

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 1/52

## Corporate Governance Policy

Unique Plastic Industry Public Company Limited and its subsidiaries (the “Company”) place significant importance on ensuring that the Company’s operations are conducted in compliance with applicable laws, the Company’s objectives, Articles of Association, and resolutions of the shareholders’ meetings. The Company has further enhanced and formalized its practices in accordance with the Principles of Good Corporate Governance of Listed Companies 2012, as prescribed by the Stock Exchange of Thailand (“SET”), and the Corporate Governance Code for Listed Companies 2017, as issued by the Securities and Exchange Commission (“SEC”), in preparation for becoming a listed company.

Such practices aim to ensure that the Company’s operations are carried out efficiently and effectively, while demonstrating transparency to investors, thereby fostering confidence among external stakeholders in the Company’s business operations. The Company’s Corporate Governance Policy encompasses the following eight (8) key principles:

**Principle 1: Awareness of the Roles and Responsibilities of the Board of Directors as Organizational Leaders in Creating Sustainable Value for the Company**

1.1 The Board of Directors should understand its role and be aware of its duties and responsibilities as organizational leaders responsible for overseeing sound corporate management. Such responsibilities include defining the Company’s objectives and goals, formulating strategies and operational policies, as well as allocating key resources to achieve the stated objectives and goals, including monitoring, evaluating performance, and overseeing the reporting of operating results.

Practices to Implement the Principle

The Company has clearly defined the roles, duties, and responsibilities of the Board of Directors in the Board Charter. The Board’s key responsibilities include determining the

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 2/52

Company's objectives, goals, significant policies, and business strategies, as well as allocating various resources. The Board understands its roles, responsibilities, benefits, and the principles of good corporate governance in creating sustainable value for the Company, and will monitor, evaluate performance, and oversee the reporting of operating results of the Company and its subsidiaries to ensure alignment with the established objectives and goals.

The Board of Directors shall translate strategic plans into execution by preparing action plans, assigning responsible persons, specifying implementation timelines, and establishing clear performance indicators. Consideration shall also be given to remuneration levels, personnel capabilities, tools, funding, and risks associated with achieving such plans.

1.2 In creating sustainable value for the Company, the Board of Directors must oversee the Company's operations toward achieving its goals, with the objective that the Company is able to compete effectively in its business and achieve strong long-term performance, while conducting business ethically, respecting the rights of, and assuming responsibility toward, shareholders and stakeholders such as customers and business partners. Business operations must be beneficial to society and take into account environmental impacts. In addition, such oversight will enable the organization to adapt to changes in the business environment.

Practices to Comply with the Principle

1.2.1 The Board of Directors should give due consideration to ethics, social impacts, and environmental impacts, in addition to financial performance.

1.2.2 The Board of Directors should establish and drive an organizational culture grounded in ethics. The Board shall act as role models as leaders in corporate

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 3/52

governance, uphold organizational values and ethics, and demonstrate commitment to performing duties with honesty and integrity.

1.2.3 The Board of Directors should ensure that policies applicable to directors, executives, and employees are established in written form, setting out principles and guidelines for operations, such as a Code of Conduct.

1.2.4 The Board of Directors should oversee effective communication to ensure that directors, executives, and employees at all levels understand such policies, and that adequate mechanisms are in place to facilitate practical implementation. The Board should also monitor implementation outcomes and regularly review the policies and related practices.

1.3 The Board of Directors shall ensure that all directors and executives perform their duties with due care (Duty of Care) and loyalty to the organization (Duty of Loyalty), and shall ensure that the Company's operations are conducted in compliance with applicable laws, the Company's Articles of Association, and resolutions of shareholders' meetings, as well as the established policies or guidelines. The Board shall also ensure that there are approval processes for material operations, such as investments, transactions that have a significant impact on the Company, related party transactions, acquisition or disposal of assets, dividend payments, and other matters, in accordance with applicable laws.

Practices to Comply with the Principle

1.3.1 In considering whether directors and executives have performed their duties with due care, prudence, and loyalty to the organization, the Board of Directors shall, at a minimum, consider the relevant laws, such as Sections 89/7, 89/8, 89/9, and 89/10 of the Securities and Exchange Act B.E. 2535 (1992), as amended.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 4/52

1.3.2 The Board of Directors shall ensure that the Company has adequate systems or mechanisms in place to provide reasonable assurance that the Company's operations are conducted in compliance with applicable laws, the Articles of Association, resolutions of shareholders' meetings, as well as the established policies or guidelines. This shall include approval processes for material operations, such as approval of transactions that have a significant impact on the Company, related party transactions, acquisition or disposal of assets, dividend payments, and other matters.

1.4 The Board of Directors should understand the scope of its duties and responsibilities and clearly define the scope of delegation of authority and responsibilities to the Chief Executive Officer and management. The Board shall also monitor and ensure that the Chief Executive Officer and management perform their duties in accordance with the assigned authority.

Practices to Comply with the Principle

1.4.1 The Board of Directors should establish a Charter of the Board of Directors specifying the duties and responsibilities of the Board, to serve as a reference for the performance of duties by all directors. Such Charter should be reviewed regularly at least once a year. In addition, the allocation of roles and responsibilities among the Board of Directors, the Chief Executive Officer, and management should be reviewed on a regular basis to ensure alignment with the Company's direction.

1.4.2 The Board of Directors should understand the scope of its duties and formally delegate management authority to management in writing, including authority to approve various transactions. However, such delegation shall not relieve the Board of Directors of its duties and responsibilities, and the Board shall

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 5/52

continue to monitor and oversee management to ensure that such duties are performed in accordance with the assigned authority.

