass media, and international organizations in establishing clean business practice standards.

To ensure the conduct of businesses in line with the intent stated above, the Company establishes this Anti-Corruption Policy (this "Policy") in a written form, to serve as a framework for the conduct of business activities by its respective business units.

Definition

"Corruption" means any form of bribery, be it an act of offering, undertaking to give, giving, promising to give, requesting or accepting money, property, or any other improper advantage to, or from, public officials, government agencies, private entities, persons in charge, or the Company's management members or employees, whether directly or indirectly, in order to induce them to do, or omit to do, any act in the performance of their duties, to secure or retain business, to direct business to the Company, or to secure any improper advantage, unless permitted by laws, regulations, notifications, rules, local customs, or common business practices.

Anti-Corruption Policy

The Company's directors, management members, and employees shall not accept or tolerate any form of corruption, whether directly or indirectly, in any of the Company's businesses and units, and shall ensure regular audit of the compliance with this Policy, as well as review of the practice guidelines and implementation requirements, in compliance with any changes in businesses, rules, regulations, or legal requirements.

Roles and Responsibilities

1. The Board of Directors has duties and responsibilities to establish a policy, conduct monitoring, and provide a system for supporting efficient anti-corruption efforts,

Page 1|6

Reference : CPF (Company website)

Example B.4.6

B.4.6 How creditors' rights are safeguarded?

- Creditors : The Company has established procedures and guidelines in regards to not violating any rights of its creditors, acting strictly in compliance to all the required terms or conditions of its creditors, and ensuring that all debts service obligations (for both principal and interests payments) service obligations are met on time and in full according to the agreed terms and conditions. Additionally, the Company will not act in any dishonest or illegal manner towards all its creditors.

Reference : CENTEL (CG Policy 2025, page 9)

3.4 Ethics towards Creditors

- Strictly fulfill all terms and conditions as agreed with all creditors; and in the event that any term or condition cannot be fulfilled, quickly notify and negotiate with the creditor in advance, so as to find ways to resolve the problem as well as to prevent any damages from being incurred.
- Manage the business that will enable creditors to be confident of the Company's positive financial status as well as ability to service any debt obligations.
- Manage all borrowings in full accordance with the original intent for the use of such funds; whereby the funds are not used in ways that will result in any damages for the Company.

Reference : CENTEL (CG Code 2024, page 11)

Example B.4.7

B.4.7 Does the company have a separate report/section that discusses its efforts on environment/economy and social issues?

Reference : CPF (Sustainability Report 2024)

3. Driving Business towards Sustainability

3.1 Sustainability Policies and Goals

The Company is well aware of and prioritizes the integration of shared value creation into the goals and business strategies throughout the value chain in order to enhance the Company's sustainability. The Company respects stakeholders' rights in all aspects under the 3 benefits principle that the business must be conducted for the interest of the nation, citizens, and the Company. The Company has also applied the Philosophy of Sufficiency Economy as a guidance for conducting the business as well as support the United Nations Sustainable Development Goals, based on good corporate governance, organizational risk management, and compliance.

The Company takes into consideration the agro-industry and food operation context, as well as analyses of the key internal and external factors, covering economic, social, and environmental risks together with internal and external stakeholders' satisfaction. Thus, the Company has established 7 key sustainability focuses: 1. Governance, Risk Management, and Compliance 2. Food Security 3. Human Rights 4. Employee and Community 5. Climate Action 6. Water Stewardship and 7. Biodiversity and Ecosystem, as shown in the Picture. The Company's goals are set in alignment with these material topics and the United Nations' 17 Sustainable Development Goals (UN SDGs) and the 10 principles of the UN Global Compact.

Reference : CPF (One Report 2024, page 58-70

Criteria	
B.5 Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights.	
B.5.1	Does the company provide contact details via the company's website or Annual Report which stakeholders (e.g. customers, suppliers, general public etc.) can use to voice their concerns and/or complaints for possible violation of their rights?
C.6 Mechanisms for employee participation should be permitted to develop.	
B.6.1	Does the company explicitly disclose the policies and practices on health, safety and welfare for its employees?
B.6.2	Does the company explicitly disclose the policies and practices on training and development programmes for its employees?
B.6.3	Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures? *(Examples of measures beyond short-term financial measures are the long term share price and target(s) mentioned in tools such as Balanced Scorecard, Employee Stock Ownership Plan.)*

Example B.5.1

B.5.1 Does the company provide contact details via the company's website or Annual Report which stakeholders (e.g. customers, suppliers, general public etc.) can use to voice their concerns and/or complaints for possible violation of their rights?

(5) Whistleblowing and Complaints

The company has a Whistle Blowing Policy to support and encourage employees and stakeholders to make complaints about misconduct. With the policy, complainants can provide information concerning wrongful acts including any unlawful activity or any behavior against the company rules and/or Code of Conduct to the management or Board of Directors. This is to ensure the company's transparent and efficient operations. The company has established the following communication channels to allow all employees and stakeholders to provide feedback or file complaints concerning this issue.

- **Communication Channel for Delta Employees**
  1. Head of the unit where the employee belongs to
  2. Suggestion box
  3. Email: HR.GRIEVANCE.SEA@deltaww.com
- **Communication Channel for other Stakeholders**

  Email: whistleblow@deltathailand.com

Reference : DELTA (One Report 2024, page 119)

Example B.6.1

B.6.1 Does the company explicitly disclose <u>the policies and practices on health, safety and welfare for its employees</u>?

Creating a Safe Work Environment

Implementation Performance

For EGCO Group, work environment safety is critical to its operation. Constant awareness of safety enhances a safe work environment, thus reducing operating stoppages due to accidents and mitigating potential personal losses.

Therefore, EGCO Group has planned annual training courses on occupational health and safety so that those on the job may regularly review their knowledge and understanding.

Benefits of the Project

- Trainees recognize the value and understand their own roles in safe operation
- Promote achievement of Zero Lost Time Injury and Zero Fatality
- All power plants command higher average scores after the training

Implementation Approach

- Plan training and execute the plan annually
- Stage interactive training with two-way communication to ensure real experience sharing and brainstorming
- Conduct training pre-testing and post-testing

Significant Developments

- **Safety Leadership Training**
  This year EGCO Group staged interactive safety leadership training not only to adjust the concept and promote safety leadership attitudes consistent with current situations and standards, but also to illustrate the roles of safety leaders. The training focused on employees at the GM/MD level of EGCO Group affiliates from Khanom, Banpong, Klongluang, EGCO Cogen, Theppana Wind Farm, Chaiyaphum Wind Farm, SPP 2-5, GPS, Solarco, and ESCO. This training also focused on providing knowledge and skills of hazard awareness.

Reference : EGCO (Sustainability Report 2024, page 95-97)

Example B.6.1

B.6.1 Does the company explicitly disclose the policies and practices on health, safety and welfare for its employees?

EGCO Group has set up criteria and guidelines for the consideration of welfare, benefits, and salary from short-term performance and long-term incentive such as bonus based on targets associated with sustainability performance and corporate KPI including long-term growth, as well as individual performance in association with their qualifications and capabilities without discrimination of sex, age, or race. Other benefits are also provided on a similar standard as other leading companies in the same industry. As part of its commitment, EGCO Group routinely monitors the gender pay gap to achieve equal remuneration for men and women. EGCO Group also ensures adequate wages at or above the cost of living in line with fair remuneration commitments by conducting living wage assessment.

Additional compensation and benefits for social protection coverage are also expanded for workers beyond public programs, including Insurance for employees and their family members, EGAT Saving and Credit Cooperative Limited, loans, maternity allowance, education fund, happy retirement savings account, and provident fund. EGCO Group also place emphasis on monitoring working hours, including overtime management, to ensure employees are paid for their overtime work and regularly engages with workers' representatives on working conditions to continuously improve employee welfare. Moreover, EGCO Group also ensures that employees take their paid annual leave entitlement within the fiscal year to secure their own benefits.

- Happy and Efficient Workplace Benefits e.g. work from anywhere policy and financial support for skill development training.
- Healthcare Benefits for Employees and Their Families e.g. exercising facilities, and I STRONG Project that provides psychological consultation.
- Financial Benefits e.g. Retirement Benefits e.g. Travel Supports e.g. employee shuttle bus.
- Holidays and Leaves e.g. maternity leave, practicing dharma, and personal leave.

Reference : EGCO (Company website)

Example B.6.2

B.6.2 Does the company explicitly disclose the policies and practices on training and development programmes for its employees?

3. Equitable Treatments of Employees

From the policy to treat employees fairly and provide equal career opportunities on the basis of aptitude and capability. Domestic and international trainings are organized regularly to enhance employee skills. The projects and accomplishments in 2024 are as follows:

- Potential Development

The company has the policy to regularly provide a training course for both newcomers and existing employees with a clear written scheme of each training course. To ensure equal opportunity for employee development and provide job-related training to enhance employee capabilities and skill i.e. Six Sigma, Kaizen, and Energy Management System. The company keeps developing our employees' both hard skills and soft skills. Delta doesn't not only keep focusing on deepening employees' capability but also inspiring employees' motivation and potential to fulfill continuous growth.

Training Course in 2024

- *Cross Regional Sales Forum: Integrating Mindset, Skillset, and Problem-Solving for Business Growth*

The event take place on November 18, 2024 at True Digital Park in Bangkok, Thailand, with an online option for real-time livestreaming and video recording.

In alignment with our commitment to fostering innovation and collaboration, the Cross Regional Sales Forum served as a platform where the industry leaders and top sales professionals come together to shape the future of global sales. The forum unites senior leaders from front-end and back-end sales across different regions to share valuable insights on the critical skillsets and mindsets needed for success in Delta Sales.

And through regional case studies sharing in Regional Complex Problem-Solving session, we'll delve into how to identify root causes and leverage diverse resources and strategies to tackle complex challenges effectively.

Reference : DELTA (One Report 2024 , page 73-78)

Example B.6.2

B.6.2 Does the company explicitly disclose the policies and practices on training and development programmes for its employees?

- Delta Talent Development
  - *Leader Development Process*

    Talent is always the most important asset to our company. We believe that professional leaders will be capable of transforming organizations, enacting company values, improving performance efficiencies and engaging their teams to deliver better results. To select the competent and potential talents, we follow the following four steps in identifying talents in our organization. All the talents are closely reviewed, monitored and developed with the view to help them grow.

Internal Training Hour Average (hours/FTE/year)

Year	2020	2021	2022	2023	2024*
Average	17.2	25.4	41.7	42.3	43.8
Staff	22.15	37.6	33.7	35.0	40.2
Operator	12.25	11.1	26.3	42.7	46.9

*Remark : * Reviewed but not audited.*

Reference : DELTA (One Report 2024 , page 73-78)

Example B.6.3

B.6.3 Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?

The 2023 AGM, dated April 20, 2023, approved the issuance and allocation of warrants for the purchase of ordinary shares of the Bank in the amount of up to 60,000,000 units for allotment to executives and employees ("KKP ESOP warrant") at no cost. This aimed to motivate executives and employees to efficiently and jointly work to drive business growth and productivity, allow executives and employees to participate in ownership, create bonding and loyalty to the organization, and retain talents with the organization in the long term. The Bank has guidelines and procedures to allocate such warrants to full-time employees as of June 30, 2023, in accordance with their positions and remaining working period. One unit of the KKP ESOP warrant will be entitled to purchase one ordinary share of the Bank. The exercise price is Baht 72 per share. The Bank allocated thirty-eight executives 12,624,000 units of the KKP ESOP warrants, representing 21% of the total KKP ESOP warrants.

Reference : KKP (One Report 2024 , page 144, 300)

Share-based payment

On 20 April 2023, the Annual General Meeting of the Bank's shareholders for the year 2023 approved the issuance and allocation of warrants to purchase the newly issued ordinary shares of KKP up to 60,000,000 units offered to the directors, executives, and/or employees of the Bank and its subsidiaries ("KKP ESOP Warrants") at no cost. The terms of KKP ESOP Warrants would be 4 years after the date of issuance, and the exercise ratio would be that 1 unit of warrant was entitled to purchase 1 ordinary share at Baht 72 per share. The Bank granted the KKP ESOP warrants to the directors and employees of the Bank and its subsidiaries on 1 July 2023 and 1 April 2024.

The KKP ESOP Warrant holders can exercise their rights to purchase ordinary shares according to the following conditions:

The first exercise date: 31 December 2025, exercisable amount of not exceeding 30 percent of the total number of KKP ESOP Warrants.

The 2nd exercise date: 31 December 2026, exercisable amount of not exceeding 60 percent of the total number of KKP ESOP Warrants.

The 3rd exercise date: 31 December 2027, exercisable amount of not exceeding 100 percent of the total number of KKP ESOP Warrants.

In case that any KKP ESOP Warrant holder unexercised the KKP ESOP Warrants during each exercisable period, the remaining warrants can be accumulated and exercised during the following exercisable period until the expiration date of the KKP ESOP Warrants.

Criteria	
B.7 Stakeholders including individual employee and their representative bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board and their rights should not be compromised for doing this.	
B.7.1	Does the company have a whistle blowing policy which includes procedures for complaints by employees and other stakeholders concerning alleged illegal and unethical behaviour and provide contact details via the company's website or annual report?
B.7.2	Does the company have a policy or procedures to protect an employee/person who reveals alleged illegal/unethical behaviour from retaliation?

Example B.7.1

B.7.1 Does the company have a whistle blowing policy which includes procedures for complaints by employees and other stakeholders concerning alleged illegal and unethical behaviour and provide contact details via the company's website or annual report?

Whistleblowing or Complaints

1. Issue to whistleblowing or complaints
   (1) An action of malpractice and corruption connected to the organization, directly or indirectly.
   (2) A practice of wrong procedures contrary to Company's regulations or acts of adverse effect on the Company's internal control system that raise suspicion as a possible channel for malpractice.
   (3) An act that is misconduct for gain or destroys the Company's benefits and damages the Company's reputation.
   (4) An act of illegal nature and immoral business ethics
2. Channel for whistleblowing or filing complaints.
   It is the duty of all Delta employees to report the issue to an assigned person or working units (described hereinafter) whenever encountering malpractice or corruption associated with the Company's activities that violate this policy.
3. Mechanisms for internal complaints (Delta employee's complainant)
   - Heads of working units where Delta employee belongs
   - Electronic mail box (Report.it@deltaww.com)
4. Mechanisms for external complaints (third-party complainant)
   - Electronic mail box (Whistleblow@deltathailand.com)
5. Filing a Complaint with an External Party
   E-mail : delta@whistleblowing.link
   Website : https://delta.whistleblowing.link/
   Mailing : P.O Box 241 Phra Khanong Post office Bangkok Thailand 10110
6. Urgent case please contact Company's Secretary: wilailak@deltaww.com

Investigation and Punishment

1. After receiving complaints, it will be scrutinized and investigated for fact finding by the Anti-Corruption Committee.
2. During the investigation, the Anti-Corruption Committee will appoint representatives (of management) to keep the whistleblower, or the complainant informed of progress.
3. If fact findings from the investigation unveil information or evidence reasonable to believe that the alleged person is corrupted or guilty of malpractice, the Company will inform such allegations to the alleged person. The alleged person has the right to prove him/herself of no connection with the acts of malpractice as alleged.
4. The malpractice of the alleged person is considered a violation to the anti-corruption policy, and they will face a disciplinary hearing regulated by the Company. If the malpractice is illegal, the legal penalty will also apply. As for disciplinary consideration, the ruling of the Executive Committee or Labor Relations Committee or the Audit Committee or Management deems final.

Reference : DELTA (Anti-Corruption Policy, page 8-10)

Example B.7.2

B.7.2 Does the company have a policy or procedures to protect an employee/person who reveals alleged illegal/unethical behaviour from retaliation?

Protection of whistleblower and confidentiality

1. **Protection of the whistleblower and related person**

Because filing complaints and providing information of malpractice in good faith can be of immense benefit to the Company and Delta employees as a whole, the person who files a complaint, testify, provides information and facts or gives relevant evidence to the complaint, despite trouble that might follow, will be guaranteed of no lay-off, punishment, or any harmful affect to career growth, performance assessment, welfare and related benefits eligible to Delta employees. This guarantee also applies to the employee in charge of the complaint's investigation. The Company has a policy to ensure fairness and equitable treatment to all stakeholders in accordance with the Company's regulations. The whistleblower will receive protection and the complaints will be held confidential.

2. **The anonymity and confidentiality**

Delta employees or external whistleblowers may choose to stay anonymous when reporting violations of another Delta employee. However, the Company encourages Delta employees to identify themselves when filing the report for ease of communication and investigation.

Upon completion of a report filing by Delta employees or related business partners or the external whistleblower, the working team who takes the complaint shall act for a reasonable protection and prevention measures towards efficient investigation in order to safeguard the Delta employee or the external whistleblower from harassment or unfair treatment.

Reference : DELTA (Anti-Corruption Policy, page 9)

Section C

Disclosure and Transparency

No. of items	Weightage
34	25%

Reference

- Annual Report / One Report
- Company Website

Criteria	
C.1 Transparent ownership structure	
C.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?
C.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?
C.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?
C.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?
C.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?

Example C.1.1

C.1.1 Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?

The top 10 shareholders as of December 30, 2024, the closing date of shareholders' roster were as follows.

No.	Shareholders	Shares	% of total
1	Electricity Generating Authority of Thailand	133,773,662	25.41
2	TEPDIA Generating B.V.	126,054,178	23.94
3	EGAT Saving and Credit Cooperative Limited	29,835,000	5.62
4	Social Security Office	23,093,900	1.71
5	SOUTHEAST ASIA UK (TYPE C) NOMINEES LIMITED	9,023,582	1.53
6	Vayupak Fund 1	6,535,300	1.24
7	EGAT Saving and Credit Cooperative Limited by Krungthai Asset Management Public Company Limited	6,118,400	1.16
8	STATE STREET EUROPE LIMITED	4,233,072	0.80
9	Bualuang LTF	3,063,900	0.58
10	EGAT Saving and Credit Cooperative Limited by Asset Plus Fund Management Company Limited	2,815,200	0.54

Reference : EGCO (One Report 2024, page 21-22)

Example C.1.2

C.1.2 Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?

The ultimate shareholders of EGCO's major controlling shareholders are as follows:

1. Electricity Generating Authority of Thailand ("EGAT"): This state enterprise generates, procures, and distributes electricity. It also offers electricity-related commercial services, including machinery operation and maintenance. Additionally, EGAT invests in electricity generators, and shareholders of electricity-related businesses. EGAT holds 25.41% of EGCO's outstanding shares, and 4 out of EGCO's 15 directors represent EGAT.

2. TEPDIA Generating B.V. ("TEPDIA"): TEPDIA was established to invest in EGCO comprising 3 shareholders as follows:

2.1. JERA Power Management Asia B.V. ("JERA"), a wholly owned subsidiary of JERA Co., Inc., which itself is a joint venture of Tokyo Electric Power Group and Chubu Electric Power Group-procures and transports the fuels needed to operate its thermal power plants in Japan and overseas. JERA holds 11.97% of EGCO's voting shares via TEPDIA Generating B.V. Two of EGCO's 15 directors represent JERA.

2.2. DGA Thailand B.V. ("DGA Thailand"), a wholly owned subsidiary of Mitsubishi Corporation ("MC"), which develops and operates businesses in nearly every industry-indirectly holds 5.985% of EGCO's voting shares via TEPDIA Generating B.V. One of EGCO's 15 directors represents DGA Thailand.

2.3. Kyuden International Europe B.V. ("Kyuden International"), a wholly owned subsidiary of Kyushu Electric Power Co., Inc., is shifting from investing in independent power producers (IPPs) to international power businesses with a focus on Asia's growing markets. Kyuden International holds 5.985% of EGCO's voting shares through TEPDIA Generating B.V. One of EGCO's 15 directors represents Kyuden International.

As of December 30, 2024

Reference : EGCO (One Report 2024, page 22)

Example C.1.3 + C.1.4

C.1.3 Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?

C.1.4 Does the company disclose the direct and indirect (deemed) shareholdings of senior management?

The Board and their share ownership in EGCO as of January 31, 2025, are as listed below:

Director	Number of Shares		
	Director	Spouse/ Minor Child	Increase/ Decrease (Jan 1, 2024 - Jan 31, 2025)
1. Mr. Prasert Sinsulprasert [1] - Chairman - Chairman of Investment Committee	-	-	-
2. Mr. Pasu Loharjun - Vice Chairman - Lead Independent Director - Chairman of Corporate Governance and Sustainability Committee - Member of Nomination and Remuneration Committee	800	-	-
3. Mr. Somkit Lertpaithoon [2] - Independent Director - Member of Risk Oversight Committee - Member of Corporate Governance and Sustainability Committee	-	-	-
4. Mr. Supanit Chaiyawat [3] - Independent Director - Member of Corporate Governance and sustainability Committee	-	-	-
5. Mr. Anya Khanthavit - Independent Director - Chairman of Risk Oversight Committee - Member of Audit Committee	-	29,000	16,000
6. Mr. Paisan Mahapunnaporn - Independent Director - Chairman of Audit Committee - Member of Nomination and Remuneration Committee	-	2,000	-

Management

The list of the Management team and their share ownership in EGCO in accordance with SEC notification as of January 31, 2025 is as follows:

Management	Position	Number of Share		
		Director	Spouse/ Minor Children	Increase/ Decrease (Jan 1, 2024 - Jan 31, 2025)
1. Miss Jiraporn Sirikum	President	-	-	-
2. Mr. John Matthew Palumbo	Senior Executive Vice Present - Business Development - International	-	-	-
3. Mr. Prasit Laohawirapap	Senior Executive Vice Present - Business Development - Domestic	-	-	-
4. Mr. Somkiat Suttiwanich	Chief Financial Officer	-	-	-
5. Mr. Gumpanart Bumroonggit	Senior Executive Vice Present - Operation	-	-	-
6. Mr. Amornrat Debhasdin Na Ayudhya	Executive Vice President - Accounting	330	-	-
7. Miss Sudruedee Lertkasem	Executive Vice President - Finance	100	-	-
8. Mr. Jodpong Tengtonwong	Executive Vice President - Subsidiaries Accounting and Finance	1,900	1,000	-

Reference : ECGO (One Report 2024 , page 125-129)

Example C.1.5

C.1.5 Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?

The Structure of Business Group

As of December 31, 2024. The structure of the business group and associate Company are as follows:

Remark

Home Product Center (Vietnam) Co.,Ltd. ceased operations on June 30, 2024, and is currently in the process of dissolution.

Reference : HMPRO (One Report 2024, page 50)

Criteria	
C.2 Quality of Annual Report	
Does the company's annual report disclose the following items:	
C.2.1	Corporate objectives *(Noted: there should be a disclosure of short-term or long-term goals.)*
C.2.2	Financial performance indicators *(Examples include, ROI, ROE, ROS, and EPS.)*
C.2.3	Non-financial performance indicators *(Examples include, customer satisfaction index, and market share, plant utilisation rate, occupancy rate, and ESG indicators, staff turnover, diversity, training hours, accident/fatality rate)*
C.2.4	Dividend policy * A quantifiable dividend policy, target dividend pay-out ratio must be disclosed.
C.2.5	Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of all directors/commissioners

Example C.2.1

C.2.1 Corporate objectives

Corporate Objectives

For the Company to become a "leader in Retail-led Mixed-use real estate development and a top player in its core businesses including residential, hotel, and office rental businesses", it has therefore established its objectives or goals of the organization as follows:

1. To be an industry leader with sustainable growth under the Retail-led Mixed-use developer strategy: By accelerating the development of new shopping centers in potential provinces to expand the market and seek new revenue streams, including the expansion in residential, hotel, and office businesses to generate stable turnover and maintain leadership in all industries.
2. To be the top-of-mind brand for our partners and customers: Through the development of products and services for customers to always enjoy new experiences, Central Pattana can be truly developed to be a "Center of Life" that can open a comprehensive customer experience with an omnichannel platform.
3. To create a business ecosystem that can maximize synergistic ecosystem through all businesses: By joining forces with all business groups of Central Pattana and Central Group, including various partners to strengthen collaboration for success, expand the business partner network, and continuously seek new business opportunities.
4. To be a sustainable organization with an innovative, productive, and efficient DNA culture: By reforming the organization to increase efficiency, develop effectiveness, and promote innovation (BEST & FIT Project), and to sustainably develop the organization in terms of society, environment, and governance.

Reference : CPN (One Report 2024, page 20)

Example C.2.2

C.2.2 Financial performance indicators

Financial Ratio

(Unit : Baht)

Profitability Ratio				
14 Gross Profit Margin	%	36.99	33.79	34.01
15 Gross Profit Margin by Segment				
Residential business	%	32.14	28.17	25.93
Industrial business [(2)]	%	52.35	52.17	50.55
Commercial business	%	37.85	41.57	46.02
16 Operating Profit Margin	%	23.75	18.89	18.62
17 Net Profit Margin (Profit for the year)	%	15.08	11.07	10.07
18 Net Profit Margin (Profit attributable to owners of parent)	%	15.08	11.01	9.87
19 Return on Assets	%	2.57	1.90	1.49
20 Return on Fixed Assets	%	8.31	6.94	6.14
21 Return on Equity (Profit attributable to owners of parent)	%	6.97	5.03	3.91
22 Dividend Payout Ratio	%	40.47	50.10	50.00

Reference : FPT (One Report 2024, page 128)

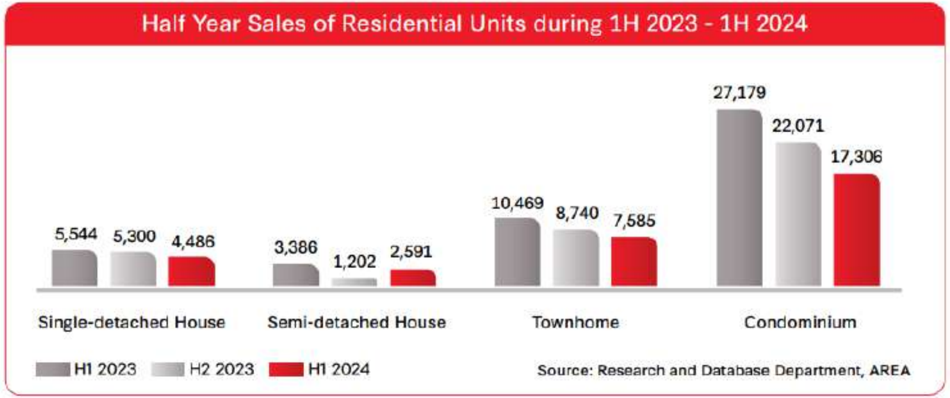
Example C.2.3

C.2.3 Non-financial performance indicators

(Example: customer satisfaction index, and market share, plant utilisation rate, occupancy rate, and ESG indicators, staff turnover, diversity, training hours, accident/fatality rate.)

