

# **Corporate Governance Policy**

**Bound and Beyond Public Company Limited**

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## **Part 1 Policies related to Corporate Governance**

**Section 1** Board of Directors' Responsibilities

**Section 2** Shareholders' Rights and Equitable Treatment

**Section 3** Role to Stakeholders

**Section 4** Information Disclosure and Transparency

## **Part 1 Policies related to Corporate Governance**

### **Section 1: Board of Directors' Responsibilities**

The Board of Directors is regarded as important group of corporate governance. The law has prescribed that the authority and the duty of operating the Company's business are those of the Board of Directors. The Board of Directors is responsible for adhering to the Company's legal requirements, articles of association, and objectives as well as the resolutions of the Annual General Meeting. The directors shall be appointed by the shareholders or Board of Directors (as the case may be) to govern the Company's performance. The Board of Directors shall appoint sub-committees to be accountable for specific assigned matters and mandate the managing director to be responsible for the Company's business operations, as well as appoint a Company Secretary to be responsible for meeting operations and compliance with applicable laws.

#### **1. Composition of the Board of Directors**

The Board of Directors comprises qualified individuals from various fields whose diversified expertise, experience, and the capability benefit the Company. They are individuals with leadership, vision, and appropriate free will to make decisions for the utmost benefit of the Company and the shareholders in general. They dedicate time and effort to discharge duties as per their responsibility. The composition, qualifications, and appointment of the Board of Directors are as follows:

1. The Company's Board of Directors consists of a minimum of 5 and a maximum of 15. Nonetheless, to implement flexible management, the Company limits the Board of Directors composition to having no more than 12 directors, with at least half being independent directors.
2. Directors must have the qualifications and must not have any disqualifications as prescribed by the laws on Public Limited Companies Act and other laws or regulations that determine the qualifications and characteristics of directors. In addition, they must not illustrate any trait which suggests that they are not worthy of the authority to manage a business with the general public as shareholders, per the announcements of the Securities and Exchange Commission (SEC).
3. The Board of Directors' structure shall consist of members' diversified qualifications, skills, knowledge, professional experience, expertise, and specific skills in various fields. Contributable to the business operation and corresponding to short-term and long-term strategies (Board Skill Matrix), with a clear and transparent appointment process, without prejudice based on genders, nationalities, religions, etc.
4. At least 1 of the non-executive directors must possess the professional experience relevant to the Company's business.
5. The Board of Directors shall consist of at least 1 female director.

#### **2. The Board of Directors' Term of office**

1. The appointment and termination of the Company's directors must comply with the provisions in the Company's Articles of Association. The term of office of the Company's directors is 3 years. At every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from office at that time. The closest number to one-third (1/3) of the directors who must resign from office should be retired if the total number of directors cannot be divided into 3 equal parts. The lottery will be drawn in the first and second years following the Company's registration. The director who has served in office the longest will step down in succeeding years. Reelection is possible for a retired director.

2. Any independent directors who have served for more than 9 years or 3 terms since their first appointment as independent directors. The reappointment of such independent directors to resume office, the Nomination and Remuneration Committee must unanimously agree that they have made significant contributions to the Company and that their continued service does not jeopardize their independence. The Board of Directors must also approve this matter and clarify the reasons for the shareholders' meeting for further consideration and approval.
3. The Board of Directors recognizes the importance of performance effectiveness of the Company's directors and considers limiting the number of companies that directors can appropriately take on as holding positions as follows;
  - The Company's Directors (excluding executive directors) cannot hold directorship positions in more than 5 public listed companies.
  - Executive Directors cannot hold more than 2 directorship positions in publicly listed companies.
  - Any Company director taking on a directorship or executive director position in other companies must report to the Chairman of the Board of Directors for acknowledgment.

Unless specified otherwise, the Company's subsidiaries, affiliates, and the joint venture are excluded because those are required to supervise management in order to protect the Company's interests.

### **3. The policy on nomination and appointment of director**

#### **3.1 The nomination of Independent Director**

The Nomination and Remuneration Committee is responsible for reviewing the name of candidates and then select the person qualified under the specified criteria and has experience, expertise and abilities that will be beneficial to the Company.

##### **1) Qualifications of Independent Director**

1. Holding no more than 0.5 percent of the total voting shares in the Company, parent company, subsidiary, associated company, major shareholder or controlling person. This shareholding shall collectively include the shares held by his/her related persons.
2. Neither being nor used to be the executive director, worker, employee, salaried consultant, or controlling person of the Company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder, unless it has been at least 2 years after such person held those positions or statuses.
3. Must not be the person related by blood or legal registration as father, mother, spouse, sibling, child, and spouse of child of directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling person of the Company or subsidiary.
4. Neither having nor used to have a business relationship with the Company, parent company, subsidiary, associated company, major shareholder or controlling person in the manner that may interfere his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiary, associated company, major shareholder or controlling person, unless it has been at least 2 years after such person held those statuses.
5. Neither being nor used to be the auditor of the Company, parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the audit firms where employ auditors of the Company, parent company, subsidiary, associated company,

- major shareholder or controlling person, unless it has been at least 2 years after such person held those positions or statuses.
6. Neither being nor used to be the provider of any professional services including legal advisor or financial advisor receiving service fees in the amount of exceeding 2 million baht per year from the Company, parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless it has been at least 2 years after such person held those positions or statuses.
  7. Must not be a director appointed as representative of the Company's directors, major shareholder or shareholder related to major shareholder.
  8. Must not undertake any business in the same nature and in competition to the business of the Company or subsidiary, or not being a significant partner in a partnership or being an executive director, employee, staff, advisor receiving salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other companies where undertake the business in the same nature and in competition to the business of the Company or subsidiary.
  9. Must not have any other characteristics that cause the inability to express independent opinions with regard to the Company's business operation.
  10. Being able to attend the Board of Directors' meetings and make judgments and decisions independently.
  11. Being equitably oversee the interests of all shareholders and oversee that there is no conflict of interest.

### **3.2 The Nomination of Directors**

The Nomination and Remuneration Committee consisting of at least 3 members, both director and independent director, is responsible for reviewing the Board of Directors' current structure to ensure that it is appropriate for the strategic needs of the Company, including considering the qualified persons who are knowledgeable and competent with the Company's business, and satisfy the qualifications under the Company's Articles of Association, in order that the Board of Directors consists of professional directors with diversity to serve as directors in replacement of directors who have resigned or whose terms have expired or any other cases causing him/her to be unable to perform the duties, for proposing to the Board of Directors and/or the shareholder meeting for consideration and approval, as the case may be.

### **Criteria and Process for Nomination and Appointment of Directors**

#### **1) Qualifications of Directors**

- Being the person without prohibited characteristics as prescribed under the Public Limited Companies Act, B.E. 2535 (1992), the Securities and Exchange Act, B.E. 2535 (1992), the Company's Articles of Association, and the principles of good corporate governance for listed companies, as well as not having a lack of trust status as prescribed by the Notifications of the Securities and Exchange Commission.
- Being knowledgeable and proficient in the issues concerning the Company's business, as well as being qualified in line with the Company's business strategy. These qualifications must align with the Company's short-term and long-term business plans. Furthermore, directors must have expertise in the knowledge and abilities that the Board of Directors lack as appeared in the Board Skill Matrix.
- Having no business engagements or holding positions of director or executive in the competitor of the Company, and neither worked as an employee nor a business partner of the audit firm that served as the Company's external auditor for the previous 2 years.

- Being capable of devoting full-time attention to duties and contributing to the Company's success.
- Having integrity and accountability, including informed judgment and adhering to principles and professional standards.
- In the case of independent directors, they must satisfy the qualifications of independent directors as prescribed by the Company.

## **2) Criteria for Nomination and Selection of Directors**

- In the case that the Company reviews the structure of the Board of Directors and opines that it is appropriate to additionally nominate directors with special skills under the Board Skill Matrix, the Company will jointly consider and assign the Nomination and Remuneration Committee to be responsible for nominating directors who have the appropriate qualifications and necessary experience that the Board of Directors lacks.

The Nomination and Remuneration Committee is responsible for nominating, considering, and scrutinizing qualified candidates before recommending them to the Board of Directors for consideration and endorsement before proposing them to the shareholder meeting for election as directors.

- In addition, the Board of Directors uses various channels to nominate candidates for directorships, by allowing minority shareholders to nominate suitable persons to be elected as directors for being considered by the Nomination and Remuneration Committee. In this regard, the Company will also set a period for nominating in order to have sufficient time for consideration and screening before the shareholder meeting under the process stipulated by the Board of Directors. The Nomination and Remuneration Committee also considers candidates for additional nominations from the database of professional directors listed in the Thai Institute of Directors (IOD).
- In nomination of director retiring by rotation for re-election, the Nomination and Remuneration Committee must present their contribution and record of attending the shareholder meeting, Board of Directors meeting, and sub-committee meetings to the Board of Directors and shareholders for their consideration as well.

## **3) Procedure for Appointment of Director**

After the Nomination and Remuneration Committee has been able to nominate qualified candidates, the Nomination and Remuneration Committee will proceed with the following procedures for appointing new directors:

### If a position becomes vacant due to a resignation or for reasons other than retiring by rotation

The Board of Directors assigns the Nomination and Remuneration Committee to propose a qualified person with no characteristics prohibited by relevant laws as the substitute director at the subsequent Board of Directors meeting unless the remaining office term of such director is less than 2 months. The substitute director shall retain office only for the remaining office term of the director being replaced.

The Board of Directors' resolution on this matter shall be passed by no less than three-fourths (3/4) of the votes from the remaining directors. The Company shall promptly report the resolution of the Board of Directors' meeting regarding the appointment of new directors, together with the biography of new director, to the Stock Exchange of Thailand.

### In case of retirement by rotation or appointing the new member to the existing Board of Directors' structure.

The Nomination and Remuneration Committee recommends the qualified candidate to the Board of Directors for consideration for further proposing to the shareholder meeting. The shareholders will be presented a full biography of the proposed candidate and the opinions of the Nomination and Remuneration Committee and Board of directors, along with notice of the shareholder meeting, for considering prior to the meeting.

The election of directors by shareholder meeting

The appointment of director requires a simple majority vote from the shareholders attending the shareholder meeting. Voting shall be casted according to the following guidelines:

1. Each shareholder shall have 1 vote for each share.
2. Each shareholder must exercise all votes that he/she has under item (1) to elect one or several persons to be directors but they cannot divide his/her votes to any person particularly.
3. The candidates shall be ranked in order descending from the candidates receiving highest number of votes to the candidates receiving lowest number of votes, and shall be elected as directors equivalent to the number of directors to be elected at that meeting.
4. If case of tie vote in the last which this exceeds the number of directors to be elected at that meeting, the presiding Chairman shall have an additional vote as deciding vote.

**4. The policy on nomination and appointment of Managing Director**

**1) Criteria for Nomination of Managing Director**

1. The Board of Directors assigns the Nomination and Remuneration Committee to nominate a person to be appointed as the Managing Director, who would be responsible for the Company's business operations.
2. The nominated person for the position of Managing Director must be equipped with the knowledges, skills, experiences, and attributes necessary to drive the organization towards its goals, regardless of gender and race. Moreover, the nominated person must not have any characteristics prohibited by relevant laws or lack of trust status as prescribed by the Notifications of the Securities and Exchange Commission. In addition, he/she must not illustrate any trait that implies they are unworthy of the authority to manage a business having the general public as shareholders under any other applicable laws and that he/she have not yet passed the period of having such untrustworthy characteristics. The consideration will be based on the appropriate qualifications to hold an executive position and the Company's succession plan.
3. The Nomination and Remuneration Committee has set the qualifications of the Managing Director and the knowledges, abilities, and experiences required for the position of Managing Director, including nomination criteria to be used in considering the persons who should be nominated for appointment as Managing Director of the Company.
4. The Executive Committee will determine the remuneration for Managing Director which should be in accordance with his/her duties and responsibilities. In determining the regular remuneration, main factors to be used for consideration cover practices in the same industry, business performance and size, knowledge, ability and experience of the Managing Director, or reference to remuneration rates of top executives of the same business having similar size, and will propose the Managing Director's remuneration to the Board of Directors for consideration and approval.
5. The Executive Committee must annually evaluate the performance of Managing Director to be in accordance with the policy on evaluation of the performance of Managing Director.

**2) Qualifications for the Position of Managing Director**

- Minimum education of a master's degree in business administration, economics, marketing or other related to property development and hospitality fields.
- Having at least 10 years of overall working experience and have served in an executive level position of the organization for at least 5 years.



- Having the essential knowledge, ability, skills, experience, and specific qualifications in a variety of fields that are most beneficial to the Company.

### **3) Functional competency for the Position of Managing Director**

- Establishing policies and directions for the Company's management and strategies, and managing the overall performance of the Company to be in line with the goal to create value and benefit to the stakeholders of the Company.
- Having visioning perspective, high maturity and leadership skills that are suitable and essential for the position of Managing Director.
- Having the ability to build teamwork, networking, and partnerships as well as being accepted by various organizations and agencies.
- Having the behavior and attitude that are consistent with the Company's core values and corporate culture.
- Having knowledge about sustainable development organization.

### **5. Succession Plan for the Position of Managing Director and Executives**

The Company has established a policy to prepare its personnel to prevent a future shortage of people in key positions, by implementing a succession plan to ensure business continuity and effective management. This succession plan also aims to prepare potential employees for the rapid changes in the workforce and to assist the Company in achieving sustainable growth by preparing them to hold key positions.