The scope of duties of the Board of Directors, the Chief Executive Officer, and management may be categorized as follows:

Matters to Be Ensured for Implementation - These are matters for which the Board of Directors has primary responsibility to ensure proper implementation. The Board may assign management to propose matters for consideration, including the following:

- a. Determination of the Company’s objectives and principal business goals.
- b. Establishment of an organizational culture grounded in ethics, including acting as role models.
- c. Oversight of the structure and practices of the Board of Directors to ensure their suitability for achieving the Company’s objectives and principal business goals effectively.
- d. Recruitment, development, determination of remuneration, and performance evaluation of the Chief Executive Officer.
- e. Determination of a remuneration structure that incentivizes personnel to perform alignment with the Company’s objectives and principal organizational goals.

Matters to Be Carried Out Jointly with Management - These are matters jointly considered by the Board of Directors, the Executive Committee, and management, whereby management proposes matters for the Board's approval and periodically reports to the Board, as appropriate, including the following:

- a. Determination and review of strategies, objectives, and annual plans.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 6/52

- b. Oversight of the adequacy and appropriateness of the risk management and internal control systems.
- c. Determination of appropriate authority commensurate with management's responsibilities.
- d. Establishment of frameworks for resource allocation, development, and budgeting, including personnel management and development policies, as well as information technology development plans.
- e. Monitoring and evaluation of operational performance.
- f. Oversight to ensure the reliability of financial and non-financial disclosures.

Matters Not to Be Undertaken by the Board of Directors - These are matters for which the Board of Directors provides oversight into the policy level and assigns the Chief Executive Officer and management as the primary parties responsible for execution, including the following:

- a. Execution in accordance with strategies, policies, and plans approved by the Board of Directors, whereby the Board allows management to be responsible for operational decision-making within the established policy framework. The Board shall monitor outcomes without intervening in management decisions, except where necessary.
- b. Matters prohibited by applicable requirements, such as approval of transactions in which directors have conflicts of interest.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 7/52

**Principle 2: Determination of the Company’s Objectives and Principal Goals for Sustainability**

2.1 The Board of Directors shall determine, or ensure the determination of, the Company’s objectives and principal goals (Objectives) in a manner that promotes sustainability, with objectives and goals aligned with value creation for the Company, customers, business partners, other stakeholders, and society.

Practices to Comply with the Principle

2.1.1 The Board of Directors is responsible for ensuring that the Company has clear and appropriate objectives or objectives (Objectives), which can serve as the core concept for defining the business model and be communicated throughout the organization so that all personnel are driven in the same direction. Such objectives and goals shall be articulated in the Company’s vision, mission, corporate values, or other similar statements.

2.1.2 In achieving the objectives or principal goals, the Board of Directors shall determine a business model that can create value for the Company, stakeholders, and society in parallel, taking into consideration the following factors:

- (1) The environment and changes in various factors, including the appropriate adoption of innovation and technology to enhance competitive capability.
- (2) Consideration of the needs of customers and stakeholders in determining the objectives or principal goals, ensuring an appropriate balance.
- (3) Assessment of the Company’s readiness, expertise, and competitive capabilities.
- (4) The objectives for the establishment of the Company.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 8/52

(5) The Company's customer segments.

(6) Profitability capability or competitiveness through value creation for the Company and customers (Value Proposition).

(7) The ability to sustain long-term operations (Sustainability) under both opportunities and risks that may impact the Company and stakeholders.

2.1.3 The Board of Directors shall promote organizational values that reflect the characteristics of good corporate governance, such as accountability, integrity, transparency, and due consideration of social and environmental responsibilities.

2.1.4 The Board of Directors shall promote communication and foster the integration of the Company's objectives and principal goals into decision-making and operations at all levels of the organization. All decisions shall be made with the Company's objectives and principal goals as the foundation, considering risks and impacts on the organization, society, communities, and the environment, to embed such considerations into the organizational culture.

2.2 The Board of Directors should oversee and ensure that the Company's objectives and goals, as well as its medium-term and/or annual strategies, are aligned with and achieve the Company's objectives and principal goals, through the appropriate and secure adoption of innovation and technology.

Practices to Comply with the Principle

2.2.1 The Board of Directors shall oversee the formulation of strategies and annual plans that are aligned with the Company's objectives and principal goals, considering the Company's operating environment at the time, as well as

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 9/52

acceptable opportunities and risks. The Board shall also support the formulation or review of objectives, goals, and strategies for the medium term within a period of three to five (3–5) years, to ensure that strategies and annual plans consider longer-term impacts that can be reasonably anticipated.

2.2.2 In formulating strategies and annual plans, the Board of Directors shall ensure that analyses of the environment, factors, and risks that may impact on relevant stakeholders throughout the value chain are conducted, including risk factors that may affect the achievement of the Company’s principal goals. Appropriate mechanisms should be in place to enable a genuine understanding of stakeholders’ needs, including:

- (1) Clearly identifying methods, processes, participation channels, or communication channels between stakeholders and the Company, to enable the Company to accurately access and obtain information on issues or needs of each stakeholder group.
- (2) Identifying the Company’s relevant stakeholders, both internal and external, whether individuals, groups, or organizational entities, including employees, investors, customers, business partners, communities, society, the environment, government agencies, and regulatory authorities.
- (3) Identifying stakeholders’ issues and expectations for analysis and prioritization based on significance and impacts on both the Company and stakeholders, to select material issues for creating shared value with stakeholders and implementing actions to achieve tangible outcomes.

