

## Regulations

### At RorBorPor. KorGorGor. MBK 006/2022

#### Corporate Governance Policy

#### MBK Public Company Limited

MBK GROUP realizes the importance of corporate governance so that the Company's management and operations are transparent and fair to all stakeholders and in line with the Corporate Governance Code ("CG Code") of the Securities and Exchange Commission ("SEC") and the Thai Institute of Directors. The Company has always operated under the Corporate Governance Principle. Therefore, it was deemed appropriate to cancel the order no. KorSor. KorGorGor. 007/2021 Re: The Corporate Governance Policy dated 7<sup>th</sup> April 2021 and to enforce this regulation in replacement until changed to otherwise. Details are as follows:

#### 1. Objective

This Corporate Governance Policy serves as a direction for directors, executives, and employees at all levels of MBK GROUP to adhere as a guideline in operating the Company's business rightfully, transparently, fairly to create confidence among the shareholders and the stakeholders and add value to the Company in the long run.

#### 2. Definitions

- 2.1 MBK GROUP means MBK Public Company Limited and the subsidiaries/associate companies with controlling power.
- 2.2 The Company means MBK Public Company Limited.

#### 3. Scope

This corporate governance policy serves as a practice for MBK Public Company Limited and the subsidiaries/associate companies with controlling power.

#### 4. Regulations or Practices

MBK GROUP has the following business principles to achieve the objective of sustainable and stable growth:

1. Competitiveness and strong operating results taking into account short- and long-term impacts.
2. Ethical business operations with respect to the rights and responsibilities to the shareholders and the stakeholders.

3. Business operations that regard the society and develop or lessen the environmental impact.
4. Adaptability under change factors.

**Principle 1 Realize the roles and responsibilities of the Board of Directors as the leader of the organization that creates sustainable value for the business**

**Principle 1.1 Understanding and realization of responsibilities as leaders**

The Board of Directors of the Company has independence in making decisions, give rights and equality to all directors in making decisions on various matters. The duties are clearly separated between the Board of Directors, subcommittees, and Chief Executive Officer and President, including the management. It is not the Board of Directors' duty to manage the Company's routine work. However, they have duties as required by laws and have to attend the meetings to consider the management of the Company's business according to the specified agenda or as the Chairman of the Board deems appropriate:

1. To define or endorse the Company's mission, strategies, goals, policies, business plans, and budgets.
2. To regularly monitor and follow up on the management's performance to ensure alignment with the goals and business plans.
3. To ensure that there are good internal control system and appropriate risk management measures.

**Principle 1.2 Governance of sustainable value creation to the business**

In the Company's business, the Board of Directors of the Company has defined the business principles and prepared the corporate governance policy and the code of conduct for directors, executives, and employees to practice.

Directors and executives at all levels of the Company must be good role models in complying with the Corporate Governance Policy and the Code of Conduct. The compliance unit or the corporate governance unit and/or the human resource unit are responsible for educating, creating understanding, and encouraging employees at all levels to seriously and continually adhere to the Corporate Governance Policy and the Code of Conduct, and to make them a part of the corporate culture in their work. These units must report the results of promoting knowledge and compliance with the Corporate Governance Policy and the Code of Conduct to the Good Corporate Governance Committee and the Board of Directors.

In order to ensure that the Company's Corporate Governance Policy and Code of Conduct comply with laws, rules and regulations of the authorities and are consistent with the ever-changing business environment, the Good Corporate Governance Committee is responsible for ensuring a review of the policy and the code of conduct at least once a year.

The Company's directors, executives and employees at all levels must understand and strictly comply with the Corporate Governance Policy and the Code of Conduct prescribed above by the Company. They shall also certify their compliance in all aspects.

### **Principle 1.3 Roles of the Board of Directors**

Directors perform roles in governing, overseeing, and monitoring the Company's operations and ensuring that they are aligned with the strategies, goals, articles of association, resolutions of the shareholders' meetings, and the Corporate Governance Policy Principles. Such roles must be performed with responsibility, integrity, and carefulness to protect the Company's interests. They shall take reasonable actions, devote their time and abilities in performing the responsibilities at their best and independently.

The Board of Directors shall ensure that control systems are in place for the execution of financial reporting and regulatory compliance to comply with applicable laws and regulations. There shall be persons or units that can perform independently assigned as responsible for examining such control systems which shall be disclosed in the annual registration statement/annual report (Form 56-1 One Report).

### **Principle 1.4 Scope of duties and responsibilities**

The Board of Directors shall formulate the Charter of the Board of Directors which outlines their duties and responsibilities and serves as a reference for the performance of such duties for all directors. The Charter shall be reviewed at least once a year and clearly defines the scope of duties of the Chief Executive Officer and President and the management. Such scope shall be reviewed regularly to ensure alignment with the organization's direction.

## **Principle 2 Define objectives that promote sustainable value creation**

### **Principle 2.1 The main objectives and goals concerning the stakeholders**

#### **1) Customers**

1. To treat the customers properly according to agreed conditions. Inability to meet the conditions must be resolved.
2. To treat every customer fairly and equally.
3. To maintain good customer relationships at all times.

4. To ensure the customers' safety and wellbeing.
5. To provide the customers with correct, adequate, current information, and safeguard the confidentiality of the customers, not wrongfully exploit the customer information for own or related persons' gain.
6. To put in place a system or a process for the customers to lodge complaints or share comments regarding the Company's service.

2) **Partners, competitors, creditors**

1. To run a business that is not opposed to the customs and traditions, and follow the rules of good competition.
2. To obey the conditions, rules, regulations, or agreements. Failure to obey must be resolved.
3. To place importance on ensuring proper, equal, and fair treatment.
4. Not to request, receive, or give any dishonest interest, and violate or learn trade secrets by fraudulent means.
5. To encourage having complaint management systems or processes for the partners, competitors, and creditors to contact.

3) **Society, community, and the environment**

1. To obey environmental laws and regulations.
2. To support and cooperate with the government and the community in activities of the community, society, and educational institutions, and preserve local traditions and customs in the Company's location and encourage the subsidiaries to do the same.
3. To encourage MBK GROUP's employees to have awareness and responsibility towards the society, community, and environment.
4. To encourage having complaint management systems or processes that allow communication.

4) **Employees**

1. To be fair to every employee without discrimination.
2. To support and promote activities so that the employees have pride in the organization, and foster the relationship among the employees and between them and the organization.
3. To place importance on ensuring the employees' welfare such as provident funds, healthcare, work safety and environment.

4. To support and promote the development of knowledge and advancement thoroughly and continuously including environmental knowledge and activities.
5. To put in place a system or a process for the employees to lodge complaints in case of unfairness.
6. To have a clear policy not to violate or commit any act that violates human rights, and not to violate or support the violation of intellectual properties or licences in various forms whether directly or indirectly.

#### **Principle 2.2 Define objectives and goals of the business for sustainability**

The Board of Directors oversees and ensures that the objectives and goals, as well as the medium-term and/or annual strategies of the organization are in line with its main objectives and goals by appropriately and safely adopting innovation and technologies as follows:

1. To set financial and non-financial goals to be compatible with the business landscape and the organization's potentials and taking into account the risk of goal-setting that may lead to illegal or immoral behaviors.
2. To consider the organization's surrounding factors, opportunities and acceptable risks, including factors and risks that may affect relevant stakeholders.
3. To encourage the preparation or review of the objectives, goals, and strategies for the medium term of 3-5 years.
4. To oversee and ensure that the objectives and goals are cascaded organization-wide through strategies and action plans.
5. To oversee the promotion of innovation and technology adoption in creating competitiveness and meeting the needs of the stakeholders appropriately and safely while remaining firm on the basis of social and environmental responsibility.
6. To oversee that proper resource allocation and operational control are in place and monitoring the execution of the annual strategies and action plans.