Example - market share

The number of residential units sold in six-month period from the first half of 2023 to the first half of 2024, categorized by product, were shown in the following chart:



In the first half of 2024, the Company sold the residential units total of 903 units, accounted for 3% of total market share.

Example - customer satisfaction index

In 2024, customer satisfaction in the industrial property business for factories was 92%, increased from 87% in 2023.

Example - training hours

Details of participating in training in 2024

Description	Amount
Employee who attended the training (persons)	1,216
Internal Training (courses)	271
External Training (courses)	1,003
Total Training Expense (Baht)	**19,810,673 Baht**

Average Training Hours Over the Last 3 Years (2022 - 2024)

Description	2022	2023	2024
Total Number of Employees (Persons)	1,333	1,365	1,349
Total Training Hours (Hours)	76,470	75,637	94,221
Average training hours (Hours/Person/Year)	57	55	70

Reference : FPT (One Report 2024, page 38, 62, 161)

Example C.2.4

C.2.4 Dividend policy

* A quantifiable dividend policy, target dividend pay-out ratio must be disclosed.

1.6 Dividend Policy

1. Dividend Policy of Siam Global House Public Company Limited

The Company has the policy of dividend payment to shareholders not less than 30% of the net profit for each year after deducting the legal reserves in all types as stipulated in articles of association and laws.
If there are no any other necessity event to use such funds and the dividend payment does not have a significant impact on the normal operations of the company.

The dividend payment for the year 2021 - 2023

	2021	2022	2023
Earnings per share (Baht : Share)	0.7052	0.7075	0.7012
Dividend per share (Baht : Share)	0.2548	0.2546	0.2144
Proportion of dividends payment of net profit (%)	42.30	42.48	43.11

Reference : GLOBAL (One Report 2024, page 38)

Example C.2.5

C.2.5 Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of all directors/commissioners

Information of Directors and Executives

1. Mr. B

Type of Director

- Non-executive director

Age 79 Years Nationality Thai

Position

- Chairman
- Authorized Director

Date of Appointment as a Director : 26 February 2008

Term of the director until December 2024 : 16 Years

Term of Office				Education / Training
1st Term	26 February 2008	-	28 April 2011	• Master of Engineering, Lamar University, Texas, USA
2nd Term	28 April 2011	-	4 April 2013	• Bachelor of Engineering Program in Civil Engineering, Khon Kaen University
3rd Term	4 April 2013	-	22 April 2015	
4th Term	22 April 2015	-	30 April 2018	Training in 2024
5th Term	30 April 2018	-	7 April 2021	-None-
6th Term	7 April 2021	-	10 April 2024	
7th Term	10 April 2024	-	Present	

Training by the Thai Institute of Directors Association (IOD)	GICS Industry Experience Consumer Discretionary
• Director Accreditation Program 21 / 2004 and 27 / 2004 • Finance for Non-Finance Director 24 / 2005 • Understanding the Fundamental of Financial Statements Program (UFS) 5 / 2006 • Audit Committee Program 22 / 2008 • The Role of Chairman Program 26 / 2011 • Director Certification Program 166 / 2012	• 2011-December 2019: Chairman of the Board and Director, Eco Lighting Co., Ltd, Oversaw the company's operations in the distribution of electrical equipment. • 2015-Present: Chairman of the Board, DTC Enterprises Public Company Limited, Overseeing the company's operations in the design, research, and development of GPS tracking systems, and IoT solutions, and Artificial Intelligence (AI). Leading R&D efforts in software systems for transportation management and other related technologies.

The Brief Working Experience in 5 years		
Period	Position	Company
Director position listed company : 3 Companies		
2008 – Present	• Chairman	Siam Global House PCL.
2012 - Present	• Chairman	Sea Oil PCL.
2015 - Present	• Chairman	D.T.C Enterprise PCL
Director position non-listed company : 2 Companies		
2017 - Present	• Chairman	LAO Agro Tech Public Company
2017 - Present	• Chairman	Global House (Cambodia) Co., Ltd

Reference : GLOBAL (One Report 2024, page 269)

Criteria	
Corporate Governance Confirmation Statement	
C.2.6	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?
C.3 Remuneration of Members of the Board and Key Executives	
C.3.1	Is there disclosure of the fee structure for non-executive directors/commissioners?
C.3.2	Does the company publicly disclose [i.e. annual report or other publicly disclosed documents] details of remuneration of each non-executive director/commissioner?
C.3.3	Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?
C.3.4	Does the company publicly disclose [i.e. annual report or other publicly disclosed documents] the details of remuneration of each of the executive directors and CEO [if he/she is not a member of the Board]?

Example C.2.6

C.2.6 Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?

6.3.2 Applying Good Corporate Governance Code for listed companies 2017 (CG Code)

The Board of Directors gives the importance to the good Corporate Governance Code for listed companies 2017 as stipulated by the Securities and Exchange Commission (SEC). The Boards has approved to review and revise the Corporate Governance and Business Ethics Manual of the company to be up-to-date and conform to new principal, as well as apply properly with the company's business. For 2024, the company has followed CG Code as mentioned, exclude the following issues :

Unpracticed	Reason
The Chairman should be independent Director	Although the company's chairman is not independent director, but the Chairman performs his duties to govern the company with fairness and transparency, the company have adequate internal control system, checks and balances in operational machinery and transparent, adhere to good corporate governance code and perform his duties with always regard to benefits of stakeholders.

Reference : GLOBAL (One Report 2024, page 162)

Example C.3.1

C.3.1 Is there disclosure of the fee structure for non-executive directors/commissioners?

- Compensation for the Board of Directors and Subcommittees in 2024 (The Company has used the Same Compensation Package Since 2006)

Board and Committee	Monthly Compensation/ Person	Meeting Allowance Per Time/Person
1. Board of Directors		
Chairman	60,000 Bath	60,000 Bath
Director	45,000 Bath	45,000 Bath
2. The Board's Committees include the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Governance and Sustainability Committee, and Other Committees that May be Appointed by the Board of Directors in the Future.		
Chairman	N/A	60,000 Bath
Director	N/A	45,000 Bath

Reference : IRPC (One Report 2024, page 277)

Example C.3.2

C.3.2 Does the company publicly disclose [i.e. annual report or other publicly disclosed documents] details of remuneration of each non-executive director/commissioner?

Compensation for the Board of Directors in 2024

(Unit : Time)

Name	Compensation	Meeting allowance for the Board of Directors	Meeting allowance for the Board's Committees	Total
1. Professor Bundhit Eua-arporn, Ph.D.	521,500	600,000	-	1,121,500
2. Asst. Prof. Dr. Chaiyaporn Puprasert	540,000	630,000	300,000	1,470,000
3. Mr. Chansak Chuenchom	540,000	585,000	420,000	1,545,000
4. Mr. Yordchatr Tasarika	540,000	630,000	840,000	2,010,000
5. General Aittipol Suwannarat	540,000	630,000	315,000	1,485,000
6. Mr. Somchai Rungsrithananon	540,000	630,000	630,000	1,800,000
7. M.D. Korn Pongjitdham	540,000	630,000	495,000	1,665,000
8. Dr. Pornchai Thiraveja	540,000	630,000	435,000	1,605,000
9. Dr. Khanapoj Joemrith	399,000	450,000	225,000	1,074,000
10. Dr. Komol Buaket	399,000	450,000	225,000	1,074,000
11. Dr. Buranin Rattanasombat	193,065	180,000	90,000	463,065
12. Pol.Lt.Gen. M.D. Sopnaush Singhjaru	193,065	180,000	225,000	598,065
13. Mr. Pongpun Amornvivat	193,065	180,000	90,000	463,065
14. Mr. Terdkiat Prommool [1]	135,000	135,000	90,000	360,000

Reference : IRPC (One Report 2024, page 278)

Example C.3.3

C.3.3 Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?

Executives Remuneration Policies GRI2-19

The remuneration for all executives, from the Chief Operating Officer (COO)/ the Chief Financial Officer (CFO) to the Senior Executive Vice President (SEVP) and below, is governed by the policy and guidelines established by the PTT Board of Directors. This remuneration is directly linked to PTT's performance, as assessed through the State Enterprise Performance Agreement (PA) set by the Ministry of Finance. The Chief Executive Officer and President and senior executives collaboratively define Key Performance Indicators (KPIs) annually, aligned with the Company's operational objectives for that year, as well as the long-term strategic business goals. These KPIs encompass the perspectives of the Balanced Scorecard, including: financial performance, customer satisfaction, internal processes, learning and development, product performance, and human resources. These indicators guide the Company's operations and form the basis for evaluating the performance of the Chief Executive Officer and President and all senior executives.

As defined by the SEC, PTT has five executives in the following positions:

1. Chief Executive Officer (CEO) and President
2. Chief Operating Officer (COO) of the Upstream Petroleum and Natural Gas Business Group
3. Chief Operating Officer (COO) of the Downstream Petroleum Business Group
4. Chief Operating Officer (COO) of the New Business and Sustainability Group
5. Chief Financial Officer (CFO)

Reference : PTT (Company website)

Example C.3.3

C.3.3 Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?

Components of Executive Compensation at All Levels GRI2-19

Fixed and Variable Compensation

PTT compensates its executives, starting from the Chief Operating Officer (COO) and Deputy Group Managing Directors, with a monthly salary. This salary is determined according to a structured pay scale that reflects the responsibilities and job levels of each position. The salary structure is designed to align with each role's responsibilities and is regularly benchmarked against comparable companies in the industry to ensure competitiveness. Additionally, salary increases are based on individual performance assessments, specifically KPIs, conducted annually.

PTT also offers incentive-based compensation in the form of an annual bonus for all executives. The bonus is subject to approval by the PTT Board of Directors, with consideration given to factors such as the Company's overall performance, the achievement of key goals during the year, inflation rates, and compensation data from peer companies in the Oil & Gas sector. For executives and employees at the managerial level or above, a variable bonus is determined based on the achievement of individual KPIs, which are aligned with the Balanced Scorecard perspectives. This structure ensures that executives and employees are incentivized to meet the Company's strategic goals.

Post-Retirement Benefits

In addition to compensation received during employment, PTT offers post-retirement benefits to its executives, starting from the Chief Operating Officer (COO) and Deputy Group Managing Directors, as well as employees who retire according to the guidelines set by the State Enterprise Labor Relations Committee (SERC). PTT has established a provident fund to help ensure that employees have sufficient savings for retirement and to provide financial support for post-retirement healthcare. After retirement, PTT provides retirees and their families with access to medical services at PTT healthcare facilities, at no cost to the employee.

Reference : PTT (Company website)

Example C.3.4

C.3.4 Does the company publicly disclose [i.e. annual report or other publicly disclosed documents] the details of remuneration of each of the executive directors and CEO [if he/she is not a member of the Board]?

The total compensation of the Chief Executive Officer and President of PTT for 2024 (Unit: Baht)

Compensation of the Chief Executive Officer and President	2024
Total Salary	31,849,041
Bonus	10,357,217
Total	**42,206,258**

Remark: The compensation for the Chief Executive Officer and President includes remuneration provided by PTT for additional duties, such as serving as chairman or director of subsidiary companies within the PTT Group, as assigned. In such a case, the Chief Executive Officer and President has fulfilled the terms of his/her management contract for the position of President.

The total compensation of PTT senior executives according to the SEC definition (4 individuals) for 2024 (Unit: Baht).

Compensation	Number of Individuals By Position (individuals)	Amount (Baht)
Total Salary	4	36,950,220
Total Bonus	4	18,777,584
Total		55,727,804

Remark 1: The ratio of the total compensation of the Chief Executive Officer and President to the median total compensation of employees GRI 2-21 (excluding secondment-in and assignment-in employees) is 25.75:1.

Remark 2: The ratio of the increase in total compensation of the Chief Executive Officer and President to the median increase in total compensation of employees GRI 2-21 (excluding secondment-in and assignment-in employees) is -35.18:1

Remark 3: The median employee compensation (excluding the Chief Executive Officer) is 1,638,828.75 baht

Reference : PTT (Company website)

Thai Institute of Directors

Criteria	
C.4 Disclosure of related party transactions (RPT)	
C.4.1	Does the company disclose its policy covering the review and approval of material RPTs?
C.4.2	Does the company disclose the name, relationship, nature and value for each material RPTs?
C.5 Directors and commissioners dealings in shares of the company	
C.5.1	Does the company disclose trading in the company's shares by insiders?
C.6 External auditor and Auditor Report	
C.6.1	Are the audit and non-audit fees disclosed?
C.6.2	Does the non-audit fee exceed the audit fees?

Example C.4.1

C.4.1 Does the company disclose its policy covering the review and approval of material RPTs?

Measure/ Procedure of Approval of Related Transaction

For current and expectedly future related transactions, these include: sales of goods to Land and Houses Plc. and Quality Houses Plc.; rental of space in the Wave Place building from the Quality Houses Leasehold Property Fund; and leasing space and some deposit transactions with Land and Houses Bank Plc.

For the sales of goods transactions, the Company determined prices according to the market prices, which are the prices that buyers can purchase from other manufacturers or distributors. Generally, product specifications and prices are determined in advance. Similar to the purchase transactions, the Company purchases goods at market prices, which can be purchased from other manufacturers or distributors. Regarding these related transactions, the Audit Committee has reviewed and opined that these transactions are in line with the nature of general business operations, and that the Company has received and paid compensation at fair market prices.

Reference : HMPRO (One Report 2024, page 306)

Example C.4.2

C.4.2 Does the company disclose the name, relationship, nature and value for each material RPTs?

Related Transaction

In 2024, the Company and its subsidiaries had significant business transactions with related companies (related by means of having common shareholding or co-directors). These transactions were in accordance with normal commercial terms and agreed-upon the ordinary course of business. In addition, the Company had no transactions involving financial assistance, such as loans or credit guarantees, to companies that are not subsidiaries.

As of December 31, 2024 and 2023, the Company had outstanding balances with the related transactions which are summarized as follows:

Company name/ Nature of Affiliation	Transaction	Amount (THB thousands) 31 Dec 23	31 Dec 24	The Audit Committee's and Management's Opinions
1. Land and Houses Plc.				
• Being a major shareholder of the Company by holding 30.23% of total paid-up capital, as of September 11, 2024	Sales income	49,006	38,827	Such value was the appropriate selling price as it was the same as the market price, which the Company sells to the other manufacturers or sellers.
	Trade and other receivables	4,394	4,123	
• Having 2 co-directors 1. Mr. Naporn Soonthornchitcharoen 2. Mr. Achawin Asawabhokin				

Reference : HMPRO (One Report 2024, page 305)

Example C.5.1

C.5.1 Does the company disclose trading in the company's shares by insiders?

4. Details of changes in the Company's shareholding by the Directors in 2024

No.	Name - Surname	Position	No. of shares as of 1 Jan 24	Changes in no. of shares	No. of shares as of 31 Dec 24	Shareholding (%)	Value as of 31 Dec 24 (Baht)
1	Mr. Anant Asavabhokhin	Chairman	-	-	-	-	-
	Spouse and minor children		-	-	-	-	-
2	Mr. Khunawut Thumpomkul	Chairman of the Executive Committee/ Nomination and Remuneration Committee/ Director	142,122,189	-	142,122,189	1.08%	1,335,948,577
	Spouse and minor children		-	-	-	-	-
3	Mr. Boonsom Lerdhirunwong	Chairman of the Audit Committee/ Independent Director	-	-	-	-	-
	Spouse and minor children		-	-	-	-	-
4	Mr. Naporn Sunthornchitcharoen	Chairman of the Nomination and Remuneration Committee/ Executive Committee/ Director	-	-	-	-	-
	Spouse and minor children		-	-	-	-	-
5	Mr. Rathian Srimongkol	Audit Committee/ Independent Director	-	-	-	-	-
	Spouse and minor children		-	-	-	-	-
6	Asst. Prof. Dr. Kessara Thanyalakpark	Audit Committee / Independent Director	-	-	-	-	-
	Spouse and minor children		-	-	-	-	-
7	*Mr. Pornwut Sarasin	Nomination and Remuneration Committee/ Independent Director	503,446	1,481,400	1,984,846	0.02%	18,657,552

Reference : HMPRO (One Report 2024, page 290)

Example C.6.1 + C.6.2

C.6.1 Are the audit and non-audit fees disclosed?

C.6.2 Does the non-audit fee exceed the audit fees?

9. Audit Fee

According to the minutes of the Annual General Shareholders' Meeting in 2024 which resolved to appoint the Auditors of EY Office Limited as the Company's and its subsidiaries' auditor of 2024, with the audit fee of Baht 4,175,000 and other fee, i.e. fee for being witness for destruction of damaged goods at approximately Baht 150,000. Moreover, there may be additional audit fees from the expansion of new stores and registration of new company whose fee does not exceed Baht 1,500,000. The actual audit fees for the Company and its subsidiaries, and other services fee as follows:

(Unit : Baht)

Fees type	2022	2023	2024
Audit Fee	3,715,000	4,000,000	4,175,000
Other Service	60,000	75,065	150,000
Total	**3,775,000**	**4,075,065**	**4,325,000**

Reference : HMPRO (One Report 2024, page 246)

Criteria	
C.7 Medium of communications	
Does the company use the following modes of communication?	
C.7.1	Quarterly reporting
C.7.2	Company website
C.7.3	Analyst's briefing
C.7.4	Media briefings /press conferences

Example C.7.1

C.7.1 Quarterly reporting

Date/Time 06 Aug 2024 12:48:00

Headline

Financial Statement Quarter 2/2024 (Reviewed)

Symbol ITC Source ITC

Full Detailed News

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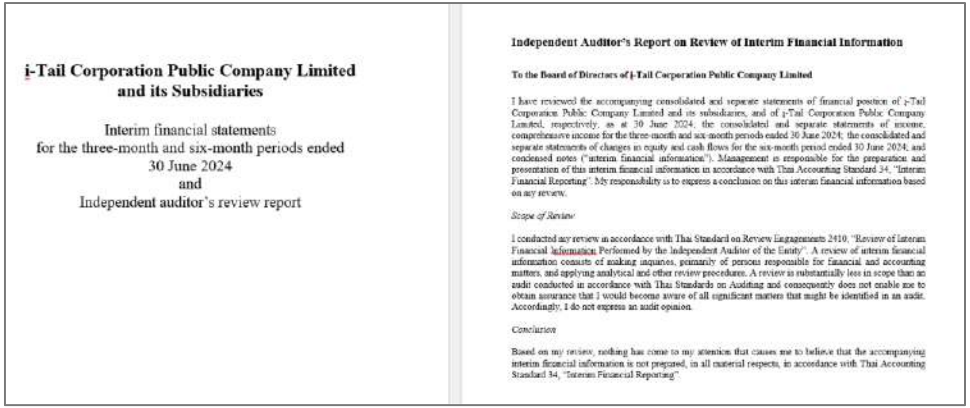


i-Tail Corporation Public Company Limited
and its Subsidiaries

Interim financial statements
for the three-month and six-month periods ended
30 June 2024
and
Independent auditor's review report

Independent Auditor's Report on Review of Interim Financial Information

To the Board of Directors of i-Tail Corporation Public Company Limited

I have reviewed the accompanying consolidated and separate statements of financial position of i-Tail Corporation Public Company Limited and its subsidiaries, and of i-Tail Corporation Public Company Limited, respectively, as at 30 June 2024; the consolidated and separate statements of income, comprehensive income for the three-month and six-month periods ended 30 June 2024; the consolidated and separate statements of changes in equity and cash flows for the six-month period ended 30 June 2024; and condensed notes ("interim financial information"). Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34, "Interim Financial Reporting". My responsibility is to express a conclusion on this interim financial information based on my review.

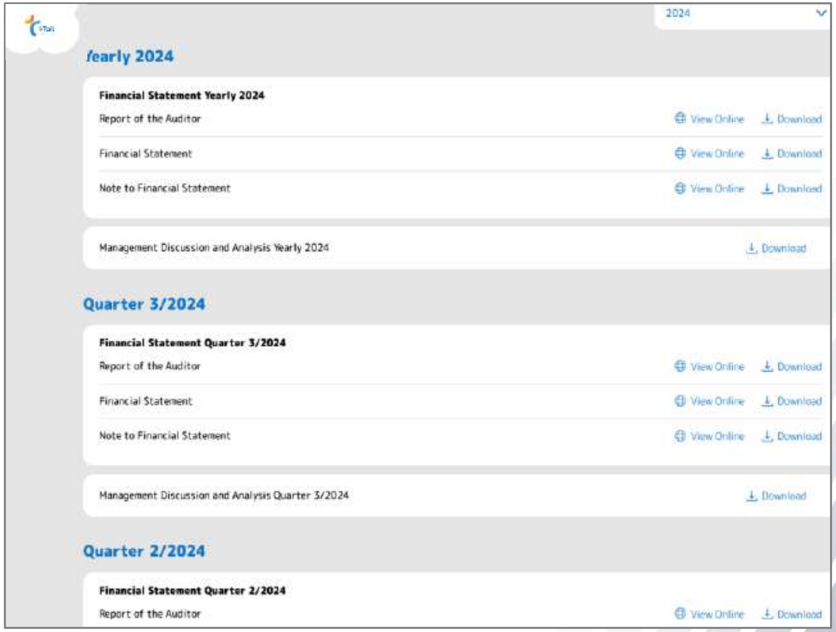
Scope of Review

I conducted my review in accordance with Thai Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Thai Standards on Auditing and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34, "Interim Financial Reporting".

Reference : ITC (SET Website)



2024

Yearly 2024

Financial Statement Yearly 2024

Report of the Auditor	View Online	Download
Financial Statement	View Online	Download
Note to Financial Statement	View Online	Download

Management Discussion and Analysis Yearly 2024 — Download

Quarter 3/2024

Financial Statement Quarter 3/2024

Report of the Auditor	View Online	Download
Financial Statement	View Online	Download
Note to Financial Statement	View Online	Download

Management Discussion and Analysis Quarter 3/2024 — Download

Quarter 2/2024

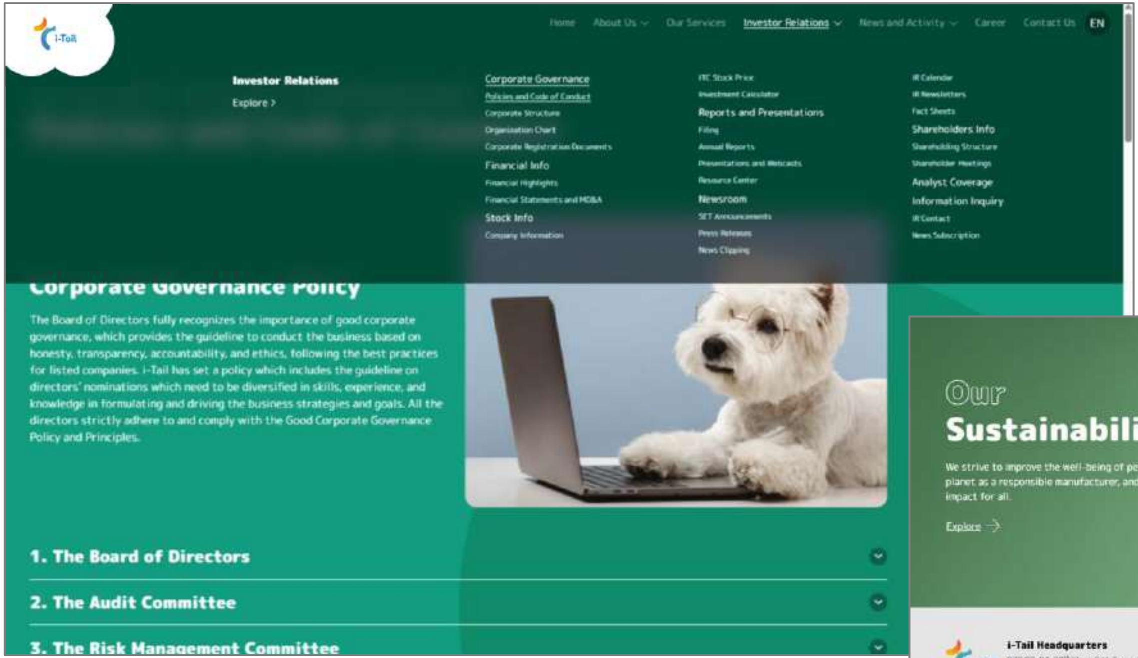
Financial Statement Quarter 2/2024

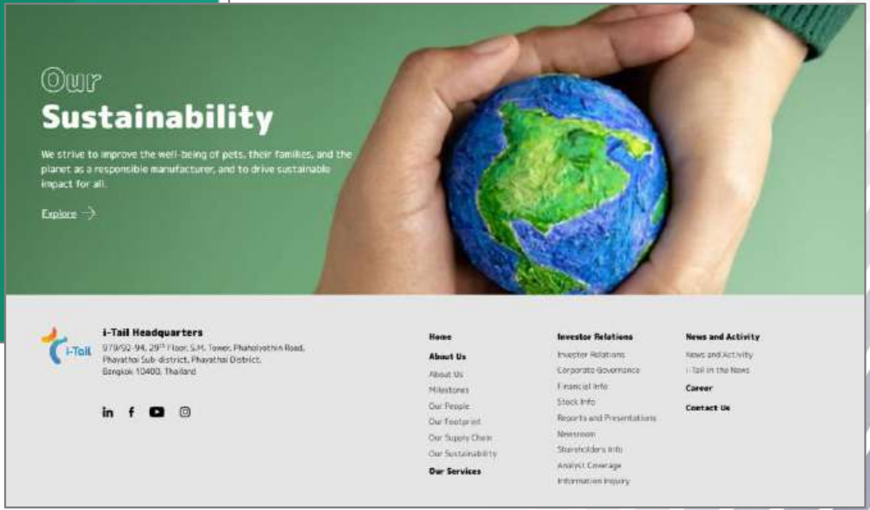
Report of the Auditor	View Online	Download

Reference : ITC (ITC Website)

Example C.7.2

C.7.2 Company website





Reference : ITC (Company Website)

Example C.7.3

C.7.3 Analyst's briefing

Reference : ITC (ITC website)

Example C.7.4

C.7.4 Media briefings /press conferences

Public Disclosure

The Board of Directors recognizes the importance of accurate, comprehensive, and transparent disclosure of information to all shareholders, investors, and related parties equally. The Company requires that information about its operations and financial status be clearly and timely communicated within the framework of the law. This ensures that shareholders, investors, or interested parties can readily comprehend the Company's information, thereby making it an acceptable and attractive investment opportunity. Furthermore, The Company discloses information to the public to obtain a public view of the company, which is part of setting future goals and strategies of the Company.