2.2.3 In determining strategies, the Board of Directors shall oversee the promotion of innovation and the adoption of innovation and technology to enhance

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 10/52

competitiveness and respond to stakeholders' needs, while maintaining a foundation of responsibility toward society and the environment.

- 2.2.4 The Board of Directors shall set targets that are appropriate to the business environment and the Company's capabilities, including both financial and non-financial targets. The Board shall also be mindful of the risks associated with setting targets that may lead to unlawful or unethical conduct (Unethical Conduct).
- 2.2.5 The Board of Directors shall oversee the cascading of the Company's objectives and goals through strategies and action plans into execution throughout the organization.
- 2.2.6 The Board of Directors shall oversee the appropriate allocation of resources and control of operations and monitor the implementation of strategies and annual plans. This may include assigning responsible persons, preparing action plans, specifying responsible parties, budgets in accordance with strategic and annual operating plans, implementation timelines, and performance indicators, as well as monitoring performance. Regular meetings shall be held, as determined by management, to monitor progress against plans, and performance results shall be reviewed to consider adjustments to plans in response to prevailing circumstances.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 11/52

### Principle 3: Strengthening an Effective Board of Directors

3.1 The Board of Directors shall determine and review the Board structure to ensure an appropriate proportion of independent directors that is necessary to lead the organization toward its established objectives and goals. The Board shall ensure that the Board of Directors comprises directors with diverse qualifications in terms of skills, experience, competencies, and specific attributes, including gender and age, as required to achieve the Company’s objectives and principal goals. A Board Skills Matrix shall be prepared to ensure that the Board of Directors possesses appropriate qualifications, is able to understand and respond to stakeholders’ needs, and includes at least one non-executive director with experience in the core business or industry in which the Company operates.

#### Practices to Comply with the Principle

- 3.1.1 The Board of Directors shall consider an appropriate number of directors to enable effective performance of duties, with no fewer than five (5) directors, considering the size, nature, and complexity of the business.
- 3.1.2 The Board of Directors shall ensure an appropriate balance between executive directors and non-executive directors to reflect effective checks and balances, as follows:
  - a. The number of non-executive directors who can independently express opinions on management’s performance shall comply with the criteria prescribed by the Securities and Exchange Commission (the “SEC”) and the Stock Exchange of Thailand (the “SET”).
  - b. Independent directors shall possess qualifications in accordance with the criteria prescribed by the SEC and the SET. The Board shall also ensure that independent directors are able to work effectively with the full Board of Directors and express their views independently.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 12/52

3.1.3 The Board of Directors shall disclose its policy on Board composition diversity and directors' information, such as age, gender, educational background, experience, shareholding proportion, tenure, and directorships in other listed companies, in the annual report (Form 56-1 One Report) and on the Company's website.

3.2 The Board of Directors shall select an appropriate individual to serve as the Chairman of the Board and ensure that the composition and operation of the Board facilitate independent judgment in decision-making.

Practices to Comply with the Principle

3.2.1 The Chairman of the Board should be an independent director. If the Chairman is not an independent director, the Board of Directors shall comprise more than one-half independent directors, or one independent director shall be appointed to jointly consider and determine the Board meeting agenda, to ensure an appropriate balance of power between the Board of Directors and management.

3.2.2 The Company shall clearly define and separate the authorities, duties, and responsibilities of the Chairman of the Board and the Chief Executive Officer, so that no individual has unfettered power.

3.2.3 The Chairman of the Board acts as the leader of the Board of Directors. At a minimum, the Chairman's duties shall include the following:

(1) Overseeing, monitoring, and ensuring that the Board of Directors performs its duties effectively and achieves the Company's objectives and principal goals.

(2) Ensuring that all directors participate in promoting an organizational culture grounded in ethics and good corporate governance.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 13/52

(3) Determining the Board meeting agenda in consultation with the Chief Executive Officer, with measures in place to ensure that material matters are included on the agenda.

(4) Allocating sufficient time for management to present matters and for directors to thoroughly deliberate on key issues and encouraging directors to exercise sound judgment and express their views independently.

(5) Strengthening constructive relationships between executive and non-executive directors, and between the Board of Directors and management.

3.2.4 The Board of Directors has established a policy limiting the consecutive tenure of independent directors to not more than nine (9) years from the date of first appointment as an independent director. In cases where an independent director is to be reappointed, the Board of Directors shall reasonably consider the necessity thereof.

3.2.5 To ensure that material matters are considered in sufficient detail, the Board of Directors has established four (4) sub-committees and working groups to consider specific matters, screen information, and propose recommendations for the Board's approval, as follows:

(1) Audit Committee

The Audit Committee is responsible for reviewing the accuracy and adequacy of the Company's financial reporting; reviewing the appropriateness and effectiveness of the internal control system and internal audit system; considering the independence of the internal audit function; approving the appointment, transfer, or termination of the Head of Internal Audit or other units responsible for internal audit; reviewing

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 14/52

the Company's compliance with the securities and exchange laws, SET requirements, and other laws relevant to the Company's business; considering, selecting, and proposing the appointment of independent external auditors and their remuneration, as well as attending meetings with the auditors; reviewing related party transactions or transactions that may involve conflicts of interest to ensure compliance with applicable laws and SET requirements and that such transactions are reasonable and in the best interests of the Company; and performing other duties as assigned by the Board of Directors with the approval of the Audit Committee. (The structure, qualifications, appointment, tenure, duties, and responsibilities of the Audit Committee shall be in accordance with the Audit Committee Charter.)