### **Principle 3 Strengthen Board's effectiveness**

#### **Principle 3.1 To define and review the structure of the Board of Directors and the subcommittees**

The Board of Directors is responsible for defining and reviewing the structure of the Board of Directors in terms of size, composition, appropriate proportion of independent directors. The Board shall also ensure that the Board comprises of directors with a diverse range of qualifications in terms of knowledge, skills, experiences, specialized abilities and characteristics, as well as gender and age, that are necessary for achieving the organization's main objectives and goals. There shall be a board skills matrix to ensure that the Board of Directors as a whole is qualified and able to understand and respond to the needs of the stakeholders.

**The Board of Directors's composition, duties, and responsibilities are as follows:**

#### **The number of directors and proportion**

The number of directors is as prescribed by the legal requirements and the Good Corporate Governance Principles, with an appropriate proportion between executive and non-executive directors (including independent directors). The shareholding of each group of shareholders is considered fairly to allow directors to scrutinize matters and express their opinions adequately independently. In this regard, the Board of Directors' composition and the profile of each director shall be disclosed in the annual registration statement/annual report (Form 56-1 One Report) and on the Company's website.

In addition, it is stipulated that the number of executive directors must not exceed half of the total number of directors. There shall also be independent directors, who are independent from the management and must not have any interest or relationship with the Company's business, at least one third but not fewer than three. The number of independent directors shall be in a fair proportion to the investment of each group of shareholders.

#### **Director qualifications**

- 1) Directors must have eligible qualifications and no characteristics prohibited in the applicable regulations and laws:
  - The Public Companies Limited Act
  - The Securities and Exchange Act
  - The Securities and Exchange Commission
  - The Stock Exchange of Thailand
  - The Company's Articles of Association

➤ The Company's Good Corporate Governance Principles

- 2) They must have knowledge, abilities, expertise, and experience that are advantageous to and in line with the Company's business strategies. There shall be at least one independent or non-executive director with relevant experience, regardless of the gender limitations.
- 3) They shall have perseverance and can devote their time fully in performing the duties and responsibilities.

Additional qualifications or characteristics of each type of directors are as follows:

**Executive directors**

An executive director is a director who is involved management according to the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares which stipulates that an executive director means any director who holds an executive position and is in charge of any actions deemed to be taken by executive and shall include any authorized director except it can be demonstrated that such authorized director signs on transactions which have been approved by the Board of Directors and jointly with other directors.

**Independent directors**

- Independent directors shall have qualifications according to the requirements of the Stock Exchange of Thailand, the Securities and Exchange Commission, or relevant regulators as follows:
  - 1) They shall hold no more than one percent of the total number of voting shares in the Company, parent company, subsidiaries, associate companies, major shareholders, or persons with controlling power of the Company. The shareholding of the independent directors' related persons shall also be included.
  - 2) They must not be or have been executive directors, employees, staffs, advisors who receive regular salary, or controlling persons of the Company, parent company, subsidiaries, associate companies, major shareholders or of the Company's controlling persons, unless they have retired from such position for at least two years prior to the date of appointment. In this regard, such prohibited characteristics do not include being government officers or consultants of government agencies which are major shareholders or controlling persons of the Company.

- 3) They must not be persons related by blood or by legal registration as parents, spouse, siblings, and children, including spouses of children of directors, executives, major shareholders, controlling persons or persons who will be nominated as directors, executives, or controlling persons of the Company or its subsidiaries.
  - 4) They must not have or have had a business relationship with the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling persons in a manner that may obstruct the use of their independent judgment. Also, they must not be or have been significant shareholders or controlling persons of persons having a business relationship with the Company, parent company, subsidiary company, associated company, its parent company, subsidiaries, associate companies, major shareholders or controlling persons, unless they have vacated the aforementioned position for not less than two years prior to the date of appointment.
  - 5) They must not be or have been an auditor of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling persons. They must not be significant shareholders, controlling persons, or partners of the audit firm in which auditors of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling persons are employed either, unless they have vacated the aforementioned position for not less than two years prior to the date of appointment.
  - 6) They must not be or have been professional service providers including legal or financial advisory services that receive service fees of more than two million baht per year from the Company, its parent company, subsidiaries, associate companies, major shareholders, or controlling persons. They must not be significant shareholders, controlling persons, or partners of such professional service providers either, unless they have vacated the aforementioned position for not less than two years prior to the date of appointment.
  - 7) They must not be directors appointed to represent the Company's directors, major shareholders, or shareholders related to the major shareholders.
- They must not have any other characteristics that conflict with the criteria of being independent directors as stipulated by the Capital Market Supervisory Board.
  - They shall hold office for no more than 9 consecutive years from the date of appointment as independent directors or from the year 2015 when the Board of Directors resolved to fix



the term independent directors to comply with the Good Corporate Governance Principles, unless the Board of Directors is of the opinion that there are justified reasons to reappoint the independent directors.

#### **Composition, duties, and responsibilities of the subcommittees**

The Board of Directors established the following subcommittees to assist them in studying, screening, and supervising tasks:

##### **1. The Executive Committee**

This Committee comprises executive directors or directors from the major shareholders or external directors. Among the directors, one shall be the Chairman of the Executive Committee, and the Chief Executive Officer and President shall be an executive director by position. The Executive Committee shall have the authority to control and supervise the affairs of the Company as assigned by the Board of Directors and must report its performance to the Board of Directors.

##### **2. The Audit Committee**

This Committee consists of at least 3 directors who meet the qualifications specified by SET, SEC, or regulators. The directors shall be independent in their duties. The Audit Committee is an essential instrument of the Board of Directors and reports to the Board of Directors on supervising and ensuring that management is proper, in line with the standards, and transparent, and in accordance with the regulatory requirements and the Company's regulations. This will enable efficient internal control, risk management, Good Corporate Governance, and a reliable reporting system, benefitting all stakeholders and the shareholders.

**3. The Compensation and Nomination Committee** comprises at least 3 directors, and the majority of them shall be independent. The Chairman has the duties as stipulated by the Board of Directors and shall report to the Board of Directors. The roles and responsibilities are stated in the Compensation and Nomination Committee Charter. If the Board of Director appoints any person as an advisor of the Compensation and Nomination Committee, the profile of the advisor, his/her independence, and absence of conflict of interest shall be disclosed in the annual registration/annual report (Form 56-1 One Report).

##### **4. The Good Corporate Governance Committee**

This Committee consists of 10 directors. The Chairman has the duties as stipulated by the Board of Directors and shall report to the Board of Directrs. In addition, the Corporate Governance Policy shall be reviewed at least once a year or when there are material changes, and it shall be disclosed in the annual registration/annual report (Form 56-1 One Report).

### **Principle 3.2 Selection of the Chairperson of the Board of Directors**

The Board of Directors established criteria for the nomination and consideration of a qualified non-executive director who is not involved in managing the Company's affairs to be the Chairperson of the Board of Directors. In this connection, the Chairperson shall ensure that the composition and execution of the Board of Directors are conducive to careful decision making with the maximum interest of the organization as the priority.