Reference : ITC (One Report 2024 , page 124)

In the year 2024, the Company disclosed its operating and financial information through various channels. The details are as follows:

1. Company executives offer insights into operational results and address queries from analysts, investors, and shareholders through a range of activities as outlined below.
    - Company Visit 9 Times
    - Conference Call 37 Times
    - Analyst Meeting 4 Times
    - Opportunity Day by SET 4 Times
    - Oversea Roadshow 3 Times
    - Local Roadshow 5 Times
    - Media interview 1 Time

3. Conducting 23 informational meetings and press conferences (online) for the media.

Criteria	
C.8 Timely filing / release of annual / financial reports	
C.8.1	Are the audited annual financial report / statement released within 120 days from the financial year end?
C.8.2	Is the annual report released within 120 days from the financial year end?
C.8.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/ commissioners and/or the relevant officers of the company?

Example C.8.1

C.8.1 Are the audited annual financial report / statement released within 120 days from the financial year end?

Date/Time 27 Feb 2025 18:47:00

Headline

Financial Statement Yearly 2024 (Audited)

Symbol **HANA** Source **HANA**

Full Detailed News

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Reference : HANA (SET Website)

Audited Annual Financial Report	**27 Feb 2024**
Financial Year End	**31 Dec 2023**
Total	**58 days**

Example C.8.2

C.8.2 Is the annual report released within 120 days from the financial year end?

HANA Microelectronics Public Co., Ltd.
68/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210

29 March 2024

Subject: **Notice of 2024 AGM on the Company's website**
To: **The President**
The Stock Exchange of Thailand

Hana Microelectronics Public Co., Ltd. shall convene 2024 Annual General Meeting of Shareholders on Tuesday, 30 April 2024, at 14.00 hrs. at the Headquarters, 68/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210.

In order to provide sufficient leadtime to shareholders to review AGM agenda items and supporting information, the Company has disclosed the Notice of the Annual General Meeting of Shareholders Year 2024 with all supporting documents on the Company's website www.hanagroup.com under the subject Investor Relations > SET News from 29 March 2024 onwards. The 56-1 One Report 2023 will be available on the Company's website subsequently after completion. Those documents can be download from QR Code and URL on QR Code Registration Form which shall be delivered to shareholders whose names appear in the share register book as at 14 March 2024.

The Company grants shareholders to send questions relating to the agenda of the meeting in advance to the company secretary at e-mail: jirapak@hanabk.th.com or facsimile no. 66-2-5511299 from now on until 19 April 2024.

Please be informed accordingly.

Reference : HANA (SET Website)

Annual Report Released	**29 March 2024**
Financial Year End	**31 Dec 2023**
Total	**89 days**

Example C.8.3

C.8.3 Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relevant officers of the company?

Board of Directors' Responsibility for Financial Statements

The Board of Directors is responsible for ensuring that the financial statements are prepared in accordance with generally accepted accounting principles and that appropriate accounting policies are consistently applied. This includes exercising careful and reasonable judgment in the preparation of the financial statements and all material information is fully disclosed in the notes to the financial statements. Additionally, the Board ensures that necessary clarifications and analyses regarding the financial positions and performance of the Company and its subsidiaries are provided and serve the interests of shareholders and investors.

The Board is responsible for maintaining the internal control system and risk management system to reasonably ensure that assets are safeguarded against unauthorized use or disposition, and that the accounting records are sufficiently reliable to enable the preparation of financial statements that conform in all material respects with generally accepted accounting principles.

The Board of Directors has appointed an Audit Committee, which meets throughout the year to review significant accounting, internal control, and auditing matters with management and the auditors.

The Board is of the opinion that the financial statements of Hana Microelectronics Public Company Limited and its subsidiaries for the year ending December 2024 are, in all material respects, accurate, complete, and reliable.

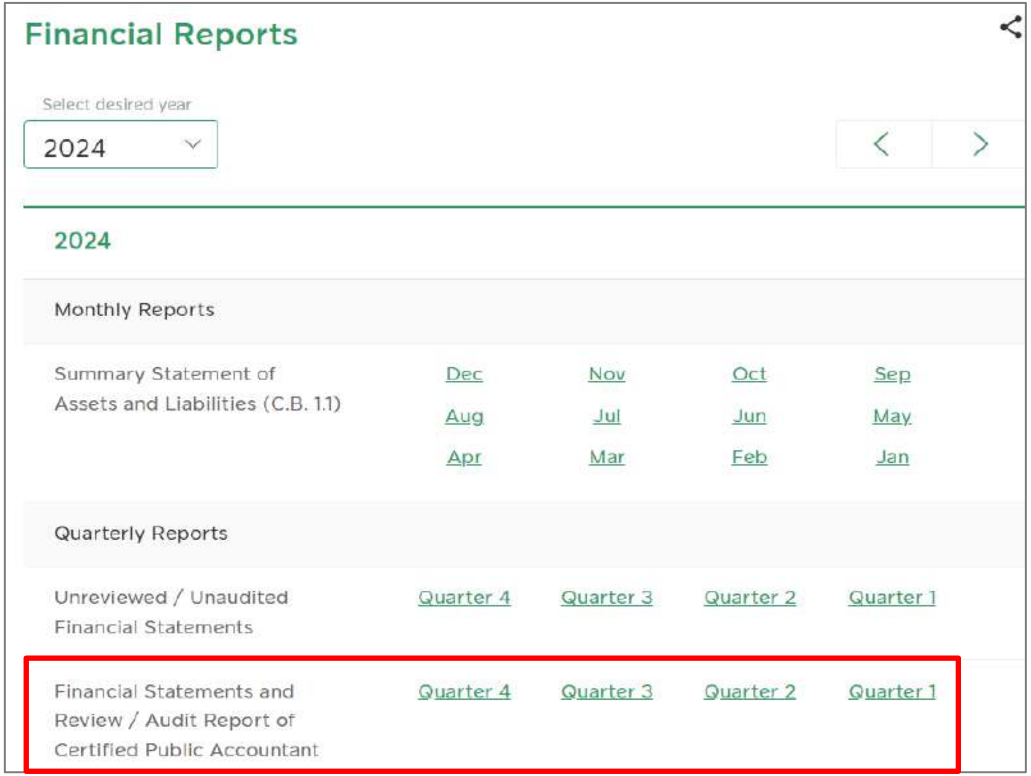
Mr. John Thompson	Mr. Richard David Han
Chairman of the Board of Directors	Executive Vice Chairman and Chief Executive Officer

Reference : HANA (One Report 2024 , page 210)

Criteria	
C.9 Company website	
Does the company have a website disclosing up-to-date information on the following:	
C.9.1	Financial statements/reports (latest quarterly)
C.9.2	Materials provided in briefings to analysts and media
C.9.3	Downloadable annual report
C.9.4	Notice of AGM and/or EGM
C.9.5	Minutes of AGM and/or EGM
C.9.6	Company's constitution (company's by-laws, memorandum and articles of association)
C.10 Investor relations	
C.10.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?

Example C.9.1

C.9.1 Financial statements/reports (latest quarterly)



Reference : KBANK (Company Website)

Example C.9.2

C.9.2 Materials provided in briefings to analysts and media

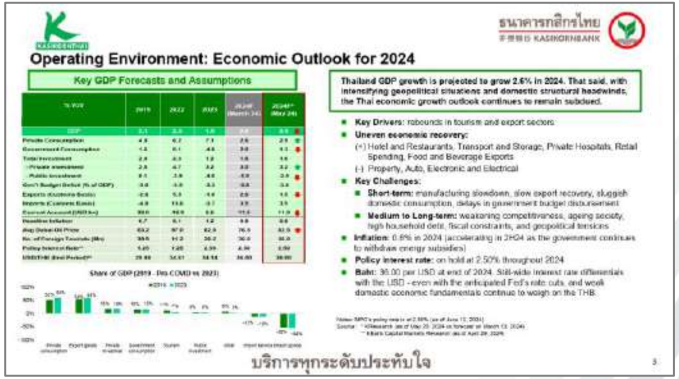
Presentations & Web Cast

Select desired year

2024

2024

Date	Subject	Download
17/12/2024	Investor Presentation: Monthly Economic Information - December 2024	615 KB
11/12/2024	Investor Presentation: Quarter 3/2024	7 MB
11/11/2024	Investor Presentation: Monthly Economic Information - October 2024	553 KB
21/10/2024	Presentation for Analyst Meeting: Quarter 3/2024	385 KB
11/10/2024	Investor Presentation: Monthly Economic Information - September 2024	614 KB
01/10/2024	Investor Presentation: Quarter 2/2024	6 MB
09/09/2024	Investor Presentation: Monthly Economic Information - August 2024	1 MB
09/08/2024	Investor Presentation: Monthly Economic Information - July 2024	625 KB
19/07/2024	Presentation for Analyst Meeting: Quarter 2/2024	294 KB

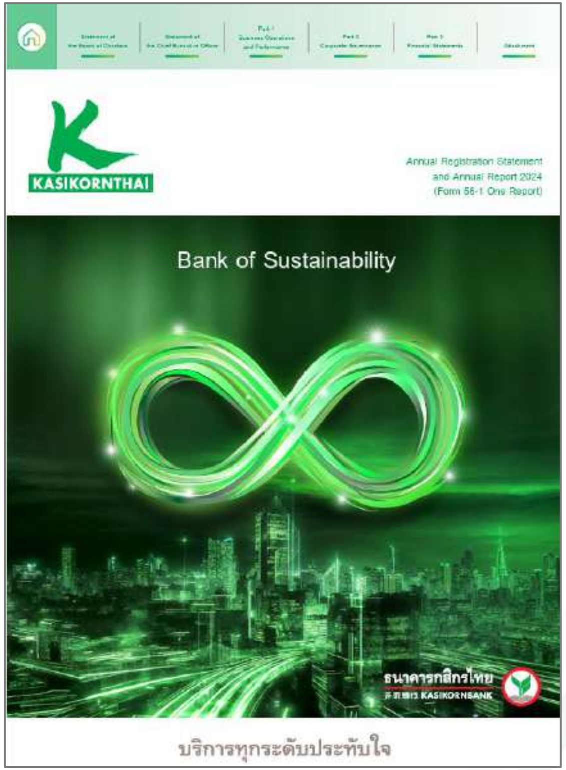


Reference : KBANK (Company Website)

Example C.9.3

C.9.3 Downloadable annual report

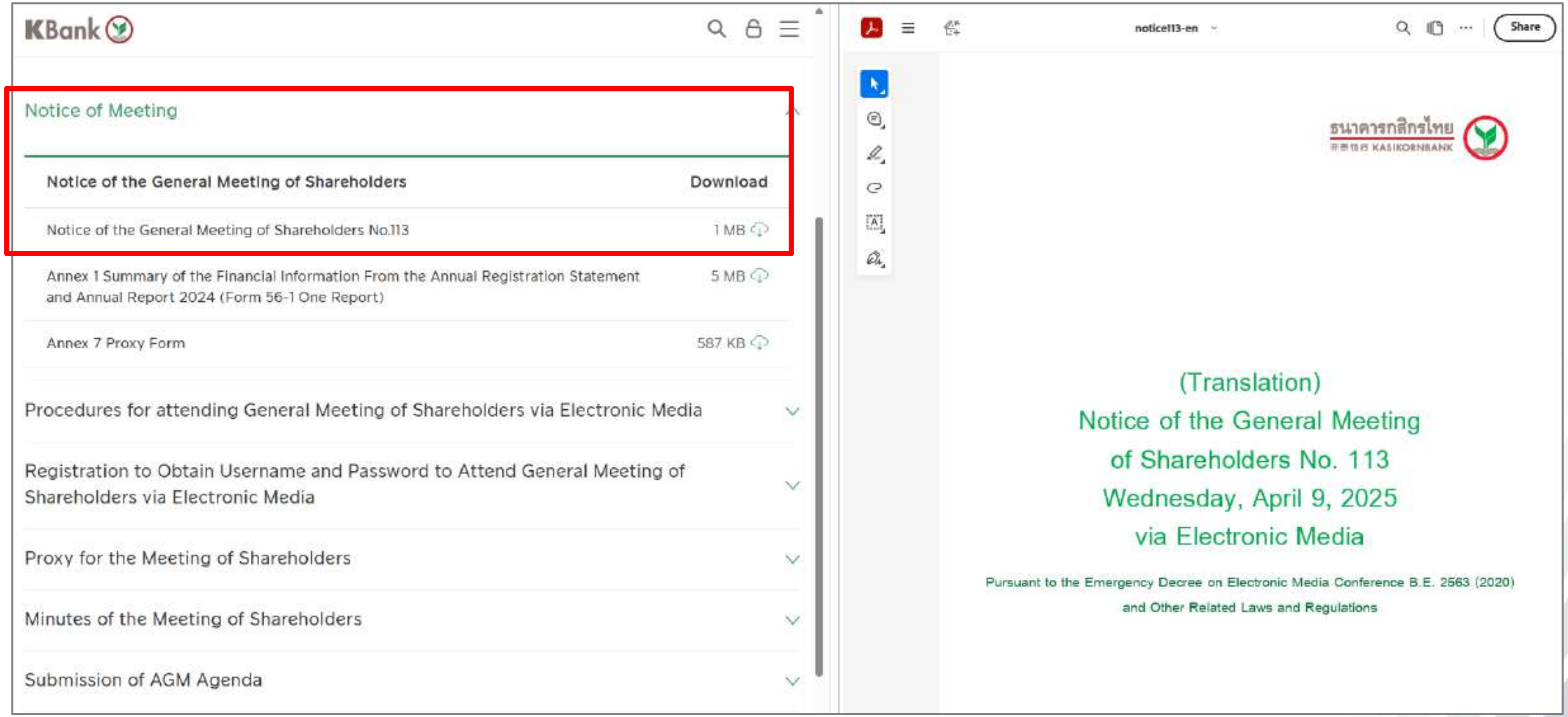
Annual Reports	
Annual Report / Form 56 - 1 One Report *	Year 2024 (EN)
Attachments of Form 56 - 1 One Report **	
Sustainability Report	Year 2024 (EN)
Task Force on Climate-related Financial Disclosures (TCFD)	Year 2024
Annual Registration Statement (Form 56 - 1) ***	
Others	



Reference : KBANK (Company Website)

Example C.9.4

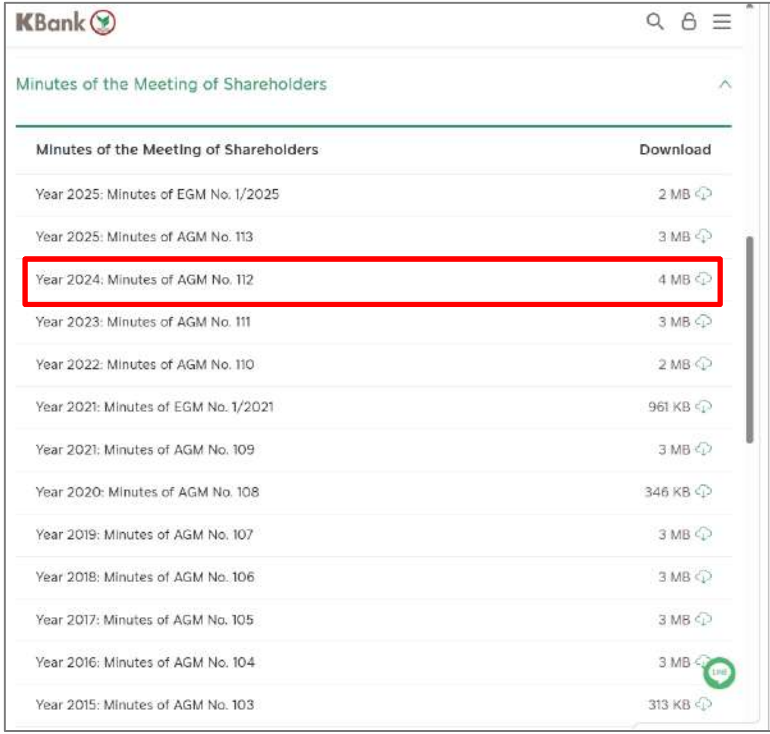
C.9.4 Notice of AGM and/or EGM



Reference : KBANK (Company Website)

Example C.9.5

C.9.5 Minutes of AGM and/or EGM



KBank

Minutes of the Meeting of Shareholders

Minutes of the Meeting of Shareholders	Download
Year 2025: Minutes of EGM No. 1/2025	2 MB
Year 2025: Minutes of AGM No. 113	3 MB
Year 2024: Minutes of AGM No. 112	4 MB
Year 2023: Minutes of AGM No. 111	3 MB
Year 2022: Minutes of AGM No. 110	2 MB
Year 2021: Minutes of EGM No. 1/2021	961 KB
Year 2021: Minutes of AGM No. 109	3 MB
Year 2020: Minutes of AGM No. 108	346 KB
Year 2019: Minutes of AGM No. 107	3 MB
Year 2018: Minutes of AGM No. 106	3 MB
Year 2017: Minutes of AGM No. 105	3 MB
Year 2016: Minutes of AGM No. 104	3 MB
Year 2015: Minutes of AGM No. 103	313 KB

Meeting...-Website

Share

KASIKORNTHAI

ธนาคารกสิกรไทย

開泰銀行 KASIKORNBANK

Minutes of the General Meeting of Shareholders No. 112 of KASIKORNBANK PUBLIC COMPANY LIMITED

Thursday, April 11, 2024

via electronic media pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563 (2020)

and other related laws and regulations

The Meeting convened at 15.00 hours.

Ms. Kobkarn Wattanavrangkul, Chairperson of the Board, acted as Chairperson of the Meeting. Also present at the Meeting were chief executive officer, presidents, directors, executives of the Bank, the Bank's auditor and the Meeting and vote-counting auditor, as listed below:

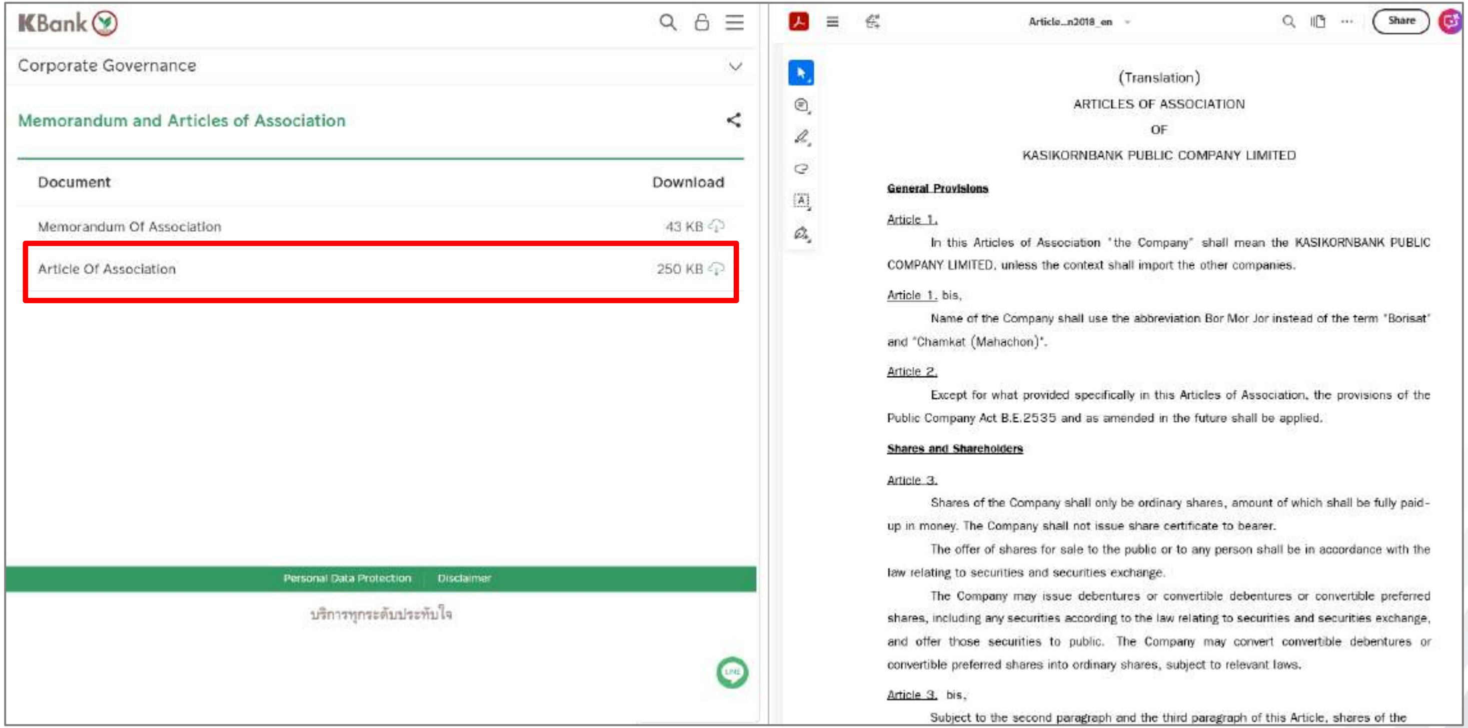
Eighteen directors participated in the Meeting, accounting for 100.00 percent of the total number of directors, including:

Ms. Kobkarn Wattanavrangkul	Chairperson of the Board and Chairperson of the Credit and Investment Screening Committee
Ms. Sujitpan Lamsam	Vice Chairperson
Ms. Kattiya Indaravijaya	Chief Executive Officer
Mr. Pipit Aneaknithi	President
Dr. Pipatpong Poshyanonda	President
Mr. Chongrak Rattanapian	President
Mr. Rungruang Sukkirdkijpiboon	President
Sqn.Ldr. Nalinee Paiboon, M.D.	Non-Executive Director and Chairperson of the Corporate Governance Committee
Mr. Saravoot Yoovidhya	Non-Executive Director
Mr. Kalin Sarasin	Non-Executive Director and Chairman of the Risk Oversight Committee
Mr. Wiboon Khusakul	Independent Director
Ms. Suphajee Suthumpun	Independent Director and Chairperson of the Human Resources and Remuneration Committee
Mr. Sara Lamsam	Non-Executive Director
Mr. Chanin Donavanik	Independent Director
Ms. Jainnisa Kuvinichkul Chakrabandhu Na Ayudhya	Independent Director
Ms. Chonchanum Soonthornsaratoon	Director and Legal Adviser
Mr. Suroj Lamsam	Non-Executive Director

Reference : KBANK (Company Website)

Example C.9.6

C.9.6 Company's constitution (company's by-laws, memorandum and articles of association)



Reference : KBANK (Company Website)

Example C.10.1

C.10.1 Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?

Investor Relations Unit

Executive who is responsible for Chief Investor Relations Officer function

Individual Investors and Shareholders

+662-4706116

Shareholder_IR@kasikornbank.com

Institutional Investors and Shareholders

+662-4706900-1

+662-4702660-1

IR@kasikornbank.com

Registra Ordinary Shares

Thailand Securities Depository Company Limited

93 Ratchadaphisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok 10400, Thailand

SET Contact Center: +662-0099999

SETContactCenter@set.or.th

Website: www.set.or.th/tsd

Reference : KBANK (Company Website)

Section D

Responsibilities of the Board

No. of items	Weightage
63	40%

Reference

- Annual Report / One Report
- Company Website

Criteria	
D.1 Board Duties and Responsibilities	
Clearly defined board responsibilities and corporate governance policy	
D.1.1	Does the company disclose its corporate governance policy / board charter?
D.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed ?
D.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated ?
Corporate Vision/Mission	
D.1.4	Does the company have an updated vision and mission statement?
D.1.5	Does the board of directors play a leading role in the process of developing and reviewing the company's strategy at least annually?
D.1.6	Does the board of directors have a process to review, monitor and oversee the implementation of the corporate strategy?

Example D.1.1

D.1.1 Does the company disclose its corporate governance policy / board charter?

6.1 Overview of Good Corporate Governance Policies and Practical Guidelines

The Company commits to conducting business for stable and sustainable growth by increasing value for shareholders and shared values for all stakeholders. Established the policies and the Company has developed a Corporate Governance guideline and a Code of Conduct for operating with standards and responsibility toward stakeholders. These have been approved and reviewed by the Board of Directors and the Corporate Governance and Sustainability Committee. The Company also ensures continuous monitoring with these guidelines at least once a year.

> "Good Corporate Governance
> is a guide for managing and controlling the business to ensure transparency, fairness, and accountability to stakeholders, helping the organization operate efficiently and sustainably.

To ensure that directors, executives, employees, and related parties practice the same direction, create excellence standards for the organization, and enhance efficiency, transparency, as well as stability and sustainable growth, the Company has established the Corporate Governance practices are as follow.