(2) Executive Committee

The Executive Committee is responsible for jointly formulating guidelines, strategies, and business plans for submission to the Board of Directors for consideration; managing and overseeing the Company's overall administration and operations; and considering, suspending, cancelling, or approving expenditures, procurement, hiring, and other operations within the authority delegated by the Board of Directors. (The structure, qualifications, appointment, tenure, duties, and responsibilities of the Executive Committee shall be in accordance with the Executive Committee Charter.)

(3) Risk Management Working Committee

The Risk Management Working Committee is responsible for establishing the overall risk management framework and guidelines of the Company, covering key categories of risks, and for requiring management to implement appropriate measures to prevent, mitigate,

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 15/52

and limit risks. The Committee shall monitor, evaluate, and oversee management’s risk management processes to ensure that risks remain at an appropriate level and in accordance with established policies.

(The structure, qualifications, appointment, tenure, duties, and responsibilities of the Risk Management Working Committee shall be in accordance with the Risk Management Working Committee Charter.)

(4) Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for considering criteria and processes for the nomination and selection of candidates for appointment as directors and sub-committee members in a transparent manner, as well as for considering remuneration for directors, sub-committee members, the Chief Executive Officer, and senior executives in a fair, reasonable manner aligned with the Company’s performance, to ensure that remuneration levels are appropriate and competitive within the relevant industry. (The structure, qualifications, appointment, tenure, duties, and responsibilities of the Nomination and Remuneration Committee shall be in accordance with the Nomination and Remuneration Committee Charter.)

3.2.6 The Board of Directors shall ensure disclosure of the roles and responsibilities of the Board of Directors and each sub-committee, the duties of the Board of Directors and sub-committees, the number of meetings held, attendance records of each director during the past year, and performance reports of all sub-committees.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 16/52

3.3 The Board of Directors shall ensure that the nomination and selection of directors are conducted through a transparent and clearly defined process, to ensure that the Board possesses qualifications consistent with the prescribed Board composition.

Practices to Comply with the Principle

3.3.1 The Board of Directors should establish a Nomination Committee, of which the majority of members and the Chairperson should be independent directors.

3.3.2 The Nomination Committee should convene meetings to consider the criteria and methods for nominating individuals to obtain directors whose qualifications will ensure an appropriate mix of knowledge and expertise on the Board. The Nomination Committee shall also review the background of such individuals and provide recommendations to the Board of Directors prior to proposing such nomination to the shareholders' meeting for approval. In addition, shareholders should be provided with sufficient information regarding nominated people to support their decision-making.

3.3.3 The Nomination Committee should review the criteria and methods for director nomination and provide recommendations to the Board of Directors prior to the nomination of directors whose terms are expiring. Where the Nomination Committee proposes the re-nomination of an existing director, the performance of duties of such director should also be taken into consideration.

3.3.4 If the Board of Directors appoints any person as an advisor to the Nomination Committee, information about such advisors should be disclosed in the annual report (Form 56-1 One Report), including the advisor's independence or absence of conflicts of interest.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 17/52

3.4 In proposing directors' remuneration for shareholders' approval, the Board of Directors should ensure that the remuneration structure and rates are appropriate to the responsibilities and provide incentives for the Board to lead the organization toward achieving both short-term and long-term goals.

3.4.1 The Board of Directors should establish a Remuneration Committee, of which the majority of members and the Chairperson are independent directors, to consider remuneration policies and criteria.

3.4.2 Directors' remuneration shall be aligned with the Company's strategy and long-term goals, experience, duties, scope of roles, and accountability and responsibility, as well as the expected benefits derived from each director. Directors who are assigned additional duties and responsibilities, such as serving as members of sub-committees, should also receive appropriate additional remuneration, benchmarked against other companies with similar business models in the same industry.

3.4.3 Shareholders shall approve the structure and rates of directors' remuneration, both in monetary and non-monetary forms. The Board of Directors is responsible for considering the appropriateness of each form of remuneration, including fixed remuneration (e.g., retainer fees, meeting allowances) and performance-based remuneration linked to the Company's performance (e.g., bonuses, gratuities), by linking such remuneration to the value created for shareholders, while ensuring that remuneration is not set at an excessively high level that would result in an undue focus on short-term performance.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 18/52

3.4.4 The Board of Directors shall disclose the directors’ remuneration policy and criteria reflecting each individual’s duties and responsibilities, including the form and amount of remuneration. The disclosed amount should include remuneration received by each director for serving as a director of the Company’s subsidiaries.

3.4.5 If the Board of Directors appoints any person as an advisor to the Remuneration Committee, information about such advisors shall be disclosed in the annual report (Form 56-1 One Report), including the advisor’s independence or absence of conflicts of interest.

3.5 Each director shall be responsible for performing duties with adequate time commitment.

Practices to Comply with the Principle

3.5.1 The Board of Directors shall ensure that support mechanisms are in place to enable directors to understand their roles and responsibilities.

3.5.2 The Board of Directors shall prescribe criteria for directors’ holding positions in other companies, taking into consideration the effectiveness of directors who hold positions in other companies, to ensure that directors can devote sufficient time to performing their duties for the Company. The number of listed companies in which each director may hold directorships should be appropriate to the Company’s business nature or conditions, but in total shall not exceed five (5) companies. This is because effectiveness in performing duties as a director may decline if a director holds too many directorships. Such criteria shall be disclosed.

3.5.3 The Board of Directors shall establish a reporting system for directors’ other positions and disclose such information.