#### **Roles of the Chairperson**

- 1) To call Board of Directors meetings and to supervise the submission of meeting invitations and documents so that the Board of Directors receives sufficient and timely information.
- 2) To chair the Board of Directors meetings and the shareholders' meetings in accordance with the Company's Articles of Association and the specified agenda to make the meetings efficient and effective by encouraging all directors to be involved and to express their opinions freely.
- 3) To conduct the meetings by allowing opportunities to make comments and suggestions at liberty.
- 4) To ensure that communication between directors and the shareholders is efficient.
- 5) To cast the final vote if the votes at the shareholders' meeting and the Board of Directors meeting come to a tie.
- 6) To perform duties as specifically specified by law as duties of the Chairperson.

### **Principle 3.3 Nomination and selection of directors**

The Board of Directors requires that the nomination of directors in subcommittees must strictly follow the rules of relevant laws and regulatory requirements. Qualifications of knowledge and abilities suitable to the corporate culture, mission, vision, and values must be taken into account. There must also be transparent and verifiable processes and steps in accordance with the Corporate Governance Principles. In this connection, the roles and responsibilities of the Compensation and Nomination Committee are stipulated in this policy and in the Compensation and Nomination Committee Charter.

The term of office of the directors is according to the law, regulations, and the Company. In addition to consideration according to the director selection criteria, the nomination of directors retiring by rotation for reelection to the shareholders must also take into account the knowledge and abilities, past performance of duties, and independence in expressing comments according to the roles and responsibilities and type of each director.

### **Principle 3.4 Directors' remuneration**

The Board of Directors has a policy and criteria to remunerate the Board of Directors and the subcommittees at proper level that reflects their duties and motivates them to lead the organization to meet the short- and long-term goals. The Compensation and Nomination Committee is assigned to determine the remuneration of directors and members of the subcommittees.

1. The director remuneration structure is in line with the Company's strategies and long-term goals and factors in the experience, duties, scope of roles and responsibilities, and benefits expected from each director. In this regard, the remuneration shall be at a rate on par with the industry practice.
2. The structure and rate of monetary and non-monetary remuneration of the Board of Directors and the subcommittees are approved by the shareholders. The Board of Directors will consider and ensure that each form of remuneration is appropriate.

### **Principle 3.5 Performance of duties and time allocation**

The Board of Directors shall oversee that all directors are responsible for performing duties and allocating sufficient time.

1. The Board of Directors understands its roles and responsibilities and performs them to the best of their abilities with responsibility and fairness to the organization, the Company's shareholders, executives, and employees.
2. The Board of Directors can dedicate sufficient time to perform duties in the Company. They shall hold positions in no more than 5 local and international listed companies. In this connection, the positions in all other companies must not violate the requirements or rules of other applicable regulators.
3. Directors must not hold a director position in a company running a business of the same nature and in competition with the Company's business, whether for the personal benefits or others' benefits, unless the shareholders' meeting is notified prior to the appointment. In this regard, the Compensation and Nomination Committee whose duty is to nominate directors to the shareholders for consideration must verify that the candidate is not a director or operates a business of the same nature and in competition with the Company's business.

4. Directors, executives, or related persons can perform transactions that are the ordinary course of business of the Company and companies under MBK GROUP. The transactions must be general commercial terms as those an ordinary person would enter with general parties in the same circumstance, on the basis of trade bargaining power without influence, except transactions prohibited announced by the law or government orders.
5. Directors and executives who have interests in transactions with potential conflicts of interest must be excused in the pertinent agenda items.
6. It is the duty of the directors to attend all meetings of the Board of Directors, except when necessary. In this regard, the Chairperson or the Secretary to the Board of Directors shall be informed accordingly. Every director must have at least 75 percent attendance in all Board of Directors meetings held each year.
7. Directors have roles and responsibilities to consider agenda items brought to the meetings, engage in asking questions and expressing useful comments to the best of their abilities, including matters on good corporate governance.
8. Directors are responsible for overseeing the corporate governance of the Company and companies under MBK GROUP to ensure that it is suitable to the structure, the nature of business, and the risks.

### **Principle 3.6 Supervision of subsidiaries and associate companies**

The Board of Directors is responsible for supervising the subsidiaries to protect interest of the Company's investments. In doing so, the Board of Directors shall consider the appropriateness and appoint a person as a director of top management of a subsidiary or another company in which the Company has the power to participate in the decision on financial and operational policies, but not to the level of having control over such policies. The Executive Committee is assigned to appoint persons as directors, executives, or persons with controlling power in such companies, unless they are small companies that are the Company's operating arms. In this case, the appointment shall be made by the Chief Executive Officer and President.

The persons appointed as directors, executives, or persons with controlling power in the subsidiaries must ensure that their performance follow the Company's policy and that they have adequately strict and proper internal control. In addition, the appointed persons must ensure that the subsidiaries execute transactions in compliance with the related laws and regulations and that they report and disclose the performance and material items to the Company in a complete and adequate manner.

### **Principle 3.7 Performance evaluation**

The Board of Directors and the subcommittees shall evaluate their own performance at least once a year so that the Board of Directors collectively consider the performance and issues for further improvements. Also, the evaluation results are to be used to support the consideration of the appropriateness of the Board of Directors' composition.

The Company discloses rules, procedures, and performance evaluation results of the Board of Directors as a whole or individually. Self-evaluation method is applied, and cross-evaluation may be jointly used. The disclosed information is in the annual registration/annual report (Form 56-1 One Report).

The Board of Directors may consider hiring external consultants to aid in determining guidelines and proposing points in the performance evaluation of the Board of Directors at least every 3 years. Such implementation is disclosed in the annual registration/annual report (Form 56-1 One Report) (if any).

### **Principle 3.8 Enhancement of skills and knowledge**

The Board of Directors oversees that each director knows and understands roles and responsibilities, nature of business, and laws related to the business. The Board of Directors shall also encourage all directors to regularly enhance their skills and knowledge necessary to perform their duties as directors. They shall attend training or seminars or broaden useful knowledge in the performance of their duties. The information of which shall be disclosed in the annual registration/annual report (Form 56-1 One Report).

The Board of Directors shall ensure that newly appointed directors will be advised and equipped with information useful to the duty performance. This includes an understanding of the objectives, main targets, vision, mission, strategies, and corporate values, as well as the nature of business and business practices of the entity.

### **Principle 3.9 The Board of Directors' performance of duties**

The Board of Directors shall ensure orderly performance of its duties, access to necessary information, and the Company secretary with knowledge and experience necessary and appropriate for supporting the Board of Directors' performance.

1. The Company schedules meetings and agenda items of the committees in advance each year and informs each director of the schedule so that they can arrange their schedule accordingly and attend meetings. The Board of Directors meeting shall be held at least once a month.

In this connection, the quorum of the Board of Directors meeting and other subcommittees shall be defined by the notification or charter of each committee.

2. Meeting agendas/important information shall be submitted to directors at least 5 days before the meeting date. If directors need additional documents, they can contact the Chief Executive Officer and President or the Company secretary. Directors and the Management are given opportunities to propose useful matters as agenda items of the Board of Directors meeting.

If necessary, the Board of Directors may obtain independent opinions from external consultants or professionals. The expenses for which shall be borne by the Company.