#### **5.1 Succession Plan for the Position of Managing Director**

In the event that the position of Managing Director is vacant or the person holding such position cannot perform his/her duties, the Company has an arrangement whereby executives in a closely comparable level or their deputy shall act on his/her behalf until the selection process for the replacements is completed. Accordingly, the following is the Company's succession plan for the position of Managing Director:

1. The Human Resources Department collaborates with the Nomination and Remuneration Committee in considering and determining criteria for selecting internal personnel having qualifications suitable to be candidates in order for entering into the successor selection process, including determining the tools used to evaluate or select successors based on knowledges, skills, understanding about the Company and the Company's business, experience, performance results, competency, potential and readiness of each person.
2. The Human Resources Department prepares a table summarizing the information to search for candidates from the employee database according to the specified criteria in order to present to the Nomination and Remuneration Committee.
3. The Human Resources Department will evaluate the abilities and potential of the candidate by considering the results of annual performance assessment, competency assessment and the qualifications of Managing Director as required by the Company as follows:

#### **Qualifications for the Managing Director Position**

- Minimum education of a master's degree in business administration, economics, marketing or other related to property development and hospitality fields.
- Having at least 10 years of overall working experience and have served in an executive level position of the organization for at least 5 years.

- Having the essential knowledge, ability, skills, experience, and specific qualifications in a variety of fields that are most beneficial to the Company.

#### **Functional competency for the Managing Director Position**

- Establishing policies and directions for the Company's management and strategies, and managing the overall performance of the Company to be in line with the goal to create value and benefit to the stakeholders of the Company.
  - Having visioning perspective, high maturity and leadership skills that are suitable and essential for the position of Managing Director.
  - Having the ability to build teamwork, networking, and partnerships as well as being accepted by various organizations and agencies.
  - Having the behavior and attitude that are consistent with the Company's core values and corporate culture.
  - Having knowledge about sustainable development organization.
4. The Human Resources Department prepares a candidate development plan on the topics of necessary courses to enhance skills, knowledges, abilities, and that is develop potential for preparing candidates to have the qualifications and potential as specified by the Company.
  5. The succession plan for the positions of Managing Director shall be reviewed in the event of changes in the Company's business or if the Nomination and Remuneration Committee deems it appropriate.

#### **5.2 Succession Plan for Executives**

The Board of Directors has established the plan for position replacement (succession plan) at the management level and positions in the main line of work by considering knowledge and understanding about the Company and the Company's business, experience, performance results, competency, potential and readiness of each person. The Company prepares mechanism for successor to develop knowledges, abilities, and skills required by each position in order to succeed in the event that the executives holding important positions are unable to perform their duties (such as retirement, resignation, job transfer, etc.).

For executives being elected as persons to inherit the vacant position, in addition to being a person who has the appropriate qualifications and experience working in such field, it is also needed to have knowledge and experience transferred by rotating work in other related departments, and to develop management skills, personality, and behavior in working with others according to organizational values and culture, including attending additional required training courses, in order to prepare for performing duties in a higher position in the future and ensure smooth delivery of work and continuous management.

#### **6. Segregation of roles and duties between the Board of Directors and Management Policy**

To allow each member of the Board of Directors to freely express his/her opinions on the Company's business operation. The Company, therefore, prescribes a policy on the segregation of roles and duties between the Board of directors and management by clearly authorizing in writing the work scope for the management, so the Board of Directors can independently perform their work.

The Company defines shared and separate roles and duties between the Board of Directors and Management for clarity in performing their respective functions as follows;

##### **6.1 Matters for which the Board of Directors has primary responsibility:**

- Define objectives and business model.

- Develop a culture of compliance and ethical conduct and lead by example.
- Strengthen an effective Board of Directors structure and practices conducive to achieving the Company's objectives.
- Ensure proper Managing Director selection, remuneration, development, and performance evaluation.
- Ensure appropriate compensation architecture that supports the Company's objectives.

**6.2 Matters involving shared responsibility of the Board of Directors and Management:**

- Formulate and review policies and strategies, plans, and targets.
- Ensure a robust system for risk management and internal control.
- Clearly define management's responsibilities.
- Oversee appropriate policies and plans for resource allocation, including Human Resources, Information Technology, and budgeting.
- Monitor and evaluate the Company's performance.
- Ensure integrity of financial and non-financial information disclosure.

**6.3. Matter that the Board of Directors should delegate or not get involved with:**

- Engage in activities according to the strategies, policies, and plans approved by the Board of Directors.
- Not involve or influence matters in which a director may have vested interests.

**7. Separating the position of Chairman of the Board of Directors and the Managing Director Policy**

To maintain a balance of power, the Chairman of the Board of Directors must be a different person than the Managing Director (MD). In doing so, their duties and responsibilities are separated as follows:

**The Chairman's Duties and Responsibilities:**

1. The Chairman, or the person to whom the Chairman has delegated authority, calls a meeting of the Board of Directors in accordance with the legislation and the Company's Board of Directors meeting policy.
2. Oversee the Board of Directors and Shareholders' Meetings, as well as perform the duties of Chairman of such meetings, to ensure that the meetings are efficient and lawful and that corporate governance principles are followed, as well as transparent voting on each agenda, particularly the significant agenda.
3. Allocate sufficient time and promote each director to extensively debate essential issues and exercise independent judgment, including allowing adequate time for executives to provide information.
4. Oversee, monitor, and ensure that the Board of Directors performs its duties effectively to fulfill the Company's objectives and goals.
5. Oversee and ensure that all directors embrace the Company's ethical culture and sound corporate governance principles, such as identifying themselves, refraining from voting, and leaving a meeting if any conflicts of interest are on the agenda.
6. Encourage the Board of Directors to carry out their responsibilities within the authority granted by laws, regulations, shareholder resolutions, the Company's Articles of Association, and policies, including the corporate governance principle.
7. Set the agenda for the Board of Directors Meeting by conferring with the Managing Director on which essential matters should be included.
8. Promote effective relationships between the Executive Director and Non-Executive Directors, as well as between the Board of Directors and management, to create a culture of openness and debate.

**The Managing Director's Duties and Responsibilities:**

1. Take on responsibility and oversight for management and business operations according to the Board of Directors and Executive Committee's direction and per the Company's corporate budget, as agreed by the Board of Directors, for the utmost potential benefits of the Company and its shareholders, in line with the corporate plan, which defines objective and goal.
2. Prepare and propose the Company's budget, short-term and long-term business plans, operational plans, annual investment plan, and strategic imperatives to the Executive Committee and/or the Board of Directors for their review and approval.
3. Prepare and provide to the Board of Directors information relevant to the Company business and activities and other information needed.
4. Manage the Company's operations and activities following approved plans, budgets, and business strategy.
5. Review corporate culture to ensure that it reflects the Company's vision, mission, and strategy.
6. Ensure that the Company's executives and employees are following the prescribed policies, maximizing efficiency, and achieving the Company's intended goals.
7. Audit, monitor, and evaluate the operational results of the management team to ensure that the operations are conducted per the prescribed strategies and business plans and as set out in the policies and goals of the Company.
8. Prepare and present the significant Company business performance and activity reports and other reports required by the Board of Directors.
9. Delegated authority and/or assigned others to act on behalf of the Board of Directors, the Company's rules, terms, principles, and orders.
10. Represent the Company to outside contacts.

**8. The Board of Directors' Meeting Policy**

In order to determine a policy that benefits the Company and ensures the Board of Directors can monitor the Company's performance continually and efficiently, the Company specifies the Board of Directors' Meeting Policy as follows:

1. The number of meetings is scheduled to reflect the Board of Directors' duties and obligations and the nature of the Company's operations. The Company requires a minimum of 4 Board of Directors' meetings each year (at least once every quarter). The management shall present to the Board of Directors members a report on the Company's operational results for the month in which there is no Board of Directors' meeting so that they can oversee, supervise, and monitor the business operations and management's actions in a timely and continuous manner.
2. The Company sets the agenda and determines the meeting dates for the Board of Directors meetings, Sub-Committee Meetings, and the Annual General Meeting of Shareholders for the upcoming year. These dates are set in advance and notified to all directors since the previous year, allowing them to manage their time to attend the meeting together. Schedules and agendas may be adjusted as appropriate, and additional meetings may be convened if necessary.
3. The Company recommends that all directors recognize the importance of attending all Board of Directors and shareholder meetings and make every effort to attend all such meetings unless there are any urgent and critical items to be discussed. Each director should attend at least 75% of the meetings held during the year.

4. For voting, each director shall have 1 voting right.
5. The minimum quorum for voting is at least two-thirds of the total directors.
6. The Chairman of the Board of Directors and the Managing Director shall collaboratively evaluate and then choose the agenda for Board of Directors' meetings. To ensure that essential matters are included on the agenda, the Company allows each director to propose any agenda item deemed advantageous to the Company as additional agenda items for Board of Directors' meetings. The Board of Directors will consider this request for additional items on the meeting agenda, which will be processed through the Company Secretary.
7. The Chairman of the Board of Directors allocates sufficient time for management to present documents and additional information for consideration and discussion of significant issues. Before voting, each director has the right to express opinions and scrutinize each agenda.
8. Directors who are interested in any agenda item must leave the meeting temporarily and refrain from voting on that agenda item for the meeting to consider it independently.
9. Before voting on a resolution, the directors can request the Company Secretary or Management for any relevant information they require. If it is necessary, the Board of Directors may arrange for an independent opinion from any consultant or outside professional, with the Company bearing the associated costs.
10. An executive or related person may be invited to attend a Board of Directors meeting to provide information and answer questions. The Board of Directors may request the Company Secretary to follow up on a query or inquiry from a relevant department and respond to the Board of Directors within a specified time frame or at the next meeting.
11. Non-executive Directors may hold meetings without the participation of the Company's management at least once a year to discuss business and management issues that interest them. The results of these meetings are reported to the Chairman and the Managing Director.
12. The Chairman of the Board of Directors assigns the Company Secretary to determine the meeting date and prepare adequate supplementary documents. The Chairman will ensure that an invitation letter is submitted to all directors at least 7 days before the meeting date, either in a typical document or electronic form. As a result, all directors will have sufficient time to understand all matters unless there is an emergency or urgent matter. The Board of Directors may convene a meeting via electronic devices subject to the conditions, procedures, and methods required by law.
13. The Company Secretary shall take notes and prepare the Minutes of the Board of Directors Meeting that address all material and relevant issues discussed at the meetings. The Minutes shall be completed 14 days after the meeting and submitted to the directors for approval. The Company Secretary is also responsible for keeping the Minutes of Board of Directors Meetings and their supplements in both printed and virtual form for future reference. Each director has the right to request a review of the minutes from the Company Secretary at any time.

#### **9. Board of Directors' Performance Assessment Policy**

The Board of Directors must assess their performance on an annual basis as a foundation for carrying out their responsibilities and take into account, review, and analyze operating results to develop and enhance productivity. The assessment is prepared using a collective Board of Directors assessment and an individual director assessment. In addition, there is a method for assessing work, and the following are the assessment criteria in terms of a percentage of the total score for each item:

### **The Assessment Procedures of the Board of Directors**

1. The performance assessment forms are approved and reviewed by the Board of Directors to ensure that they are correct, complete, and in compliance with applicable regulators' regulations.
2. The Company Secretary will submit 3 following types of the Board of Directors' performance assessment forms to each director at the end of the year:
  - (1) A performance assessment of the entire Board of Directors Form
  - (2) A performance assessment of individual director Form
  - (3) A performance assessment of sub-committees Form
3. The performance assessment form will be returned to the Company Secretary once each director has completed the assessment to gather each director's assessment results and summarize the analysis of the Board of Directors' performance assessment for the year.
4. The Company Secretary will present the final results to the Board of Directors at its first meeting of the year. The resulting report will enable to improve and enhance the performance of directors and sub-committees, with the performance assessment results being included in the annual report.

### **The Assessment Criteria of the Board of Directors**

1. The assessment criteria for the evaluation scores are as follows:

<b>Assessed Scores (%)</b>	<b>Scale</b>
85 – 100	Very Good - Excellent
75 - 85	Good
65 - 75	Fairly Good
50 - 65	Fair
Below 50	Require Improvement

2. The 3 major aspects of performance assessment for the entire Board of Directors and sub-committees are as follows:
  - The structure and qualification of the Board of Directors and sub-committees.
  - The Board of Directors and sub-committees Meeting
  - The roles, duties and responsibilities of the Board of Directors and sub-committees.
3. The 3 major aspects of performance assessment for the individual director are as follows:
  - The structure and qualification of the Board of Directors.
  - The Board of Directors' Meeting.
  - The roles, duties and responsibilities of the Board of Directors.
4. The Company's Board of Directors resolved to approve all of the Company's sub-committees' performance assessments. The performance assessment assists the Company in monitoring and improving the effectiveness of its governance practices. The performance assessment process and criteria for the sub-committees are comparable to such process and criteria for the Board of Directors.

### **10. The Managing Director's Performance Assessment Policy**

The Company arranges the performance assessment of the Managing Director once a year to consider and review the issue and various obstacles during the past year and increase the efficiency of performing duties. The process and criteria for the Managing Director assessment are as follows:

### **The Assessment Procedures of the Board of Directors**

1. To assess the performance of the Managing Director, the Board of Directors assigns the Executive Committee to assess the performance of Managing Director.
2. After the performance assessment by the Executive Committee has been completed, the Executive Committee will consider an appropriate remuneration scheme; the outcome thereof shall be proposed to the Board of Directors for their consideration.
3. The assessments take place once a year, as of the end of December.

### **The Assessment Criteria of the Managing Director**

The Managing Director Performance Assessment Form is divided into 6 categories in accordance with the good corporate governance guidelines of the Stock Exchange of Thailand as follows:

- |                         |   |
|-------------------------|---|
| 1. Leadership           | 4. Relationship with the Board of Directors |
| 2. Strategy Formulation | 5. Business Planning / Performance          |
| 3. Strategy Execution   | 6. Personal Qualities                       |

## **11. Directors Remuneration Policy**

The Company has clearly and transparently established criteria and procedures for determining remuneration for the Board of Directors. It considers the adequacy of the experience, duties, and responsibilities assigned, and is designed to pay the Company's Directors at a level comparable to the industry remuneration of Thai listed companies. It is expected that such remuneration will engage, retain, and motivate directors to effectively perform their duties and fulfill their responsibilities in order to achieve the Company's goals.