3.5.4 Where any director serves as a director or executive or has any direct or indirect interest in another business that presents a conflict, or where such

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 19/52

director may use the Company’s opportunities or information for personal benefit, the Board of Directors shall ensure that the Company has adequate preventive measures and that shareholders are informed, as appropriate.

3.5.5 Each director shall attend not less than seventy-five percent (75%) of the total number of Board meetings held during the year, unless there is a necessary reason preventing attendance.

3.6 The Board of Directors shall ensure that there are an appropriate framework and mechanisms for overseeing the policies and operations of subsidiaries and other entities in which the Company has invested, at a level appropriate to each entity, and that subsidiaries and such other entities likewise have a correct understanding thereof.

Practices to Comply with the Principle

3.6.1 The Board of Directors shall consider establishing an investment policy and overseeing operations in subsidiaries and associates, including:

(1) Considering the appointment of individuals as the Company’s representatives to serve as directors, executives, or persons with controlling authority in subsidiaries and associates, in proportion to the shareholding in each company, to oversee that subsidiaries and associates operate in compliance with applicable laws, the Company’s Corporate Governance Policy, and other policies of the Company. However, the appointment of the Company’s representatives as directors in each subsidiary and associate shall be considered and approved by the Board of Directors’ meeting, considering the appropriateness of each company.

(2) Establishing necessary plans and actions to ensure that subsidiaries and associates disclose information on operating results and financial position to the Company. The Company shall undertake necessary

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 20/52

actions and monitor that subsidiaries and associates have adequate and appropriate disclosure systems and internal control systems for business operations.

(3) Defining the duties and responsibilities of directors and executives of subsidiaries and associates in disclosing information on financial position and operating results to the Company, by applying, mutatis mutandis, relevant notifications of the Capital Market Supervisory Board and notifications of the SET Board, and requiring disclosure and submission of their interests and those of related persons, or transactions that may give rise to conflicts of interest, to the Board of Directors, and avoiding such conflict-of-interest transactions.

(4) Disclosure of financial position and operating results, related party transactions, acquisition or disposal of assets, other material transactions, capital increases, capital reductions, dissolution of subsidiaries, and other matters.

3.6.2 For significant investments in other businesses, such as where the Company holds voting rights of at least twenty percent (20%) but not exceeding fifty percent (50%), and the amount invested or additional investment that may be required is significant to the Company, the Board of Directors shall, where necessary, ensure that a shareholders agreement or other arrangements are established to clearly define management authority and participation in decision-making on material matters, and to monitor operating results, so that such information can be used for preparing the Company's financial statements in accordance with applicable standards and timelines.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 21/52

3.7 The Board of Directors shall arrange an annual performance evaluation of the Board of Directors, sub-committees, and individual directors, and use the evaluation results to further enhance effectiveness in the performance of duties.

Practices to Comply with the Principle

3.7.1 The Board of Directors and sub-committees shall conduct performance evaluations at least once a year so that the Board can jointly consider performance outcomes and issues for further improvement and should establish benchmarks with clear criteria for comparison.

3.7.2 Performance evaluation shall cover both collective and individual assessments, and shall at a minimum be conducted through self-evaluation, or the Board of Directors may also consider the use of cross evaluation. The criteria, procedures, and overall evaluation results shall be disclosed in the annual report (Form 56-1 One Report).

3.7.3 The Board of Directors shall engage external advisors to assist in determining approaches and recommending evaluation topics for the Board's performance evaluation at least once every three (3) years and shall disclose such actions in the annual report (Form 56-1 One Report).

3.7.4 The Board's evaluation results shall be used as part of the consideration of the appropriateness of the Board composition.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 22/52

3.8 The Board of Directors shall ensure that each director has knowledge and understanding of roles and responsibilities, the nature of the business, and laws relevant to business operations, and shall support all directors in regularly enhancing skills and knowledge required for performing directors' duties.

Practices to Comply with the Principle

3.8.1 The Board of Directors shall ensure that newly appointed directors receive orientation and useful information for performing their duties, including understanding of objectives, principal goals, vision, mission, corporate values, business nature, and the Company's business operations approach.

3.8.2 The Board of Directors shall ensure that directors receive continuous training and development of necessary knowledge.

3.8.3 The Board of Directors shall study and understand laws, rules, standards, risks, and the business environment relevant to business operations, and shall be regularly informed of up-to-date information.

3.8.4 The Board of Directors shall disclose information on the Board's continuous training and knowledge development in the annual report (Form 56-1 One Report).

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 23/52

3.9 The Board of Directors shall ensure the orderly conduct of Board operations under mechanisms that enable directors to access necessary information, including the presence of a Company Secretary with the necessary and appropriate knowledge and experience to support the operations of the Board of Directors.

Practices to Comply with the Principle

3.9.1 The Board of Directors shall arrange the Board meeting schedule and agendas in advance so that directors can allocate time and attend meetings.

3.9.2 The frequency of Board meetings shall be determined as appropriate to the Board's duties and responsibilities and the nature of the Company's business operations, at least once every three (3) months, and additional special meetings may be convened as necessary.

3.9.3 The Board of Directors shall ensure mechanisms are in place for each director, as well as management, to independently propose matters that are beneficial to the Company for inclusion in the meeting agenda.