1. Comply with the policies, practices based on the principles of good Corporate Governance, the Corporate Governance guideline, or the Code of Conduct rigorously.
2. The Company's directors, executives and employees must perform duties with responsibility, prudence, honesty and integrity in accordance with laws, its regulations, and related announcements strictly.
3. Uphold fairness by overseeing, monitoring, controlling, and preventing any decisions or actions that may lead to conflicts of interest and related-party transactions, prioritizing the best interests of the Company.
4. The operation is performed to ensure that important information is adequately disclosed, reliable and within the time frame specified by law.
5. Treat stakeholders fairly, equally, and transparently in accordance with good Corporate Governance principles to foster strong relationships and promote the organization's sustainable growth.

The details of the Good Corporate Governance policies can be learned more at the Company's website. Learn more via the link

investor.muangthaicap.com/th/company-info/company-documents

Or scan QR Code

Reference : MTC (One Report 2024 , page 104-105)

Good Corporate Governance Guidelines

Reference : MTC (Good Corporate Governance Guidelines , company website)

MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

332/1 Jaransanitwong Road, Bangplad, Bangplad, Bangkok Thailand 10700 Tel. +662 483 8888

Content

MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

332/1 Jaransanitwong Road, Bangplad, Bangplad, Bangkok Thailand 10700 Tel. +662 483 8888

Part 1 General Information

1.1 Good Corporate Governance objectives

1.2 Meaning and Importance of Good Corporate Governance

Importance of good corporate governance

Example D.1.2

D.1.2 Are the types of decisions requiring board of directors/commissioners' approval disclosed ?

Authority of the Company's Board of Directors in the Approval and Operation

1. Appoint, remove, and authorize the sub-committees, the Executive Committee, and Managing Director.
2. Appoint consultants or external experts in case of necessity, with expenses borne by the Company's expenses.
3. Approve loans exceeding the authority of the Executive Committee for the Company's working capital.
4. Approve acceptance or cancellation of credit limits beyond the authority of the Executive Committee.
5. Approve for establishment, merger or dissolution of the Company's subsidiaries.
6. Approve for investment, the sale of investment capital in ordinary shares, and/or any other securities exceeding the authority of the Executive Committee.
7. Propose capital increase or decrease, change of par value, amendment of the Memorandum of Association, Articles of Association, and/or objectives of the Company to propose shareholders' meeting.
8. Authorize the substitution of the Management or employees at the Company's executive-level substitution.
9. Authorize to invite the Management or relevant person of the Company to clarify, provide opinions, attend meetings, and submit the documents as deemed appropriate and/or necessary.
10. Appoint and dismiss the Company Secretary.
11. Regarding the mentioned authorities of the Board, if they are related to the acquisition or disposition of assets and related transactions, processes of authority must be accordance with the notification of the Capital Market Supervisory Board.

Reference : MTC (One Report 2024, page 131)

Example D.1.3

D.1.3 Are the roles and responsibilities of the board of directors/commissioners clearly stated ?

The Roles, Duties and Responsibilities of the Board of Directors

1. Define the Company's vision, mission, policies, and goals. Review and approve the business direction for the Management to develop the business plan, support plan, and annual budget.
2. Hold the duties and responsibility to manage in compliance with the law, regulations, objectives, and Code of Conduct. This include resolutions of shareholders' meeting. Duties are to be carried out with integrity and due regard for the Company's best interests.
3. Facilitate independent discussions and feedback from the Management to establish the organizational direction for potential changes in the economy and other external conditions.
4. Establish an appropriate and efficient accounting and financial reporting system, along with reliable auditing. Additionally, ensure adequate and suitable internal control and internal audit systems.
5. Monitor the Company's performance to align with the policy plan and budget continuously.
6. Arrange for the preparation of the Company's balance sheet and profit and loss statement at the end of the accounting period, to be presented to the shareholders' meeting for consideration and approval to present the financial position and performance for the previous year.
7. Provide a risk management policy that covers the entire operations of the Company and oversee the establishment of a system or process for risk management that includes appropriate measures and controls to mitigate impacts on the Company's business.
8. Establish policies on social, community, and environmental responsibility, including guidelines to ensure that directors, executives, and employees strictly adhere to them.
9. Establish an organizational structure with the authority to appoint and setting the scope of authority and responsibilities of the Executive Committee, Managing Director, or subcommittees as appropriate
10. Evaluate performance of the CEO on an annual basis.

Reference : MTC (One Report 2024 , page 130)

Example D.1.4 + D.1.5

D.1.4 Does the company have an updated vision and mission statement?

D.1.5 Does the board of directors play a leading role in the process of developing and reviewing the company's strategy at least annually?

The Leadership Vision and Business Strategies

The Company's Board of Directors clearly establishes its vision, mission, business directions, policies, strategies, and targets by reviewing them annually. In the year 2024, the Board of Directors reviewed the vision and mission of the Company. These served as guidelines for the Management Team in formulating business plans and budgets as well as future business expansion plans and new business establishment to enable the Company to achieve continuous growth and stability, including specifying a 5-year time frame for long-term planning which could be adjusted and kept up-to-date with rapidly changing situations nowadays and in accordance with business's financial and investment goals. The Management Team had to propose its investment to the Board of Directors for approval prior to operations. Each month, operations were reviewed to ensure the organization could adapt to changing business conditions. These reviews were conducted by both the Executive committee and the Board of Directors. For the 2024-2028 time frame, the Company's strategic purposes are specified as follows:

Reference : MBK (One Report 2024, page 130)

Example D.1.6

D.1.6 Does the board of directors have a process to review, monitor and oversee the implementation of the corporate strategy?

The Leadership Vision and Business Strategies

The Company's Board of Directors clearly establishes its vision, mission, business directions, policies, strategies, and targets by reviewing them annually. In the year 2024, the Board of Directors reviewed the vision and mission of the Company. These served as guidelines for the Management Team in formulating business plans and budgets as well as future business expansion plans and new business establishment to enable the Company to achieve continuous growth and stability, including specifying a 5-year time frame for long-term planning which could be adjusted and kept up-to-date with rapidly changing situations nowadays and in accordance with business's financial and investment goals. The Management Team had to propose its investment to the Board of Directors for approval prior to operations. Each month, operations were reviewed to ensure the organization could adapt to changing business conditions. These reviews were conducted by both the Executive committee and the Board of Directors. For the 2024-2028 time frame, the Company's strategic purposes are specified as follows:

1) To efficiently manage the proportion of the business portfolio.
2) To generate the growth of revenues and net profits regularly under effective cost control.
3) To develop mixed-use projects for plots of land in Riverdale District and Phuket through searching for business partners in order to add value to land and promote business expansion of the MBK Group.
4) To encourage cooperations and alliances to support business groups with the aim of achieving business goals.
5) To manage services costs and resources of the Corporate Supporting Center with the aim of good value and appropriateness.
6) To improve a work process to be an efficient and effective end-to-end process so that it can be competitive in the industry.
7) To focus on development and restructuring of the organization—including the use of human resources in compliance with the organization's strategies and enabling sustainably drive the organization—to support the business expansion and market competitiveness.
8) To foster an organizational culture that promotes ownership, work flexibility, and a results-oriented approach with clear, measurable outcomes.

The Company's Board of Directors specifies monitoring and evaluation procedures for the Company's strategic planning. Information is collected and analyzed through various analysis instruments, such as SWOT Analysis and GAP Analysis. Moreover, the Company implements action plans by cascading KPIs from the organizational level down to line, division, department, and individual levels respectively. Moreover, the Company incorporates stakeholders' needs as information used for the strategic formulation which balances the needs and expectations of the stakeholders in order to ensure that the action plans can be achieved effectively maximize benefit throughout the supply chain. KPI Software is used to record data in order to monitor and report the results. If goals are not achieved, resolutions will be sought through the Executive Committee. These aforementioned operations will subsequently be used in the annual performance evaluation.

Reference : MBK (One Report 2024, page 130-131)

Criteria	
D.2 Board structure	
Code of Ethics or Conduct	
D.2.1	Are the details of the code of ethics or conduct disclosed?
D.2.2	Are all directors/commissioners, senior management and employees required to comply with the code/s?
D.2.3	Does the company have a process to implement and monitor compliance with the code/s of ethics or conduct?

Example D.2.1 + D.2.2

Thai Institute of Directors

D.2.1 Are the details of the code of ethics or conduct disclosed?

D.2.2 Are all directors/commissioners, senior management and employees required to comply with the code/s?

ATTACHMENT 5

POLICY AND GUIDELINES ON CORPORATE GOVERNANCE AND CODE OF BUSINESS CONDUCT

As a committed adherent to the sustainable development values of the United Nations Global Compact (UNGC), KCE Electronics Pcl. ('KCE') upholds the universal principles of human rights, labor, the environment, and anti-corruption. Our values and commitment to the highest business standards are reflected in the KCE Code of Ethics that outlines the policies and practices, and ethical principles and laws to which KCE adheres. This code of conduct is considered an integral part of the Company's working regulations for all directors, management, and employees of the KCE Group to follow.

KCE is committed to the principle of sustainability and good corporate citizenship. To this end, the Company will support total alignment with international recognized standards, including the Responsible Business Alliance (RBA) and the UN Universal Declaration of Human Rights. We are committed to the following :

- Operating in full compliance with all relevant laws, rules, and regulations.
- Providing employees with a safe and healthy workplace.
- Doing business fairly and upholding the highest standards of business integrity.
- Creating company value and enhancing shareholder value.
- Reducing the impact our operations may have on the environment.
- Promoting CSR practices throughout the supply chain.

It is critical that this code of conduct be put to use in daily interactions with our customers, shareholders, and employees. We also expect our business partners to uphold and convey its values within their organizations as well as with their subcontractors.

The Code is made up of five sections. Sections A, B, and C outline standards for Labor, Health and Safety, and the Environment, respectively. Section D adds standards relating to business ethics. Section E outlines the elements of an acceptable system to manage conformity to this Code.

Reference : KCE (One Report 2024, page 366)

KCE ELECTRONICS Public Company Limited

Code of Business Ethics

and

Ethical Standards

Handbook

1 | Page June 2021

Reference : KCE (KCE company website)

Example D.2.3

D.2.3 Does the company have a process to implement and monitor compliance with the code/s of ethics or conduct?

CORPORATE GOVERNANCE POLICY AND ETHICAL STANDARDS

The Company has established a corporate governance policy, business ethics, and a corporate governance manual, which serves as a guide for conducting business based on good governance, transparency, and accountability. This policy is applied as a standard of practice for the board of directors, management, and employees within the Group. It is also communicated to employees to ensure they understand and can apply these principles in their work, creating sustainable value for stakeholders.

The Company regularly reviews the business ethics manual to ensure it is aligned with current risks and circumstances, and adheres to the best practices of the Thai Private Sector Collective Action against Corruption (CAC). The Company continues to operate according to the relevant standards, such as the OECD Principles of Corporate Governance and the Corporate Governance Principles for Listed Companies under the Securities and Exchange Act and the regulations of the Securities and Exchange Commission of Thailand.

The Company has disclosed its corporate governance policies and related policies in both Thai and English on its website, www.kce.co.th, under the "Investors" > "Sustainability" > "Corporate Governance" > "Policies and Procedure"

PERFORMANCE :

Indicator	Target for 2024	Performance of 2024
Number of complaints on business ethics violations	0 Case	0 Case
Number of legal and regulatory violations	0 Case	0 Case
% of executives and employees trained and certified in business ethics	100%	100%

In 2024, the Board of Directors supervised and ensured that directors, executives, and employees at all levels adhered to the principles of good corporate governance, as well as the ethics and work conduct manual. This was done with consideration for stakeholders in a comprehensive manner, creating value for the business, the environment, and society sustainably. The Company has not engaged in any actions that violate the principles of good corporate governance.

Reference : KCE (One Report 2024, page 159-160)

Criteria	
D.2 Board structure	
Board Structure & Composition	
D.2.4	Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?
D.2.5	Does the company have a term limit of nine years for its independent directors/commissioners?
D.2.6	Has the company set a limit of five board seats that an individual independent/non-executive director/ commissioner may hold simultaneously?
D.2.7	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group? *(assess from the board of directors' profile)*

Example D.2.4

D.2.4 Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?

7.2.2 Individual Directors' Information

Information of the OR Board as of December 31, 2024, including positions in subcommittees and the dates of appointment for the current term, are as follows:

Members of the Board of Directors	Position	Date of Appointment
1. Mr. Somchai Lertsutiwong	Chairman of Director Independent Director	April 10, 2024
2. Mr. Chintapun Dansubutra	Independent Director	April 10, 2024 (re-appointed)
	Chairman of the Audit Committee	May 21, 2024
	Member of the Corporate Governance and Sustainability Committee	May 21, 2024
3. Prof. Dr. Bundhit Eua-arporn	Independent Director	April 5, 2023 (re-appointed)
	Chairman of the Nomination and Remuneration Committee	April 5, 2023
4. Mr. Tawatchai Cheevanon	Independent Director	April 10, 2024 (re-appointed)
	Member of the Nomination and Remuneration Committee	April 10, 2023
	Chairman of the Corporate Governance and Sustainability Committee	May 21, 2024
5. Mr. Vuttikrai Leewiraphan	Independent Director	September 24, 2024
	Chairman of the Enterprise Risk Management Committee	October 22, 2024
6. Prof. Dr. Parichart Sthapitanonda	Independent Director	April 5, 2023
	Member of the Corporate Governance and Sustainability Committee	April 5, 2023
	Member of the Audit Committee	May 21, 2024
7. Pol.Lt.Gen. Jirabhop Bhuridej	Independent Director	April 5, 2023
	Member of the Enterprise Risk Management Committee	April 5, 2023
8. Mr. Supat Metheeworapote	Independent Director	April 5, 2023 (re-appointed)
	Member of the Nomination and Remuneration Committee	October 27, 2021
	Member of the Audit Committee	December 21, 2022
9. Mr. Theeraj Athanavanich	Director	April 5, 2023
	Member of the Nomination and Remuneration Committee	April 5, 2023
10. Miss Nantika Thangsuphanich	Director	February 13, 2024
	Member of the Corporate Governance and Sustainability Committee	April 10, 2024
11. Miss Pattaralada Sa-ngasang	Director	October 22, 2024
	Member of the Enterprise Risk Management Committee	October 22, 2024
12. Mr. Chadil Chavanalikikorn	Director	May 21, 2024
	Member of the Enterprise Risk Management Committee	October 22, 2024
13. Mr. Chaya Chandavasu	Director	October 22, 2024
	Member of the Corporate Governance and Sustainability Committee	October 22, 2024
14. M.L. Peekthong Thongyai	Executive Director and Secretary to the Board	December 12, 2024
	Member of the Enterprise Risk Management Committee	December 26, 2024

Number of BOD	Number of ID	% ID
14	8	57%

Reference : OR (One Report 2024, page 240)

Example D.2.5

D.2.5 Does the company have a term limit of nine years for its independent directors/ commissioners?

7.2.3.3 Independent Directors

OR's Good Corporate Governance Handbook stipulates that the number of independent directors following the rules of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand is at least one-third of the total number of directors. Currently, OR has 8 independent directors, which is more than the criteria mentioned above. OR's independent director's term of office is at most 9 years from the date of first appointment as an independent director.

Reference : OR (One Report 2024, page 244)

Example D.2.6 + D.2.7

D.2.6 Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?

D.2.7 Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?

(assess from the board of directors' profile)

Principle 3:

Strengthen the Board's Effectiveness

OR's Performance Report

3.5 Ensure all directors' proper and accountable performance and allocate sufficient time for their duties and responsibilities effectively

1) The position of director cannot be held in more than 3 state enterprises and/or legal entities in which the state enterprises hold shares.
2) The position of director cannot be held in more than 5 listed companies of the Stock Exchange of Thailand. However, the holding of director positions under 2) must not contradict the criteria in 1), and the holding of office as directors in 1) and 2) must be at most 5 companies in total.

Reference : OR (One Report 2024, page 276)

Criteria	
Nominating Committee	
D.2.8	Does the company have a Nominating Committee?
D.2.9	Is the Nominating Committee comprised of a majority of independent directors/commissioners?
D.2.10	Is the chairman of the Nominating Committee an independent director/commissioner?
D.2.11	Does the company disclose the terms of reference/ governance structure/charter of the Nominating Committee?
D.2.12	Is the meeting attendance of the Nominating Committee disclosed and if so, did the Nominating Committee meet at least twice during the year?

Thai Institute of Directors

Criteria	
Remuneration Committee / Compensation Committee	
D.2.13	Does the company have a Remuneration Committee?
D.2.14	Is the Remuneration Committee comprised entirely of non-executive directors/commissioners with a majority of independent directors/commissioners ?
D.2.15	Is the chairman of the Remuneration Committee an independent director/commissioner?
D.2.16	Does the company disclose the terms of reference/ governance structure/ charter of the Remuneration Committee?
D.2.17	Is the meeting attendance of the Remuneration Committee disclosed and, if so, did the Remuneration Committee meet at least twice during the year?

Example D.2.8 - D.2.17

D.2.8 – D.2.17 Nominating Committee (NC) - Remuneration Committee (RC)

7.3.2 Nomination, Corporate Governance and Sustainability Committee

The Nomination, Corporate Governance and Sustainability Committee comprises independent directors and a minimum number of 3 non-executive directors but not more than 4 members. As of 31st December 2024, the Committee comprises 3 independent directors as follows:

	Name	Position
1.	Mr. Viset Choopiban	Chairman of Nomination, Corporate Governance and Sustainability Committee
2.	Mr. Amornsuk Noparumpa	Nomination, Corporate Governance and Sustainability Committee Member
3.	Mrs. Arpavadee Meekun-Iam	Nomination, Corporate Governance and Sustainability Committee Member

The Nomination, Corporate Governance and Sustainability Committee has a 3-year term in office which will be expired in August 2026.

The duties and responsibilities of the Nomination, Corporate Governance and Sustainability Committee as stipulated in its Charter are as follows:

a) **Nomination:**

1. Consider and propose the criteria and method for the nomination of the Company's director, Board's sub-committees and senior management;
2. Recruit, select and nominate the qualified persons to be appointed the Company's directors, Board's sub-committees and senior management and propose to the Board of Directors for consideration;
3. Consider and propose the criteria and method for the performance evaluation of the Company's directors, CEO / President / Managing Director.

b) **Remuneration:**

1. Consider and propose the criteria and method for the remuneration of the Company's directors, Board's sub-committees, and senior management.
2. Review the policy and structure for the remuneration of the Company's directors, Board's sub-committees, and senior management to align with the prevailing of the Company and industry group and propose to the Board of Directors for consideration.

Reference : OSP (One Report 2024, page 123)

Example D.2.8 - D.2.17

D.2.8 – D.2.17 Nominating Committee (NC) - Remuneration Committee (RC)

The Nomination, Corporate Governance and Sustainability Committee of Regional Container Lines Public Company Limited comprising 3 independent and non-executive directors as follows:

Name	Position	Number of meetings attended
Mr. Viset Choopiban	Chairman of Nomination, Corporate Governance and Sustainability Committee (Independent director)	4/4
Mr. Amornsuk Noparumpa	Nomination, Corporate Governance and Sustainability Committee Member (Independent director)	4/4
Mrs. Arpavadee Meekun-Iam	Nomination, Corporate Governance and Sustainability Committee Member (Independent director)	4/4

Reference : OSP (One Report 2024, page 148)

Criteria	
Audit Committee	
D.2.18 Default	Does the company have an Audit Committee?
D.2.19 Default	Is the Audit Committee comprised entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?
D.2.20 Default	Is the chairman of the Audit Committee an independent director/commissioner?
D.2.21 Default	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?

Criteria	
Audit Committee	
D.2.22	Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)? * *Accounting qualification refer to* - ***A degree*** *in accounting or a professional qualification such as CPA* *Or - Having accounting* ***experience*** *such as working as an accountant, auditor* *Or - Significant/sufficient accounting experience such as* ***CFO****, which having* ***at least three years experience***
D.2.23	Is the meeting attendance of the Audit Committee disclosed and, if so, did the Audit Committee meet at least four times during the year?
D.2.24	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?

Example D.2.22

D.2.22 Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?

4. Mr. C

Age		66 years
Current position		• Independent Director • Chairman of the Audit Committee
Date of appointment		12 April 2022
No. of years on the board		2 years and 8 months
Education		• Bachelor of Laws, Thammasat University • Bachelor of Accounting, Thammasat University • Master of Accounting, Thammasat University
Training program		Director Certification Program (DCP 188/2021), Thai Institute of Directors Association
Experience in the past	2016-2019	Chairman of the Board of Directors and Chief Executive Officer, KPMG Phoomchai Audit Limited
	2020-2021	Independent Director and Chairman of the Audit Committee, Thaicom PCL
	2021-2022	Independent Director and Chairman of the Audit Committee, Dusit Thani PCL
	2021-2024	Independent Director, Chairman of the Audit and Risk Management, SCG Chemicals PCL

Reference : SCB (One Report 2024, page 228)

Example D.2.23

D.2.23 Is the meeting attendance of the Audit Committee disclosed and, if so, did the Audit Committee meet at least four times during the year?

In 2024, the Audit Committee held a total of 14 meetings. The Audit Committee members, all of whom are independent directors, and their attendance records, are as follows:

Name	Position	Attendance of Meeting in 2024
1. Mr. Winid Silamongkol	Chairman of the Audit Committee	13/14
2. Dr. Kulpatra Sirodom	Audit Committee Member	14/14
3. Mrs. Nuntawan Sakuntanaga	Audit Committee Member	14/14

Reference : SCB (One Report 2024, page 299)

Example D.2.24

D.2.24 Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?

1.2 Authority

(1) The Audit Committee shall have unrestricted access to management, personnel, and pertinent information essential for the execution of its duties. This includes transaction records, data, and reports. In cases where access is restricted due to legal or confidentiality reasons, the Audit Committee and/or the Head of Audit shall engage in consultation with the Board to devise appropriate measures.

(2) The Audit Committee is entitled to receive information and explanations necessary to discharge its responsibilities. The management and employees of the SCBX Group are required to cooperate with the Audit Committee's requests.

(3) The Audit Committee may engage independent consultants and/or other professionals deemed necessary to carry out its duties.

(4) The Audit Committee is empowered to:

- Consider, select, and propose the appointment or discharge of external auditors and their remuneration to the Board for shareholder approval at the annual general meeting of shareholders. Review the performance of external auditors annually.
- Resolve any disagreements between management and the auditor regarding financial reporting and other matters.
- Seek external consultants or professional experts to provide advice and recommendations as the committee deems necessary and appropriate, at the cost of the SCBX Group.

Reference : SCB (Audit Committee Charter, page 1)

Criteria	
D.3 Board Processes	
Board meetings and attendance	
D.3.1	Are the board of directors meeting scheduled before the start of financial year? ** The company has to disclose a timeframe (e.g. every quarter, every 2 months)*
D.3.2	Does the board of directors/commissioners meet at least six times during the year?
D.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?
D.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?
D.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?

Example D.3.1

D.3.1 Are the board of directors meeting scheduled before the start of financial year?

** The company has to disclose a timeframe (e.g. every quarter, every 2 months)*

(1) The Board's Meetings

The Board's monthly meetings and agenda are scheduled and set in advance each year by the Board itself. There are at least 12 regular meetings annually, held every Friday on the third week of each month. Additional meetings may also be held as deemed appropriate. Meetings related to the Company's strategic directions and policies are held at least once a year. The Non-Executive Directors meeting and Independent Directors Committee meeting are also arranged at least once a year each. The Board members had been informed of the meeting schedule of 2025, along with the monthly regular agenda since August 2024. In 2024, there were 20 Board meetings held in a hybrid format according to the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) to facilitate the Board members who are unable to attend in person.

In order to allow the Board Members to study and consider the contents of the meeting agenda in advance, the Board usually receives meeting invitations from the Company Secretary, along with agenda and important documents related to the meetings, for review at least seven calendar days prior to the meeting date, except when there is insufficient information or in urgent situations. In addition, the meeting documents are delivered to the directors through a dedicated application to facilitate and speed up their reviews as well as to promote a paperless process.

Reference : PTTEP (One Report 2024, page 199)

Example D.3.2 + D.3.3

D.3.2 Does the board of directors/commissioners meet at least six times during the year?

D.3.3 Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?

Meeting Attendance of PTTEP Directors in 2024

Director's Name	Board of Directors			Independent Directors Committee	Non-Executive Directors Committee	Corporate Governance and Sustainability Committee	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Annual General Shareholders' Meeting 2024
	Total number of meetings	Physical	Online	Total number of meetings	Total number of meetings	Total number of meetings	Total number of meetings	Total number of meetings	Total number of meetings	Total number of meetings
	20 Times			1 Time	1 Time	4 Times	15 Times	9 Times	13 Times	1 Time
1. Mr. Krairit Euchukanonchai	20/20	20/20	-	1/1	1/1	-	-	-	-	1/1
2. Ms. Penchun Jarikasem	19/20	17/20	2/20	1/1	1/1	-	15/15	-	-	1/1
3. Mr. Veerathai Santiprabhob	19/20	12/20	7/20	1/1	1/1	4/4	-	-	13/13	1/1
4. Mr. Teerapong Wongsiwawilas	20/20	16/20	4/20	1/1	1/1	-	15/15	9/9	-	1/1
5. Mr. Wuttikorn Stithit	20/20	17/20	3/20	-	1/1	-	-	-	13/13	1/1
6. General Nithi Chungcharoen	20/20	18/20	2/20	1/1	1/1	-	-	9/9	13/13	1/1
7. Mrs. Natjaree Anuntasilpa	19/20	8/20	11/20	1/1	1/1	-	13/15	-	-	1/1
8. Mr. Ekniti Nitithanprapas	20/20	12/20	8/20	-	1/1	4/4	-	-	-	1/1
9. Mr. Danucha Pichayanan[1]	17/17	10/17	7/17	1/1	1/1	4/4	-	-	-	1/1
10. Mr. Phongsthorn Thavisin[2]	16/16	15/16	1/16	1/1	1/1	4/4	-	7/7	-	-
11. Mr. Thongthit Chayakula[3]	16/16	13/16	3/16	1/1	1/1	-	14/15	-	-	-
12. Admiral Pogkrong Monthardpalin[4]	16/16	10/16	6/16	1/1	1/1	-	-	7/7	-	-
13. Mr. Kongkrapan Intarajang[5]	12/12	10/12	2/12	-	1/1	-	-	-	-	-
14. Mr. Wattanapong Kurovat[6]	3/4	3/4	-	-	-	-	-	-	1/1	-
15. Mr. Montri Rawanchaikul	20/20	19/20	1/20	-	-	-	-	-	-	1/1

Reference : PTTEP (One Report 2024, page 201)

Example D.3.4

D.3.4 Does the company require a minimum quorum of at least 2/3 for board decisions?