3. The Board of Directors encourages the Chief Executive Officer and President invite senior management to attend the meeting so that they can provide additional details necessary to the consideration of the Board of Directors. Also, it presents an opportunity for directors to familiarize themselves with the senior management to support the succession plan consideration.
4. The Board of Directors oversees that the meeting minutes are prepared and complete in terms of content.
5. The Board of Directors shall arrange a discussion session for non-executive directors without the management at least once a year. The outcome of the discussion shall be made known to the Chief Executive Officer and President.
6. The Board of Directors shall appoint a Company secretary with knowledge and experience necessary and appropriate for supporting the Board of Directors' performance. The scope of responsibilities of the Company secretary shall be defined and disclosed in the annual registration/annual report (Form 56-1 One Report).
7. The Company secretary shall continuously undergo training and improve knowledge useful to his or her performance of duties. Furthermore, if there are certified programs, the Company secretary should also attend them.

## Principle 4 Nomination and development of high- ranking executives and people management

### Principle 4.1 Nomination and development of high-ranking executives

The Board of Directors shall nominate and develop high-ranking executives who have knowledge, skills, experience, and characteristics necessary for propelling the organization towards its goals as follows:

1. The Board of Directors considers or assigns the Compensation and Nomination Committee to consider the criteria and method of nominating qualified candidates as the Chief Executive Officer and President and high-ranking executives or the equivalence.
2. The Board of Directors monitors and ensures the policy, format, and criteria of nominating directors, members in the subcommittees, the Chief Executive Officer and President, and high-ranking executives or the equivalence are reviewed to suit the duties and responsibilities and to align with market conditions.
3. The Board of Directors monitors and ensures that the Company has an appropriate succession plan and continuity management for high-ranking executives or the equivalence and key positions. The plan shall always be kept up to date. The succession plan execution results must be reported to the Board of Directors at least once a year.
4. The Board of Directors encourages and supports the Chief Executive Officer and President and high-ranking executives or the equivalence to undergo training and development to enhance knowledge and experience useful to their performance.
5. The Board of Directors sets a policy that the Chief Executive Officer and President can hold positions in no more than 3 other listed companies, excluding the Company's subsidiaries, associate companies, and joint ventures where it is necessary for the Company to have oversight to protect its interest and to ensure maximum management efficiency. For a position in a company that is a close family business that does not require much time, approval from the Compensation and Nomination Committee is required.

If high-ranking executives are to be directors in companies other than companies that are a close family business, approval from the Chief Executive Officer and President is required before the position is assumed.

In this connection, holding positions in all other companies must not contradict the requirements or rules of other relevant regulators.

#### **Principle 4.2 Remuneration structure and performance evaluation**

The Board of Directors ensures that there is an appropriate remuneration structure and evaluation for the Chief Executive Officer and President and high-ranking executives or the equivalence. The Board of Directors shall also be incentivized to lead the organization to achieve both short- and long-term goals. The Compensation and Nomination Committee is assigned to determine the remuneration.

1. The determination of the remuneration of the Chief Executive Officer and President and high-ranking executives or the equivalence must consider the industry level of remuneration.
2. The Compensation and Nomination Committee determines the criteria for the annual performance evaluation of the Chief Executive Officer and President and high-ranking executives or the equivalence in order to consider the remuneration as appropriate. Communication shall be made to the Chief Executive Officer and President in advance on concrete criteria, including financial performance, performance of long-term strategic objectives, leadership development, etc. The Board of Directors approves the above evaluation results. In this regard, the Board of Directors may assign the Chairman of the Board of Directors or the Chairman of the Compensation and Nomination Committee to convey the outcome of the consideration to the Chief Executive Officer and President.
3. The Board of Directors conducts evaluation to determine the remuneration and employment conditions of the Chief Executive Officer and President and high-ranking executives or the equivalence as proposed by the Compensation and Nomination Committee.
4. Personnel receive remuneration in accordance with the principles and policies set by the Board of Directors and for the best interest of the Company. The level of remuneration in terms of salary, bonuses and long-term incentives is in line with the individual performance, taking into account current and potential future risks and the sustainability of the Company.

#### **Principle 4.3 The shareholder structure and relationship**

The Board of Directors studies to understand the structure and relationship of shareholders in the event that there is an agreement within the family business whether in writing or not, the shareholders' agreement or the parent company's policy which affects the power to control the management of the business and ensures that information is disclosed according to various agreements affecting business control.



#### **Principle 4.4 People development**

The Board of Directors monitor and supervises people management and development in alignment with the direction and strategy of the organization so that the employees at all levels are equipped with knowledge, competence, skills, experience, and appropriate motivation, and treated fairly to retain talents.

The Board of Directors oversees the establishment of a provident fund to ensure that the employees have sufficient savings for retirement. The Board of Directors shall also encourage employees to know and understand money management, choosing an investment policy that fits the age range and risk level.

#### **Principle 4.5 Disciplinary consideration**

The Company has established the disciplinary criteria for its employees, executives, and directors by setting up a committee to consider disciplinary offenses according to the regulations set by the Company.

### **Principle 5 Nurture innovation and responsible business**

#### **Principle 5.1 Nurture innovation**

The Board of Directors places importance on and supports the creation of innovations that create value for the business along with creating benefits for customers or related parties, and with social and environmental responsibilities as follows:

1. To prioritize creating a corporate culture that nurtures innovation and encourages the management to include it as part of the strategy review, improvement planning, and performance tracking
2. To nurture innovation to add value to the business in pace with the everchanging environment. This includes defining the business model, the way of thinking, perception of the product and service design and development, research, and processes, as well as cooperation with partners.

#### **Principle 5.2 Social and environmental responsibility**

The Board of Directors ensures that the management conducts the business with ethics, social and environmental responsibility, not violating the rights of the stakeholders. This shall be reflected in the operational plan as a practice for every unit of the organization to sustainably follow according to the organization's objectives, main targets, and strategies. The practice entails the following subject matters:

1. Responsibility towards employees and workers: Applicable laws and standards shall be observed, and employees and workers shall be treated with fairness and respect to human rights, namely fair remuneration, other benefits, and welfare not inferior to the legal requirements or

more, as appropriate, occupational health and safety, training and potential development, career advancement, and opportunities for the employees to improve their skills on other areas of work.

2. Responsibility towards customers: Applicable laws and standards shall be observed. To be considered are the fair collection of customer data, after-sales services, and customer satisfaction measurement to improve products and services. Public relations and sales promotions (sales conduct) must be carried out responsibly, not misleading or exploiting the customers' misunderstanding.
3. Responsibility towards partners: The procurement process and contract or agreement conditions must be fair. Assistance to improve potentials and standardize services is provided. The partners are given explanation and encouragement to respect human rights and treat their own workers fairly and to be socially and environmentally responsible. The partners must also be monitored and evaluated to develop sustainable business with each other.
4. Responsibility towards the community: Business insight and experience are applied to develop projects that can create tangible benefits to the community. Long-term progress and success are tracked and measured.
5. Responsibility towards the environment: There must be prevention, reduction, and management to ensure that the Company will not create or cause negative environmental impact, energy consumption, water consumption, renewable resource consumption, release, and management of waste from the business, greenhouse gas emission, etc.
6. Fair competition: Business must be conducted openly and transparently in a way that does not create unfair competitive advantages.
7. Anti-corruption: Applicable laws and standards must be observed. The Board of Directors has approved the anti-corruption policy, anti-corruption measures, and has established guidelines for whistleblowing or complaints disclosed on the Company website. The Company and companies in MBK GROUP, including business partners, are required to participate in or to practice the criteria of the Private Sector Collective Action Coalition against Corruption of Thailand (CAC).