3.9.4 For convening Board meetings, the Chairman of the Board or a delegated person shall deliver meeting notices together with the meeting agenda and supporting documents to directors at least three (3) business days in advance of the meeting date to allow sufficient time for prior review, except in urgent cases necessary to protect the Company's rights or interests, where meeting notices may be given by other means, such as electronic means, or the meeting date may be scheduled earlier.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 24/52

- 3.9.5 The Board of Directors shall support the Chief Executive Officer in inviting senior executives to attend Board meetings to provide additional detailed information as persons directly involved with the matters, and to enable directors to become acquainted with senior executives for use in considering succession planning.
- 3.9.6 The Board of Directors may obtain additional necessary information from the Chief Executive Officer, the Company Secretary, or other designated executives within the established policy framework. Where necessary, the Board of Directors shall arrange for independent opinions from external advisors or professionals, at the Company's expense.
- 3.9.7 The Board of Directors shall adopt a policy enabling non-executive directors to meet among themselves as necessary to discuss management matters of interest without management present, and the outcomes of such meetings should be communicated to the Chief Executive Officer.
- 3.9.8 The Board of Directors shall prescribe appropriate qualifications and experience of the Company Secretary to provide advice on laws and regulations that the Board of Directors should be aware of, and to manage Board meeting documents and other important documents.
- 3.9.9 The Company Secretary shall receive continuous training and knowledge development beneficial to the performance of duties, and where there are certified programmes, the Company Secretary shall attend such programmes.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 25/52

**Principle 4: Nomination and Development of Senior Executives and Human Resource Management**

4.1 The Board of Directors shall establish guidelines to ensure that the Chief Executive Officer and senior executives are nominated and developed to possess the knowledge, skills, and experience required to serve as key drivers in steering the organization toward its goals.

Practices to Comply with the Principle

4.1.1 The Board of Directors shall consider, or assign the Nomination Committee to consider, the criteria and methods for nominating suitable people to hold the position of Chief Executive Officer.

4.1.2 The Board of Directors shall monitor and ensure that the Chief Executive Officer ensures the appointment of appropriate senior executives. At a minimum, the Board of Directors or the Nomination and Remuneration Committee shall, together with the Chief Executive Officer, consider the criteria and methods for nomination and appointment of people and approve the people proposed by the Chief Executive Officer to serve as senior executives.

4.1.3 To ensure continuity of business operations, the Board of Directors shall oversee the establishment of a succession plan (Succession Plan) to prepare for succession for the positions of the Chief Executive Officer and senior executives, and shall require the Chief Executive Officer to report progress under the succession plan to the Board of Directors on a periodic basis, at least once a year.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 26/52

4.1.4 The Board of Directors shall promote and support the Chief Executive Officer and senior executives to receive training and development to enhance knowledge and experience beneficial to the performance of duties.

4.1.5 The Board of Directors shall clearly prescribe policies and practices regarding the Chief Executive Officer's and senior executives' holding of directorships in other companies, including the types of directorship positions and the number of companies in which they may hold such positions.

4.2 The Board of Directors shall establish an appropriate remuneration structure and performance evaluation framework.

Practices to Comply with the Principle

4.2.1 The Board of Directors shall establish a remuneration structure that serves as an incentive for the Chief Executive Officer, senior executives, and personnel at all levels to perform duties aligned with the Company's long-term interests, which include:

- (1) Considering the appropriateness of the proportion of remuneration in the form of salary, short-term performance-based compensation such as bonuses, and long-term performance-based compensation such as an Employee Stock Ownership Plan.
- (2) Establishing a remuneration payment policy that considers factors such as remuneration levels being higher than or comparable to the approximate industry level, and the Company's operating performance.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 27/52

(3) Establishing a policy on performance evaluation criteria and communicating such criteria to be acknowledged.

4.2.2 The Board of Directors, excluding executive directors, shall have roles in relation to the Chief Executive Officer's remuneration and performance evaluation, at a minimum, in the following matters:

(1) Approving the Chief Executive Officer's performance evaluation criteria, which shall be designed to incentivize the Chief Executive Officer to manage the business in accordance with the Company's objectives, principal goals, strategies, and long-term interests, and communicating such criteria to the Chief Executive Officer in advance.

(2) Conducting the Chief Executive Officer's performance evaluation annually, or assigning the Nomination and Remuneration Committee to conduct such evaluation, and the Chairman of the Board or a lead director shall communicate the consideration results, including development points, to the Chief Executive Officer.

(3) Approving the Chief Executive Officer's annual remuneration and considering the Chief Executive Officer's performance evaluation results and other relevant factors

4.2.3 The Board of Directors shall consider criteria and factors for performance evaluation and approve the remuneration structure of senior executives, and monitor that the Chief Executive Officer evaluates senior executives in alignment with such evaluation principles.

4.2.4 The Board of Directors shall oversee the establishment of performance evaluation criteria and factors for the entire organization.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 28/52

4.3 The Board of Directors must understand the shareholding structure and relationships that may affect the management and operations of the business.

Practices to Comply with the Principle

1.3.1 The Board of Directors shall understand the shareholding structure and relationships among shareholders, which may take the form of family business arrangements, whether written or unwritten, shareholders' agreements, or policies of the parent company group, which affect the authority to control the management of the business.

1.3.2 The Board of Directors shall ensure that the arrangements under Clause 4.3.1 do not obstruct the Board's performance of duties, such as having suitable people to succeed in positions.

1.3.3 The Board of Directors shall ensure that information on any agreements that affect control of the business is disclosed.

4.4 The Board of Directors shall oversee the management and development of personnel to ensure an appropriate number of personnel with appropriate knowledge, skills, experience, and incentives.

Practices to Comply with the Principle

4.4.1 The Board of Directors shall ensure that human resource management is aligned with the Company's direction and strategy, that employees at all levels possess appropriate knowledge, capabilities, and incentives, and are treated fairly, to retain talented personnel within the organization.