### **Director's remuneration Criteria and procedures**

1. The Nomination and Remuneration Committee considers formulating clear policies and criteria for determining the remuneration payment for directors according to the Company's long-term goals in terms of fairness, suitability to the duties and responsibilities delegated to director performance, and expected benefits. Remuneration must be at a level that may encourage and retain directors who have performed well and is comparable to that of the same industry of Thai listed companies.
2. Members of the Board of Directors who engage in any subcommittee shall receive remuneration corresponding with their duties.
3. The Nomination and Remuneration Committee is responsible for reviewing the appropriateness of these remunerations and proposing them to the Board of Directors, as well as obtaining approval from the annual general meeting of shareholders by a resolution that acquires at least two-thirds (2/3) of all votes cast by shareholders present.
4. The Board of Directors must disclose the form, type, and amount of remuneration each director receives throughout the year, including remuneration received as a committee member, according to the position or responsibility in the annual report.

## **12. Managing Director and Executives Remuneration Policy**

### **1) Remuneration Type**

The Company has determined a remuneration policy for Managing Director (MD) and executives in terms of monetary remuneration, i.e., salary, bonus (no meeting allowance provided), and non-monetary. The remuneration policy is clear, transparent, and formulated based on relevant considerations such as the

executives' experiences, duties, roles, and responsibilities, as well as their performances or anticipated acceptable outcomes. All of these incentives are given at a level suitable for the Company to retain its qualified Managing Director and executives and in the range comparable to its industry peers who are also Thai publicly listed companies in the same industry sector.

In this regard, the Remuneration Policy of the Managing Director and Executives is detailed, covering both monetary remuneration and other non-monetary benefits, as well as short-term and long-term incentives:

**Short-term Incentives** aim to motivate and inspire directors and executives' work performances, which are;

- Short-term monetary incentives include salary and an annual bonus payable according to individual performance and actual company performance. Salary increases for the Managing Director and executives based on demonstrated individual achievement assessed under the Balanced Scorecard (BSC) used to set relevant targets and strategies regarding the remunerations to be in line with the Company's primary targets.
- Other short-term non-monetary incentives include various benefits provided to Managing Director and executives, such as official vehicle accommodation allowance, etc.

**Long-Term Incentives** aim to reward their dedicated work performance and to create motivation for them to make long-term accomplishments such as provident fund. In addition, the Board of Directors will consider and approve other long-term incentives each time for Managing Director as deemed appropriate.

## **2) Remuneration Determination Procedure**

The Company also clearly prescribed a remuneration determination procedure for the Managing Director and executives according to their roles and positions, as follows:

### **Managing Director**

1. The Executive Committee and the Board of Directors collaborate to establish the criteria for the Managing Director's performance assessment.
2. The Board of Directors has entrusted the Executive Committee with the responsibility of assessing the Managing Director's annual performance and determining the Managing Director's remuneration.
3. The Executive Committee proposes the Managing Director's performance results and determines remuneration to the Board of Directors for approval. The Chairman of the Board of Directors or Chairman of the Executive Committee shall inform the Managing Director of the assessment result for acknowledgment.

### **Executives**

The Chairman of the Executive Committee and Managing Director jointly determines reasonable and acceptable remuneration for executives. The remuneration is determined based on the individual executive's performance and the Company's operating performance.

## **13. Knowledge Development of Directors, Managing Director and Executives Policy**

The Board of Directors encourages all Directors, the Managing Director, Executives, and the Company Secretary to attend training courses to continue improving their performance. Accordingly, the policy includes the following items:

1. In the event of a new director, the Company requires that each new director attend the orientation program to gain knowledge and understanding of the Company's businesses and operations, as well as the business directions of the Company, to prepare them to carry out their duties as the Company's directors.



This orientation program generally includes corporate businesses, operational plans, corporate objectives, corporate goals, vision, missions, corporate structure and shareholding, good corporate governance policy, a code of conduct, and other relevant topics.

2. The policy is to define the format and methods of such development from both internal and external training in order to increase and continuously develop the knowledge, understanding, and skills of directors and executives, both in the Company's business and in other courses that are beneficial to the continued performance of duties. The development topics include the Company's analysis and financial planning and the implementation of corporate governance principles and procedures. Furthermore, a business visit allows for an in-depth investigation of the Company's operations and a briefing on the Company's risks and opportunities for the Board of Directors and management, who should constantly have up-to-date information.
3. Encourage directors and executives to attend training seminars organized by external organizations such as the Thai Institute of Directors or the Thai Listed Companies Association on the performance of duties of directors or executives.
4. The personnel involved in the corporate governance structure, including the Company Secretary, secretaries of subcommittees, and investor relations, must continuously improve. Attend training sessions and seminars organized by relevant agencies to enhance their knowledge and apply the knowledge gained to improve operational efficiency according to up-to-date rules or regulations.

#### **14. The Sub-Committees**

The Company's Board of Directors appoints directors who are appropriately equipped with the knowledge and professional proficiency to assist in monitoring the corporate governance of various sub-committees. The subcommittees have to perform detailed studies and scrutinize the issues within the scope of their responsibilities, intending to increase the effectiveness of the Board of Directors' performance. Consequently, the following 4 subcommittees have been appointed:

##### **1. The Audit Committee:**

The Audit Committee consists of at least 3 independent directors appointed by the shareholders' meeting or the Board of Directors. One of the Audit Committee members must be knowledgeable about or have experience in accounting or finance. According to the Securities and Exchange Commission's notification, all members must be qualified. The Audit Committee has a 3 years term of office, but a retiring member is eligible for re-appointment. The Charter of the Audit Committee specifies the scope of duties and responsibilities.

##### **2. The Executive Committee:**

The Executive Committee consists of the Chairman and directors appointed by the shareholders' meeting or the Board of Directors. Additionally, the Company's Managing Director shall be appointed to serve as a member of the Executive Committee based on his/her position. The Charter of the Executive Committee specifies the scope of duties and responsibilities.

##### **3. The Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of at least 3 directors, and at least 1 of those must be an independent director. The Charter of the Nomination and Remuneration Committee specifies the scope of duties and responsibilities.

#### **4. The Risk Management Committee**

The Risk Management Committee consists of at least 5 members, consisting of at least 1 independent director serving as a chairman of the committee. Moreover, the Company's Managing Director shall serve as a member of the Executive Committee based on his/her position. Other members are either the Company's directors or executives. The Charter of the Risk Management Committee specifies the scope of duties and responsibilities.

#### **15. Company Secretary**

Section 89/15 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) stipulates that the Board of Directors appoints a Company Secretary to perform duties responsibly, with caution, and honestly, in accordance with the law, the Company's objectives, the Articles of Association, and the resolutions of the Company's Board of Directors' and shareholders' meetings, including performing the following duties:

1. To provide and keep a register of directors, a notice calling director meetings, a minute of meeting of the Board of Directors, and an annual report of the Company, including a notice calling a shareholder meeting and a minute of shareholders' meeting;
2. To convene shareholder and Board of Directors meetings per applicable laws, the Company's Articles of Association, and other relevant regulations.
3. To keep a report of any conflict of interest filed by directors or executives and submit it to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 days of receipt.
4. To provide advice on relevant rules and regulations that the Board of directors should be aware of, so that the Board of Directors and executives could indeed perform their duties in a way that benefits the Company, as well as to provide essential information to newly appointed directors in order for them to perform their duties.
5. To monitor and coordinate the Company and the Board of Directors in order for them to comply with the law, the Board of Directors requirements, and the Board of Directors' resolutions correctly and accurately.
6. To perform any other acts as specified in the notification of the Capital Market Supervisory Board of Directors.

### **Section 2: Shareholders' Rights and Equitable Treatment**

#### **1. Shareholders' Rights**

The Board of Directors is responsible for promoting and protecting all shareholders' rights and will not violate or deprive any shareholder's rights. Shareholders are entitled to their fundamental rights as stipulated by law, such as the right to obtain accurate, sufficient, and timely information about the business or to attend and vote at a shareholders' meeting. For the best interests of the shareholders, the practice of allowing shareholders to exercise their rights is constantly enhanced and developed.

In addition, the Company also provides the shareholders the right of business owner equitably in proportion to their ownership of the Company's shares. The shareholders are entitled to exercise their control and oversight rights by appointing the Board of Directors' members to act on their behalf. The shareholders have the rights and freedom to make decisions on significant changes to the Company, such as the right to sell or to transfer a business, the right to buy or to accept business transfers, the right to make, amend or terminate contracts related to the renting of a business, the right to increase or reduce registered capital, the right to a merger or to dissolve, etc.

## **2. Equitable Treatment of Shareholders**

The Company values the equal treatment of all shareholders and hence develops policies that treat shareholders equally and fairly. The policies are designed to protect the rights of all types of shareholders, including majority shareholders, minority shareholders, institutional investors, and foreign investors. Furthermore, shareholders' benefits are carefully managed, fairly distributed, and publicly disclosed to protect shareholders from being exploited by controlling persons. The Company also prohibits conflicts of interest and the illegal use of inside information to benefit themselves or others. Furthermore, to strengthen a positive relationship with shareholders, including looking after the shareholders' meeting, and to be equitable and comparable, the disclosure must be provided.

The Company undertakes to treat the shareholders as follows equitably:

- Offer an opportunity for shareholders to nominate qualified individuals for appointment as directors.
- Offer an opportunity for shareholders to propose matters for inclusion on the agenda of the meeting.
- Offer an opportunity for shareholders to submit questions prior to the meeting.
- Organize a shareholders' meeting in which shareholders are treated equally. Each share has 1 vote, and a protocol for the shareholders' meeting has been established in compliance with the Stock Exchange of Thailand's regulations.

## **3. Facilitating and Encouraging the Company's Shareholders Attending Shareholders' Meeting Policy**

The Company understands the significance of all shareholders' rights and equitability, whether Thai or foreign, minority shareholder or institutional investor. As a result, the Company has developed the Encouraging and Facilitating the Company's Shareholders Attending Shareholders' Meetings to promote opportunities for all shareholders to exercise their rights and fully participate in the decision on the governance direction of the Company's business as follows:

1. Arrange the process for shareholders' meetings with transparency and efficiency of shareholders according to relevant laws and the Company's Articles of Association.
2. Oversee that the shareholders obtained accurate and sufficient information within the appropriate timeframe. The Company ultimately prescribes details in the invitation letter of the shareholders' meetings, which are the date, time, and venue of the meetings, as well as the list of meeting agendas and relevant attached information for each agenda that are sufficient for decision making. In addition, documents and evidence required for the proxy assignment process are also sent to its shareholders. The Company shall send this invitation letter to its shareholders at least 14 days before the shareholders' meeting dates.
3. At least 30 days before the shareholders' meeting dates, distribute the invitation letter to the shareholders' meetings together with supporting documents in Thai and English on the Company's website. This information is also disseminated via the electronic communication network of the Stock Exchange of Thailand, including the invitation letter for the shareholders' meeting published not less than 3 consecutive days and 7 days prior to the meeting.
4. Prescribe the date, time, and venue of the meetings that are most convenient to the shareholders for each of the shareholders' meetings. The Company shall not arrange a shareholder meeting on any commercial bank holiday or non-business day for more than 3 consecutive days. Instead, it shall convene meetings during regular working hours in the district where the Company's head office is located. In order to facilitate participation in the shareholders' meetings, the Company shall send a map, transportation details, and

contact phone number to its shareholders together with the invitation letter. Furthermore, the Company assigns the Company Secretary Department and Investor Relations to provide information and coordinate and facilitate meetings with the shareholders or investors.

5. Allow each shareholder who cannot attend any of the shareholders' meetings in person to delegate their voting rights to their representatives or to any of the Company's independent directors, whose names are prescribed by the Company, to attend the meetings and vote on their behalf.
6. Allow each shareholder an equitable right to express their perspective or pose a question on each agenda item, with adequate designated time aside for this. The minutes of the shareholders' meetings will include a complete record of all questions and essential suggestions addressed during the meetings.

### **Section 3: Role to Stakeholders**

The Company commits to treating various stakeholder groups equitably as the basis of any business operations, which will add value to the Company and sustainable development in the following ways:

#### **1. Commitment to shareholders**

The Company respects the rights of its shareholders and treats its major and minor shareholders equitably. It operates its business on the basis of integrity and ethics, with an attempt to develop its business towards growth and stability as per the Company's visions and missions, and intends to generate fair investment returns both in the short and long term. It develops its business to maximize shareholder satisfaction and also focuses on providing shareholders with a good continuous and equitable return on their capital, and discloses transparent and reliable information to its shareholders.

#### **The guidelines prescribed toward shareholders are as follows:**

1. Oversee that the Company's assets are in place, not misappropriated, or not improperly impaired in value.
2. Report the performance results and financial status to shareholders consistently, equitably, and entirely as per factual conditions, both on the positive and negative aspects, via various channels through which the shareholders can easily access such information.
3. Offer opportunities for shareholders to propose additional agenda and nominate a qualified person for a director position before the meeting while allowing its shareholders to submit any questions before the meeting date.
4. Provide prompt and sufficient information regarding the shareholders' meeting and all relevant data to shareholders in advance of the meeting for the shareholders to make a decision.
5. Administrative and business management to enable the Company to achieve its maximum operational capability while effectively and efficiently achieving both short and long-term corporate objectives, with the target of paying annual dividends to shareholders under the dividend payment policy.

#### **2. Commitment to customers**

The Company creates the highest level of added value for customers. In addition, customers are treated fairly and responsibly for them, keeping in mind their requirements and safety, providing dependable services, and striving to gain their satisfaction and confidence, all of which impact the business' performance. Additionally, continually look for ways to efficiently and effectively address consumer needs to maintain a solid long-term relationship.

#### **The guidelines prescribed toward customers are as follows:**

1. Deliver quality products and services that are in line with or beyond the customers' expectations, safety for

customers' health and at a fair price.

2. Provide adequate, accurate, and updated information to protect them from misunderstandings on the quality, quantity, and conditions of such products and services.
3. Create an environment that fosters innovation, research, and development to deliver products and services that satisfy customers' needs.
4. Contact customers in a courteous, proficient, and trustworthy manner.
5. Keep customers' confidential information and not illegally use it for their benefit or any related parties' benefit.
6. Establish proper whistleblowing systems and processes to manage customers' complaints and arrange for the business unit to take responsibility for providing quick advice and solutions to respond to customers' needs and be committed to customers' ultimate satisfaction with goods and services.