9) PTTEP applies best practices on requiring a minimum quorum for voting in the Meeting stating that the minimum quorum is reached with no fewer than two-thirds of the entire Board's directors (excluding those with vested interests) present. Furthermore, PTTEP's corporate governance requires that directors absent without good reasons from the Board meetings on more than three consecutive occasions should automatically lose their director's qualifications. PTTEP also sets meeting attendance as an indicator of the Board Performance Target. PTTEP's practice is to determine and schedule Board and sub-committee meetings during the year in advance for the benefit of efficient planning by the directors. In 2024, more than two-thirds of the Board attended every Board meeting. Finally, before any voting, the Chairman gives all directors opportunities to ask questions and extensively discuss issues in order to reach unanimous decisions.

Reference : PTTEP (One Report 2024, page 157)

Example D.3.5

D.3.5 Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?

11) In 2024, PTTEP held one independent directors' meeting and one non-executive meeting for consultation and exchange of views on crucial, useful matters of the Company, and major and minority shareholders and upgraded our corporate governance practices. The CEO was subsequently informed of the outcomes of these meetings.

Reference : PTTEP (One Report 2024, page 157)

Criteria	
Access to information	
D.3.6	Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?
D.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?
D.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices and has kept abreast on relevant developments? ** Company Secretary must have either;* *- **Degree** in legal or accountancy* *Or – **Chartered** secretary qualification* *Or – Basic degree coupled with **corporate secretarial training*** ***And must** continue to develop themselves with any relevant program **annually**.*

Example D.3.6

D.3.6 Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?

In order to allow the Board Members to study and consider the contents of the meeting agenda in advance, the Board usually receives meeting invitations from the Company Secretary, along with agenda and important documents related to the meetings, for review at least seven calendar days prior to the meeting date, except when there is insufficient information or in urgent situations. In addition, the meeting documents are delivered to the directors through a dedicated application to facilitate and speed up their reviews as well as to promote a paperless process.

Reference : PTTEP (One Report 2024, page 199)

Example D.3.7

D.3.7 Does the company secretary play a significant role in supporting the board in discharging its responsibilities?

Company Secretary

The Board of Directors appointed Mrs. Phatchada Muenthong as the Company Secretary to perform the duties defined under the Securities and Exchange Act (No. 4) B. E. 2551 with responsibility, care and integrity and in incompliance with the laws and regulations, the Company's objectives, Articles of Associations and Resolutions of the Board of Directors and Shareholders' Meetings. She holds a higher education degree in law and has previously served the Company as legal personnel and as the Company Secretary for more than 10 years. Currently, she is responsible for providing legal advice related to the compliance and governance for the Board of Directors.

Additionally, the Company Secretary arranges the Board of Directors' Meetings and Shareholders' Meeting, coordinating with other departments within the Company to ensure compliance with the resolutions of the Board and Shareholders. She also liaises with regulatory agencies such as the Securities and Exchange Commission and the Stock Exchange of Thailand, overseeing the disclosure and reporting of information to these agencies and the public. Furthermore, the Company Secretary arranges new directors' orientations and perform other duties as assigned by the Board of Directors.

Reference : SCCC (One Report 2024, page 167)

Example D.3.8

D.3.8 Is the company secretary trained in legal, accountancy or company secretarial practices and has kept abreast on relevant developments?

Details of Company Secretary and the Person Supervising Accounting

Name	Mrs. D
Age	58 years
Position	Company Secretary
Appointed since	24 July 2018
Company's shareholding ratio (%) as of 31 Dec 2023	0.000012% (direct holding of 36 shares, no indirect or nominee holding)
Family relationship among executives	NIL
Education	Master Degree: - Master of Laws, University of Michigan, USA - Master of Laws, Chulalongkorn University Bachelor Degree: - Bachelor of Laws, Chulalongkorn University (2nd Class Honors)

Work Experience 5-year credential	Listed Company	
	Siam City Cement Public Company Limited/ Cement Producer and Construction Materials	
	Apr 2020 – Present	Governance Committee and Secretary of the Governance Committee
	July 2018 – Present	Company Secretary
	Other Company	
	Company Secretary Company Limited/ Company Secretary service provider	
	2017 – Present	Managing Director/ Advisor
	Big C Supercenter Public Company Limited/ Retailer	
	2012 – 2016	GRC Director
Training Experience	Thai Institute of Directors (IOD)	
	2024	The Board's Role in Merger and Acquisition (BMA 10/2024)
		Subsidiary Governance Program Class 6/2023
	2023	IOD Open House 2022
	2022	CGR 2023 Coaching
	2021	Director Certification Program Class 310/2021

Reference : SCCC (One Report 2024, Attachment 1)

Criteria	
Board Appointments and Re-Election	
D.3.9	Does the company disclose the criteria used in selecting new directors/commissioners?
D.3.10	Did the company describe the process followed in appointing new directors/commissioners?
D.3.11 Default	Are all directors/commissioners subject to re-election every 3 years; or 5 years for listed companies in countries whose legislation prescribes a term of 5 years each?

Example D.3.9

D.3.9 Does the company disclose the criteria used in selecting new directors/commissioners?

Nomination of directors

The Board of Directors has established procedures for nomination of directors by the Nomination, Remuneration and Corporate Governance Committee to ensure compliance with good corporate governance guidelines of the SET for listed companies. The Nomination, Remuneration and Corporate Governance Committee has the duty to review policies and the process for nominating new directors, and determine necessary and desirable qualifications of new directors. Additionally, the Company looks for qualified candidates from the list of Chartered Directors of the Thai Institute of Directors (IOD).

Persons nominated as directors shall possess the following qualifications:

1. Be fully qualified and not be prohibited from being a director according to:
   - The Public Limited Company Act
   - The Securities and Exchange Act
   - Regulations of the Securities and Exchange Commission
   - Regulations of the Capital Market Supervisory Board
   - The Company's Articles of Association
2. Have knowledge, skills, and expertise in fields related to the Company's business or have experiences that are beneficial to the Company's business operations.
3. Be trustworthy, have leadership skills, vision, ethics, integrity and be able to perform director's duties with care and diligence.
4. Not serve as a director of more than 3 listed companies in the Stock Exchange of Thailand.

Reference : SPRC (One Report 2024, page 88)

Example D.3.10

D.3.10 Did the company describe the process followed in appointing new directors/commissioners?

Appointment and removal of directors

For the nomination of directors, the Board of Directors will consider the composition of the Board of Directors which must consist of directors who possess knowledge, ability, and experience in a variety of fields; can leverage their experience, knowledge, and ability to effectively develop and determine the direction, policy, and strategy of the Company with honesty, transparency, thoroughness and due care for the best interests of the Company and its shareholders; and monitor to ensure the Management operates business in accordance with the strategic plan and budget determined, and rules and regulations of the relevant authority and government agencies, as well as the resolutions of the shareholders meeting. The Board of Directors has also put in place an internal control and audit process that is appropriate and consistent with good corporate governance principles.

Appointment, removal, or termination from office of the directors shall be in accordance with the Company's Articles of Association, as follows:

1. The shareholders meeting shall elect the Company's directors in accordance with the following rules and methods:
   - a shareholder shall be entitled to one vote per share held by them;
   - each shareholder may cast votes to elect one or more directors, but the votes are indivisible; and
   - the person who receives the highest vote, and other persons with the next highest number of votes, shall be elected as directors in accordance with the number of directors required, and if more than one person receives equal votes, the chairman of the shareholders meeting shall have the casting vote.
2. At each annual general meeting, one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third, must retire from office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been in office the longest shall retire. A retiring director is eligible for re-election.
3. A director may resign from office by submitting a letter of resignation to the Company, effective from the date on which the Company receives the letter or any date specified in the resignation letter. The Board of Directors may appoint a new director to replace a resigning director, but any person so appointed shall retain office only for as long as the resigning director was entitled to retain the same.
4. A shareholders meeting may remove any director before the expiration of his or her period of office, upon a resolution of the meeting passed by not less than three-fourths of the shareholders attending the meeting and eligible to vote, holding not less than 50 percent of the total shares held by the shareholders attending the meeting and eligible to vote.

Reference : SPRC (One Report 2024, page 57)

Criteria	
Remuneration Matters	
D.3.12	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?
D.3.13	Does the company have measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interests of the company, such as claw back provision and deferred bonuses?

Example D.3.12

D.3.12 Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?

Remunerations for the Directors and the Top Executives

The Governance and Nomination Committee is assigned by the Board of Directors to consider proposing the remuneration methods and processes for members of the Board, the sub-committees as well as continually keep up with the changes and possibilities in regard to the remuneration for the Board and the top executives to propose for the Board's consideration.

Policy on Top Executive Remuneration

The Board and the Remuneration Committee assess the performance of the President & CEO based on the Business's operating results, the implementation of the Board's policies, and the overall socio-economic circumstances. Subsequently, the Remuneration Committee considers the appropriate remuneration for the President & CEO and Top Executives of SCG and proposes such amounts to the Board for approval, taking into account information regarding the current and previous years:

Reference : SCGP (One Report 2024, page 263)

Example D.3.13

D.3.13 Does the company have measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interests of the company, such as claw back provision and deferred bonuses?

Claw Back Provision

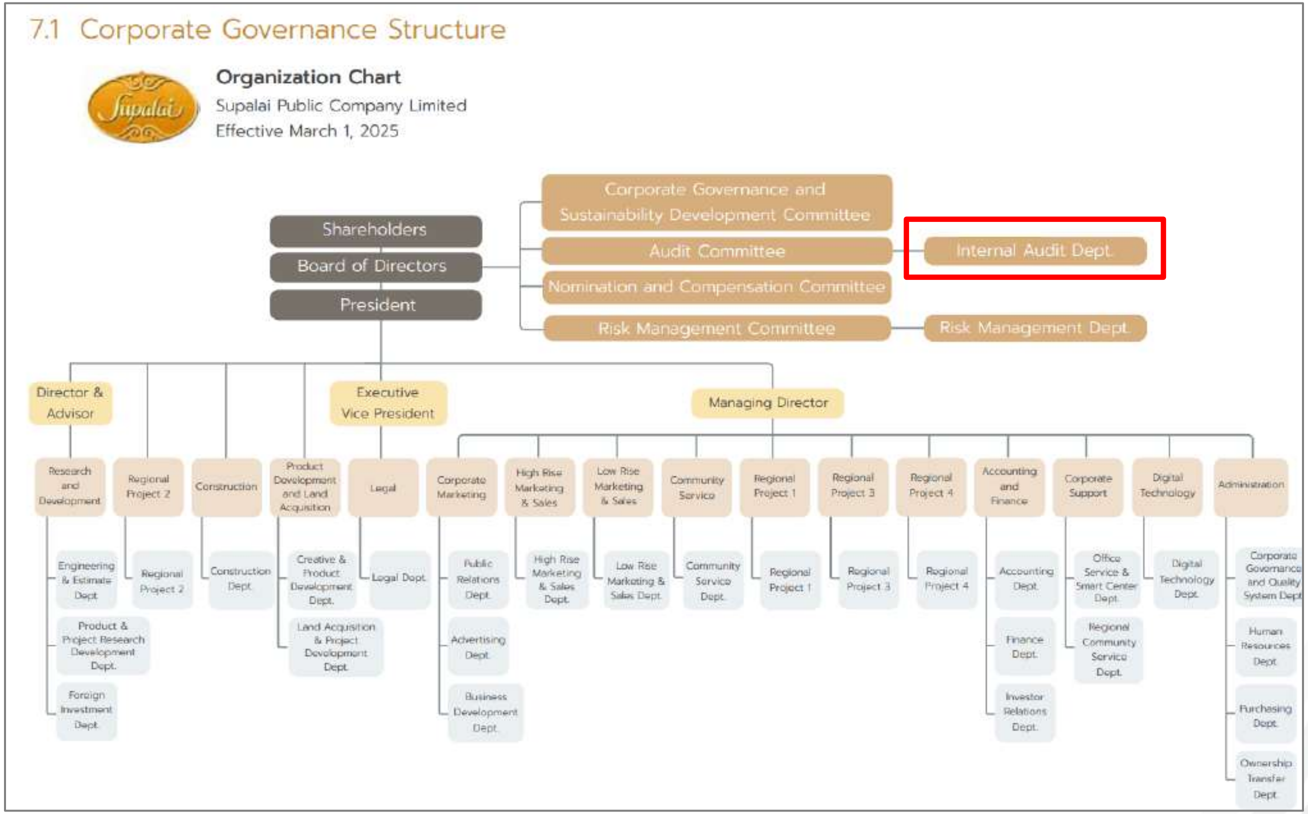
The Business's claw back provision is following the Securities and Exchange Act B.E 2535. Under section 89/7, it is stated that the board of directors, executives, and associates under SEC's Definitions should perform their duties with full responsibilities as well as cautiousness and integrity, and comply according to the law, the Business's objectives, the Business's Articles of Association, and resolutions of the board of directors and shareholder's meeting. In case that the Board of directors, executives and associates under SEC's Definitions have conducted any act against the section 89/7, the Business may reclaim the incentives back to the Business according to the section 89/18 and 89/19.

Reference : SCGP (One Report 2024, page 263)

Criteria	
Internal Audit	
D.3.14	Does the company have a separate internal audit function?
D.3.15	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?
D.3.16	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?

Example D.3.14

D.3.14 Does the company have a separate internal audit function?



Reference : SPALI (One Report 2024, page 325)

Example D.3.15

D.3.15 Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?

3. **Head of Internal Audit**

The Company assigned Ms. Toopthong Hirunyanulak to hold the position of Internal Audit Supervisor as she possesses qualifications and operational experiences and is a person with knowledge and understanding of the Company's businesses. She has previously attended training courses relating to operations of Internal Audit and Corporate Compliance of the Company. The details of qualifications of a person holding the position of Internal Audit Supervisor are disclosed in Attachment 3.

Reference : SPALI (One Report 2024, page 358)

Example D.3.16

D.3.16 Does the appointment and removal of the internal auditor require the approval of the Audit Committee?

The Audit Committee

Scope of Duties and Responsibilities

1. Reviewing the Company's accurate financial reports and sufficient disclosure, including reviewing reports on non-financial operating results and also providing opinions and considering management approaches to ensure appropriate and transparent operations according to the guidelines.
2. Reviewing the Company's appropriate and effective internal control system and internal audit and considering the independence of the Internal Audit Section as well as approving a proposal of appointment, transfer and termination of the Head of the Internal Audit Section or any other section responsible for internal audit.

Reference : SPALI (One Report 2024, page 344)

Criteria	
Risk Oversight	
D.3.17	Does the company establish a sound internal control procedures/risk management framework and periodically review the effectiveness of that framework?
D.3.18	Does the Annual Report/Annual CG Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?
D.3.19	Does the company disclose the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic)? ** Key risk must be presented in both financial and non-financial risks*
D.3.20	Does the Annual Report/Annual CG Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?

Example D.3.17

D.3.17 Does the company establish a sound internal control procedures/risk management framework and periodically review the effectiveness of that framework?

RISK MANAGEMENT

1 Risk Management Plan and Policy

Over the past year, SCG has placed utmost importance on proactive enterprise risk management in response to the rapidly changing business environment. SCG has implemented a systematic enterprise risk management, aligning with the internationally accepted standards of the Committee of Sponsoring Organizations of the Treadway Commission (COSO ERM-2017). The risk management has fostered the capabilities and flexibility necessary to adapt to challenges that may impact SCG's business operations and the achievement of its business goals. SCG has integrated sustainable risk management practices, focusing on Environmental, Social, and Governance (ESG) factors, into all business processes, in order to achieve sustainable growth and align with the long-term strategic growth under the "Inclusive Green Growth" concept. This aims for a Net Zero society that thrives sustainably through green innovations, contributing to economic development and environmental stewardship, creating value for society, and operating the business with adherence to good governance while ensuring that no one is left behind.

Reference : SCC (One Report 2024, page 114)

Principle 6 Effective Risk Management and Internal Control

To ensure that the Business and subsidiaries has effective and appropriate risk management and internal control systems and comply with applicable law and standards. The duties of the Board of Directors are as follows:

1. The Board of Directors has approved the SCG Risk Management Policy to provide a clear framework for managing risks within SCG. This policy outlines the operational procedures for a well-defined risk management process that aligns with good corporate governance principles and complies with international standards. The Board is responsible for overseeing and ensuring the effectiveness of the risk management systems. Additionally, the systems are reviewed and assessed periodically, particularly in response to changes in risk levels.
2. Establishing the Audit Committee to review compliance with policies, rules, laws, regulations, and requirements of regulatory agencies, promote the development the financial reporting and accounting system to meet international standards, and review internal control, internal auditing, and risk management systems to ensure their prudence, suitability, currency, and efficiency. The Audit Committee can act and exercise independent judgement in the interest of the Business.
3. Establishing SCG Risk Management Committee, responsible for defining the risk management structure, policy, strategies, and frameworks, monitoring risk assessment performance, approving risk management plans to ensure that SCG has suitable risk management, and reporting to the Audit Committee.
4. Encouraging staff at all levels to be conscious of ethics and morality and comply with SCG's principles of corporate governance, Code of Conduct and the Anti-corruption policy while overseeing the proper internal control system and internal audits to reduce the risk of fraud and abuse of authority and prevent any illegal act.
5. Monitoring and managing any potential conflicts of interest between the Business, the Executives, the Board of Directors, or shareholders as well as overseeing to prevent misuse of SCG's assets and the entering into inappropriate transactions with persons connected with SCG.
6. Establishing an internal audit office that can operate efficiency and independently to oversee and audit the efficiency of SCG's risk management system and internal control as well as report to the Audit Committee for consideration.

Principle 7 Ensure Disclosure and Financial Integrity

The duties of the Board of Directors are as follows:

1. Overseeing and monitoring the Business's liquidity and debt service coverage together with emergency plans and mechanisms in case of problems arising.

Reference : SCC (One Report 2024, page 240)

Example D.3.18 + 3.20

D.3.18 Does the Annual Report/Annual CG Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?

D.3.20 Does the Annual Report/Annual CG Report contain a statement from the board of directors/ commissioners or Audit Committee commenting on the adequacy of the company's internal controls/ risk management systems?

1. Internal Control

Opinion of the Board of Directors Regarding the Business's Internal Control System

At the meeting of the Board of Directors No. 276 (8/2024) on November 27, 2024, with 9 independent directors in attendance, three of whom were members of the Audit Committee, the Board of Directors conducted an evaluation of the Internal Control System of the Business and its subsidiaries according to the internal control adequacy evaluation form of The Securities and Exchange Commission (SEC), which adhered to the framework of COSO 2013 (Committee of Sponsoring Organization of Treadway Commission). After reviewing all five components: Control Environment, Risk Assessment, Control Activities, Information and Communications, and Monitoring Activities, the Board found no significant insufficiencies and concluded that the internal control system of the Business and its subsidiaries was adequate and appropriate; that the Business and subsidiaries had arranged for sufficient personnel to operate efficiently in accordance with laws, regulations, policies, and Code of Conduct all the way to various guidelines; and, finally, that there was an adequate operational control and monitoring system in place to protect the assets of the Business and its subsidiaries from improper or unauthorized use by Directors or Executives as well as to prevent transactions with persons who may have conflicts of interest and related parties.

Reference : SCC (One Report 2024, page 287)

Example D.3.19

D.3.19 Does the company disclose the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic)?

2 Business Risk Factors

In 2024, SCG identified and assessed key risks at the enterprise level, and develop risk management plans as follows:

Risk Factors	Sustainability-related Risk Environmental Dimension	Sustainability-related Risk Social Dimension	Sustainability-related Risk Governance Dimension
Business strategy risks arisen from maintaining competitiveness amid changing domestic market landscapes due to the expansion of entrepreneurs from countries at risk from trade wars	●	●	●
Risks associated with recruiting and capability development to support business adaptation		●	●
Risks related to occupational health and safety in workplace, goods transportation, and travel	●	●	●
Human rights risks		●	●
Risks related to managing costs in supply chain	●	●	●
Financial volatility risk (foreign exchange rates, interest rates)		●	●
Liquidity management and financing risks	●	●	●
Credit risks from trade receivables		●	●

Reference : SCC (One Report 2024, page 117-139)

Risks from Climate Change Leading to more Frequent and Severe Natural Disasters

Risk Events

The climate emergency and the world's rising temperatures are mainly triggered by the greenhouse gas emissions from human activities such as the burning of fossil fuel, agriculture, and deforestation. This has caused global warming, climate change, damages to ecosystems, and biodiversity loss. The adversity is further compounded by changes in land use, the growing population in at-risk areas, and natural uncertainties. For example, changing ocean currents could trigger abrupt shifts in weather patterns and increase natural disaster risks, expediting the occurrence of severe storms, floods, droughts, and wildfires in many areas. These uncertain weather patterns also complicate the forecasting of weather and climate disasters, presenting challenges in formulating emergency plans and managing risks stemming from natural disasters that require concise and prompt responses.

Risk Impacts

SCG operates business in many countries with a multitude of employees. As such, the Company has faced increasingly severe risks from more frequent natural disasters. These risks have significant repercussions on the continuity of supply chain, production efficiency, employee health, and increased cost from resource management and mitigation of impact.

Risk Mitigations

- Monitored and assessed risks from disasters, defined response and business continuity plans in different events, and alerted the relevant functions. This also includes developing an action plan in accordance with the Task Force on Climate-Related Financial Disclosures (TCFD) which includes relevant compliance processes, strategy formulation, risk management, and goal and indicator establishment.
- Established a network with the government, business, civil society, and industrial sectors and played a key role in planning and managing resources and natural disaster issues at both local and national levels. Notably, this includes collaborating with relevant agencies to support and advance water management projects in eastern Thailand such as the reservoir development project in Chanthaburi and a project in the Northeast.

Criteria	
D.4 People on the Board	
Board Chairman	
D.4.1	Do <u>different persons</u> assume the roles of chairman and CEO?
D.4.2	Is the chairman <u>an independent director</u>/commissioner?
D.4.3	Is any of the directors a former CEO of the company in the past 2 years? *(assess from the board of directors' profile)*
D.4.4	Are the <u>roles and responsibilities of the chairman</u> disclosed?
Lead Independent Director	
D.4.5	If the Chairman is not independent, has the Board appointed <u>a Lead/Senior Independent Director</u> and has his/her role been defined? **If the chairman is already an independent director, this item must be scored N/A*
Skills and Competencies	
D.4.6	Does at least one non-executive director/commissioner have <u>prior working experience</u> in the major sector that the company is operating in? *(assess from the board of directors' profile)*

Example D.4.1 + D.4.2

D.4.1 Do different persons assume the roles of chairman and CEO?

D.4.2 Is the chairman an independent director/commissioner?

As of 31 December 2024, the Board of Directors is comprised of 12 members that are suitable for the size and business strategy of the Company as follows. In the past year, no independent directors and non-executive directors resigned due to corporate governance issues, and neither the entire group of independent directors nor audit committee resigned. Furthermore, no director committed any misconduct due to ethical difficulties, and there was no news or case of being penalized, accused, or taking civil action by regulatory agencies against corruption.

Name of directors	Position
1. Professor Dr. Weerakorn Ongsakul	Chairman (Independent Director) / Chairman of Audit Committee / Chairman of Remuneration Committee / Member of Nomination Committee / Member of Risk Management Committee
2. Mr. Kitichai Sincharoenkul	Vice Chairman / Member of Nomination Committee / Member of Remuneration Committee / Member of Executive Committee
3. Dr. Viyavood Sincharoenkul	Director / Chairman of Executive Committee
4. Mr. Anan Pruksanusak	Director / Member of Executive Committee
5. Mr. Veerasith Sinchareonkul	Director / Chairman of Risk Management Committee / Member of Executive Committee
6. Mr. Vitanath Sincharoenkul	Director / Member of Executive Committee / Member of Corporate Governance and Sustainable Development Committee / Chief People Development Officer and Chief Sustainability Officer / Chief Branding Officer
7. Ms. Jarinya Jirojkul	Director / Member of Risk Management Committee / Member of Corporate Governance and Sustainable Development Committee / Member of Executive Committee / Chief Executive Officer (CEO)

Reference : STGT (One Report 2024, page 167)

Example D.4.4

D.4.4 Are the roles and responsibilities of the chairman disclosed?

Duties and Responsibilities of the Chairman

(1) Oversee, follow up on and ensure that the Board of Directors performs its duties efficiently and in accordance with the objectives and main goals of the organization;

(2) Ensure that all directors participate in the promotion of corporate culture of ethics and good corporate governance;

(3) Set out agenda items for the Board of Directors' meetings in consultation with the Chief Executive Officer and put in place a mechanism to include material issues in the agenda items for the meetings;

(4) Allocate sufficient time for the management to propose and have a careful debate of the material issues. This includes encouraging directors to exercise careful discretion and express their independent opinions; and

(5) To promote good relationships among executive and non-executive directors and between the Board of Directors and the management;

(6) Chairman of the Board of Directors will preside over meetings and ensure that the meetings are conducted in accordance with relevant laws and regulations, as well as the Articles of Association of the Company. Including, time for consideration and discussion will be appropriately allocated for each agenda item sufficiently and properly. Furthermore, directors will be provided with the opportunity to express their opinion and ask questions.