### **Principle 5.3 Capital management**

The Board of Directors monitors and supervises the management to allocate and manage capital efficiently and effectively. This includes vital capital such as financial capital, manufactured capital, intellectual capital, human capital, social and relationship capital, and natural capital. The capital allocation and management shall consider the impact and capital development throughout the value chain in order to meet the objectives and primary goals as follows:

1. The Board of Directors recognizes the necessity of capital to be used and that the use of each type of capital affects one another.
2. The Board of Directors recognizes that different business models affect the capital differently. The Board of Directors shall consider the impact and value to the capital while remaining on the basis of ethics, responsibility, and creation of sustainable value to the business.
3. The Board of Directors ensures that in achieving objectives and main goals of the business, the management has reviewed, developed and supervised the use of capital to be efficient and effective by always taking into account the changes of internal and external factors.

### **Principle 5.4 Information technology management**

The Board of Directors has established a framework for governance and management of information technology at the organizational level that is in line with the needs of the business. The Board of Directors also ensures that information technology is used to increase business opportunities and develop operations, manage risks for the business to be able to achieve its objectives and main goals.

1. The Board of Directors puts in place a policy on the allocation and management of information technology capital. This covers the allocation of sufficient capital for the business and setting guidelines to support in the event that the capital cannot be allocated sufficiently as determined.
2. The Board of Directors ensures that the corporate risk management entails information technology risk.
3. The Board of Directors ensures that there are information technology security policy and measures in place.

## Principle 6 Strengthen effective risk management and internal control

### Principle 6.1 Risk management and internal control

The Board of Directors oversees that MBK GROUP has an adequate, systemic, and connected risk management system, internal control, and governance throughout the organization in an integrated manner and appropriate to the business situation.

#### Risk management

The Company realizes the importance of risk management that may affect the Company's business operations. Therefore, the Company set up a risk management unit to manage risks and assigns the Executive Committee or the Audit Committee to oversee and cover the following:

1. To consider and approve of risk management policies consistent with the organization's objectives, main targets, strategies, and acceptable risks, and a regular review of the risk management policies is ensured.
2. Risk identification that considers external and internal factors that may impede the Company from achieving its objectives.
3. To ensure that the Company assesses the impact and likelihood of the identified risks for risk prioritization and proper management
4. Risk management effectiveness should be regularly tracked and assessed.
5. To oversee that the business operations are in accordance with related laws and standards, both domestic and international.
6. The Board of Directors can assign the Executive Committee or the Audit Committee to screen matters before they are proposed to the Board of Directors in a manner suitable to the business.

#### Internal control

The Company places importance on internal control which is one component of Good Corporate Governance in order for the Company to operate its business and achieve its objectives efficiently, which covers the following:

1. Duties, responsibilities, and approval authority are clearly defined, with a proper and adequate control system.
2. An appropriate mechanism for check and balance is in place. Duties are clearly separated. There is a system for reporting operations that do not comply with the laws, rules, or internal regulations, with Internal Audit performing audits and assessment of the efficiency and sufficiency of the internal control system and reporting directly to the Audit Committee.

3. The use of Company assets, including the right of access to key areas and key assets, is maintained to prevent fraud or misconduct.
4. There is adequate control in the accounting preparation and recording for all activities of the Company. In addition, there shall also be accounting and financial reporting systems that provide accurate and timely information about the Company's financial status, performance, and risks.

#### **Principle 6.2 The Audit Committee**

The Board of Directors establishes the Audit Committee to carry out its duties efficiently and independently.

The Board of Directors or the Audit Committee provides opinions on the adequacy of the internal control system and risk management in the annual registration/annual report (Form 56-1 One Report) and places importance on reviewing systems significant to internal control and risk management and governance regularly or at least once a year.

#### **Principle 6.3 Conflicts of interest**

It is an important policy of the Company to prohibit the directors, executives, and employees at all levels from exploiting their authority to seek information for personal gains. Therefore, the following practice guidelines have been formulated:

1. The Company's internal information and other relevant information must be supervised and controlled, and the Company's confidential information shall not be disclosed to external parties.
2. Information is to be disclosed adequately, timely, accurately, and transparently on a regular basis according to the specified criteria. In addition, caution must be taken not to cause stakeholders misunderstanding or confusion in the information.
3. Positions and the Company's confidential information must not be exploited for the benefits of oneself or one's friends.
4. Caution must be taken in conducting related party transactions between MBK GROUP for the best interest of MBK GROUP. Moreover, the related party transactions must not contradict government regulations and the Company's Articles of Association if the transactions are deemed related party transactions as defined by the Stock Exchange of Thailand.
5. Directors and executives who may have interests in transactions with potential conflicts of interest will not be involved in decision making but can attend the meeting.
6. Directors and senior executives should not serve as directors or advisors in other companies that may cause conflicts of interest with the Company.

7. Directors, executives and related persons are required to report on the Company's securities trading according to the law. The Company secretary will prepare a summary report on changes in the holding of the Company's securities to the Board of Directors' meeting on a quarterly basis. The report will also be disclosed in the annual registration/annual report (Form 56-1 One Report).
8. Directors and high-ranking executives or the equivalence are obligated to prepare a report of interest as well as ensuring that the disclosure of information on their part is complete, accurate, such as information on their group's shareholding, etc.

#### **Principle 6.4 Anti-corruption**

The Board of Directors recognizes and places importance on conducting business with honesty, transparency, and fairness to all parties. The focus is on compliance with the rules prescribed by laws, compliance with business regulations and ethics. The Board of Directors is also committed in anti-corruption and does not tolerate corruption in any form. To build confidence among employees and all stakeholders, an anti-corruption policy and measures are issued. There is also whistleblowing and complaint lodging and protection of the whistleblowers.

#### **Principle 6.5 Channel for whistleblowing or complaints**

The Board of Directors puts in place a mechanism for whistleblowing and receiving complaints and actions. The process and channels for receiving complaints are disclosed on the Company's website or the annual registration/annual report (Form 56-1 One Report) as follows:

1. It is a requirement to provide convenient channels for whistleblowing or lodging complaints for stakeholders on the Company's website, letter, telephone, or others. The complaints shall be managed and reported to relevant units or committees.
2. There is a clear policy and operational framework for whistleblowing or complaints. Channels for whistleblowing are through the Company's website, directly notifying the Chief Executive Officer and President, the Audit Committee, and Internal Audit. There is also an appropriate process to verify the operational data and to report to the Audit Committee and the Board of Directors.
3. The Company has a policy to protect whistleblowers or complainants who report clues with good intentions.

## Principle 7 Ensure financial integrity and disclosure

### Principle 7.1 Information disclosure and transparency

The Board of Directors places importance on the disclosure of information as it affects the decisions of investors and stakeholders. The Board of Directors shall oversee that the financial reporting system and the disclosure of important information are accurate, adequate, timely and in accordance with applicable regulations, standards, and guidelines, taking into account relevant information. The Board of Directors has established a policy to disclose important information, both financial and non-financial, in a complete, timely and reliable manner for shareholders and stakeholders to be informed equally as follows:

#### 1. Types of disclosed information

- 1.1 The Board of Directors gives importance to supervising the preparation and disclosure of information, knowledge, skills, experience, duties and responsibilities, and knowledge development, including information on remuneration of directors, the Chief Executive Officer and President, and senior executives or the equivalence. In addition, the Board of Directors shall ensure the disclosure of information of the top management in accounting and finance, accountants, auditors, internal auditors, the Company secretary, and Investor Relations.
- 1.2 The operating results, the financial position statements, the reviewed and audited statement of comprehensive income according to the accounting cycle, as well as the management discussion and analysis (MD&A) are disclosed to support the disclosure of the financial statements on a quarterly basis. The disclosure will allow the investors to be informed and better understand changes on the Company's financial position and operating results in addition to only figures in the financial statements. The Board of Directors' responsibility towards financial reports is disclosed along with the auditor's report in the annual registration/annual report (Form 56-1 One Report).
- 1.3 Brief reports on the Corporate Governance Policy, Code of Conduct, the risk management policy approved by the Board of Directors, and the results of executing the policies disclosed on various channels such as the annual registration/annual report (Form 56-1 One Report) and the Company's website, etc.
- 1.4 Company's information in accordance with the criteria, conditions, and procedures for information disclosure as stipulated by the Stock Exchange of Thailand, and as required by law, such as disclosure of acquisition or disposal of securities of the business, related transactions, change in the Company's registered capital, etc.