### **3. Commitment to employees**

The Company believes that employees are valuable resources and success factors. Therefore, it treats employees equally according to human rights principles. The Company complies with the human right policy and pays attention to employees' needs. These seek to foster a positive relationship between employees and the Company to consistently promote skill development and increase prospects for stability and career growth.

#### **The guidelines prescribed toward employees are as follows:**

1. Treat employees with politeness and respect individuality and human rights according to the Company's human rights policy.
2. Appoint and transfer including giving awards or consider merit and punish employees with honesty and fairness based on the knowledge, abilities, and suitability of employees and regulations of the Company.
3. Provide a system for filing complaints, making complaints, or reporting inappropriate practices, and provide a channel to prevent employees at all levels from being harassed without fairness.
4. Play importance to employee's knowledge and ability development, and provide opportunities thoroughly and regularly. There is continuous development and training of employees both inside and outside the Company to increase efficiency in practice and support creative thinking in order to ensure the increase of innovative value to the Company.
5. Maintain a working environment that is safe for the lives and property of employees, and maintain good hygiene in the workplace, including raising awareness and promoting working with safety and hygiene.
6. Consider the compensation, welfare and benefits of employees to be fair and comparable to other leading companies.
7. Strictly comply with various laws and regulations related to employees.

### **4. Commitment to suppliers**

The Company treats suppliers equitably based on the principles of fair competition, honesty, transparency, and taking into account the mutual benefits of all parties. The selection criteria for suppliers are transparent, equitable, and reasonable by accounting for reputation and legitimacy, following regulations and important traditions to be fair to suppliers and benefit all parties. Giving importance to supply chain management allows the Company and its business partners to grow sustainably over time.

#### **The guidelines prescribed toward suppliers are as follows:**

1. Strictly follow the mutually-agreed conditions. In the event that any condition cannot be executed, it must be

immediately notified in order for jointly consider finding solutions based on business relationships.

2. Provide a channel for suppliers to complain about being bullied, or not being treated fairly in every case.
3. Support and control suppliers to treat their own employees fairly in paying compensation and respecting all aspects of human rights, including not using child labor.
4. Encourage suppliers to provide training to their employees and workers about safety, occupational health and environment according to the nature of work performed.
5. In selection of contractors or suppliers, the Company will select appropriately under the Company's designated selection process for selecting from those who submit work under the same criteria and conditions to ensure equality and fairness to everyone.

**Supplier Selection Criteria are as follows:**

- (1) Have sufficient work experience, with historical performances that are qualified and suitable to the Company's criteria, and operate their business with honesty and integrity.
- (2) Reliable with a good track record and credibility of their financial positions.
- (3) Competent and have the capability to provide required workforce, labor, machinery, and raw materials needed for relevant constructions and productions.
- (4) Capable of delivering the work within time frame specified.
- (5) Performance guarantee and after-sale services.
- (6) Have a well-systemized construction process or a production process that adheres to social and environmental standards, as well as compliance with legal and regulatory requirements such as not being harmful to the environment, not violating human rights, not infringing on intellectual property, and so on, as well as the potential to grow and develop alongside the Company's long - term.
- (7) Have innovation, creativity, research & development, and ability to apply technology in their products and services.
- (8) Do not employ unlawful foreign labor.

**5. Commitment to creditors**

The Company acts equally and fairly, whether a trade creditor or a financial institution creditor, to repay outstanding debts on time or strictly adhere to the terms, contracts, and agreements set forth. Moreover, the Company will have a strategy to resolve financial issues that considers fairness to creditors and stakeholders. The management must continuously report the problems to the Board of Directors.

**The guidelines prescribed toward creditors are as follows:**

1. Provide the Company's information that is accurate and necessary enough for creditors to correctly analyze credit granting.
2. Have the legally contracts with all types of creditors. There is no characteristic of taking advantage of the contracting party.
3. Use loans approved by creditors or financial institutions according to the Company's stated objectives.
4. Repay debts to creditors on time according to specified conditions.
5. Maintain the debt-to-equity ratio (Interest Bearing Debt Ratio) not exceeding the rate set by financial institution creditors.

6. When there is an important event that may have a significant impact on the financial status and may affect the debt that must be paid, the Company will notify creditors in order to jointly find ways to prevent or solve them so as not to cause damage, and the Company will comply with the regulations regarding the disclosure of information strictly. In the case of the Company experiencing financial problems or important events that may significantly affect the financial status or ability to repay the debt, the Company will set up a plan to solve financial problems which takes into account fairness to creditors and stakeholders. The Management must be responsible for reporting problems to the Board of Directors on a continuous basis.
7. Follow the conditions and terms of the contract strictly as specified by creditors or financial institutions, especially various guarantee conditions, capital management to have an appropriate structure in order to build confidence among creditors on the Company's financial position and ability to repay debts. Including maintaining the quality of assets used as collateral to meet expectations as specified by the creditors or financial institutions.

#### **6. Commitment to competitors**

The Company emphasizes conducting business with ethics and transparency. It treats commercial competitors according to the legal framework, trade ethics and good practice guidelines, and the principles of good governance that align with international principles relating to trade competition practices.

##### **The guidelines prescribed toward competitors are as follows:**

1. Behave within the framework of generally accepted competition rules.
2. Support and promote free and fair trade, not monopolizing or requiring business partners to trade with the company only.
3. Do not violate confidentiality, dishonestly, or illegally attempt to obtain the competitors' trade secrets
3. Do not damage the reputation of commercial competitors by saying bad things.
4. Do not disparage business competitors by expressing negative statements about them.
5. Do not enter into commercial contracts or imply any action that may cause unfair trade practices or trade monopoly

#### **7. Commitment to communities / social**

The Company operates its business by adhering to community and social responsibility by giving importance to supporting social activities and/or participation in activities related to community development and improving life, including promoting the strength of the community. To help develop the communities where the Company develops businesses to co-exist for the benefit of society.

##### **The guidelines prescribed toward communities and social are as follows:**

1. Support community development initiatives and/or participate in strengthening the community nearby.
2. Before starting any business, the Company will research to understand the relevant regulations and laws to ensure that the Company's operations do not negatively impact the way of life in society or that community.
3. Any news relating to the Company occurs; in that case, the Company will promptly communicate with society and the community to clarify the facts and status of the Company without concealing or distorting information at the first opportunity for society to know and understand the situation of the Company promptly.
4. Avoid causing pollution in the community where the Company is constructing any project.

5. Support in improving the environment of neighboring communities to be more hygienic to help develop the communities where the Company develops businesses so that people can live together by creating benefits for society as a whole.

#### **8. Commitment to environment**

The Company requires that the operations related to the business of the Company must be at least the threshold specified by the laws related to the Company's business. In addition, the Company's business operations must comply with the applicable laws, regulations, requirements, and standards of the environment and support and promote the wise use of resources while improving human quality of life by managing environmental issues. It considers that taking care of the environment is a standard duty of all employees.

##### **The guidelines prescribed toward environment are as follows:**

1. Support and promote efficient and cost-effective use of resources in all processes related to doing business through organizing activities and educating employees about the organization to achieve cooperation in saving resources and energy and learning how to use resources efficiently and for maximum benefit.
2. Develop products/services with minimal environmental impact and oppose using materials that affect the environment.
3. Provide environmentally friendly operational measures by adhering to the principle of the most negligible impact on stakeholders, including the provision of water quality control measures.
4. Cultivate consciousness, create awareness of environmental responsibility among the Company's employees at all levels, and emphasize the business partners who adhere to and practice fairness and responsibility for the environment.
5. Organize training to educate about the relevant energy and the environment both directly and indirectly to employees to the understanding of the environment.

#### **Section 4: Information Disclosure and Transparency**

##### **1. Information Disclosure Policy**

The Company recognizes the importance of providing investors and concerned parties convenient and equitable access to the Company's information. Accordingly, it also makes correct, complete, transparent, equitable, and timely disclosure of information, including financial information, operational results, and any other information that investors and concerned parties can use in making their investment decisions. It disseminates the information through the Stock Exchange of Thailand (SET), various distribution channels and information services, press releases, analyst meetings, overseas road shows, and annual reports, as well as on the Company's website in Thai and English versions.

The Company's information disclosure and transparency can conclude as follows:

1. Disclose information about the Company's Board of Directors, the list of each sub-committee, the number of meetings, and the attendance of Individual Directors of the Board of Directors and sub-committees.
2. Prescribe all information disclosed via an annual report per the Notification of the Capital Market Supervisory Board of Directors' specification in terms of regulation, condition, and method of disclosing and reporting regarding the securities issuer company's financial status and operating result.
3. Disclose the report confirming the Company's full compliance with the corporate governance principles contained in the annual report.
4. Prepare quarterly and year-end financial reports, financial statements, management discussion, and financial



analysis (MD&A) and disclose via SET's and Company's websites.

5. Provide diversified communication channels apart from the disclosure required by law. The Company provides the following channels for the release of information to ensure that it is convenient and equitable access to its shareholders, investors, or other stakeholders:
  - Investor Relations Unit: The unit communicates directly with investors and security analysts.
  - Opportunity Day's Participation.
  - Press conference and press releases: The Company distributes its press releases and newsletters on its operational results or financial status.
  - Arrange employee meetings to clarify its policies and business directions, as well as explain its new products. It also disseminates news and information to its employees via electronic channels such as email.
  - Annual Report (56-1 One Report).
  - Website [www.boundandbeyond.co.th](http://www.boundandbeyond.co.th)

## **2. Public Disclosure Policy**

The Company always discloses to all shareholders and stakeholders accurate and complete information promptly, both in Thai and English, in order to ensure that the information is accessible to the stakeholders equally and corresponds to relevant laws and regulations, as well as the good corporate governance standard. In addition, the Company discloses the information through various information disclosure channels to demonstrate the Company's transparency in doing business. The Company's disclosure policy includes the following:

1. The Board of Directors and/or Executives has to disclose financial and non-financial information accurately, completely, accountably, and on time and to provide sufficient and suitable communication channels.
2. All publicly disclosed information must be accurate, complete, and transparent to all shareholders and stakeholders. It must not be released to manipulate share trading prices or mislead the public from the actual facts of its operational performance.
3. The Company has established an Investor Relations Department to communicate with external parties, including shareholders, institutional investors, retail investors, analysts, other investors interested in investing in the Company, and other parties on behalf of the Company. Information disseminated to these parties shall be made on an equitable and fair basis. The Company also set out the "Investor Relations Code of Conduct" as guidance for the investor relations function to align with the ethics and principles of good corporate governance.
4. The Company has set up channels for disclosing information for all stakeholders to acknowledge and have equal access. The form of providing information and activities may vary as appropriate, including
  - Website of the SET and the SEC
  - Website of the Company ([boundandbeyond.co.th](http://boundandbeyond.co.th)). The website must be developed and regularly and promptly updated with information on the website to ensure that it is complete. Publications on the website include One Report, financial statements, notes to financial statements, management discussion and analysis (MD&A), investor presentation, policies related to corporate governance, and other presentations.
  - Investor relations activities such as Opportunity Day, analyst and bank meetings, and company visit

- Public relations activities include press releases, conferences, and interviews.
5. The Chairman of the executive committee or Managing Director shall provide relevant information about the Company by himself/herself or assign investor relations or related individuals to provide information and coordinate with all stakeholders. The information must be released with accuracy and aligned in the same direction. The provision of corporate information to the public is undertaken with due care, particularly on information that can be misinterpreted or possibly induce material impact on its share prices.
  6. Upon approval from the Company's Board of Directors or the Audit Committee, the Company shall quarterly report its operational performance and its financial statements to the Securities and Exchange Commission and the Stock Exchange of Thailand so that its shareholders, investors, and other stakeholders are informed. Furthermore, the Company shall provide management discussion and analysis (MD&A), investor relations activities, and public relations activities that allow external parties to understand better the Company's operating results and financial statements. The information disclosure shall be prepared with due care, and accuracy and conveyed in simple and concise language.
  7. Information regarding corporate actions, events, or information that could potentially affect the securities prices, investment decisions, or shareholder benefits, such as setting the date of the shareholders' meeting, the acquisition or disposal of assets, and the connected transactions, must be disclosed immediately through the website according to the regulations defined by the SEC and the SET.

## **Part 2 Policies related to compliance with corporate governance principles**

- Section 1** Governance of Company's Subsidiaries and Associates
- Section 2** The use of inside Information
- Section 3** The Conflict of Interest
- Section 4** The connected transaction / the related person transaction
- Section 5** Human Rights
- Section 6** Intellectual Property Rights

## **Part 2 Policies related to compliance with corporate governance principles**

### **Section 1: Governance of Company's Subsidiaries and Associates**

The Company's Board of Directors establishes a policy for the governance of its subsidiaries and associates, which function as the governing mechanism for their operations. In order to sustain the Company's benefit and enhance shareholder trust, the Board of Directors has established measures for overseeing and monitoring the management and operations of the Company's subsidiaries and associates. The guidelines are specified to govern the Company's subsidiaries and associates as follows;

1. The Company will appoint a person with qualifications and experience for that business to serve as a director of the Company's subsidiaries and associated companies in proportion to their shareholding.
2. The Company's representatives are responsible for governing its subsidiaries and associated companies to operate the business according to applicable laws, regulations, rules, and relevant best practices, including corporate governance principles, code of conduct, anti-corruption policy, and the Company's other policies.
3. The Company's representatives can use their discretion to act in the best interests of the Company, its subsidiaries, or its associated companies in considering and voting in the meetings relating to their ordinary course of business operations and their general management. In doing so, the Company's representative must report quarterly and/or annual operating results to the Board of Directors so that the Board can monitor the Company's performance in its subsidiaries or associated companies.
4. The Company's representatives oversee the disclosure of operating results and financial information, connected transactions, acquisition or disposal of assets, or complete and accurate material transactions according to the rules and procedures stipulated by relevant laws.
5. The Company's representatives must oversee the following transactions or actions, which require the approval of the Company's Board of Directors or shareholders (as the case may be) prior to their requesting for authorization from the Board of Directors and/or the shareholders of the said subsidiaries or the associated companies to transact such transactions or actions:
  - A capital increase/decrease is not in proportion to the existing shareholders' shareholding ratio.
  - A subsidiary agrees to enter into any connected transaction with any related party of the Company.
  - A transaction related to an acquisition or disposal of any assets of the subsidiaries.
  - Any other transactions that are not in the ordinary course of a business materially impact the Company's financial status and operating results.
6. The Board of Directors will appoint an executive director or another person, such as an executive, to act as the Company's proxy to attend the subsidiaries or associated Company's Annual General Meeting. The proxy has to vote at the meeting on significant agendas that the Board of Directors has already approved, such as determining directors' remuneration, increasing or decreasing capital, etc.
7. The Company's representatives must ensure that appropriate and effective internal control systems, risk management systems, and anti-corruption prevention are in place. These ensure that the Company's operations are performed according to its policies, including preserving the Company's investment benefits in its subsidiaries and associates and ensuring that the subsidiaries' and associates' operations efficiently reach the determined business plan target.