Reference : STGT (One Report 2024, page 173)

Example D.4.5

D.4.5 If the Chairman is not independent, has the Board appointed a Lead/Senior Independent Director and has his/her role been defined?

The Chairman of the Board of Directors should be an independent director

The Company does not specify that the Chairman should be an independent director because the core businesses of the Company are complex, diverse and unique which require a leader who has capability, experience and expertise as well as true knowledge and understanding of the business management. Even though the Chairman is not an independent director, the Company has set in place an adequate and appropriate internal control system and an operation mechanism which has checks and balances, transparency, and can be verified. The Board of Directors adheres to its duties and performs their duties with due care and loyalty. The Board of Directors is also able to use their discretion independently in order to protect the benefit of the Company and the shareholders. In addition, the Board of Directors comprises a majority of independent directors, with one appointed as the Lead Independent Director. This Lead Independent Director represents the independent directors in consulting with the Chairman of the Board of Directors and the Management on matters relevant and significant to the business operations of the Company, as well as serving as a liaison between the independent directors and the Chairman of the Board of Directors and the Management. The Lead Independent Director also participates in setting the agenda for the Board of Directors meetings and coordinates between shareholders and the Board of Directors. This is to reinforce the performance of the Board of Directors as well as to increase the effectiveness of the management system and create checks and balances between the Board of Directors and the Management in accordance with the good corporate governance principles.

Currently, Mrs. Pichitra Mahaphon, who holds the positions of Chairman of the Audit Committee and Chairman of the Risk Management Committee, is the Lead Independent Director.

Reference : BTS (One Report 2024, page 126)

Separation of Power, Duties and Responsibilities of the Board of Directors and the Management

In addition, in order to support the performance of the Board of Directors, enhance the effectiveness of the management governance system, and promote the balance of power between the Board of Directors and the Management pursuant to good corporate governance principles for the utmost benefit of the Company and shareholders, the Board of Directors shall appoint one independent director to hold the position of lead independent director whose roles, duties and responsibilities are as follows:

(1) To represent the independent directors to consult with the Chairman of the Board of Directors and the Management on matters that are relevant and significant to the business operations of the Company, as well as serving as a liaison between the independent directors, the Chairman of the Board of Directors and the Management;

(2) To jointly consider and determine in advance the annual agenda items for the Board of Directors' meetings with the Chairman of the Board of Directors and the Chief Executive Officer;

(3) To act as a liaison between the shareholders and the Board of Directors; and

(4) To act as the chairman at the meetings of the non-executive directors.

Reference : BTS (One Report 2024, page 121)

Criteria	
D.5 Board Performance	
Directors Development	
D.5.1	Does the company have orientation programmes for new directors/commissioners?
D.5.2	Does the company have a policy and actual practice and programs that encourages directors/commissioners to attend on-going or continuous professional education programmes? ** The company has to disclose 1) Policy 2) Evidence 3) All directors attend*
CEO/Executive Management Appointments and Performance	
D.5.3	Does the company disclose the process on how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?
D.5.4	Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?

Example D.5.1

D.5.1 Does the company have orientation programmes for new directors/commissioners?

2) Orientation of New Directors

TISCO Group has a policy that new persons appointed as directors must undergo orientation according to the company's criteria before attending the first meeting of the Board of Directors. This is to give directors useful information for their jobs, to keep them up to date on the company's direction (objectives, goals, vision, mission, and values), their pay, and other benefits, such as senior executives creating extra courses that are right for each new director. In addition, a director's handbook, policies, and practices of TISCO corporate governance are prepared for directors so that new directors can study important information about the company: the company's corporate governance policy, business ethics, the code of conduct for directors, executives, and employees, the anti-corruption policy, the information technology policy, the company's stakeholder report form, etc.

In 2024, TISCO Group organized an orientation for one new director, Mr. Makoto Honda, an Executive Director, to provide information on the general nature of the company, business operations, and past performance of the company by senior executives and to inform them of the laws, rules, and regulations related to performing duties as a director of a listed company, including other information that is beneficial for performing activities.

Reference : TISCO (One Report 2024, page 130)

Example D.5.2

D.5.2 Does the company have a policy and actual practice and programs that encourages directors/commissioners to attend on-going or continuous professional education programmes?

3) **Board and Management Training**

TISCO Group's policy encourages regular training and educational activities for directors. The Company has arranged membership in the Thai Institute of Directors Association for all directors in order to help them stay abreast of news and updates as well as trainings beneficial to directorship and management. Training schedules shall be regularly notified to the directors in advance.

TISCO Group encourages the directors to attend training and seminars both internally and externally related to the roles and responsibilities of directors to enhance knowledge and develop themselves continuously. A total of thirteen (100.00 percent) attended training programs and seminars in 2024. Details are the following in Attachment 1 and summarized as follows.

Reference : TISCO (One Report 2024, page 130)

Example D.5.3

D.5.3 Does the company disclose the process on how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?

4) **Succession Planning**

To ensure stability and continuity in TISCO Group business operations, successors are determined for all key positions. The Board of Directors assigns the Nomination and Compensation Committee to oversee preparation of a Top Management succession plan. Said plan shall be regularly reviewed as appropriate. For other senior management positions, top Management and the Human Resources Committee shall review and evaluate the successors for the Nomination and Compensation Committee's consideration and further recommended the Board of Directors for approval, by considering factors such as qualifications, knowledge, ability, experience, and evaluations of qualified management.

The Company places importance on developing the capabilities of all executives and employees by preparing and reviewing succession planning, including career path for each job position with annual evaluation and use the evaluation results to create an Individual Development Plan for further development of executives and employees.

Reference : TISCO (One Report 2024, page 134)

Example D.5.4

D.5.4 Does the board of directors/commissioners conduct <u>an annual performance assessment of the CEO</u>/ Managing Director/ President?

Group Chief Executive Performance Assessment

The Board of Directors assigns the Nomination and Compensation Committee to prepare and recommend the Group Chief Executive Performance Assessment Guidelines for the Board's approval. The Nomination and Compensation Committee shall arrange the meeting(s) between the Board and management in the absence of Top Management at least once a year prior to his/her annual performance assessment. The Nomination and Compensation Committee then reports the assessment result to the Board Meeting. The assessment shall be divided into two parts: Financial KPI and Non-Financial KPI. The KPI's are linked to the company's short-term, medium-term, and long-term performance, reflecting the responsible financial institution – conducting business with recognition placed on environmental, social, and governance responsibilities, plans and strategies, risk management and control, and leadership, etc. The significant KPI's are summarized as follows.

Reference : TISCO (One Report 2024, page 136)

- Financial performance with Earning Per Share (EPS), Return on Average Assets (ROAA), Cost to Income Ratio, Non-Performing Loans (NPL) Ratio, and Net Stable Funding Ratio (NSFR)
- Corporate reputation with customer promoter score (Net Promoter Score: NPS)
- Social and Environmental responsibilities with progressive achievement

The KPI's set are in alignment with the Company Vision, Mission, and short-term, mid-term, and long-term goals of the Company with consideration for the business situation and environment.

To ensure the effectiveness of the assessment, the Nomination and Compensation Committee will arrange meeting(s) between the Board and Management of TISCO Group, in absence of the Top Management, at least once a year prior to his/her annual performance assessment. In addition, the performance assessment of TISCO Group's Chief Executive will take into consideration the assessment result from the Chairperson of each sub-committee, namely, the Executive Board, the Risk Oversight Committee, the Audit Committee, and the Governance and Sustainability Committee, together with the assessment from the Nomination and Compensation Committee. The assessment result will be reported at the Board of Directors Meeting.

In 2024, the Nomination and Compensation Committee arranged the Group Chief Executive performance assessment as the process mentioned above. The assessment results of the Group Chief Executive were beyond satisfactory level both in financial institution and aligned with the vision, mission, short-term, medium-term and long-term goals. The Nomination and Compensation Committee then informed the assessment results, together with their opinion to Group Chief Executive for acknowledgment prior to approving the annual salary review and reported the assessment result at the Board of Directors Meeting.

Criteria	
Board Appraisal	
D.5.5	Did the company conduct an annual performance assessment of the board of directors/commissioners and disclose the criteria and process followed for the assessment?
Director Appraisal	
D.5.6	Did the company conduct an annual performance assessment of the individual directors/commissioners and disclose the criteria and process followed for the assessment?
Committee Appraisal	
D.5.7	Did the company conduct an annual performance assessment of the board committees and disclose the criteria and process followed for the assessment?

Example D.5.5 - D.5.7

Did the company conduct an annual performance assessment of :

D.5.5 the board of directors/commissioners

D.5.6 the individual directors/commissioners

D.5.7 the board committees and disclose the criteria and process followed for the assessment?

2024 Performance Results

1. Performance Assessment of the Board of Director

Performance Assessment Criteria of the Board of Director

The Board of Directors Meeting No. 1/2024, held on January 12, 2024, approved the performance assessment criteria for the Board of Directors through a self-assessment method, comprising three formats as recommended by the Stock Exchange of Thailand, as follows:

1) Board Self-Assessment as a Whole which includes the following main topics;

- Structure and Qualifications of the Board of Directors
- Roles, Duties, and Responsibilities of the Board of Directors
- The Board of Directors' Meetings
- Duties of the Directors
- Relationship with the Management
- Self-development of the Directors and Management

2) Self-Assessment for Sub-Committees as a Whole namely, Audit Committee, Nomination and Remuneration Committee, and Executives Committee which includes the following main topics;

- Structure and qualifications suitable for supporting sub-committee's activities effectively
- The duties and responsibilities of a sub-committee give priority and devote sufficient time to consider, review, and conduct.
- Sub-committee meetings are conducted effectively to support the Board of Directors' operation.
- Report of Committees

3) Board Self-Assessment on an Individual Basis which includes the following main topics;

- Structure and Qualifications of the Board of Directors
- Roles, Duties, and Responsibilities of the Board of Directors
- Availability to perform duties
- Participations in the Board of Directors' Meetings
- Relationships with the Directors and Management

Reference : TOA (One Report 2024, page 121-122)

Example D.5.5 - D.5.7

Board Performance Assessment Procedures

1) The Nomination and Remuneration Committee considers and proposes the proper and complete self-assessment according to the criteria of the governing body.
2) The Board of Directors approves the above criteria of the assessment.
3) The company secretary distributes the assessment form to the Board of Directors to conduct their self-assessment in a timely manner.
4) The company secretary collects the assessment form to conclude the assessment results, and then report to the Board of Directors.
5) The Board of Directors reviews the assessment results to evaluate whether operations align with their scope of duties. The Board of Directors then uses such results to further strengthen operational efficiency for the coming year.

Performance Assessment Results of the Board of Directors and Sub-Committees for the Year 2024

Board and Sub-Committees	Overall Performance Assessment Results (%)	Individual Performance Assessment Results (%)
1. Board of Director	96.43	97.05
2. Audit Committee	98.77	95.05
3. Nomination and Remuneration Committee	94.44	96.46
4. Executive Committee	98.94	99.17

Reference : TOA (One Report 2024, page 121-122)

Bonus

No. of items	Total points
18	30

Reference

- Notice of AGM
- Minutes of AGM
- Stock Exchange Website
- Annual Report / One Report
- Company Website

Criteria	
(B)A. Rights and Equitable treatment of shareholders	
(B)A.1 Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.	
(B)A.1.1	Does the company practice real time secure electronic voting in absentia at general meetings of shareholders? *Note: The company provides the system that can be used securely by the shareholders who are not able to attend the AGM, to submit their votes during the AGM meeting.*
(B)A.2 Notice of AGM	
(B)A.1.2	Does the company release its notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting?

Example (B) A.1.1

(B) A.1.1 Does the company practice real time secure electronic voting in absentia at general meetings of shareholders?

Invitation to attend the Annual General Meeting of Shareholders No. 1/2568

Land and Houses Public Company Limited

21 March 2025

Subject: Invitation to attend the Annual General Meeting of Shareholders No. 1/2568

To: Shareholders

Land and Houses Public Company Limited hereby would like to invite you to attend the Annual General Meeting of Shareholders No. 1/2568 on 23 April 2025 at 13.30 hrs., conducting **in the form of Hybrid Meeting**. Physical meeting will be held at At Pimarn Ballroom located at 12th Floor, Grande Centre Point Lumphini Hotel, No.1188 Rama 4 Road, Kwaeng Thoongmahameka, Khet Sathorn, Bangkok and **Electronic meeting (E-AGM)**, pursuant to the Emergency Decree on Teleconferences through Electronic Means B.E. 2563 (2020) and Public Limited Companies Act B.E. 2535 (1992) as well as the amendment. The Annual General Meeting of Shareholders No. 1/2568 will consider the following matters:

Reference : LH (Notice of AGM 2025)

Guidelines for attending the meeting via electronic means.

➤ Incase shareholders and proxies to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at https://app.inventech.co.th/LH241939R/#/homepage or scan QR Code and follow the steps as shown in the picture

1. Click link URL or scan QR Code in the letter notice Annual General Meeting
2. Choose type request for request form to 4 steps.
   - Step 1 Fill in the information shown on the registration
   - Step 2 Fill in the information for verify.
   - Step 3 Verify via OTP
   - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information.
3. Please wait for an email information detail of meeting and Password

** Merge user accounts, please using the same email and phone number **

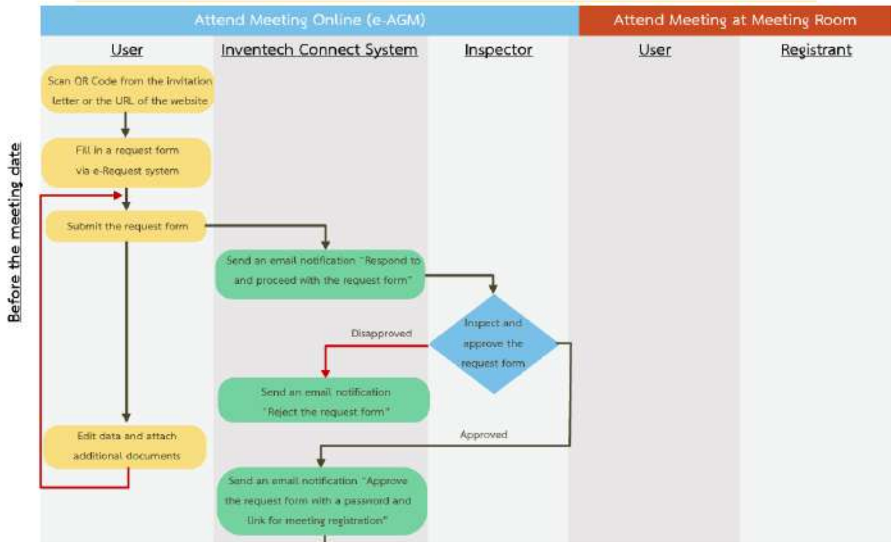
2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 9 April 2025 at 8:30 a.m. and shall be closed on 23 April 2023 Until the end of the meeting.

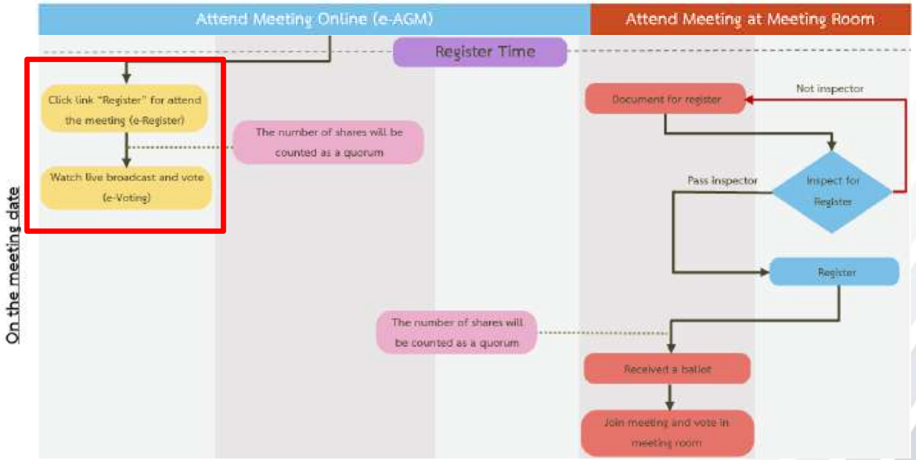
3. The electronic conference system will be available on 23 April 2025 at 11:30 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Example (B) A.1.1

(B) A.1.1 Does the company practice real time secure electronic voting in absentia at general meetings of shareholders?

Guidelines for Attending the Meeting via Electronic Meeting or Attending the Physical Meeting





Reference : LH (Notice of AGM 2025)

Example (B) A.1.2

(B) A.1.2 Does the company release its notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, <u>at least 28 days</u> before the date of the meeting?

Date/Time 24 Mar 2025 20:09:00

Headline

Distribution of Invitation Letter to the 2025 Annual General Meeting of Shareholders on the Bank's Website

Symbol TTB Source TTB

Full Detailed News

Disclaimer
This announcement was prepared and disseminated by listed company or issuer through the electronic system which is provided for the purpose of disseminationof the information and related documents of listed company or issuer to theStock Exchange of Thailand only. The Stock Exchange of Thailand has noresponsibility for the correctness and completeness of any statements, figures,reports or opinions contained in this announcement, and has no liability for anylosses and damages in any cases. In case you have any inquiries orclarification regarding this announcement, please directly contact listedcompany or issuer who made this announcement.

AGM	**21 April 2025**
Provide Notice on website	**24 March 2025**
Total	**28 days**

No.CC. 027/2025

24 March 2025

Re: Distribution of Invitation Letter to the 2025 Annual General Meeting of Shareholders on the Bank's Website

To: President
The Stock Exchange of Thailand

Reference is made to TMBThanachart Bank Public Company Limited (the "Bank")'s 2025 Annual General Meeting of Shareholders ("2025 AGM") on Monday, 21 April 2025, at 14.00 hrs. via an electronic meeting (e-AGM) in accordance with the Public Limited Companies Act B.E. 2535 (as amended), the Emergency Decree on Electronic Meetings B.E. 2563 (2020), TTB's Articles of Association and other relevant laws and regulations.

In accordance with the good corporate governance principles, and to provide the shareholders more access to the information, the Bank has already posted the Invitation Letter to the 2025 AGM together with the meeting documents on the Bank's website at http://www.ttbbank.com. The documents are available from Monday, 24 March 2025, onward.

In this regard, Invitation Letter to the 2025 AGM and the meeting documents will be sent to the shareholders whose names appeared on the list of shareholders on the date for determination of the name of shareholders entitled to attend the 2025 AGM.

Please be informed accordingly.

Reference : TTB (SET News)

Criteria	
(B)B. Sustainability and Resilience	
(B)B.1.1	Does the company disclose how it manages climate-related risks and opportunities? * should include : 1) Governance 2) Strategy 3) Risk Management 4) Metrics and targets
(B)B.1.2	Does the company disclose that its Sustainability Report is externally assured?
(B)B.1.3	Does the company disclose the engagement channel with stakeholder groups and how the company responds to stakeholders' ESG concerns?
(B)B.1.4	Does the company have a unit / division / committee who is specifically responsible to manage the sustainability matters? *score 1 point if designated a management member in charge of sustainability matters *score 2 points if designated a member of the board of directors in charge of sustainability matters
(B)B.1.5	Does the company disclose board's oversight of sustainability-related risks and opportunities?
(B)B.1.6	Does the company disclose the linkage between executive directors and senior management remuneration and sustainability performance for the previous year?
(B)B.1.7	Is the company's Whistle Blowing System managed by independent parties / institutions?

Example (B) B.1.1

(B) B.1.1 Does the company disclose how it manages climate-related risks and opportunities?

* should include : **1) Governance 2) Strategy 3) Risk Management 4) Metrics and targets**

Reference : RATCH (Disclosure in the Alignment with TCFD, company website)

Introduction

RATCH GROUP

Climate change is an integral part of RATCH's Sustainability Strategy in environmental dimension, as it is a significant issue in the energy and electricity sector. Stakeholders expect market players to reduce greenhouse gas emissions, so as to limit an increase in global temperature and mitigate climate impacts. RATCH as a leading power and energy thus prepared the Climate Change Strategy to achieve carbon neutrality goal in 2050. Endorsed by the Board of Directors, the Climate Strategy studied in feasible carbon emission approaches and methods for the formation of Decarbonization Roadmap and setting of achievable targets in alignment with Thailand's target. The Climate Strategy will also shape operational guidelines in support of SDG 12: Responsible Production & Consumption and SDG 13: Climate Action.

RATCH adopted the Recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD) in evaluating climate risks and analysing impacts towards its business strategy and goal. Additionally, TCFD recommendations has been applied for the company's climate disclosure encompassing the 4 core elements; governance, strategy, risk management, and metrics and targets.

Core Elements of TCFD Disclosure

Example (B) B.1.1

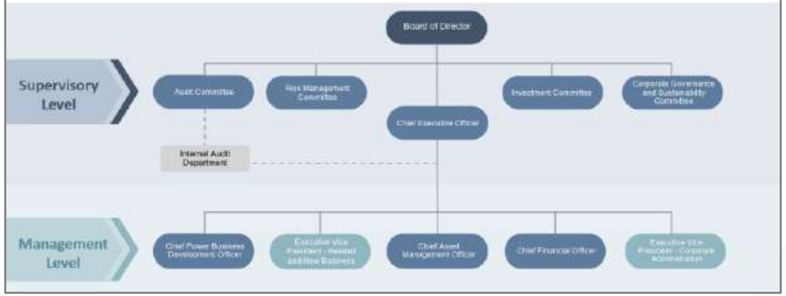
(B) B.1.1 Does the company disclose how it <u>manages climate-related risks and opportunities</u>?

* should include : **1) Governance** **2) Strategy 3) Risk Management 4) Metrics and targets**

Reference : RATCH (Disclosure in the Alignment with TCFD, company website)

Climate governing structure

RATCH GROUP



Climate supervisory level

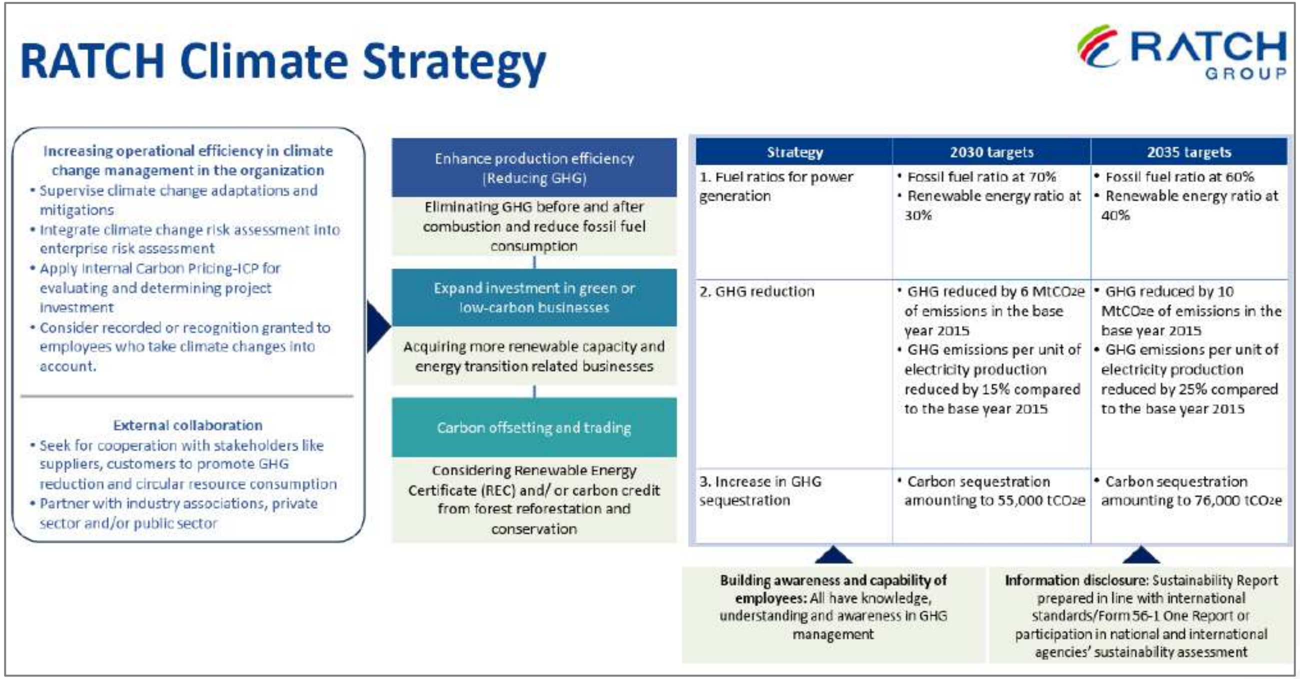
RATCH GROUP

RATCH Function	Climate Related Roles and Responsibilities
Board of Directors	• Extend its supervisory role to cover climate change, by integrating it with the corporate risk management system, the internal control system, business strategies and targets • Define vision, missions, business direction and strategies that ensures the company's readiness for the energy transition and the journey towards low-carbon businesses • Supervise and give guidance on sustainability and climate strategies, action plans and targets as well as monitor the implementation ensuring to achieve the targets • Endorse climate strategy and action plans including related indicators and targets, ensuring the compatibility with the company's condition and business context • Monitor progress of climate actions, with supports from the Risk Management Committee, the Audit Committee, and the Corporate Governance and Sustainability Committee
Risk Management Committee	• Integrate climate risks and opportunities with the enterprise risk management and risk assessment processes • Supervise and monitor the efficiency of the risk management system and the internal control system as well as the alignment between the Company's business strategy, targets and the Climate Strategy and targets
Corporate Governance and Sustainability Committee	• Supervise and monitor the progress of Sustainability Strategy and Climate Strategy implementation as well as the management of ESG risks • Approve and give guidance on climate related policies, action plans and targets under the strategy and submit the guidance for the Board of Directors' approval
Audit Committee	• Follow and give advice on compliance of climate related regulations
Investment Committee	• Supervise the investment decision-making process concerning climate risk and impact assessment as well as carbon cost risk management, likelihood and impact to the enterprise and projects

Example (B) B.1.1

(B) B.1.1 Does the company disclose how it manages climate-related risks and opportunities?