The Board of Directors requires that information be disclosed in both Thai and English through various channels such as the annual registration/annual report (Form 56-1 One Report) and the Company's website.

#### **Principle 7.2 Financial liquidity**

The Board of Directors monitors the adequacy of financial liquidity and debt service ability as follows:

1. The Board of Directors supervises the management to monitor and assess the financial status of the business and regularly report to the Board of Directors. The Board of Directors and the management work together to quickly find a solution if there are signs indicating problems with financial liquidity and the debt service ability.
2. To approve any transaction or proposing opinions to the shareholders' meeting for approval, the Board of Directors shall ensure that such transaction does not affect the business continuity, financial liquidity, or debt service ability.

#### **Principle 7.3 Guidelines for addressing financial issues**

The Board of Directors has a plan to solve the problems or has other mechanisms to solve the financial issues in the event that the business has financial problems or is likely to have problems by considering indicators such as continuous losses, lack of financial liquidity, etc., under the consideration of the rights of stakeholders.

1. In the event that the business is likely to be unable to pay its debts or has financial problems, the Board of Directors shall closely monitor and ensure that the entity conducts business with caution and complies with disclosure requirements.
2. The Board of Directors ensures that the business formulates a plan to solve financial problems that takes into account fairness to the stakeholders including creditors, The Board of Directors shall follow up on problem solving by requiring the management to regularly report the status.
3. The Board of Directors ensures that any decision to solve the Company's financial problems, regardless of method, is reasonable.

#### **Principle 7.4 Sustainability report**

The Board of Directors considers preparing a sustainability report as appropriate.

1. The Board of Directors considers the appropriateness of the information disclosure in compliance with the laws, compliance with the Corporate Governance Policy, the Code of Conduct, the anti-corruption policy, treatment of employees and stakeholders, including fair treatment and respect for human rights as well as social and environmental responsibility. Nationally or internationally



accepted reporting frameworks must be considered. Such information will be disclosed in the annual registration/annual report (Form 56-1 One Report).

2. The Board of Directors ensures that the information disclosed is important and reflects practices that will lead to creating sustainable value for the business.

#### **Principle 7.5 Investor relations**

The Company has set up an Investor Relations unit responsible for disclosing information to shareholders, investors, and securities analysts by reporting through the Company's website under the topic of Investor Relations, which gathers information of companies reported to the Stock Exchange of Thailand, the Securities and Exchange Commission, shareholder information, analyses, and a quarterly investor journal.

In addition, the Chief Executive Officer and President is assigned to communicate any information of the Company and its subsidiaries and can delegate any person to communicate information on his or her behalf but may be limited to matters related to the work under the responsibilities of such authorized person only.

#### **Principle 7.6 Dissemination of information**

The Committee encourages the use of information technology in the dissemination of information by establishing information dissemination channels to communicate important information according to specified criteria through the Company's website, the website of the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC), both financial and non-financial information in both Thai and English, in a complete, timely and reliable manner to the shareholders and stakeholders so that they are equally informed.

### **Principle 8 Ensure engagement and communication with shareholders**

#### **Principle 8.1 Encourage shareholders to participate in decision-making on important matters**

1. The Board of Directors gives importance to shareholders in properly maintaining the fundamental rights that they are entitled to as required by law and other rights such as the right to attend the shareholders' meeting to acknowledge the Company's operating results, the right to receive profit sharing/dividend. The shareholders are also entitled to facilitations in exercising their rights in matters such as proposing meeting agendas, nominating candidates for director nomination and new appointments, or submitting questions about the Company before the meeting date, as well as the right to vote on various matters. Every shareholder has the right to vote according to the type of shares they hold, etc. The Company has set up an investor relations unit to facilitate shareholders in exercising their rights in various matters.

2. The Company arranges annual shareholders' meeting called a "General Meeting" within 4 months from the end of the Company's fiscal year. Any other shareholders' meetings will be held when it is necessary on a case-by-case basis. This meeting is called an "Extraordinary Meeting".
3. The Company will send the meeting invitation letter together with the meeting agenda and opinions of the Board of Directors for each agenda prior to the date of the Annual General Meeting of Shareholders in Thai and English to the Stock Exchange of Thailand. The Company assigns Thailand Securities Depository Co., Ltd., to act as the Company's registrar to deliver information to shareholders within the period specified by law. Such information will be published on the Company's website at least 28 days prior to the shareholders' meeting date.

#### **Principle 8.2 Shareholders' meeting**

The Board of Directors ensures that the proceedings on the shareholders' meeting date are smooth, transparent and efficient, and allow the shareholders to exercise their rights.

1. In determining the meeting date and time, the Board of Directors shall consider the appropriate period – not holding the meeting during the festive holidays and long holidays. In this regard, the Chairman will schedule the meeting appropriately and encourage the shareholders to express their opinions and raise questions to the meeting on matters related to the Company.
2. The Board ensures that the shareholders can appoint other persons as their proxies to attend the meeting and vote on their behalf by preparing a proxy letter in a format stipulated by laws. In addition, the Board of Directors encourages the shareholders to use proxy forms in which they can determine their voting direction and nominate at least 2 independent directors as their proxy alternatives.
3. The Board of Directors promotes the use of technology in shareholders' meetings in the registration and vote counting and result display so that the meeting can proceed quickly, accurately, and precisely.

If the shareholders' meeting is via electronic means, the Company will use a meeting control system that meets the standards set by the regulators.

4. The Chairman of the Board of Directors is the chairman of the shareholders' meeting and is responsible for ensuring that the meeting is in accordance with relevant laws and rules and the Company's Articles of Association. The Chairman shall appropriately allocate time for each

agenda specified in the meeting invitation and allow the shareholders to express their opinions and raise questions to the meeting on matters related to the Company.

5. The Board of Directors encourages all directors and related executives to attend the meeting so that shareholders can ask questions on related issues.
6. The Chairman runs the meeting to cover every agenda as required by law. The Chairman announces the number and proportion of shareholders attending the meeting in person and by proxy and clarifies all the rules, including the vote-counting method and the exercise of the right to vote.

In the event that there are many items on an agenda, voting will be made separately for each item, such as voting for the appointment of directors individually in the agenda for the appointment of directors.

7. The Board of Directors arranges for the use of ballot cards and encourages an independent vote counter to count or check votes in the meeting and disclose the voting results of agreeing, disagreeing and abstaining in each agenda to the meeting. The results shall also be recorded in the meeting minutes.

#### **Principle 8.3 Preparation of the minutes of the Shareholders' meeting and disclosure of the meeting resolutions**

The Board of Directors ensures that the disclosure of meeting resolutions and the preparation of minutes of the shareholders' meeting are accurate and complete.