4.4.2 The Board of Directors shall ensure the establishment of a provident fund or other mechanisms to ensure that employees have sufficient savings for retirement and shall also support employees to have knowledge and

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 29/52

understanding of financial management and the selection of investment policies aligned with age, risk level, or ensure that there is a life-path investment policy.

**Principle 5: Promoting Innovation and Responsible Business Conduct**

5.1 The Board of Directors should place importance on and support the creation of new innovations that generate value for the business and create benefits for customers or relevant parties, while maintaining responsibility toward society and the environment.

Practices to Comply with the Principle

5.1.1 The Board of Directors shall place importance on fostering an organizational culture that promotes innovation and ensure that management incorporates such culture as part of strategy reviews, operational improvement and development planning, and performance monitoring.

5.1.2 The Board of Directors shall promote the creation of innovation to enhance value for the business in response to continuously changing environmental factors. Such innovation may include the determination of business models, ways of thinking, perspectives in the design and development of products and services, research, improvement of production and work processes, as well as collaboration with business partners.

5.2 The Board of Directors shall monitor and oversee management’s conduct of business with responsibility toward society and the environment, as reflected in the operational plan, to ensure that all parts of the Company operate in alignment with the Company’s objectives, principal goals, and strategies.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 30/52

Practices to Comply with the Principle

5.2.1 The Board of Directors shall ensure that mechanisms are in place to provide assurance that the Company conducts business ethically, with responsibility toward society and the environment, and without violating the rights of stakeholders. Such mechanisms serve as guidelines enabling all parts of the organization to achieve the Company’s objectives and principal goals in a sustainable manner, and may include policies or practices that at a minimum cover the following matters:

- (1) Responsibility toward employees and workers, by complying with applicable laws and standards, treating employees and workers fairly, and respecting human rights. This includes fair remuneration and other benefits, provision of welfare benefits at not less than the statutory minimum or higher as appropriate, occupational health and safety, training and knowledge development, capability enhancement, career advancement, and providing opportunities for employees to develop skills in other areas.
  
- (2) Responsibility toward customers, by complying with applicable laws and standards and considering health, safety, fairness, customer data protection, after-sales services throughout the product and service life cycle, and monitoring and measuring customer satisfaction for the purpose of improving products and services. Advertising, public relations, and sales conduct shall be carried out responsibly, without causing misunderstanding or exploiting customers’ misunderstanding.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 31/52

- (3) Responsibility toward business partners, through fair procurement processes and fair contractual terms or agreements; providing knowledge support, capability development, and enhancement of production and service standards of the Company and its subsidiaries; communicating and ensuring that business partners respect human rights, treat their workforce fairly, and act with responsibility toward society and the environment; as well as monitoring, auditing, and evaluating business partners to foster sustainable business relationships.
  
- (4) Responsibility toward communities, by applying business knowledge and experience to develop projects that generate tangible benefits for communities, with monitoring and measurement of progress and long-term outcomes.
  
- (5) Responsibility toward the environment, by preventing, reducing, managing, and ensuring that the Company and its subsidiaries do not create or cause adverse environmental impacts. This includes energy use, water use, use of renewable resources, protection and restoration of biodiversity affected by business operations, management and disposal of waste arising from business operations, and greenhouse gas emissions (if any).
  
- (6) Fair competition, by conducting business transparently and without creating unfair competitive advantages.
  
- (7) Anti-corruption and anti-bribery, by complying with applicable laws and standards, establishing and publicly disclosing an anti-corruption

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 32/52

and anti-bribery policy, supporting other companies and business partners in establishing and publicly disclosing such policies, and participating in relevant collective action initiatives or networks.

5.3 The Board of Directors shall oversee management to ensure that resources are allocated and managed efficiently and effectively, considering impacts and resource utilization throughout the value chain, to achieve the Company’s objectives and principal goals over the long term.

Practices to Comply with the Principle

5.3.1 The Board of Directors shall recognize the necessity of resources required and acknowledge that the utilization of each type of resource has interrelated impacts.

5.3.2 The Board of Directors shall recognize that different business models result in different impacts on resources. Accordingly, in deciding on a business model, consideration should be given to the impacts and value derived from resource utilization, while maintaining a foundation of ethics, responsibility, and sustainable value creation for the business.

5.3.3 The Board of Directors shall ensure that, in achieving the Company’s objectives and principal goals, management regularly reviews, develops, oversees, and manages the use of resources efficiently and effectively, considering changes in both internal and external factors. At a minimum, the resources to be considered shall include six (6) types: financial capital, manufactured capital, intellectual capital, human capital, social and relationship capital, and natural capital.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 33/52

5.4 The Board of Directors has the duty to establish an enterprise-level framework for the governance and management of information technology that aligns with the Company’s needs, and to oversee the adoption of information technology to enhance business opportunities, improve operational performance, and manage risks, so that the Company can achieve its objectives and principal goals.

Practices to Comply with the Principle

5.4.1 The Board of Directors shall establish policies on the allocation and management of information technology resources, covering the allocation of sufficient resources to support business operations and the establishment of guidelines to address situations where resources cannot be allocated as planned.

5.4.2 The Board of Directors shall ensure that the Company’s enterprise risk management covers the management and control of information technology risks.

**Principle 6: Ensuring Appropriate Risk Management and Internal Control System**

6.1 The Board of Directors shall oversee and ensure that the Company has a risk management and internal control system that enables the Company to achieve its objectives effectively and to operate in compliance with applicable laws and relevant standards.