* should include : **1) Governance 2) Strategy 3) Risk Management 4) Metrics and targets**



RATCH Climate Strategy

RATCH GROUP

Increasing operational efficiency in climate change management in the organization
- Supervise climate change adaptations and mitigations
- Integrate climate change risk assessment into enterprise risk assessment
- Apply Internal Carbon Pricing-ICP for evaluating and determining project investment
- Consider recorded or recognition granted to employees who take climate changes into account.

External collaboration
- Seek for cooperation with stakeholders like suppliers, customers to promote GHG reduction and circular resource consumption
- Partner with industry associations, private sector and/or public sector

Enhance production efficiency (Reducing GHG)
Eliminating GHG before and after combustion and reduce fossil fuel consumption

Expand investment in green or low-carbon businesses
Acquiring more renewable capacity and energy transition related businesses

Carbon offsetting and trading
Considering Renewable Energy Certificate (REC) and/ or carbon credit from forest reforestation and conservation

Strategy	2030 targets	2035 targets
1. Fuel ratios for power generation	• Fossil fuel ratio at 70% • Renewable energy ratio at 30%	• Fossil fuel ratio at 60% • Renewable energy ratio at 40%
2. GHG reduction	• GHG reduced by 6 $MtCO_2e$ of emissions in the base year 2015 • GHG emissions per unit of electricity production reduced by 15% compared to the base year 2015	• GHG reduced by 10 $MtCO_2e$ of emissions in the base year 2015 • GHG emissions per unit of electricity production reduced by 25% compared to the base year 2015
3. Increase in GHG sequestration	• Carbon sequestration amounting to 55,000 tCO_2e	• Carbon sequestration amounting to 76,000 tCO_2e

Building awareness and capability of employees: All have knowledge, understanding and awareness in GHG management

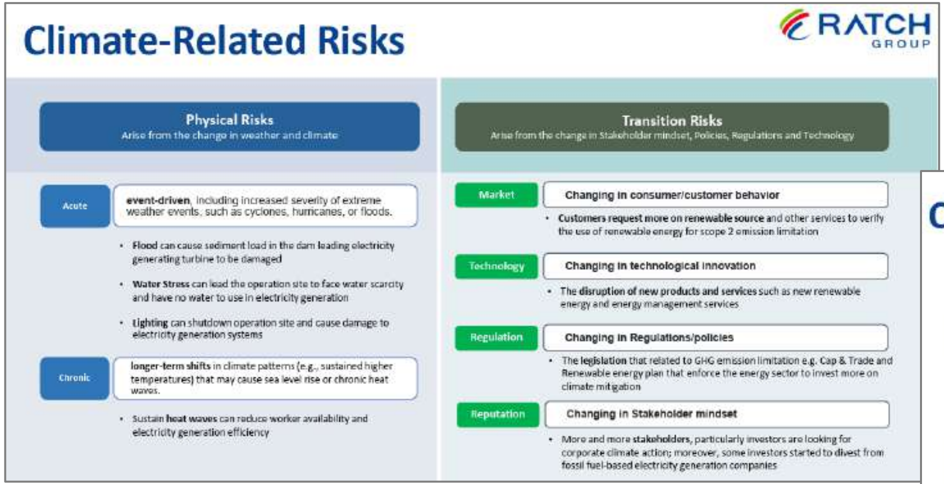
Information disclosure: Sustainability Report prepared in line with international standards/Form 56-1 One Report or participation in national and international agencies' sustainability assessment

Reference : RATCH (Disclosure in the Alignment with TCFD, company website)

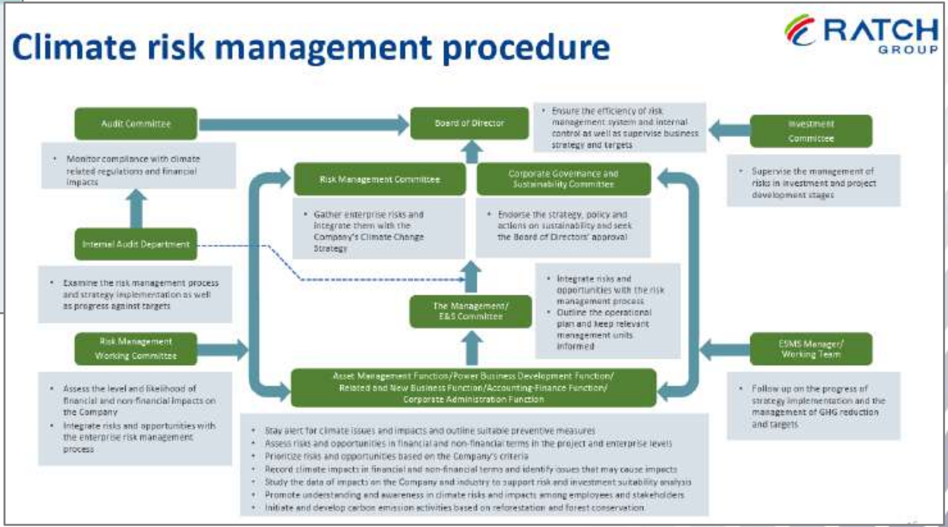
Example (B) B.1.1

(B) B.1.1 Does the company disclose how it <u>manages climate-related risks and opportunities</u>?

* should include : **1) Governance 2) Strategy 3) Risk Management 4) Metrics and targets**



Reference : RATCH (Disclosure in the Alignment with TCFD, company website)



Example (B) B.1.1

(B) B.1.1 Does the company disclose how it manages climate-related risks and opportunities?

* should include : **1) Governance 2) Strategy 3) Risk Management 4) Metrics and targets**

Climate-related matrices, methodologies and standards

RATCH GROUP

Methodologies and standards

1. IPCC Guidelines for National Greenhouse Gas Inventories, 2006
2. ISO 14064-1
3. Thailand Greenhouse Gas Management Organization: The National Guideline Carbon Footprint for organization
4. The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (Revised Edition)
5. Corporate KPIs are linked to climate-related issues such as GHG emission reduction. RATCH provides incentives for CEO, Corporate executive team, all employees for achieving corporate KPI, emissions reduction target.

Key Matrices

- Direct GHG Emissions (Scope 1 - $MtCO_2$ equivalent)
- Market-based energy indirect (Scope 2) GHG emissions ($MtCO_2$ equivalent)
- Location based energy indirect (Scope 2) GHG emissions ($MtCO_2$ equivalent)
- Other relevant indirect GHG emission (Scope 3: Upstream transportation and distribution) (M

Reference : RATCH (Disclosure in the Alignment with TCFD, company website)

GHG Emissions in 2022-2024

RATCH GROUP

RATCH set a target to reduce direct emissions (Scope 1) and indirect emissions (Scope 2) in 2030 by 70% from the base year 2015 (8,694,192 tCO_2e) based on the expiration of 1,470 MW gas-fired power plants.

Environmental Indicators	Unit	2022	2023	2024
Direct GHG emissions (Scope 1)	tCO_2e	8,515,787	4,984,325	5,296,098
Indirect GHG emissions from electricity (Scope 2) –Location Based	tCO_2e	31,367	28,362	39,387
Indirect GHG emissions from electricity (Scope 2) –Market Based	tCO_2e	31,367	28,362	39,387
Total Scope 3 GHG emissions	tCO_2e	3,113,000	1,549,089	1,769,016
GHG intensity (Scope 1+2)	tCO_2e/MWh	0.4152	0.3874	0.3247
Targets	• Reduce GHG emissions in Scope 1 and Scope 2 by 70% in 2030 (from the base year 2015) • Reduce GHG Intensity (Scope 1 and 2) by 15% in 2030 (from the base year 2015) To achieve carbon neutrality by 2050			

Source: Sustainability Report 2024, page 113

Boundary of GHG emission report	2022	2023	2024
Ratchaburi Power Plant (RGCO)	√	√	√
Nava Nakorn Power Plant (NNEG)	√	√	√
RATCH-Cogeneration Power Plant (RCO)	√	√	√
Berkprai Cogeneration Power Plant (BPC)	√	√	√
RATCH-Australia Power Plant (RAC)	√	√	√
RATCH Energy Rayong Power Plant (RER)	√	√	√
Ratch Pathana Energy Group	√	√	√
Songkhla Biomass (SKB)	-	√	√
Hin Kong Power Plant (HKP)	-	-	√

Example (B) B.1.2

(B) B.1.2 Does the company disclose that its Sustainability Report is externally assured?

LRQA

LRQA INDEPENDENT ASSURANCE STATEMENT

RELATING TO WHA CORPORATION PUBLIC COMPANY LIMITED'S GHG ASSERTION FOR THE CALENDAR YEAR 2024

This Assurance Statement has been prepared for WHA Corporation Public Company Limited in accordance with our contract but is intended for the readers of this Report.

TERMS OF ENGAGEMENT

LRQA (Thailand) Limited was commissioned by WHA Corporation Public Company Limited (WHA) to provide independent assurance on its GHG assertion 2024 against the AccountAbility's AA1000AS v3 assurance criteria to a moderate level of assurance with reference to GRI specific standard disclosures listed below and materiality level of the professional judgement of the verifier is applied, where the scope was a Type 2 engagement.

Our assurance engagement covered WHA's financial control in Thailand only and specifically the following requirements:

- Evaluating the reliability of data and information for only the selected environmental indicators listed below:
  - GRI 305-1: Direct GHG emissions (Scope 1)1, 2
  - GRI 305-2: Energy indirect GHG emissions (Scope 2)

Our assurance engagement excluded the data and information of WHA's financial control and activities outside Thailand, as well as suppliers, contractors and any third parties mentioned in the report.

LRQA's responsibility is only to WHA. LRQA disclaims any liability or responsibility to others as explained in the end footnote. WHAs' responsibility is for collecting, aggregating, analysing and presenting all the data and information within the Assertion and for maintaining effective internal controls over the systems from which the Assertion is derived. Ultimately, the Assertion has been approved by, and remains the responsibility of WHA.

Reference : WHA (One Report 2024, page 360-361)

LRQA'S OPINION

Based on LRQA's approach nothing has come to our attention that would cause us to believe that WHA has not, in all material respects:

- Met the requirements above
- Disclosed reliable performance data and information as no errors or omissions were detected.

The opinion expressed is formed on the basis of a moderate level of assurance and at the materiality of the professional judgement of the verifier.

Note: The extent of evidence-gathering for a moderate level of assurance engagement is less than for a high level of assurance engagement. Moderate assurance engagements focus on aggregated data rather than physically checking source data at sites. Consequently, the level of assurance obtained in a moderate assurance engagement is substantially lower than the assurance that would have been obtained had a high assurance engagement been performed.

LRQA'S APPROACH

LRQA's assurance engagements are carried out assurance using AA1000AS v3. The following tasks though were undertaken as part of the evidence gathering process for this assurance engagement:

- Auditing WHA's data management systems to confirm that there were no significant errors, material mis-statements in the report. We did this by reviewing the effectiveness of data handling procedures, instructions, and systems, including those for internal verification. We also spoke with those key people responsible for compiling the data and drafting the report.
- Sampling of evidence during remote verification from facilities level, only the selected indicators to confirm its reliability.

OBSERVATIONS

Further observations and findings, made during the assurance engagement, is:

- Reliability: Data management systems are properly defined for the selected environmental indicators. However, should consider interim verification to further improve the reliability and timeliness of its disclosed data and information.

LRQA'S STANDARDS, COMPETENCE AND INDEPENDENCE

LRQA ensures the selection of appropriately qualified individuals based on their qualifications, training and experience. The outcome of all verification and certification assessments is then internally reviewed by senior management to ensure that the approach applied is rigorous and transparent.

This verification is the only works undertaken by LRQA for WHA Corporation Public Company Limited. WHA Industrial Development Public Company Limited and WHA Utilities and Power Public Company Limited and as such does not compromise our independence or impartiality.

Dated: 20 March 2025

Opart Charuratana
LRQA Lead Verifier

Example (B) B.1.3

(B) B.1.3 Does the company disclose the engagement channel with stakeholder groups and how the company responds to stakeholders' ESG concerns?

Environmental Dimension

Alignment with the SDGs	Stakeholders related	Impact on stakeholders	Methods
1. Environmental Compliance			
13, 15, 16	• Employees • Shareholders/ Investors • Customers • Suppliers/ Deliverers/ Contractors • Community / Society • Environment Agencies	• Business Stability and Security. • Transparency in business operations. • Fair business practices. • Complaints regarding violations of regulations and laws , it may affect production costs and can disrupt business operations.	• Reviewing quality and environmental policies. • Reviewing the company's environmental objectives and ensuring compliance with the specified indicators. • Conduct an Internal Audit ISO 14001 the Company's environmental operations comply with the specified standards at least once per year.

Social Dimension

Alignment with the SDGs	Stakeholders related	Impact on stakeholders	Methods
1. Employee Stewardship and Development			
3, 4, 8, 16	• Employees • Shareholders/ Investors • Customers • Suppliers/ Deliverers/ Contractors • Community / Society	• Skills, knowledge, and expertise in the workplace. • Satisfaction with working conditions. • Efficiency in Operations. • If the level of skills, knowledge, and expertise of employees is low, it may affect the efficiency of work and the quality of products and services.	• Regularly review the employee performance appraisal process. • Review of the compensation determination process. • Establish employee potential development plan. • Establish employees training plans at all levels. • Consider selecting internal personnel before recruiting external personnel. • Arrange for an election of the Welfare Committee. • Employees satisfaction survey. • Assess comprehensive human rights risks (Human Rights Due Diligence:HRDD) and follow up.

Economic/Governance Dimension

Alignment with the SDGs	Stakeholders related	Impact on stakeholders	Methods
1. Business Performance			
8, 9	• Employees • Shareholders/ Investors	• Employee Compensation and Benefits. • Shareholder/Investor Returns. • If the Company's performance is poor, it may lead to employee resignations and a lack of interest from shareholders/ investors.	• Review policies and strategies in economic and sustainable development. • Review of water supply targets. • Create confidence in business operations for stakeholders. • Seek opportunities in new business operations.

Reference : TTW (Sustainability Report, page 28-35)

Example (B) B.1.4

(B) B.1.4 Does the company have a unit / division / committee who is specifically responsible to manage the sustainability matters?

*score 1 point if designated a management member in charge of sustainability matters

*score 2 points if designated a member of the board of directors/commissioners in charge of sustainability matters

4. The Corporate Governance and Sustainability Committee

The Corporate Governance and Sustainability Committee is appointed by the board of directors, and their term is 3 years, constitutes of at least 3 directors, and there must be independent directors of at least half of the total number of directors. Details are as follows:

The Names and Positions of the Members of the Corporate Governance and Sustainability Committee as of 31 December 2024 are as follows:

1.	Mr. Kittichai	Raktakanit	:	Chairman of the Corporate Governance and Sustainability Committee (Independent Director)
2.	Mr. Porntat	Amatavivadhana	:	Member of the Corporate Governance and Sustainability Committee (Independent Director)
3.	Mr. Weeranant	Chuensuwan	:	Member of the Corporate Governance and Sustainability Committee (Independent Director)
4.	Mr. Apichart	Chutrakul	:	Member of the Corporate Governance and Sustainability Committee (Director)
5.	Mr. Uthai	Uthaisangsuk	:	Member of the Corporate Governance and Sustainability Committee (Director)

Reference : SIRI (One Report 2024, page 92)

Example (B) B.1.4

(B) B.1.4 Does the company have a unit / division / committee who is specifically responsible to manage the sustainability matters?

Scope of Duty and Responsibility of the Corporate Governance and Sustainability Committee

1) Determine and review policies and criteria according to corporate governance principles, including requirements related to the business code of conduct as well as anti-corruption measures to apply such principles to use in formulating the Company's regulations in alignment with the principles of good corporate governance for directors, executives, and employees of the Company.

2) Supervise the preparation the Company's policies, goals, strategies, and framework for sustainable development operations and the Company's social, community, and environmental activities, along with giving opinions and offering advice related to such matters, including reviewing the implementation of corporate governance and sustainable development to present to the board of directors as appropriate.

3) Oversee policies and practices related to sustainable development and good corporate governance to be formulated according to rules consistent with international standards by covering the Company and/or its subsidiaries as appropriate as well as supervising and monitoring compliance with such policies and guidelines.

4) Supervise, review, suggest, provide guidance, promote, and support to lead to compliance with good corporate governance principles and sustainable development. It also includes creating understanding and participation of personnel at all levels of the Company in carrying out various actions to have practical results in the same direction.

5) Review and update policies on good corporate governance and sustainable development regularly to comply with the guidelines of the regulatory agencies to present and recommend to the board of directors.

6) Consider and approve the strategies, and screening activities related to society, community and environment according to the Company's policy to present to the board of directors, including monitoring progress of activities implementation.

7) Encourage the board of directors and employees to participate in the operation under the policies for society, community, and environment of the Company.

8) Follow up on the operating results on sustainable development and good corporate governance and report to the board of directors.

9) The authorised Corporate Governance and Sustainability Committee has the authority to invite relevant persons or those who are deemed appropriate to attend the meeting or to provide clarification on related matters.

10) Evaluate the annual performance of the Corporate Governance and Sustainability Committee and report the evaluation results to the board of directors.

11) Perform any other actions assigned by the board of directors about corporate governance and sustainable development, including social, community, and environmental activities.

Reference : SIRI (One Report 2024, page 92)

Example (B) B.1.5

(B) B.1.5 Does the company disclose board's oversight of sustainability-related risks and opportunities?

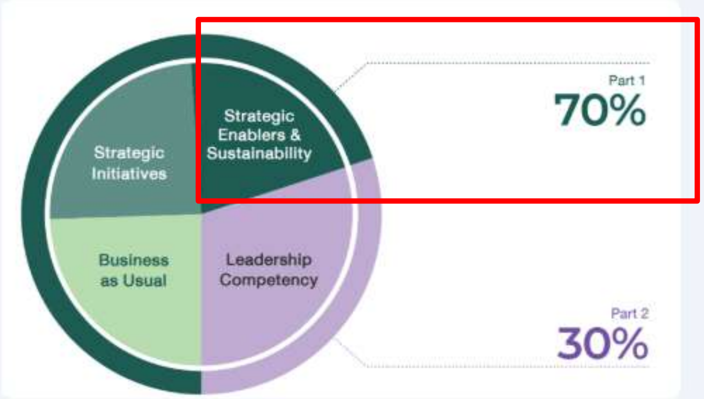
Sustainability governance structure and its roles and responsibilities

Level	Governing Structure	Roles and Responsibility	Meeting Frequency
Board level	Board of Directors	• Oversee climate-related risks and opportunities • Ensure sustainability and decarbonization strategies are aligned with the company's business strategy	5 times/year
	Sustainability and Risk Management Committee (SRMC)	• Oversee and review sustainability and decarbonization activities and performance • Monitor key business risks	Quarterly
Management level	Indorama Management Council (IMC)	• Ensure that sustainability and decarbonization initiatives are implemented as planned	Quarterly
	Manufacturing Excellence Council (MEC)	• Execute and implement sustainability initiatives across Indorama Ventures' operating sites • Oversee and manage environmental stewardship efforts • Monitor emerging technologies necessary for decarbonizing our operations • Evaluate the financial feasibility of sustainability and decarbonization initiatives for management approval	Quarterly
	ESG council (Led by ESG Council Chairman)	• Advocate for and push policies and sustainability initiatives to ensure progress • Ensure stakeholders engagement process and communication	Quarterly
Operational level	Sustainability Department (Led by Chief Sustainability Officer)	• Assist the SRMC in monitoring sustainability and decarbonization performance and relay climate-related data • Monitor stakeholders engagement effectiveness • Work in collaboration with the MEC to oversee and manage key environmental aspects within the organization, including energy, GHG emissions, air emissions, waste, and water.	Monthly

Reference : IVL (company website)

Example (B) B.1.6

(B) B.1.6 Does the company disclose the linkage between executive directors and senior management remuneration and sustainability performance for the previous year?



Success Metrics of Chief Executive Officer

Thaioil Group has established sustainability performance indicators in the fiscal year 2024, which are linked to the remuneration of the Chief Executive Officer (CEO), President, and Sustainability Development Steering Committee. The sustainability performance is also reflected in the Corporate Key Performance Indicators cascaded to all levels of employees in relevant departments. This helps to ensure that the predefined goals are achieved in terms of Environment, Social, and Governance (ESG) management. The components are shown below:

Part 1) Corporate Key Performance Indicators (KPI) Achievements (70%)

Thaioil Group indicates the Key Performance Indicators under the principle of balance scorecard that are aligned with the direction of "TOP for the Great Future". The Key Performance Indicators are divided into three dimensions as follows:

Reference : TOP (Company Website)

Example (B) B.1.6

(B) B.1.6 Does the company disclose the linkage between executive directors and senior management remuneration and sustainability performance for the previous year?

Business as Usual

45%

- Net Operating Profit
- Return on Invested Capital (ROIC) 7-Year Average, and ROIC compared with peers in the same industry
- Total Recordable Case Frequency (TRCF) and Process Safety Event Tier-1
- Operational Availability
- Energy Efficiency and GHG Emission
- Cash Operating Cost
- Productivity Improvement

Strategic Initiatives

29%

Strategic Enablers & Sustainability

26%

- Investment Grade Credit Rating
- People & Organization Readiness
- Digitalization
- Innovation
- Stakeholder Engagement (Customer, Community, and Investor)
- Dow Jones Sustainability Indices (DJSI)

Part 2) Leadership Competency (30%)

The assessment of the leadership competency of the CEO and President is conducted in six areas, namely building shared vision, organizational management aligned with strategic plan, risks management, team management toward the highest productivity, ability to coach and mentor, and building personal excellence.

Sustainability performance is assessed by using performance indicators across three areas of balance scorecard and leadership competency.

Reference : TOP (Company Website)

Example (B) B.1.7

(B) B.1.7 Is the company's Whistle Blowing System managed by independent parties / institutions?

Whistleblowing

The stakeholders can inquire for information, complain, or report any unlawful violation, the inaccuracy of financial reports or internal control system, and the breach of business ethics of the Company and its subsidiary directly to the Independent Directors or the Audit Committee at taa_auditcommittee@airasia.com and thaiwhistleblower@airasia.com by having the Audit Committee who is independent from the Management to consider and the Internal Audit Unit to conduct screening of the whistleblowing and such claims.

Reference : AAV (One Report 2024 , page 154)

Criteria	
(B)C. Disclosure and transparency	
Quality of Annual Report	
(B) C.1.1	Are the audited annual financial report /statement released within 60 days from the financial year end?

Example (B) C.1.1

(B) C.1.1 Are the audited annual financial report /statement released within 60 days from the financial year end?

Date/Time 20 Feb 2025 18:19:00

Headline

Financial Statement Yearly 2024 (Audited)

Symbol **TRUE** Source **TRUE**

Full Detailed News

Disclaimer

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Audited Annual Financial Report	**20 Feb 2024**
Financial Year End	**31 Dec 2023**
Total	**51 days**

Reference : TRUE (SET Website)

Criteria	
(B)D. Responsibilities of the Board	
(B)D.1 Board Competencies and Diversity	
(B) D.1.1	Does the company have at least one female independent director/commissioner? *(assess from the board of directors' profile)* *score 1 point if company has one ID female *score 2 points if company has 2 or more ID females ***** In Bonus section : Independent director means director who did not serve more than 9 years.***
(B) D.1.2	Does the company have **1) a policy** and disclose **2) measurable objectives** for implementing its board diversity and **3) report on progress** in achieving its objectives? *score 1 point if company has 2 of 3 criteria *score 2 points if company has all criteria

Example (B) D.1.1

(B) D.1.1 Does the company have at least one female independent director/commissioner?

Information of the Board of Directors (As of January 1, 2025)

Name - Surname	The Board of Directors	The Audit Committee	The Governance and Nomination Committee	The Remuneration Committee	CSR Committee for Sustainable Development Committee	The Environmental Sustainability Development Committee
1. ACM Satitpong Sukvimol	Chairman	-	-	-	Member	
2. Mr. Chumpol NaLamlieng	Vice Chairman Independent Director	-	Chairman	-	-	
3. Mr. Kasem Watanachai	Director	-	-	-	Chairman	
4. Lt.Col. Somchai Kanchanamanee	Director	-	-	-	Member	
5. Pol.Col. Thumnithi Wanichthanom	Director	-	-	-	Member	
6. Mr. Prasarn Trairatvorakul	Independent Director	-	-	Chairman	-	
7. Mr. Pasu Decharin	Independent Director	Chairman	Member	-	-	
8. Mrs. Parnsiree Amatayakul	Independent Director	Member	-	Member	-	Member
9. Mr. Cholanat Yanaranop	Independent Director	-	-	Member	-	Chairman
10. Mr. Thapana Sirivadhanabhakdi	Independent Director	-	-	Member	-	
11. Mr. Suphachai Chearavanont	Independent Director	-	-	-	-	
12. Mrs. Nuntawan Sakuntanaga	Independent Director	Member	-	-	-	
13. Ms. Jareeporn Jarukornsakul	Independent Director	-	Member	-	-	
14. Mr. Roongrote Rangsiyopash	Director	-	Member	Member	Member	
15. Mr. Thammasak Sethaudom	President & CEO	-	-	-	Member	Member

Mrs. Parnsiree Amatayakul

Age 54 years

Director qualified as an Independent Director (From March 27, 2019)

Position

- Independent Director
- Member of the Audit Committee
- Member of the Remuneration Committee
- Member of the Environmental Sustainability Development Committee

Date of Appointment as a Director

- March 27, 2019

Mrs. Nuntawan Sakuntanaga

Age 66 years

Position

- Independent Director
- Member of the Audit Committee

Date of Appointment as a Director

- March 30, 2022

Reference : SCC (One Report 2024, page 249)

Example (B) D.1.2

(B) D.1.2 Does the company have **1) a policy** and disclose **2) measurable objectives** for implementing its board diversity and **3) report on progress** in achieving its objectives?