1. The Company ensures that the meeting minutes are prepared after every meeting. Minutes shall record the number of shareholders attending in person and by proxy, the number of shareholders and the number of shares, including the proportion of the number of shares attending the meeting compared to the total number of shares sold.
2. Minutes of the meeting will be completed within 14 days, with names of the directors attending the meeting and those absent. The clarification of the voting process and the method of displaying the voting results to the meeting before the meeting starts shall be recorded. The minutes shall record the opportunity for the shareholders to raise issues or questions. Moreover, minutes shall record questions and answers, details of consideration points, discussions, opinions of the shareholders, and the voting results for each agenda whether the shareholders agree, disagree, or abstain. The shareholders can read the details of minutes of the said shareholders' meeting and download them from the Company's website.

3. The Company discloses to the public the voting results of each agenda in the shareholders' meeting by 9:00 a.m. on the next business day through the news system of SET and on the Company's website.
4. The Company keeps the meetings documents in categories so that the shareholders can request to see and verify the documents.

## The Company's business ethics

### 1) Conducting business in compliance with laws and regulations

- 1.1 To conduct business in accordance with relevant laws and regulations, taking into account the interests of all stakeholders with fairness.
- 1.2 To cooperate with regulators such as the Stock Exchange of Thailand and the Securities and Exchange Commission.
- 1.3 To conduct business that is beneficial to the overall economic system of the country in order to promote the country's economic growth steadily and continuously.
- 1.4 To support and encourage all directors, executives and employees to comply with relevant laws and regulations.
- 1.5 To comply with MBK GROUP's rules for giving-receiving gifts, tokens, receptions or any other benefits.

### 2) Responsibility and treatment towards the shareholders

The Company realizes that every shareholder is the owner of the business, and it is the Company's duty to create added value for shareholders in the long term equally. Therefore, the following guidelines have been established:

- 2.1 To perform duties with integrity and caution for the overall best interests of the shareholders.
- 2.2 To treat major and minor shareholders equally.
- 2.3 To ensure that there are basic rights to which the shareholders are entitled and to not take any action which limits the shareholders' rights
- 2.4 To regularly present complete and honest information of the Company of which shareholders should be aware.
- 2.5 To provide channels to facilitate the exercise of rights or inquiries about news and information of the Company.

### 3) Responsibility and treatment towards the customers

The Company recognizes the importance of maximum customer satisfaction and confidence including good relationships. Therefore, the following guidelines have been established:

- 3.1 To treat all customers fairly and equally and maintain good customer relationships.

- 3.2 To provide correct, adequate, and up-to-date information to the customers and maintain customer confidentiality, and not use customer information for the benefit of oneself and related parties wrongfully.
- 3.3 To ensure the safety and welfare of the customers.
- 3.4 To provide a system or process for customers to lodge complaints or express their opinions about the service.

#### **4) Responsibility and treatment towards business partners, competitors, and creditors**

The Company treats business partners, competitors, and creditors fairly, taking into account the best interests of the Company and business relationships with one another. Therefore, the following guidelines have been established:

- 4.1 To emphasize on ensuring that they are treated appropriately, equitably, and fairly in business operations.
- 4.2 To operate under the framework of rules, regulations, or agreements. In case the conditions cannot be fulfilled, a solution based on the principle of righteousness and reason should be sought.
- 4.3 Not to request or accept or pay any benefits.
- 4.4 Any information provided about the Company must be accurate without violating or seeking information/trade secrets by fraudulent means.
- 4.5 To encourage the provision of a complaint system or process to enable business partners, competitors, and creditors to express their opinions.

#### **5) Responsibility and treatment towards the society, community, and environment**

The Company intends to conduct business with responsibility towards society, community, and environment and to give importance to safety, occupational health and the environment. Therefore, the following guidelines have been established:

- 5.1 To encourage, assist and collaborate with the government and community in activities of the society, community, environment, educational institutions, and political activities under the provisions of the Constitutional. Moreover, traditions, local customs are to be conserved, and affiliated companies are encouraged to do the same.
- 5.2 To provide a management system for safety, occupational health, and environment as required by law.

- 5.3 To encourage employees of MBK GROUP to have awareness and responsibility towards the society, community, and environment. Understanding should be fostered with the community in the area where the company is located to achieve cooperation.
- 5.4 To comply with environmental laws and regulations.
- 5.5 To encourage the provision of a complaint system or process to allow contact.

## **6) Responsibility and treatment towards the employees**

The employees are valuable and important resources. Therefore, guidelines for employee treatment have been established so that the employees are proud of the organization and have the opportunity to advance in their profession, as well as being encouraged and developing knowledge and competence continuously. Thus, the following guidelines have been established:

- 6.1 To be fair to all employees without discrimination and to pay attention to the remuneration, appointments, transfers, rewards and punishment, including welfare, based on knowledge, ability and suitability.
- 6.2 To support and promote various activities so that the employees are proud of the organization and considers the interests of the organization or the public rather than their own.
- 6.3 To give importance to ensuring that the employees have various welfare and benefits, including safety and a good working environment.
- 6.4 To promote and support employee development and knowledge transfer via internal and external training, providing thorough and regular opportunities to create value for the employees and the Company.
- 6.5 To encourage and support the employees to progress in their careers as well as pursue higher education by providing thorough and regular opportunities.
- 6.6 To listen to opinions and suggestions from the employees at all levels equally and provide a system or process for the employees to file complaints in case of unfair treatment.

## **7) Creation of values that take into account the interests of the organization**

To support and encourage all employees to uphold the values of the organization, taking into account the interests of the organization or the public rather than personal, such as careful use of corporate assets and saving internal resources

## 8) Conflicts of interest and disclosure

It is the Company's policy to prohibit directors, executives, and employees at all levels from using their authority to seek information for their own benefit. Therefore, the following guidelines have been established:

- 8.1 To control access to internal information and other relevant information of the Company.
- 8.2 To determine the disclosure of information that is adequate, timely, correct and transparent on a regular basis in accordance with the specified criteria, as well as being careful not to mislead stakeholders about the information.
- 8.3 In the event that the action falls within the scope of a related party transaction as specified by the Stock Exchange of Thailand, the Company will consider related party transactions or transactions with possible conflicts of interest in accordance with laws and regulations of the Stock Exchange of Thailand to ensure that it is reasonable and in the best interest of the Company and strictly disclose information as required by the Stock Exchange of Thailand.



## Code of conduct for directors and executives

### 1) Responsibility and treatment towards the organization

- 1.1 To comply with the Company's business ethics.
- 1.2 To supervise and perform duties to ensure that the Company complies with laws, objectives and the Articles of Association of the Company, as well as the resolutions of the shareholders' meeting.
- 1.3 To perform duties with responsibility, integrity, morality, and fairness in business operations. To dare to make decisions or give opinions on the right matters in the management of the Company independently with caution for the best interests of the Company, and to not be involved in any business that may bring disgrace to the Company.
- 1.4 To perform duties to the best of their abilities and knowledge and experience for the benefit of the Company.
- 1.5 Not to seek illegitimate benefits from performing duties for one's own benefit, and to not have interest in businesses that are related to or in competition with the Company, and to not take any action that will bring reputational damage to the company, whether directly or indirectly.
- 1.6 To pursue knowledge in the Company's business including relevant legal matters, regulations or requirements that affect the performance of duties as directors and executives.
- 1.7 To conduct oneself properly as a representative of the organization to the public and behave according to morals and traditions.
- 1.8 To disclose and present information of the Company accurately and completely, regularly, and timely in order to operate efficiently.