## **Section 2: The use of inside Information**

### **1. Preventing the Use of Inside Information Policy**

The Company recognizes the importance of proper prevention of inside information dissemination, confidential customer information and documents maintenance, and data security in information systems protection without disclosure to the public in order to seek any benefit for oneself or others of confidential information and documents that have not yet been disclosed to the public, directly or indirectly, whether they receive a return or not, unless it is information that must be disclosed as required by law.

The following are the Company's guidelines for preventing insider trading and the use of inside information by directors, executives, and employees:

1. Executives and employees that handle confidential information for the Company are directly accountable for controlling and maintaining confidentiality or inside information in order to prevent leaks. Executives and employees who know and possess inside information are prohibited from disclosing the Company's inside information, as well as any confidential or confidential information of customers or partners, to outsiders for acknowledgement, regardless of whether such disclosure causes harm to the Company, its customers, or business partners.
2. Inside information about the Company's business operations is only to be used for the benefit of the Company's business operations by the Company's directors, executives, and employees, as well as third parties acting on behalf of the Company. In this regard, anyone who knows or has access to confidential inside information about the Company is prohibited from using it to benefit himself or others, whether directly or indirectly, and whether or not they receive a return.
3. Inside information must not be disclosed by the Company's directors, executives, or employees to anyone who is not involved in the operation in order to prevent it from being misused, whether for your own benefit or for the benefit of others. This is due to the fact that it may have an impact on the price or value of the Company's shares, as well as investment decisions.
4. Directors, executives, employees, and outsiders with duties who know or have access to the Company's inside information must not buy or sell securities based on that information. To avoid the risk of illegally misusing inside knowledge, the Company prescribes a mechanism that prohibits the Company's securities trading during the period before and following the disclosure of inside information (the "Blackout Period").
5. When any information about the Company, whether true or untrue, is leaked to the public, it has the possibility of having a significant impact on the price or value of the Company's shares. The Company will immediately notify or clarify information or facts through the Stock Exchange of Thailand's system.

### **2. Guidelines on Preventing the Use of Inside Information**

#### **1) Blackout Period Measurement:**

1. Directors, executives, and employees who are in positions or in business lines which are responsible for such internal information, or who have access to such material internal information that may cause any impact to its share price, including their spouse or cohabiting couple or any entities in which they own over 30% of the shares, are prohibited from trading the securities of the Company during a period of 1 month before disclosure of the operating result, financial statement or any other internal information and within 24 hours after such disclosure.

2. The Company Secretary is responsible for notifying directors, executives, and employees in positions or business lines accountable for such inside information, or who have access to such material inside information, to refrain from trading the Company's securities during that period.
3. Set a Quiet Period for the Company's directors, executives, or investor relations not to disclose any information for 30 days before the announcement of performance results, quarterly financial statements, or annual financial statements. Directors, executives, or investor relations are not permitted to express an opinion on the Company's investment guidelines, profits, or operating results during this period, unless the factual information has been publicly disclosed.

## **2) Reporting of Changing of Holding of Securities and Derivatives Policy;**

The change in securities and derivatives holding reporting policy is mandated to ensure that investors can monitor the movement in securities holding positions of the Company's directors and executives who have access to inside information and are likely to exploit and profit from such information before it is publicly released. Therefore, the Company prescribes that:

1. If the Company's Directors and the Company's first four top-ranking executives must report to the Company Secretary in relation to the securities and derivatives trading at least 1 business day prior to such transaction in accordance with the form prescribed by the Company (Appendix B).
  2. The Company's Directors and the Company's first four top-ranking executive positions must prepare and submit a report on the changes in the Company's securities and derivatives holdings, as well as those of their spouses and cohabitants, and minor children, by filling out an electronic form (Form 59) and submitting it to the Office of the Securities and Exchange Commission via the online system within 3 business days of the purchase, sale, transfer, or receipt of the Company's securities and derivatives holdings.
  3. A copy of such report must be submitted to the Company Secretary on the same day as the date of such reporting to the Office of the Securities and Exchange Commission by the Company's Directors and the Company's first four top-ranking executives who purchase or sell the Company's securities.
  4. The Company Secretary is obliged to report to the Company's Board of Directors on the selling and purchasing of the Company's securities, as well as the holding of securities and derivatives by the Company's Directors and the Company's first four top-ranking executive positions, at each board meeting.
- The Company also has penalties against employees who use the Company's inside information for personal gains. The punishment will be determined by the circumstances of the case and may range from a verbal warning to imprisonment, a written warning, probation, or termination of employment.

## **Section 3: The Conflict of Interest**

As the Company commits to conducting business with integrity and morality according to the principles of good corporate governance, business-related decisions and actions must be made with transparency, prudence, and caution to avoid damage. Creating credibility and maximizing benefits for the organization are two examples.

### **1. Preventing of Conflict of Interests Policy**

The Company has established the prevention of conflict of interest by adhering to the principle that any business decision must be made in the best interests of the Company, and that shareholders are important, and that any act that may cause conflicts of interest or unfairness to all stakeholders should be avoided.

The prevention of conflicts of interest policy is therefore prescribed to prevent personal gains from being directors, executives, or employees of the Company. It set forth its guidelines, for its directors, executives and employees to comply against any potential conflict of interests as follows:

1. Directors, executives, and employees shall not use the opportunity of being a director, executive, or employee of the Company to exploit personal interests or intimate people, either in terms of finance or other aspects of business.

Directors, executives, and employees at all levels are prohibited from borrowing or raising funds from the Company's clients and counterparties, unless such borrowings are in the form of financing from their own banks or financial institutions.

2. Personal business activities of directors, executives and employees shall not impact their commitments to the Company's duties and work schedule. Furthermore, directors, executives, and employees at all levels are prohibited from engaging in commercial activities that are competitive to the Company's business, whether on their own behalf, on behalf of their families, or on behalf of any legal entity, regardless of whether they directly or indirectly benefit from such participation.
3. Do not utilize the Company's secrets or information for personal's or related people's benefit.
4. Prohibit directors, executives, and employees who have a conflict of interests from approval entering into the transaction or taking any action on behalf of the Company.
5. If executives, employees, or close relatives become directors or shareholders or executives or take part or carry out any transaction with the Company suspected of having a beneficial effect or causing a conflict of interest with the Company. They must notify the supervisor and the Company Secretary Department in writing according to the conflict of interest disclosure form (Appendix 5 Form) and strictly follow the Company Secretary's instructions.
6. Avoid making connected or related transactions with related persons resulting in conflicts of interest with the Company unless the transaction is necessary to support normal business operations. The transaction must also be reasonable and beneficial for the Company by requiring that such transactions be carried out as if the Company deals with outsiders or persons unconnected to the Company. The Company must also follow the pricing and transaction conditions that are fair and according to the ordinary course of business at fair and at arm's length basis or under the Company's related policies, such as price policy and policy on entering into related party transactions.

Each time the Company enters into a connected transaction, it must disclose it to the Audit Committee meeting and the Board of Directors' meeting for acknowledgment.

7. If it is necessary to enter into a connected transaction causing a conflict of interest with the Company that is not ordinary business operations and/or does not support ordinary business operations. The transaction must be reasonable and beneficial to the Company and proposed after that to the Audit Committee for consideration and opinion. Following that, having presented the transaction to the Board of Directors or shareholders for approval (as the case may be) according to the Company's connected transactions / related person transactions policy and sound corporate governance principles. Moreover, such a transaction must comply with the Stock Exchange of Thailand's and the Securities and Exchange Commission's regulations.

Suppose any director or executive is interested in a transaction that the Company is considering. In that case, that director or executive must refrain from attending the meeting or voting, except for the case of attending for providing information to support consideration of the Audit Committee and/or Board of Directors.

8. The Company regularly provides training on conflicts of interest to directors, executives, and employees. In addition, it is required to be part of the Company's code of conduct ethics curriculum.
9. Any executives or employees who deliberately, negligently, or unintentionally violate the conflict of interest prevention policy are considered to have breached the law and will be subject to the proper disciplinary action.

## **2. Reporting of the Conflict of Interests of Directors, Executives, and Related Persons Policy**

Directors and executives must report their interests or the interests of connected people to the Company in order to ensure fairness to all stakeholders, and the Company specifies that reports on the interests of directors and executives must involve the proper regulations and procedures as follows:

1. Directors and executives must report their own or their connected persons' interests, particularly those related to the Company or subsidiary management, by completing the report on the interests of directors and executives in the form stipulated by the Company (Appendix B). The following requirements must be fulfilled in order for the report to be submitted on time:
  - The first report: should be submitted within 7 business days from the date of the appointment as the Company's directors or as the first four top executive positions of the Company.
  - Report on the changes of information on involved interest: should be submitted within 3 business days from the date of the changes in such information.
2. Directors and executives are required to submit a report on their interests or the interests of their related parties to the Company Secretary within the prescribed timing as stated in Clause 1.
3. The Company Secretary shall submit interest reports to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 business days of receiving such reports, and shall keep these interest reports submitted by those directors and executives, including disclosing information on the interests of directors and executives in the annual report.
4. If any director or executive is a stakeholder in the items considered by the Board of Directors, they must report their interests at least before starting the consideration of the said agenda. The Board Secretary has to record in the minutes of the Board of Directors' meeting that those directors or executives shall not participate in the consideration of such an agenda and are ineligible to approve that matter.

## **Section 4: The connected transaction / the related person transaction**

### **The policy for entry into the connected transaction / the related person transaction**

The Company has established the connected transaction policy/related person transaction to ensure transparency and fairness and to avoid exploitation, either directly or indirectly, by directors, executives, and shareholders who have controlling power, as well as protect the rights of minority shareholders to equality, of which the details are as follows:



## **1. Definition**

Connected Transaction refers to the transaction made by and between the Company or its subsidiaries and the person connected with the Company or the person probably having conflict of interest. The definition of the connected person and person probably having conflict of interest shall be defined in the Notification of the Securities and Exchange Commission and/or the Notification of the Capital Market Supervisory Board relevant thereto.

## **2. Measures / procedures for entering into the Connected Transaction or the related-party transaction**

Entering into a Connected Transaction, the Company's Board of Director has to ensure that such transaction is governed to comply with relevant applicable laws. The Board must bear in mind that transaction shall be under transparent approval process with due care, accountability, and integrity without the interested person involved therein. Furthermore, the transaction is performance and taken into account the Company's benefits as if the transaction performed with third parties. The Board shall supervise that the monitoring system is in placed in order to ensure that the procedure for entering into connected transaction is being implemented correctly.

The procedure for entering into the Connected Transaction and Related-Party Transaction is prescribed as follows:

1. When considering the Connected Transaction of the Company or its subsidiaries, the transaction will be made as if the Company transacts with all customers and the general public, and must be fair and reasonable transaction based on market price and conditions according to fair and at arm's length, and to maximize the Company's and/or subsidiaries' benefits.
2. Before presenting for approval from the Board of Directors or shareholders (as the case may be), each connected transaction must be brought to the Audit Committee for scrutiny of its rationality and appropriateness of the price in approving such transaction.
3. The Audit Committee will examine the transactions and offer appropriate opinions, as well as determine if the terms and conditions of the transactions are in line with market standards. The prices involved in such transactions have been correctly assessed and are comparable to market pricing. If there is no reference to applicable market pricing, the Audit Committee must ensure that the transacted prices are reasonable and that the transactions create maximum benefits for the involved stakeholders.
4. If the Audit Committee is unable to evaluate such a connected transaction, or if the market price is unavailable for comparison, the Company will provide at least two independent appraisers approved by the Securities and Exchange Commission of Thailand (SEC) to evaluate the market price in order to obtain a suitable price and condition that does not exceed the average of all independent appraisers.
5. Entering into the related-party transaction or the Connected Transaction which the Company or the Company's director or executive has interest involved, which is not normal business operation, or with the commercial terms and conditions different from the transaction with the general public or any third party, shall be allowed if approved by the Board of Directors' Meeting at a resolution of not less than three quarters of the votes, in which none of the directors, executives, who have related interests, participate in considering and approving of that transaction, and there must not be special terms and conditions out of normal practices under the Company's requirements.

6. The Company shall disclose the transaction probably having a conflict of interest or related-party transaction or Connected Transaction in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand in the Annual Registration Statement and the Annual report or any other reporting form, as the case may be. The Company shall disclose the Connected Transaction to the Stock Exchange of Thailand according to the regulations of the Stock Exchange of Thailand, as well as the disclosing of the transaction relevant to the Company according to the accounting standard principles.