The Charter of the Board provides that the Board shall have diversity of perspectives and talents to ensure that an appropriate mix of skills, experience and expertise is maintained on the Board. The election of directors followed the resolutions of the annual shareholders meetings, resolutions of the Board of Directors meetings, the laws and regulations, as well as the Company's Articles of Association. The number of directors is appropriate for the Company's business operations.

1

The Board aims to maintain a diversity of skill, experience, expertise and is committed to pursuing diversity in terms of gender, age and other distinction across the group for the perspectives and talents, resulting all aspects of consideration for decision making.

2

In reviewing the composition of the Board of Directors, the NRCG Committee considered that the Board of Directors should have at least one female director, and in each nomination of directors, a female candidate must be included in the list of qualified persons to be considered for nomination as directors of the Company. In 2024, the Company has 2 female directors, Ms. Kamonwan Wipulakorn and Ms. Melissa White.

3

Reference : SPRC (One Report 2024, page 76)

Criteria	
(B)D.2.1 Board Structure	
(B) D.2.1	Is the Nominating Committee comprise entirely of independent directors/commissioners? ***** In Bonus section : Independent director means director who did not serve more than 9 years.***
(B) D.2.2	Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?

Example (B) D.2.1

(B) D.2.1 Is the Nominating Committee comprise entirely of independent directors/commissioners?

3) Nominating and Corporate Governance Committee

As at 31 December 2024, the Nominating and Corporate Governance Committee comprises 3 directors as follows:

1.	Ms. Suvabha Charoenying	Chairman
2.	Mr. Charamporn Jotikasthira	Member
3.	Ms. Camille Ma	Member

2. Ms. Suvabha Charoenying

Age: 61 years old

Year of service: 8 years 11 months

(Appointed 22 January 2016)

- Independent Director
- Chairman of the Audit Committee
- Chairman of the Nominating and Corporate Governance Committee
- Member of the Compensation Committee

3. Mr. Charamporn Jotikasthira

Age: 67 years old

Year of service: 7 years 8 months

(Appointed 4 April 2017)

- Independent Director
- Member of the Audit Committee
- Member of the Compensation Committee
- Member of the Nominating and Corporate Governance Committee

4. Ms. Camille Ma

Age: 67 years old

Year of service: 4 years 6 months

(Appointed 19 June 2020)

- Independent Director
- Member of the Audit Committee
- Chairman of the Compensation Committee
- Member of the Nominating and Corporate Governance Committee

Reference : MINT (One Report 2024, page 243-246)

Example (B) D.2.2

(B) D.2.2 Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?

The performance highlights in 2024 are as follows:

1. **Nomination of Directors, Review of Performance Assesment Criteria and Determination of Director Compensation**

   - Considered the nomination of individuals to fill director retiring by rotation, by seeking candidates with knowledge, capabilities, and experience aligned with the Company's business strategies and who do not have any prohibited characteristics under applicable laws and regulations. The Company also provided an opportunity for minority shareholders to propose individuals for director elections between October and December. As no shareholders proposed any individuals to the company, the Nomination and Remuneration Committee proposed the re-appointment of the existing directors, Mr. Jatuphat Tangkaravakoon, Mr. Nattavuth Tangkaravakoon, Mrs. Chanatip Weerasubpong to hold a position as Company's directors for another term. This proposal was then submitted to the Board of Directors and the Annual General Meeting of Shareholders for approval, respectively.
   - Consideration and review of annual performance assessment criteria of the board of directors and providing recommendations on the suitability of director remuneration to later propose to the board of directors meeting.

Reference : TOA (One Report 2024, page 167)

Example (B) D.2.2

(B) D.2.2 Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?

5) The board composition must consist of directors with diversified backgrounds: gender, age experience, professional skill, and specific capability to ensure that the Company runs the business to achieve the objectives and creates sustainable growth.

In this regard, The Board of Director's Nomination and Remuneration Policy has identified qualifications, knowledge, ability and diversity of the Company's directors, including 1) knowledge of the Company's business, knowledge of the paint industry and other related industries; 2) business administration/management and strategic planning; 3) internal control/accounting/taxation; 4) finance/investment; 5) technology/ product and manufacturing innovation and ; 6) corporate governance and sustainable development; 7) International Business Operations, including other qualifications that the Nomination and Remuneration Committee deems necessary and in line with the Company's business direction in the next three to five (3-5) years. Thus, there must be a proportion of directors with knowledge of the Company's industry or business of at least three (3) persons, and directors with knowledge of accounting and finance of at least one (1) person, and at least one (1) director with knowledge, ability and specific experience in other areas as specified in each item. The composition of the board of directors must be consist of non-executive director in the proportion of more than 66 percent of the total number of current directors, and at least one-third (1/3) of the total number of directors who are women

Currently, the board of directors has a composition of qualifications, knowledge, ability, and diversity that is **fully aligned** with the established policies and goals, with details shown in the Board Skill Matrix in Section 7, "Corporate Governance Report" under the topic " Nomination and Appointment of Directors and Top Management"

Reference : TOA (One Report 2024, page 90)

Example (B) D.2.2

(B) D.2.2 Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?

(2) Nomination and Termination of Directors

1) Nomination

- The Nomination and Remuneration Committee shall consider the nomination criteria with Board Diversity. The Company has established Board Skills Matrix to be used in consideration of the required director qualifications in line with the Company's business strategies and others necessary to the organization. The committee shall select a qualified person to be proposed to serve as a director in consideration of proper qualifications, skills, and experiences suitable for the benefit of the Company. In this regard, a professional search firm or a director pool may be applied to select a qualified person as necessary and appropriate.

Reference : TOA (One Report 2024, page 111)

Board Skills Matrix

nssums	Knowledge, Skills, and Experiences													
	Paint and Coating Industry	Other Related Industry	Business/Management	Strategic Planning	Internal Control/ Accounting	Taxation	Finance/ Investment	Technology/ Product Innovation/ manufacturing	Corporate Governance	Sustainability Development	International Business Operations	Laws	Risk Management	Information Technology
Mr. Jatuphat Tangkaravakoon	/	/	/	/	/	/	/	/	/	/	/		/	/
Mr. Nattavuth Tangkaravakoon	/	/	/	/				/			/			
Mrs. Busatree Wangloo	/	/	/	/	/	/	/				/			
Mrs. Prisana Prahamkhasuk	/	/	/		/		/		/		/		/	/
Mrs. Chanatip Weerasubpong	/	/	/		/	/						/		
Mr. Veerasak Kositpaisal	/	/	/	/					/	/	/		/	
Total	6	6	6	4	4	3	3	2	3	2	5	1	3	2

Criteria	
(B)D.3 Board Appointments and Re-Election	
(B)D .3.1	Does the company use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors/commissioners? *score 1 point if company disclose the policy *score 2 points if company disclose the policy and has implemented it during the preview year.
(B)E.4 Board Structure & Composition	
(B) D.4.1	Do independent non-executive directors/commissioners make up more than 50% of the board of directors/commissioners for a company with independent chairman? ***** In Bonus section : Independent director means director who did not serve more than 9 years.***

Example (B) D.3.1

(B) D.3.1 Does the company use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors/commissioners?

*score 1 point if company disclose the policy

*score 2 points if company disclose the policy and has implemented it during the preview year.

Policy and Guidelines for the Board

Nomination and Appointment of Directors

Nomination Criteria

The composition of the Board is vital to the efficiency and effectiveness of Thaioil directors' performances. Criteria for Board member (director) nomination were therefore developed in compliance with applicable laws and regulations, as described in the CG Manual and Code of Conduct, published on the Thaioil website. Our nomination criteria stipulate that directors must command qualifications that comply with laws and regulations. A policy was defined on the diversity of directors, with consideration of experience, knowledge, and skills that would benefit Thaioil's business. Thaioil disregards gender, race, ethnicity, nationality, or country of origin as a restriction on qualifications. In addition, the diversity of overall expertise is considered so as to allow a truly wide range of expertise among the Board and align with Thaioil's business strategy. To this end, a Board Skill Matrix has been developed. Names of qualified persons are also searched from the State Enterprise Policy Office's (SEPO) Directors' Pool and the Thai Institute of Directors' list of professional directors (IOD Chartered Directors). As of January 1, 2025, 12 out of 15 Board directors were from SEPO's Director's Pool and one Board director was from IOD Chartered Directors.

Reference : TOP (One Report 2024 , page 98)

Example (B) D.4.1

(B) D.4.1 Do independent non-executive directors/commissioners make up more than 50% of the board of directors/commissioners for a company with independent chairman?

***** In Bonus section : Independent director means director who did not serve more than 9 years.***

Directors and Individual Controlling Persons

As of December 31, 2024, members of the Board of Directors are as follows:

Director	Position
1. Mr. Prasarn Trairatvorakul	Chairman and Independent Director
2. Mr. Thammasak Sethaudom	Vice Chairman and Member of the Remuneration Committee
3. Police Colonel Thumnithi Wanichthanom	Director
4. Mr. Roongrote Rangsiyopash	Director and Member of the Corporate Governance and Nomination Committee
5. Mrs. Kaisri Nuengsigkapian	Independent Director and Chairman of the Audit Committee
6. Mrs. Pongpen Ruengvirayudh	Independent Director and Member of the Audit Committee
7. Professor Kitipong Urapeepatanapong	Independent Director and Chairman of the Corporate Governance and Nomination Committee
8. Mr. Vanus Taepaisitphongse	Independent Director and Chairman of the Remuneration Committee
9. Mr. Vibul Tuangsitthisombat	Independent Director and Member of the Remuneration Committee
10. Mrs. Suphajee Suthumpun	Independent Director and Member of the Audit Committee
11. Mr. Thiraphong Chansiri	Director and Member of the Corporate Governance and Nomination Committee
12. Mr. Wichan Jitpukdee	Director and Chief Executive Officer

Reference : SCGP (One Report 2024, page 140)

Example (B) D.4.1

(B) D.4.1 Do independent non-executive directors/commissioners make up more than 50% of the board of directors/commissioners for a company with independent chairman? ***** In Bonus section : Independent director means director who did not serve more than 9 years.***

Board of Directors' Profile

Mr. Prasarn Trairatvorakul
Age 72 years

Director qualified as an Independent Director (From August 26, 2019)

Position
- Chairman
- Independent Director

Date of Appointment as a Director

June 21, 2019

Mrs. Kaisri Nuengsigkapian
Age 63 years

Director qualified as an Independent Director (From June 1, 2019)

Positions
- Independent Director
- Chairman of the Audit Committee

Date of Appointment as a Director

June 1, 2019

Mrs. Pongpen Ruengvirayudh
Age 69 years

Director qualified as an Independent Director (From June 21, 2019)

Positions
- Independent Director
- Member of the Audit Committee

Date of Appointment as a Director

June 21, 2019

Professor Kitipong Urapeepatanapong
Age 69 years

Director qualified as an Independent Director (From August 21, 2019)

Positions*
- Independent Director
- Chairman of the Corporate Governance and Nomination Committee

Date of Appointment as a Director

August 21, 2019

Mr. Vanus Taepaisitphongse
Age 65 years

Director qualified as an Independent Director (From March 24, 2020)

Positions
- Independent Director
- Chairman of the Remuneration Committee

Date of Appointment as a Director

March 24, 2020

Mr. Vibul Tuangsitthisombat
Age 59 years

Director qualified as an Independent Director (From March 30, 2021)

Positions*
- Independent Director
- Member of the Remuneration Committee

Date of Appointment as a Director

March 24, 2020

Mrs. Suphajee Suthumpun
Age 60 years

Director qualified as an Independent Director (From September 17, 2021)

Positions
- Independent Director
- Member of the Audit Committee

Date of Appointment as a Director

September 17, 2021

Reference : SCGP (One Report 2024, page 147-156)

Criteria	
(B)D.5 Risk Oversight	
(B) D.5.1	Does the company disclose that its Board identified key risk in relation to information technology including disruption, cyber security, and disaster recovery, to ensure that such risks are managed and integrated into the overall risk management framework?
(B)E.6 Board Performance	
(B) D.6.1	Does the company have a separate board level Risk Committee? **The purpose, duties, terms of reference and composition must be clearly disclosed.* *Note: the Risk Committee must be composed entirely of board members (purely board).*

Example (B) D.5.1

(B) D.5.1 Does the company disclose that its Board identified key risk in relation to information technology including disruption, cyber security, and disaster recovery, to ensure that such risks are managed and integrated into the overall risk management framework?

Risk Factors

SCBX is a strategic investment holding company focused on financial services. Our primary objective is to manage our businesses and the associated risks to deliver sustainable value to our stakeholders, including customers, employees, investors, business partners and suppliers, regulators, and society over the long term.

The Company continually monitors developments in various areas, including the economy, business landscape, financial markets, geopolitical conditions, regulatory change, cyber threats, data protection, fraud, natural disasters and pandemics, and technology disruption, as well as environmental, social and governance (ESG) issues. Through the risk reviewing process, the Company has identified twelve risk factors discussed below as being material to the SCBX Group. These material risks are reviewed and approved by the Board of Directors. The Company regularly monitors and reports exposures to these risks to the Risk Oversight Committee and the Board to ensure effective oversight and management.

The material risks as described do not encompass all risks that SCBX and its portfolio companies might face. Our operations might be negatively affected by unforeseen events, circumstances, and uncertainties, including global economic and geopolitical developments, which could amplify other risk factors that we currently consider to be immaterial. Emerging risks are also identified and addressed in the section titled "Emerging Risks."

Reference : SCB (One Report 2024, page 73)

Example (B) D.5.1

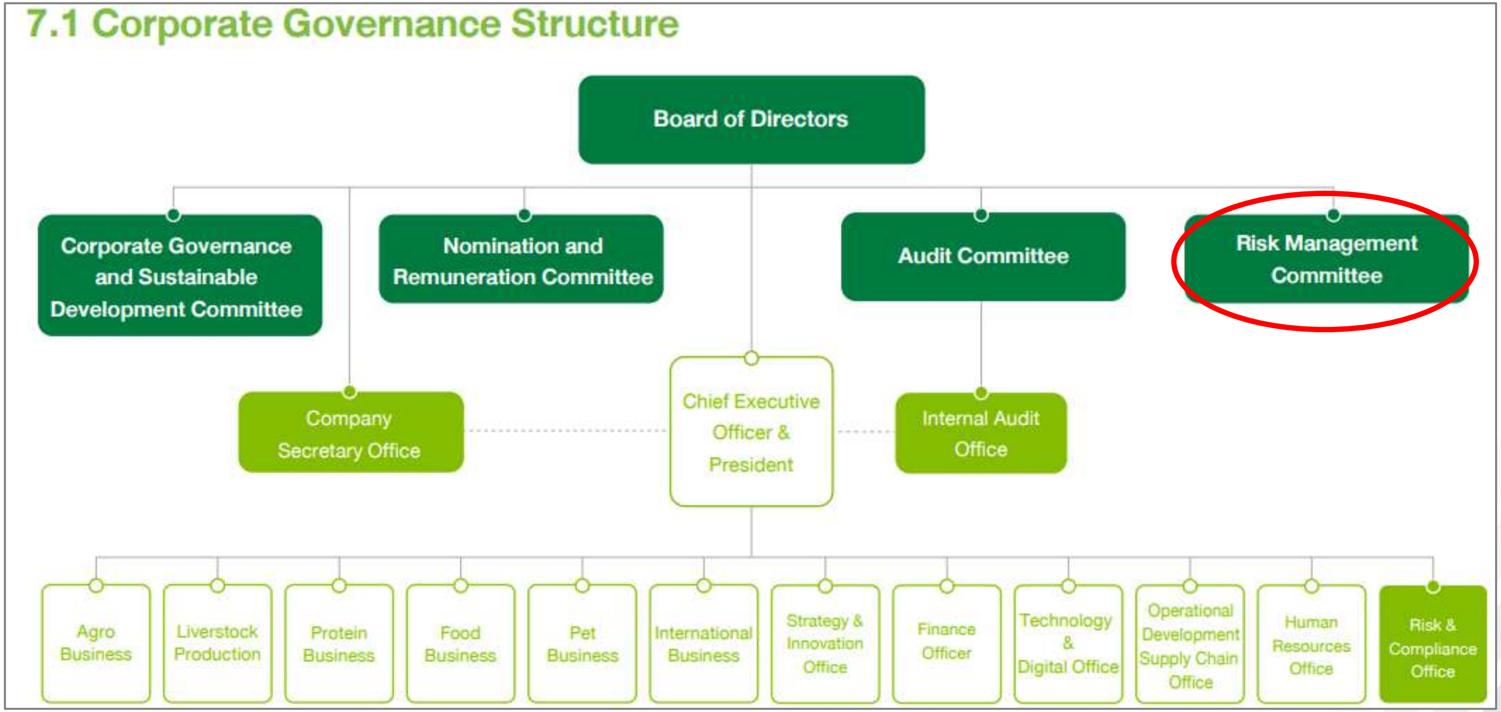
(B) D.5.1 Does the company disclose that its Board identified key risk in relation to information technology including disruption, cyber security, and disaster recovery, to ensure that such risks are managed and integrated into the overall risk management framework?

Material Risk Category	Risk Identification and Performance	Risk Appetite	Key Mitigation Actions
Technology Risk	Sustained investment in technology remains a key driver for the Group's competitive advantage, supporting innovation and growth in both core banking operations and strategic business initiatives. Our commitment to scalable and agile information and communication technology (ICT) platforms enables the efficient delivery of new products and services at optimized operating costs, ensuring responsiveness to evolving customer needs. However, this increasing reliance on technology introduces a range of complex risks. These risks include potential system interruptions due to human error, process inefficiencies, or external threats. External threats such as failures in third-party interconnected systems, distributed denial-of-service attacks, cyber intrusions, network outages, and delays by technology vendors may disrupt critical systems and operations. Data security is a critical area of focus. Theft, misuse, or loss of sensitive data — particularly customer data — poses significant risks. Such incidents can lead to operational disruptions, reputational damage, regulatory sanctions, loss of customer and partner trust, legal disputes, and substantial financial losses. To address these challenges, the Group continues to enhance its governance frameworks and risk management practices. DataX plays a central role in our data strategy, serving as the Group's Data Center of Excellence to drive best practices in data sharing, governance, analytics, and personal data protection. By enhancing these capabilities, the Group is committed to safeguarding operations, maintaining stakeholder trust, and ensuring resilience in an increasingly complex digital landscape.	The Group remains committed to maintaining critical system availability of at least 99.95%, ensuring robust security measures are integrated from the onset and throughout the systems and software development life cycle (SDLC). The Group plans for cloud-native infrastructure, anticipating at least 70% of infrastructure on the cloud by 2025. Data security remains a top priority. The Group maintains a zero-tolerance policy for data compromise, including any breaches or misuse of personal data. We are dedicated to safeguarding sensitive information to prevent operational disruptions, reputational damage, regulatory sanctions, and financial losses.	• Set group-wide cybersecurity, technology risk and IT service management standards, including key risk indicators to ensure effective and efficient cyber and information security, technology, and IT third-party risk management across the Group. • Monitor cybersecurity and technology risk issues, conduct annual maturity assessment of subsidiaries, and define early warning indicators to proactively manage potential risks. • Apply a zero-trust security policy and security-by-design model to strengthen control over cyber risks and information security. • Operate Centers of Excellence (COEs) for cloud management, data/artificial intelligence, and cyber risk, including a centralized Group Security Operations Center (SOC) to enable a unified defense of ICT platforms and a timely and effective response to cyber incidents. • Promote training and drills to uplift our staff competence in personal data handling and cybersecurity awareness. • Seek investment opportunities in cybersecurity businesses to acquire new resources and capabilities and position the Group at the forefront of new technologies and cyber-related innovations.

Reference : SCB (One Report 2024, page 77)

Example (B) D.6.1

(B) D.6.1 Does the company have a separate board level Risk Committee?



Reference : BTG (One Report 2024 , page 136)

Example (B) D.6.1

Thai Institute of Directors

(B) D.6.1 Does the company have a separate board level Risk Committee?

7.3.2.2 Risk Management Committee

As at 31 December 2024, Betagro's Risk Management Committee consisted of four committee directors as follows:

Director	Position	Position on the Board of Directors
1. Mrs. Tongurai Limpiti	Chairman of the Risk Management Committee	Independent Director
2. Mr. Tanavong Areeratchakul[1]	Member of the Risk Management Committee	Independent Director
3. Mr. Vanus Taepaisitphongse	Member of the Risk Management Committee	Director
4. Mrs. Sirwan Intarakumthornchai	Member of the Risk Management Committee	Director

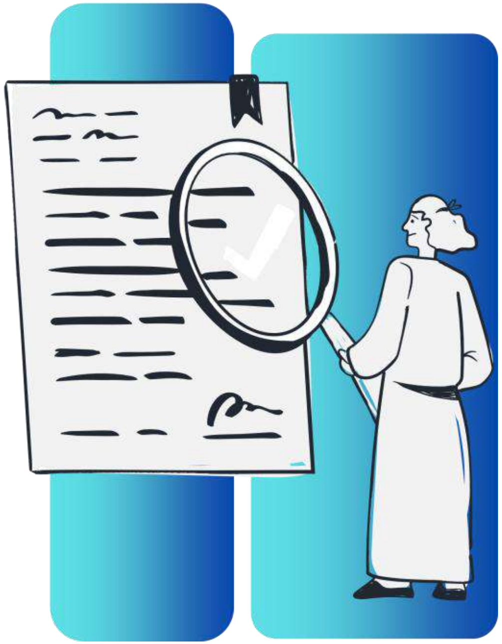
Reference : BTG (One Report 2024 , page 144, 147)

7.3.1.2 Scope, Authority and Responsibilities of the Risk Management Committee

Scope, duties and responsibilities of the Risk Management Committee are summarized as follows:

1. Consider and screen the Risk Appetite proposed by the Risk Management and Compliance Team and present the result to the Board of Directors for approval.
2. Consider and screen the appropriateness and sufficiency of the business risk management procedure and the result of business risk management to ensure that they are within the Risk Appetite and cover all significant risks, and present reports to the Board of Directors at least twice a year.
3. Supervise the Risk Management and Compliance Team and ensure it carries out risk management on corruption. In addition, provide advice to the Risk Management and Compliance Team on such matter and present reports to the Board of Directors at least once a year.
4. Supervise the Risk Management and Compliance Team to ensure it carries out business risk management and provide advice to the Risk Management and Compliance Team on such matter.
5. Review the Anti-Corruption Policy, Conflict of Interest Prevention Policy, and Related Party Transaction Policy, and report the result to the Company's Board of Directors for consideration and approval.

Penalty



No. of items	Total points
26	(69)

Reference

- Notice of AGM
- Minutes of AGM
- Stock Exchange Website
- Annual Report / One Report
- Company Website

Criteria	
(P) A. Rights and Equitable treatment of shareholders	
(P) A.1 Basic shareholder rights	
(P) A.1.1	Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders?
(P) A.2 Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.	
(P) A.2.1	Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?
(P) A.3 Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.	
(P) A.3.1	Did the company include any additional and unannounced agenda item into the notice of AGM/EGM?
(P) A.3.2	Was the Chairman of the Board and the Chairmen of all Board Committees and the CEO absent from the most recent General Meeting?

Penalty

Criteria	
(P) A.4 Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.	
Did the company fail to disclose the existence of:	
(P) A.4.1	Shareholders agreement?
(P) A.4.2	Voting cap?
(P) A.4.3	Multiple voting rights?
(P) A.5 Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.	
(P) A.5.1	Is a pyramid ownership structure and/ or cross holding structure apparent?

Penalty

Criteria	
(P) A.6 Insider trading and abusive self-dealing should be prohibited.	
(P) A.6.1	Has there been any conviction of insider trading involving directors/commissioners, management and employees in the past three years?
(P) A.7 Protecting minority shareholders from abusive action	
(P) A.7.1	Has there been any cases of non compliance with the laws, rules and regulations pertaining to material related party transactions in the past three years?
(P) A.7.2	Were there any RPTs that can be classified as financial assistance (i.e not conducted at arms length) to entities other than wholly-owned subsidiary companies?

Penalty

Criteria	
(P) B. Sustainability and Resillience	
(P) B.1 The rights of stakeholders that are established by law or through mutual agreements are to be respected.	
(P) B.1.1	Have there been any violations of any laws pertaining to labour/employment/ consumer/insolvency/ commercial/ competition or environmental issues?
(P) B.2 Where stakeholders participate in the corporate governance process, they should have access to relevant, sufficient and reliable information on a timely and regular basis.	
(P) B.2.1	Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events?
(P) B.2.2	Is there any evidence that the company is engaging in <u>greenwashing activities</u>?

Penalty

Criteria	
(P) C. Disclosure and transparency	
(P) C.1 Sanctions from regulator on financial reports	
(P) C.1.1	Did the company receive a "qualified opinion" in its external audit report?
(P) C.1.2	Did the company receive an "adverse opinion" in its external audit report?
(P) C.1.3	Did the company receive a "disclaimer opinion" in its external audit report?
(P) C.1.4	Has the company in the past year revised its financial statements for reasons other than changes in accounting policies?

Penalty

Criteria	
(P) D. Responsibilities of the Board	
(P) D.1 Compliance with listing rules, regulations and applicable laws	
(P) D.1.1	Is there any evidence that the company has not complied with any listing rules and regulations apart from disclosure rules over the past year?
(P) D.1.2	Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?

Penalty

Criteria	
(P) D.2 Board structure	
(P) D.2.1	Does the Company have any independent directors/commissioners who have served for more than nine years or two terms of five years each (which ever is higher) in the same capacity?
(P) D.2.2	Did the company fail to correctly identify the description of all their directors as independent, non-executive, and executive?
(P) D.2.3	Does the company have any independent directors/non-executive/commissioners who serve on a total of more than five boards of publicly-listed companies?

Penalty

Criteria	
(P) D.3 External Audit	
(P) D.3.1	Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?
(P) E.4 Board structure and composition	
(P) D.4.1	Has the chairman been the company CEO in the last three years?
(P) D.4.2	Do non-executive directors/commissioners receive options, performance shares or bonuses?