### 2) Responsibility and treatment towards the shareholders

- 2.1 To perform duties in accordance with the resolutions of the shareholders' meeting with integrity and justice, to adhere to principles and have the courage to make decisions or express opinions on the right matters with caution and fairness to all shareholders.
- 2.2 To protect the rights of all shareholders equally to ensure that their rights are properly taken care of
- 2.3 To set up an investor relations unit and other channels to facilitate the shareholders in exercising their rights or inquire about news and information of the Company.

**3) Responsibility and treatment towards the customers**

- 3.1 To treat all customers fairly and equally.
- 3.2 To provide a safety and wellbeing system for customers.
- 3.3 To treat customers with courtesy and be trusted by customers and maintain good customer relationships.
- 3.4 To treat the customers according to the terms or conditions specified, in the event that the conditions cannot be met, a solution for improvement should be sought.
- 3.5 To not give customers hopes or commitments on matters in which one has no authority.
- 3.6 To provide correct, adequate, and up-to-date information to the customers and maintain customer confidentiality, and not use customer information for the benefit of oneself and related parties wrongfully.
- 3.7 To provide a system or process for customers to lodge complaints or express their opinions about the service.

**4) Responsibility and treatment towards business partners, competitors, and creditors**

- 4.1 To conduct business under the framework of trade rules and good and fair competition.
- 4.2 To treat the business partners, competitors, and creditors properly according to the conditions, regulations, or agreements. In case the conditions cannot be fulfilled, a solution based on the principle of righteousness and reason should be sought.
- 4.3 Not to request or receive any dishonest benefits and to not support the payment of any benefits to obtain the benefit for oneself or ones' party.
- 4.4 Any information provided about the Company must be on the basis of accuracy and caution.
- 4.5 Not to violate or seek information/trade secrets by fraudulent means, and to not damage reputation with false slander for one's own benefits.
- 4.6 To set up a system or process for complaints so that the business partners, competitors, and creditors can contact.

**5) Responsibility and treatment towards the society, community, and environment**

- 5.1 To conduct business that is not contrary to customs, traditions, good morals, and to comply with safety and occupational health, and environmental laws, regulations, or requirements.

- 5.2 To assist and collaborate with the government and community in activities of the society, community, environment, educational institutions, and political activities and to conserve local traditions and customs, and to encourage affiliated companies to do the same.
- 5.3 To encourage employees of MBK GROUP to have awareness and responsibility towards the society, community, and environment. Understanding should be fostered with the community in the area where the company is located to achieve cooperation.
- 5.4 To provide a management system for safety, occupational health and environment as required by law, including impact prevention and environmental preservation. by providing tools, equipment, safety devices in the operations.
- 5.5 To provide a complaint system or process to allow contact.

## **6) Responsibility and treatment towards the employees**

- 6.1 To take care of and treat all employees with fairness in terms of the remuneration, appointments, transfers, rewards and punishment, including welfare, based on knowledge, ability and suitability.
- 6.2 To encourage the employees to progress in their careers, higher education, including their personal wellbeing by providing through and regular opportunities and avoiding any unfair action.
- 6.3 To ensure that working environment for the employees is safe and that their lives and properties are also safe.
- 6.4 To listen to opinions and suggestions from the employees at all levels equally.
- 6.5 To provide a system or process for the employees to file complaints in case of unfair treatment.
- 6.6 To supervise the employees with a good attitude, politeness, kindness and fairness, not to abuse the authority.
- 6.7 To respect employees' individuality and privacy. Do not disclose their personal information such as salary, medical history, family, to outsiders or unrelated people, unless it is information that must be disclosed to relevant third parties according to the provisions of laws.
- 6.8 To motivate the employees to be proud of the organization and foster relationships among the employees and between them and the organization.

- 6.9 To instill in all employees a conscience that considers the interests of the organization or the public rather than the individual by conducting and acting as a good and reliable role model for the employees.
- 6.10 To ensure understanding of the employees at all levels on the Company's business ethics, the Employee Code of Conduct including roles and responsibilities that they can fulfill to encourage behavior within the framework of ethics throughout the organization.

## 7) Conflicts of interest and disclosure

- 7.1 To manage and control access to internal information and other relevant information of the Company and not disclose confidential information to third parties.
- 7.2 To disclose information that is adequate, timely, correct and transparent on a regular basis in accordance with the specified criteria, as well as being careful not to cause misunderstanding or confusion about the information.
- 7.3 Not to seek benefits for oneself and others from the position and confidential information of the Company.
- 7.4 Cautions must be taken in conducting related party transactions between MBK GROUP for the best interest of MBK GROUP. Moreover, the related party transactions must not contradict government regulations and the Company's Articles of Association. To disclose information and follow the rules if the transactions are deemed related party transactions as defined by the Stock Exchange of Thailand.
- 7.5 Directors and executives who may have interests in transactions with potential conflicts of interest will not be involved in decision making but can attend the meeting.
- 7.6 Not to serve as directors or advisors in other companies that may cause conflicts of interest with the Company, unless approved by the Board of Directors meeting.

## Employee Code of Conduct

### 1) Code of Conduct for oneself and colleagues

- 1.1 To have a positive attitude, honor and praise others, respect and obey superiors.
- 1.2 To perform duties with honesty, morality, dedication, and diligence.
- 1.3 To adhere to the rules and regulations, not compete with others against the rules and not to vilify or slander others.
- 1.4 To conduct oneself within the moral and traditional framework.
- 1.5 To treat others sincerely, civilly, harmoniously, and cooperatively.
- 1.6 To always develop oneself to be well-rounded, to pass on knowledge and work experience to colleagues at all levels.

### 2) Code of Conduct to the Company

- 2.1 To commit to the vision/mission/core values/and ethics of the Company and strictly follow them.
- 2.2 To act as a representative of the Company and to help to strengthen the image of the Company.
- 2.3 Not to demand or receive any other assets from customers or those doing business with other than the regulations set by the Company.
- 2.4 To comply with the rules for giving-receiving gifts, tokens, bribery, receptions or any other benefits.

### 3) Code of Conduct towards the customers

- 3.1 To protect customer confidentiality and to not exploit customer trust for oneself or your group.
- 3.2 To serve the customers with pleasure, sincerity and equality on the basis of honesty.
- 3.3 Not to give customers hopes or commitments on matters in which one has no authority.

### 4) Code of Conduct towards society

- 4.1 To assist or participate in social activities on occasions appropriate to their position.
- 4.2 To participate in political activities according to the rights and liberties under the provisions of the Constitution.
- 4.3 Not to support any activity that is a threat to society or good morals or promotes vices.

5. Exceptions

None

6. Punishment

MBK GROUP is committed to encouraging its directors, executives, and employees at all levels to conduct business in a correct, transparent, and fair manner which will help build confidence for shareholders and stakeholders and add value to the Company in the long run. This Corporate Governance Policy shall be communicated and published to the directors, executives, and employees at all levels and to the public. In addition, fostering of knowledge and understanding should be carried out so that the policy is seriously practiced.

Therefore, failure to comply with this policy is considered a disciplinary action according to the regulations of MBK GROUP which must result in disciplinary punishment. Failure to acknowledge this policy cannot be used as an excuse for non-compliance. Also, in the event that such action results in a legal offense, MBK GROUP has the right to take legal action against the offenders.

This will be effective from 7<sup>th</sup> September 2022 onwards

Announced on 31<sup>st</sup> December 2022

By the resolution of the Board of Directors No. 9/2022 on 7<sup>th</sup> September 2022

*Suvait Theeravachirakul*

(Mr. Suvait Theeravachirakul)

President and CEO