### **3. Approval of connected transaction or related-party transactions**

If the connected transaction requires approval from the Company's Board of Directors or shareholders, the Company will ask such approval by undertaking the following:

1. Directors having interests in such connected transactions must leave the meeting temporarily to allow other directors to consider the transactions without interference, and they are ineligible to vote on the relevant agenda items.
2. Disclose transaction and resolution details such as connected parties' names and relationships, pricing policy, transaction value, and the Audit Committee and Board of Directors' opinions on such transactions, as well as any other information required by the Securities and Exchange Commission and the Stock Exchange of Thailand. Such disclosure must be notified to the Stock Exchange of Thailand on the date on which the Board of Directors approved such transactions, or by 9.00 a.m. on the next business day.
3. If a shareholders' meeting approval is required, the Company will arrange for an independent financial advisor to provide their opinions to the shareholders on such transactions.
4. A resolution approving such transactions must receive at least three-fourths (3/4) of the total number of votes cast by shareholders attending and having the right to vote at the meeting. The voting of shareholders who are interested parties in such transactions is excluded from the vote count.

#### **1) Approval of transaction with general commercial conditions**

general commercial condition, taking into account the interest of business operation of the Company, the Management or the Executive Committee shall propose for approval in principle to the Board of Directors in advance. If the transaction is under the general trade agreement in the same manner as a reasonable man making with a counter party in the similar situation without regard for influence from the position of director, executive or the person having close relationships.

In this regard, the Management shall make a summary report of such transactions for further presenting in the meetings of the Audit Committee and the Board of Director for their acknowledgement.

#### **2) Approval of transaction with no general commercial conditions**

1. Entering into a normal business transaction or a transaction that supports normal business with no general commercial condition, the Company have to be supported by the Audit Committee who shall consider and take into account the necessity and reasonableness of such transaction before proposing for approval to the meeting of the Board of Directors and/or the Shareholders' Meeting (as the case may be). In this respect, the Company has to comply with law governing the securities and exchange and the rules, notifications, orders and regulations of the Capital Market Supervisory Board, the Stock Exchange of Thailand, and the Securities and Exchange Commission, including the requirements regarding to the disclosure of the Connected Transactions and the related-party transaction.

2. The Company shall disclose the said Connected Transactions in the footnotes to the Company's financial statement examined and audited by the Company's auditor to ensure that there are no conflicts of interest in such connected transactions.

## **Section 5: Human Rights**

The Company aims to conduct business with ethics holding on to responsibility to society and all groups of stakeholders and strictly complied with laws and is committed to human rights respect in accordance with internationally accepted standards especially giving support to and complying United Nations Global Compact: UNGC, United Nations Guiding Principles on Business and Human Rights: UNGP and the International Labor Organization Declaration on Fundamental Principles and Rights at Work. Moreover, the Company also commit to manage Human Rights according to Code of Conduct and other company-specific statement of commitment. To ensure that the Company's business is free from human rights violation, the Company's Board of Directors considers, therefore, it is appropriate to define the Human Rights Policy and Guidelines to prevent violation of human rights in every activity of the Company's business including suppliers/contractors and business partners in business value chain.

### **1. Scope of Application**

This Human Rights Policy and requirements is applicable to all activities of the Company including its subsidiaries. The Company expects business partners, such as associate companies or other investments where the Company does not have overall control, as well as contractors, suppliers and others to uphold and comply with this policy.

### **2. Definition Terms in the Human Rights Policy**

**"Human Right"** are rights inherent to all human beings, regardless of physical or mental status, race, nationality, national or social origin, ethnicity, religion, gender, language, age, skin color, education, social status, culture, tradition or any other status as stipulated by laws of each country and treaty each country has commitment to. Human rights include the rights to life and liberty, freedom from slavery and torture, human trafficking, harassment, forced labor and child labor, freedom of expression, freedom of association and right to collective bargaining, the right to work and working hours, the right to education, equal remuneration and other rights such as personal data protection, occupational health and safety, minorities in local community and community rights. Everyone is entitled to these rights, without discrimination in accordance with diversity and inclusion.

**"Discrimination"** is defined as the act and the result of treating people unequally by imposing unequal burdens or denying benefits, instead of treating each person fairly on the basis of individual merit. Discrimination can also include harassment.

**"Harassment"** is defined as a course of comments or actions that are unwelcome, or should reasonably be known to be unwelcome, to the person towards whom they are addressed. Non-sexual harassment includes but is not exclusive to mobbing and bullying, while sexual harassment includes a sexual component.

**"Vulnerable Group"** means a "population within a country that has specific characteristics that make it at a higher risk of needing humanitarian assistance than others or being excluded from financial and social services such as women, disability person, children, indigenous people, migrant workers and people, LGBTQI+, third- party contracted labor, contractors and community.

### **3. Human Rights Policy**

1. Directors, executives, and employees at all levels must emphasize respecting human rights in conformity with local laws and treaty obligations that every nation must abide by. Human rights concepts require everyone to treat others equitably and without discrimination. Everyone must, most importantly, refrain from actions that violate or support the violation of human rights.
2. Respect human rights, treat each other with respect, and treat each other equally indiscriminately or differentiate regardless of physical, mental, race, nationality, religion, gender, language, age, gender identity, disability, skin color, education, social status, culture, custom or any other matter.
3. Conduct business according to the relevant laws, the United Nations Declaration of Human Rights and the International Labor Organization Declaration on Fundamental Principles and Rights at Work, freedom of association, and collective bargaining. These include supervising the Company's business not to get involved in human rights violations, such as not supporting forced labor or illegal foreign workers, including against the use of child labor.
4. Select the Company's partners or business partners by considering how these companies treat their employees or communicate with communities, which should be consistent with the Company's human rights policy or according to relevant laws or the labor principles of the International Labor Organization (ILO).
5. Communicate, disseminate, educate, comprehend, set guidelines, and provide any other support necessary to those individuals involved in the Company operations throughout the business value chain, including suppliers of goods and services, contractors, and business partners. To engage in business with ethics, everyone must respect human rights and treat others according to human rights principles and the Company's policy. It also provides training on human rights regarding discrimination and harassment in the workplace to all employees and those involved regularly.
6. When witnessing an action violating human rights related to the Company, such a person must report the violation to supervisors or responsible persons and cooperate in investigating various facts. If there are any questions or inquiries, consult with the supervisor., or responsible individuals via various channels specified by the Company. Persons who report human rights violations related to the Company must be treated fairly and protected using measures to protect complainants as defined in the Company's whistleblowing policy.
7. The Company establishes an investigative process of information or complaints about human rights after being notified by the employee and/or stakeholders. After that, there will be a report to the management for further action. In case of an investigation, all employees must cooperate fully with internal and external agencies.
8. The Company commits to developing and sustaining an organizational culture that values human rights. Therefore, in case there are any human rights violations, including discriminatory behavior or harassment or violating or failing to comply with this policy, whether directly or indirectly, taking corrective action or considering disciplinary action according to the regulations set forth. In addition, the Company will consider the action according to the law if it is illegal.

9. Maintain the development and implementation of a human rights due diligence procedure to identify risks of human rights violations. Name the individuals or groups who are affected. Establish and formulate the policies for engaging with and preventing human rights violations and conduct follow-up inspections by undertaking procedures for mitigating human rights abuses.

## **Section 6: Intellectual Property Rights**

The Company establishes an intellectual property policy so that employees at all levels know and understand the work guidelines related to intellectual property and implement such guidelines strictly. The policy also requires those involved in business with the Company to acknowledge and understand the work guidelines related to intellectual property. The Company expects business associates to adopt such guidelines as a guideline for business operations.

### **1. Definition**

**Intellectual Property** refers to the works created from ideas, inventions, writings, and works of art, and the symbols, names, and images used in trade. Intellectual property can be divided as follows:

- Industrial property: patents for inventions, trademark industrial design, and trade secrets.
- Copyrights: covering research papers, videos, movies, music, images, photographs, drawings, graphic designs, computer programs, and others.

**Patents** refer to the exclusive rights granted to inventions that refer to a product or process representing a new way of doing something or a new technical solution.

**Business Trademarks** refer to the distinctive symbols that identify specific goods or services produced or provided by individuals or companies. These include the company name, logos, slogans, and designs used to identify and distinguish the company's products in business and trade.

**Industrial Design** refers to the decoration or creation of the beauty of a piece of work, and designs may include three-dimensional features, such as the shape or texture of such items, or two-dimensional features, such as stripes, lines, or colors.

**Trade Secrets** refer to non-public business information that enhances the competitiveness of an entity. Such information may be tangible. or intangible, such as sales methods, distribution methods, and advertising strategies based on customer information. Strategies to increase employee productivity List of suppliers and customers and production process.

**Employee** refers to permanent employees under labor contracts, probationary staff, and employees with special employment contracts under the Company or its subsidiaries.

**Business Associate** refers to any person, group of persons or juristic person with whom the Company has a business relationship, whether it is the government, government agencies, state enterprises, private sector organizations, etc.

### **2. Intellectual Property Right Policy**

The Company's Intellectual Property Policy is based on the following basic principles:

1. Employees must respect the ownership rights of others' intellectual property. Do not violate any of the Company's intellectual property, customers, partners, or stakeholders by copying, reproducing, modifying, disseminating, or using it for personal benefit or the benefit of other persons without permission.

2. The Company emphasizes the use of the intellectual property as a tool for creating innovation; the Company owns intellectual property rights, whether or not to apply for protection under the law for an invention invented by an employee as follows:
  - 1) An invention under a contract or a contract to invent unless the employment contract specifies otherwise.
  - 2) An invention using methods, statistics, or reports that an employee can use or know because of being an employee under that employment contract, even though the employment contract is not related to the invention.
3. The person who uses works, data, information, documents, or any other intellectual property of others for personal use or as part of job responsibilities, has to ensure that it does not infringe on the other's or other organizations' intellectual property. Accordingly, the Company prohibits any action against such information without authorization for legal use.

Nevertheless, if it is necessary to use such information from others or other organizations, in that case, such employees must cite the source of information or the owner's name of the work or by displaying a link to the data subject's work.
4. The Company's executives and employees utilize only lawfully bought copyrighted software in keeping with the licensing agreement and must refrain from the following behaviors:
  - 1) Install software from the business on a computer that is not the Company's asset.
  - 2) For any purpose, copy the Company's software program.
  - 3) Install the software on the computers owned by the Company without the information technology manager's permission.
5. The Company provides appropriate protection of intellectual property. Employees are required to cooperate and assist in maintaining and protecting the Company's rights. These include understanding the trade secret protection policies and adhering to them, as well as having the relevant duty to provide the right to demonstrate legal protection in the form of appropriate intellectual property on works, products, services, logos, or advertisements.
6. The Company set up a process to follow up and verify intellectual property products and services and to take reasonable steps to prevent damage to the Company's and others' business and reputation and damage. It can take appropriate action according to the law. In case an infringement of intellectual property rights is found, employees must report it to their supervisors and cooperate with and support the process of tracking and investigating intellectual property in such products and services.
7. Employees with relevant responsibilities to review each contract or agreement related to intellectual properties must carefully consider. Confidentiality is an example of an intellectual property contract or agreement that could be considered written in a contract or agreement. Appropriate Disclosure Intellectual Property Ownership: the use of intellectual property rights, benefit sharing.
8. The Company promotes and supports intellectual property education for employees to have knowledge and understanding that can be used in their work efficiently.

## **Part 3 Policies related to sustainable development**

- Section 1**      Corporate Sustainability Development Policy
- Section 2**      Environment Policy
- Section 3**      Food Loss Management Policy
- Section 4**      Employee Management and Labor Relations Policy
- Section 5**      Information Technology Policy
- Section 6**      Innovation Development Policy

## **Part 3 Policies related to sustainable development**

### **Section 1: Corporate Sustainability Development Policy**

The Company recognizes and places importance on sustainable business operations. Accordingly, the Company adheres to sound corporate governance principles in conducting business and pursuing social responsibility and environmental sustainability goals, which have also been integrated into the Company's operational strategies. The Company also focuses on balancing the development and growth of the Company through good corporate governance, risk management, increased effectiveness in operations, and creating value for all the Company's stakeholders.

The Company has therefore established a corporate sustainability development policy as a guideline for business operations, with a commitment to conduct business based on sound corporate governance. The ultimate goal is corporate sustainability, which creates shared values in economic, social, and environmental aspects of the business chain of the Company and enhances sustainable development as well as building trust among stakeholders through transparent operating processes and accountability.

#### **1. Principles**

The Company is committed to sustainable development as a guideline for conducting business based on economic, social, and environmental responsibility. Any business decision will consider economic, safety, occupational health, environmental, and social issues. All of the Company's activities must be conducted by sustainability principles to achieve long-term results, creating shared value for stakeholders and maintaining the acceptance and trust of all stakeholders.

#### **2. Sustainability Strategies**

1. Establish a sustainable development strategy for the entire organization, covering good corporate governance and risk management of the enterprise and projects, including emerging risks.
2. Assess and address risk issues that affect the Company's sustainability in terms of the economic, social, environmental, and governance aspects and prioritize it in corporate strategy to ensure the organization's viability and ability to make sound business decisions.
3. Conducts business responsibly in environmental, social, and corporate governance risk management, respects human rights strictly, and complies with relevant laws and regulations. The Company also manages risks and impacts on the environment, society, and corporate governance related to the operations of the Company directly and of its partners in its supply chain.
4. Develop and maintain human resources by treating all employees equally and fairly, paying attention to occupational health and safety at work, and continually improving employee skills.

#### **3. Sustainability Development Policy**

##### **Corporate Governance**

1. Abide with moral standards and integrity, openness in business practices, adherence to laws, rules, regulations, procedures, and standards established by regulatory authorities, and enforcement of international standards, including faithful observance of various trade agreements.



2. Adhere to the rules and procedures described in the Company's code of conduct and any other relevant policies, rules, announcements, or orders, such as the risk management policy and framework, the anti-corruption policy, the accounting and finance policy, the safety, occupational health, and environmental policy.
3. Oversee the implementation of appropriate risk management and internal control systems.
4. Promote initiatives that effectively and equally distribute information to all stakeholders and encourage engagement and communication with all stakeholders.
5. Establish a culture of corporate governance throughout the Company, supporting policies to thwart any potential corruption, and enhance understanding among employees so they can conduct themselves ethically at work while also preventing corruption within the Company.

### **Economic**

1. Strive to seek ways to enhance operational efficiency across all activities. Goal-setting, metrics, monitoring, and activity sustainability assessment are all included.
2. Develop and encourage the creation of technology and innovation as a business strategy, coupled with social and environmental innovations, to create added value in products and services and the Company's growth in the long term, resulting in the Company achieving sustainable business goals.
3. Develop to deliver high-quality products and services and deliver to meet demand while considering stakeholders' expectations and consumer satisfaction.
4. Seek investment opportunities in various ways to strengthen and grow continuously and prevent the risk of disruption of business growth due to other external factors.
5. Establish a high-quality growth strategy that focuses on improving supply chain management effectiveness and internal management efficiency to increase competitiveness and adapt to changing circumstances.
6. Encourage and assist vendors, business partners, and stakeholders along the entire Company value chain in operating by sustainable development principles.

### **Social**

1. Manage adequate human resources and treat employees equally and fairly in terms of employment, remuneration, and welfare according to human rights and labor law. Also, create a working environment that is safe for life and property to create a good quality of life
2. Strengthen the Company's human capital potential by acquiring relevant knowledge and skills per the employee development strategy. These include fostering skill and innovation at work to enhance the Company's numerous field-specific objectives.
3. Operate the business by respecting human rights according to international principles, equality, justice, and non-discrimination.
4. Support the Company's engagement with communities and key stakeholders by striving to bring forth benefits for society, which will improve society's and communities' quality of life based on the Company's knowledge, expertise, and experience.
5. Avoid conducting business that will negatively affect the well-being of people in the community and society. These include instilling in employees the need to pay attention and be aware of their responsibilities to the community and society.

## **Environment**

1. Implement the management of environmental quality and biodiversity in conformity with the requirements of applicable laws and regulations while also creating and enhancing the environmental management system and searching for innovative approaches and techniques to strengthen the effectiveness of environmental quality management and control.
2. Recognize and provide environmental operations significant attention to implement the appropriate technology to minimize environmental impacts that may result from the Company's business activities to reduce any potential adverse effects of the Company's operations on the environment, including sustainable management of natural resources and the environment.
3. Support energy conservation and environmental impact reduction initiatives continuously, and encourage collaboration and involvement between the Company and external agencies in natural resource conservation and environmental protection.
4. Promote and instill awareness of natural resource conservation and protect the environment for employees to realize the value and efficiency of resource utilization and be aware of the impact of business operations on the environment. Allowing employees to participate in environmental management and care will encourage employees to participate in environmental conservation.

### **Section 2: Environment Policy**

The Company commits to proceeding with sustainable business operations based on environmental responsibility. It is recognizing and paying attention to preventing and minimizing environmental impacts from any business operation. The Company formulated the environmental policy to develop the manufacturing process and create innovation to minimize any environmental impacts. The Company also clearly specifies goals for resource efficiency, minimizing the use of limited energy resources, and providing a plan and response criteria to participate in problem-solving from any challenge. The challenge includes climate change circumstances, encouragement for water management to be more effusive, and campaigns for deforestation programs, including protecting the ecosystem and biodiversity.

#### **1. Scope**

The Company and its subsidiaries fully implement the environmental policy, including communicating this message to its business partners and suppliers and encouraging participation with any associated parties throughout the value chain that are already classified as having significant levels of environmental responsibility.

#### **2. Procedures**

The Company emphasizes balancing its obligations to the economy, society, and environment. It is dedicated to preserving the environment both inside and outside the organization. Therefore, the following environmental procedures have been established:

1. To comply with the law, including rigorous environmental requirements and regional laws, norms, and ordinances.
2. To proceed with business operations with environmental responsibility by emphasizing the manufacturing process, operational tools, and any associated activities that have a lower impact on the environment and community nearby.

3. To perform environmental risk assessment or due diligence that indicates environmental capacity and performance.
4. To provide environmental monitoring and measurement from associated operations and activities by clearly identifying objectives and goals and applying an Environmental Impact Assessment.
5. To enhance an awareness program by training and educating all employees and associated stakeholders on an environmental issue to better understand climate change, natural resource preservation, and the importance of protecting against negative environmental impacts, including the impact on ecosystems and biodiversity.
6. To communicate environmental policies and practices to stakeholders to ensure that partners or business partners operate according to appropriate environmental standards and practices and in accordance with relevant environmental policies, laws, rules, and regulations.
7. To disclose to the public society an operational performance in term of the environment in the annual report or other forms.

### **3. Environmental Policy covering all key issues as listed below**

#### **1) Water Stewardship**

1. Promote all business departments within the organization to handle water use, effectively provide water risk assessment, perform the best of any preservation practice, and apply appropriate technologies to increase the quantity of reused and recycled water.
2. Commit to minimizing any negative impacts on natural water resources, ensure that every household has good water quality and adequate water quantity for any consumable purpose.
3. Collaborate between the community and any associated stakeholders in water utilization and preservation, including responding to any concerns from the local community and society with transparency.
4. Encourage employee awareness and understanding of the water preservation program by training or cooperating campaign.
5. Disclose an operational performance of water management and reporting outcome against with specific goals to any associated stakeholders.

#### **2) Ecosystem and Biodiversity Protection**

1. Participate in preserving ecosystems and biodiversity in accordance with international standards and specify long-term goals to be a guideline for business operations.
2. Commit to minimizing an impact on the ecosystem and biodiversity throughout the value chain as much as possible by developing value chain responsibility, promoting prevention criteria for deforestation, and effective operations.
3. Encourage employee awareness and understanding of the ecosystem, biodiversity protection, and preservation through training.
4. Collaborate with any associate Governmental Authorities, NGO, community, and others to solve any problems regarding ecosystem and biodiversity.

### 3) Climate Change

1. Improve the waste management process by applying **3 R** concept, which are

**Reduce:** to reduce the use of unnecessary natural resource

**Reuse:** to reuse more effectiveness for natural resources

**Recycle:** to recycle any natural resources that be able to bring it back to have less waste quantity to the environment

2. Encourage all associate business departments within the organization to run on energy efficiency improvement, more effectiveness in using natural resources, developing innovation, and any new measures to minimize energy consumption.
3. Encourage the increase of the proportion of using renewable and clean energy and supporting low-carbon activities whenever feasible.
4. Stipulate the responding preparedness for any natural catastrophe in order to run business operations a minimize environmental impacts originating from that
5. Set goals to reduce GHG (Green House Gases) emissions long-term and cooperate with key suppliers and business partners, starting from production through distribution and logistics as a whole chain.
6. Enhance employee awareness and understanding of climate change by training, sharing, and cooperating campaigns.
7. Collaborate with any associate governmental authorities, NGO, communities, and others in order to solve any problems originating from climate change at the national and international level.

#### Section 3: Food Loss Management Policy

The Company intends to run a sustainable business, promoting sustainable practices throughout the supply chain and aspiring to create responsible consumption and production in line with the UN Sustainable Development Goals. Hence, the Company emphasizes sustainable natural resource management and food loss prevention during each lifecycle stage, such as production, delivery, and product management, to control the volume of food waste and pursue ways to utilize the waste. These are aimed at reducing the degradation of natural resources. To achieve the goal, collaboration from each stakeholder is required. As one of the restaurant service leaders, the Company would like to be a part of sustainable management by announcing the policy and operating guidelines that lead to a zero waste-to-landfill organization within 2037.

1. Stipulate for creating collaboration driving corporate sustainability performance, achieving the target of zero waste to landfill organization within 2037.
2. Analyze the main composition or component of food loss and waste, identify the critical area or sources of food loss and waste as information to prioritize management, and consider strategic planning and measures. For example, formulating 4 strategies to deal with food waste: Reduction at Source, Reuse & Donation, Recyclable Collection, and Renewable Energy.
3. Reduce food surplus and waste by applying knowledge on product development, sale and distribution channels, marketing and promotion, and appropriate innovation and technology.
4. In alignment with the food safety principle, support the utilization of food surplus and food waste by donating or aiming for the circular or maximizing benefit or resource.

5. Communicate, educate, and engage stakeholders' entire supply chains in order to expand the integrating management of food loss, surplus, and waste with a potential supplier and business partner, as well as continuously participate in and collaborate with related panels or agencies.

#### **Section 4: Employee Management and Labor Relations Policy**

The Company emphasizes its employees as its most valuable resource and an essential factor in driving success. Therefore, the Company aims to develop and strengthen the organizational culture and excellent working atmosphere, as well as promote teamwork and unity within the Company, by adhering to treating employees based on morality and the principles of human rights. As a result, to manage the Company's human resources efficiently and per sound corporate governance principles, the Company stipulates an employee management and labor relations policy to encourage employees to develop their skills and competencies, resulting in work efficiency and the Company's sustainability.

##### **1. Employment**

1. The Company establishes a policy to manage the human resources to suit the organizational structure by developing a process for recruiting and selecting qualified personnel with knowledge and potential suitable for the position and consistent with the Company's values.
2. Supervise the recruitment and selection process to ensure efficiency, which does not discriminate. The Company provides equal opportunities for all individuals regardless of their gender, age, race, religion, education, sexual orientation, skin color, or level of wealth, including women, people with disabilities, and disadvantaged groups.
3. Do not use or employ child labor, illegal foreign workers, or other labor against the law.
4. Commit to ensuring that each step of the recruitment and employment process is transparent and equitable.

##### **2. Labor Equitable Treatment**

1. Treat employees with courtesy, respect for individuality, and adherence to human rights principles within the organization by respecting laws, culture, traditions, values, and cultural differences.
2. Treat all employees equitably and provide fairness and protection to employees at all levels without exemption by assign Human Resources Department to perform labor relations, responsible for preparing the operational plan of human resource management, including coordinating labor relations activities with relevant departments.
3. Foster the Company's culture that values diversity and multiculturalism.
4. Respect the freedom of association when negotiating the rights of employees. These rights include the freedom to express ideas, expressions, or associations in any form that is not against the law, including the right to pursue employment benefits according to the law.

##### **3. Payment of remuneration and welfare**

1. Emphasize appropriate, fair, and competitive remuneration and welfare for the employee. By determining remuneration and welfare, there will not be any discrimination against or exploitation of female employees, disabled persons, or marginalized groups.
2. Consider employee remuneration by taking into account the duties and responsibilities of the position and economic conditions, living conditions, market labor wages, and other businesses with similar business

characteristics, as well as the performance of an employee's responsibilities and competencies and suitability for duty in order to compete with leading companies in the same industry.

3. Salary increases must be proportionate to the performance of the individual employee and the Company. The Company applies Key Performance Indicators (KPIs) to its goals. Business units' goals and individual goals are also specified clearly and consistently. In addition, the consideration includes the results of behavioral indicators consistent with the organization's values.
4. Provide fair and appropriate welfare to employees by periodically updating in order to be able to compete with other leading companies in the same industry. Furthermore, the Company offers employees channels which they can express opinions, share their idea, discuss, and make suggestions that are helpful to the welfare management process. The Company determines these channels and also announces them to employees.

#### **4. Employee's development**

1. Develop knowledge and potential for employees to enhance their knowledge, ability, and efficiency to work on their responsibilities regularly and continuously inside and outside the Company.
2. Design an annual training plan that considers the position's requirements. by aligning personnel performance to the Company's annual training and development plan. A follow-up will require individuals to continuously improve their responsibilities as employees and other aspects of the Company.
3. Provide opportunities for employees to develop in their careers, including women, regardless of gender, age, race, religion, level of education, sexual preference, or skin color, and individuals with disabilities or other marginalized communities. It is essential to enable continuous and sustainable corporate growth by taking knowledge and aptitude into consideration.

#### **5. Support of worker safety and quality of life**

1. Emphasize work safety, occupational health, and the environment, including the working environment, by being aware of the prevention and correction of activities that may affect safety. Compliance with relevant legal requirements, monitoring, following up and evaluating the operation, including the review, so that employees can prevent and reorganize activities that impact safety, occupational health, and the environment and continue the development of operational methods.
2. Organize training for employees to enhance their understanding and knowledge of safety, occupational health, and work environment regularly by establishing an environmental management system according to international standards, including instilling awareness and promoting working safely and hygienically.
3. Organize a workspace, tool equipment, and functional appliances to meet the nature of work, as well as given a variety of facilities for employees, intending to ensure that they work in the Company happily and safely.
4. Promote and maintain good understanding between employees and management, and among employees, through organizing training and activities within the Company.
5. Emphasize a balanced employee life between 3 aspects: work, family, and health, in line with the concept of "Work-Life Balance," which will enhance the efficiency and performance of employees.
6. Establish channels for whistleblowing or complaints, which employees can use as a channel to submit complaints or provide feedback. These include breaking the law, failing to comply with the code of conduct, violating corporate governance policy, or engaging in behavior that implies misconduct by personnel. There is

a system to protect whistleblowers. In addition, the Company will pay attention to the concerns and opinions of its employees. Therefore, it is inevitable that the Company will promptly resolve the employees' comments and grievances fairly and equitably.

## **6. Employment termination**

The Company must treat employees fairly, with respect, and consideration for their human rights when terminating their employment and must do so by established protocols. Observe the rules of labor law and any applicable regulations.

## **Section 5: Information Technology Policy**

The Company is aware of the importance of using information technology and communication, which are essential factors that drive business operations and help increase work efficiency. Additionally, it has security and can operate continuously, preventing difficulties from misusing information technology systems and being threatened by various attacks.

Therefore, the Company stipulates the Information Technology Policy to ensure a sound regulatory framework, effective information technology management at the corporate level, and compliance with sound corporate governance principles, including relevant laws to suit the business context.

### **1. Objectives.**

1. To determine the direction, principles, and framework of information technology security required management.
2. To prevent the Company's computer and information technology system from being invaded, stolen, destroyed, and interfered with work or crime in various forms that may damage the Company's business.
3. To enable the employees and those who must use or connect to the Company's computer system accurately and appropriately.
4. To educate employees about correctly and appropriately complying with policies, standards, operational frameworks operating procedures, instructions, and laws related to computer systems correctly and appropriately.

### **2. Definition**

<b>Information Technology Department</b>	The business unit under the Company's organizational chart with the duty to be responsible for information technology work.
<b>End User</b>	Permanent employees, contracted employees, Outsource Service Providers, Suppliers or Customers.
<b>Outsource Service Provider</b>	An external party engage by the business operators to provide them with information technology service.
<b>Information Technology System</b>	The computer system serviced by Information Technology Unit.
<b>Information Technology Resources</b>	Information Technology System, personnel and Computer equipment.
<b>Information Technology Assets</b>	<ol style="list-style-type: none"><li>1) System assets, i.e., computer network, computer system, application software and information technology system.</li><li>2) Equipment assets, i.e., computers, computer equipment, data recorders, and other equipment.</li></ol>

**Computer System**

Tools and computer equipment of all sizes, including hardware and software, and network equipment that connects wired and wireless data. Material storage and data transfer, internet and intranet systems, including electrical equipment and various telecommunications that can work or using in the same or similar way to a computer, in which it may be the Company's or the business partners' assets.

**Information Technology**

Information, news, records, history, text in the document, computer program, computer data, pictures, sounds, marks, and symbols, whether stored in a format that can convey meaning to people to be able to understand directly or through tools or any device.

**Important information or confidential information**

Information that is important to the Company's business operations or bound by legal requirements, a code of conduct or any contract may not be disclosed to other persons or used for other benefits apart from the Company's business objectives. Additionally, leakage of important information or such confidential information may cause the Company's business operations to stop, a lack of efficiency, or a tarnished reputation.

**3. The Management and Information Technology Risk Management Policy**

The Company requires that the risk management must be in line with the Risk Management Policy of the organization as follows;

1. The Information Technology department must identify the risks regarding information technology and assess the risks, covering the likelihood and the impact that will occur. Additionally, there must be the setting indicators for risk levels and arranging for monitoring and reporting of such indicators to manage and manage risks appropriately and timely.
2. Implement protocols, administrative processes, and those accountable for managing incidents that may impact the security of information systems.
3. Arrange for a prompt and timely situation report through a person responsible for receiving notification of the incident so that incidents and risks related to the security of information systems are managed properly and effectively for a reasonable period.
4. Establish the Company's asset management by specifying and defining responsibilities for maintaining the security of information assets to ensure that sensitive information assets are appropriately protected.

**4. Information Technology Systems Security Policy**

The Company emphasizes maintaining information technology security, so the employees, end users, and related persons are required to be aware of their duties and responsibilities, including guidelines for controlling various risks as follows:

1. Back up the information to prevent data or information loss and implement cryptographic control to ensure that the use of cryptography is proper, efficient and it is capable of preventing assess to or change or amendment of the confidential or critical information to the management of the Company's assets.



2. Implement access control of the information and Information Technology System to control access to the information and information processing facilities. Furthermore, physical and environmental security is provided to prevent unauthorized persons' access to the location of the computer network systems, which may cause damage to the information technology equipment or impact any confidential or critical information.
3. Establish employees' practices for using the computer network to control personnel and End Users in the Company.
4. Control the Information Technology System security and delivery of work from the Outsource Service Providers according to the agreement executed with the Company or business operators to prevent the Company's Information Technology Assets from any improper access by the Outsource Service Providers.
5. Establish malware prevention to ensure that the Information Technology System is protected from malware threats.
6. Require the security of the Information Technology System development process to ensure that the development or amendment of the Information Technology System is wholly and correctly processed and meets the End Users' needs. Additionally, the Company maintains Information Technology System security throughout the Information Technology System development.

#### **5. Information Technology Resource Allocation and Management Policy**

The Company requires that the allocation and management of information technology resources must be consistent with the strategic plan of the Company to ensure the achievement of the goals according to the mission, strategies, and operational plans as follows:

1. Set out criteria and factors for prioritization of action plans in respect of information technology to ensure that they are suitable and in line with the strategic plans and targets in the business operations.
2. Prepare and approve the information technology budget that is in line with the budget and corporate strategic plans.
3. Provide human resources in adequate numbers for information technology work by requiring continued development of personnel skills and outsourcing any information technology personnel if necessary.
4. Determine duties and responsibilities of the Information Technology Department's personnel in respect of the allocation and management of Information Technology Resources.
5. Deal with risks in case of failure to allocate the resources adequately for the performance of information technology work, whether it be personnel, budget, or demand for utilization over the specified limits.

#### **6. Business Continuity Information Security Policy**

In order to prevent interruptions in the operations of the Company arising from a crisis or disaster and to prepare for the availability of the Company's information system and equipment, the policy is as follow:

1. Prioritize business continuity processes. Identify the chance of incidents that disrupt the Company's business processes together with the likelihood and the impact that may occur.
2. Formulate business continuity plans for critical work systems. All business continuity plans are tested regularly, at least once a year, to ensure that they can be implemented in the event of an emergency.

3. Set a framework for planning to create business continuity so that all plans are consistent. It must cover the security requirements of information technology systems.

4. Create a backup system for the Company's information system to ensure a continuous, stable, and usable service, and specify the duties and responsibilities of administrators.

**7. The following behaviors will be regarded as disciplinary offenses.**

1. Use a password or another person's identification code to log in to the Company's computer to read, copy, approve, edit, change, or delete information, whether for personal or other people's benefit.

2. Deliberately or with intent to forge another person's password or identity to enter the computer system dishonestly against the Company's, customers, or any other person's property or deliberately defame.

3. Change another person's communicated information without permission.

4. Reveal knowledge or confidential business information, or include internal business matters that the Company does not want publicly disclosed without permission.

5. Intentionally stealing or using the Company's information to disclose, distribute, or distribute to others for the benefit of oneself or others without permission causing damages to the Company.

6. Willful or intentional harassment or destruction of the computer system, information, or other devices to cause damage to the Company.

7. Access or attempt to access any system of the Company for which they do not have rights or are not allowed to use.

8. Install or use the software in the category of hacking tools or any other software related to auditing, and access to important information about the Company, except for persons or departments who are responsible for the security of information technology systems in particular.

9. Use the email system to send inappropriate messages or information, such as defamatory statements, harassment, slander, vulgarity, and so forth, or to obtain or possess inappropriate or illegal materials, such as texts and pornographic photographs, or take advantage of the Company's communication channels.

10. Set, install, or change the IP Address without obtaining approval from the relevant business departments.

11. Help or cooperate with third parties to copy or destroy the Company's information data or computer systems to access the Company's computer or information technology system.

**Section 6: Innovation Development Policy**

The Company emphasizes the creation of creative potential and the business and social innovation development of executives and employees at all levels to create added value for the business. It covers product, service, and process innovation to create business models. To improve the efficiency of business operations and increase the competitiveness of the business, and create benefits from innovation development for all stakeholders in the business value chain as follows:

1. Encourage innovation and creativity to support the work and create a product innovation management system. Finally, it is decided on the organizational structure of those in charge, including tasks, roles, and operational processes.

2. Determine the appropriate allocation of resources and budget for innovation to develop technology and innovation systems that help support business growth.

3. Emphasize developing potential and promoting creative thinking among personnel at all levels to add innovative value to the Company through the work process, according to the corporate culture. Additionally, the Company organizes activities, creates a working atmosphere that promotes creativity and knowledge management, and promotes the exchange of resources and knowledge for innovation development between departments. Therefore, executives and employees can appropriately create, select, and apply innovation in work processes.
4. Encourage the participation of all stakeholders, including customers, suppliers, and business partners with expertise in innovation or technology development, to integrate knowledge creation within the organization and obtain knowledge from outside to help create innovations efficiently.
5. Analyze and systematically increase consumer satisfaction with the products and services for continued development. Customers' comments and suggestions from other stakeholders involved in the business value chain are taken into account when evaluating the efficacy of the innovation management process, and achievements are followed up on and reported to the management.

## **Part 4 Monitoring and Enforcement**

## **Part 4 Monitoring and Enforcement**

The Company has defined the duties and responsibilities of directors, executives, and all employees to acknowledge and comply with the Corporate Governance Policy and guidelines as stipulated.

If there is the violation to these policies, such persons will be subject to severe disciplinary action. They will also be handed to a public official for prosecution if it is suspected that they have violated any rules, regulations, or specifications established by the public sector.

The Company supports and promotes the development and understanding of the matters specified in the Corporate Governance Policy to directors, executives, and other employees. In addition, the Company specifies that all executives and supervisors are accountable for encouraging employees under their supervision to be knowledgeable, understand, and be able to strictly comply with the policy and various practice guidelines as specified.

If any personnel detect any illegal actions and/or violations of this Corporate Governance Policy, they can submit complaints or accusations via the channels specified in the Company's Whistleblowing Policy. The Company will investigate without disclosing the whistleblower's name in order to protect the impact that may occur on the whistleblower of those complaints or allegations.

## Part 5 Attachment

<b>Attachment 1</b>	Acknowledgement and Conformity Form
<b>Attachment 2</b>	The Notification of the Securities Trading Form
<b>Attachment 3</b>	Report of Securities Holding Form
<b>Attachment 4</b>	Vested Interest Form for Directors and Executives
<b>Attachment 5</b>	Form for Report of Conflict of Interests

## **Acknowledgement and Conformity Form**

### **Bound and Beyond Public Company Limited**

I have read this Corporate Governance Policy of Bound and Beyond Public Company Limited, and I understand and will act in compliance with the policies, practices and operational guidelines under this Corporate Governance Policy.

Signed .....

( )

Date: .....

## **The Notification of the Securities Trading Form**

**Bound and Beyond Public Company Limited**

**To: Board of Directors**

I (Mr. / Mrs. / Miss).....

Position ☐ Director ☐ Executive, Business Unit .....

wish to trade the Company's securities at least one day in advance, detailed below:

1. ☐ Buy ☐ Sell, Totaling  
.....shares / units,

During the date of  
.....

2. ☐ Buy ☐ Sell, Totaling  
.....shares / units,

During the date of  
.....

3. ☐ Buy ☐ Sell, Totaling  
.....shares / units,

During the date of  
.....

Please be informed accordingly.

Reporter .....

( )

Date: .....

**Remarks:**

- Subject to Corporate Governance Policy, directors and executives shall inform the Company Secretary of their wishes to engage in the Company securities trading at least one day ahead of such trading so that a report can be made to the quarterly meeting of the Board of Directors.
- If it is necessary, the report can be sent to e-mail: [comsec@boundandbeyond.co.th](mailto:comsec@boundandbeyond.co.th).



**Report of Securities Holding Form****Bound and Beyond Public Company Limited****To: Board of Directors**

I am.....

who is ☐ Director ☐ Executive, is required to report the holding of Bound and Beyond Public Company Limited ("BEYOND") securities. I would like to report my securities holding, including the holding of my spouse or cohabiting couple, minor child, and legal entity where I and those persons collectively hold greater than 30 percent shares therein and such collective shareholding causes me and those persons to be the shareholder holding largest number of shares, as following details:

- ☐ No trading of **BEYOND** securities from the SET
- ☐ Have traded of **BEYOND** securities from the SET as follows:

No.	Securities holders	BEYOND Shares		BEYOND Warrants		Price per		Date of transaction
		Buy (shares)	Sell (shares)	Buy (Units)	Sell (Units)	share	unit	
1.	Director / Executive (Name.....)							
2.	Spouse or cohabiting couple (Name.....)							
3.	Minor child (Name.....)							
4.	Legal entity where 1 – 3 collectively hold greater than 30 percent shares therein and such collective shareholding causes 1 – 3 to be the shareholder holding largest number of shares. (Name.....)							

Reporter .....

( )

Date: .....

## **Form for Report on Conflicts of Interest for Directors and Executives**

<b>Procedure for report filing on interest of directors, executives and related persons</b>
---

**Bound and Beyond Public Company Limited**

- 1. Information to be reported as appeared in the attachment.**
- 2. First filing: To be reported within 30 days after Board of Directors approved the policy and after the new appointment of directors or executives.**
- 3. Subsequent filing: To be updated within 3 days in case of any change.**

**A report filing on interest of directors and executives  
Bound and Beyond Public Company Limited**

<b>Part 1: General information</b>	
<b>Date of report</b>	
<b>Name/Surname</b>	
<b>Former Name/Surname (If any)</b>	
<b>Current Position</b>	
<b>Signature and date (By the reporter)</b>	
<b>Acknowledged signature and date (By Company Secretary)</b>	
<b>Remark</b>	<input type="checkbox"/> First time report <input type="checkbox"/> Amend the information

**A report filing on interest of directors and executives**

**Part 2: General Information of the related persons**

**2.1 Spouse and Children**

Related person	Name/Surname	Date of Birth
	I.D. Number / Passport Number (In case of Foreign People)	Age
(1) Spouse		
(2) Minor child <sup>(1)</sup>  _____ person(s)	1.	
	2.	
	3.	
	4.	

**Remark:** (1) not over than 20 years old

**A report filing on interest of directors and executives**

**2.2 Juristic Person<sup>(1)</sup>**

Company	Address	Type of Business	% of share	Position
1.				<input type="checkbox"/> Director <input type="checkbox"/> Executive <input type="checkbox"/> None
2.				<input type="checkbox"/> Director <input type="checkbox"/> Executive <input type="checkbox"/> None
3.				<input type="checkbox"/> Director <input type="checkbox"/> Executive <input type="checkbox"/> None

**Remark:** (1) report only the company which the reporter has major control.

**Form for Report of Conflict of Interests****Bound and Beyond Public Company Limited****To: Board of Directors / Chairman of Board of director / Supervisor**

I would like to submit this report to declare potential conflicts of interests I may have with the Company's group:

☐ that arose during the year☐ at the time of this report as follows:

.....

.....

.....

However, I have resolved such conflicts by taking the following actions (if applicable).

.....

.....

.....

I would be obliged to receive your advice on any further action necessary.

By.....Reporter

( )

Position.....

Date.....

**1. Advice**

.....

.....

.....

.....

**Board of Directors / Chairman of Board of director / Supervisor**

Signed.....

( )

Date.....

**2. Reporter's response**

Signed.....

I have acknowledged the above advice.

( )

Date.....

**Remark:** Please submit a copy of this report to the Internal Audit Department and Company Secretary Department after the Reporter has acknowledged the advice.