Practices to Comply with the Principle

6.1.1 The Board of Directors shall study and understand the Company’s significant risks and approve the acceptable level of risk.

6.1.2 The Board of Directors shall consider and approve a risk management policy that is aligned with the Company’s objectives, principal goals, strategies,

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 34/52

and acceptable risk levels, to serve as a framework guiding the risk management process throughout the organization in a consistent direction. In this regard, the Board of Directors shall place importance on early warning signals and ensure that the risk management policy is regularly reviewed, for example, at least once a year.

- 6.1.3 The Board of Directors shall ensure that the Company identifies risks by considering both external and internal factors that may prevent the Company from achieving its stated objectives. Key risks that the Board of Directors shall focus on include strategic risk, financial risk, operational risk, compliance risk, and fraud risk, among others.
- 6.1.4 The Board of Directors shall ensure that the Company assesses the impacts and likelihood of the identified risks to prioritize risks and determine appropriate risk management measures, such as risk acceptance (Take), risk treatment (Treat), risk avoidance (Terminate), and risk transfer (Transfer).
- 6.1.5 The Board of Directors shall assign the Risk Management Committee or the Audit Committee to review matters under Clauses 6.1.1 – 6.1.4 prior to submitting them to the Board of Directors for consideration, as appropriate to the nature of the business.
- 6.1.6 The Board of Directors shall regularly monitor and evaluate the effectiveness of the risk management process.
- 6.1.7 The Board of Directors has a duty to ensure that the Company conducts its business in compliance with applicable laws and relevant standards, both domestic and international.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 35/52

6.1.8 In cases where the Company has subsidiaries or other entities in which the Company has made significant investments (for example, holding voting rights of at least twenty percent (20%) but not exceeding fifty percent (50%)), the Board of Directors shall incorporate the results of internal control and risk management assessments as part of its consideration under Clauses 6.1.1 – 6.1.7.

6.2 The Board of Directors shall establish an Audit Committee that can perform its duties effectively and independently.

Practices to Comply with the Principle

6.2.1 The Board of Directors shall establish an Audit Committee consisting of at least three (3) directors, all of whom must be independent directors and possess qualifications and duties in accordance with the criteria prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand.

6.2.2 The Board of Directors shall specify the duties of the Audit Committee in writing, which should include at least the following responsibilities:

- (1) Reviewing the accuracy and completeness of the Company's financial reporting (Accuracy and Completeness).
- (2) Reviewing the adequacy and effectiveness of the Company's internal control system and internal audit system.
- (3) Reviewing the Company's compliance with applicable laws and relevant standards.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 36/52

- (4) Considering the independence of the internal audit function and approving the appointment, transfer, or termination of the head of internal audit or any other unit responsible for internal audit.
- (5) Considering, selecting, and proposing independent people to serve as the Company's external auditors, and proposing their remuneration, as well as meeting with the external auditors without management present at least once a year.
- (6) Considering related party transactions or transactions that may involve conflicts of interest, to ensure compliance with applicable laws and that such transactions are reasonable and in the best interests of the Company.
- (7) Reviewing the Company's internal processes relating to whistleblowing, complaint handling, and compliance with anti-corruption policies, rules, and applicable laws, ensuring that such processes are robust, appropriate, up-to-date, effective, and aligned with international standards.

6.2.3 The Board of Directors shall ensure that the Company provides mechanisms or tools enabling the Audit Committee to access information necessary for performing its assigned duties, such as facilitating the Audit Committee's ability to summon relevant persons to provide information, to consult with external auditors, or to obtain independent opinions from other professional advisors for consideration by the Audit Committee.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 37/52

6.2.4 The Board of Directors shall ensure that the Company has independent internal audit personnel or a unit responsible for developing and reviewing the effectiveness of the risk management and internal control systems, reporting to the Audit Committee, and disclosing the review report in the annual report (Form 56-1 One Report).

6.2.5 The Audit Committee shall provide an opinion on the adequacy of risk management and internal control systems and disclose such opinion in the annual report (Form 56-1 One Report).

6.3 The Board of Directors shall monitor, oversee, and manage conflicts of interest that may arise between the Company and management, the Board of Directors, or shareholders, including the prevention of improper use of the Company's assets, information, and business opportunities, and inappropriate transactions with related parties.

Practices to Comply with the Principle

6.3.1 The Board of Directors shall oversee the establishment of an information security system, including policies and practices governing confidentiality, integrity, and availability of information, as well as the management of market-sensitive information. The Board of Directors shall also ensure that directors, senior executives, employees, and relevant external parties—such as legal advisors and financial advisors—comply with the information security system.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 38/52

6.3.2 The Board of Directors shall ensure that potential conflict-of-interest transactions are properly managed and monitored, and that guidelines and procedures are in place to ensure such transactions are conducted in accordance with legally prescribed processes and disclosure requirements, and in the best interests of the Company and shareholders. Interested people should not participate in the decision-making process.

6.3.3 The Board of Directors shall require directors to disclose their interests prior to Board consideration, record such disclosures in the minutes of Board meetings, and require such directors to abstain from participation in the relevant agenda item. The Board shall ensure that directors with material interests that may impair their ability to provide independent opinions refrain from participating in the consideration of such matters.

6.4 The Board of Directors shall oversee the establishment of clear anti-corruption policies and practices and ensure that such policies are communicated throughout all levels of the organization and to external parties to enable effective implementation. The Board shall also establish programs or measures to prevent fraud and corruption, and support activities that promote and instill compliance with applicable laws and regulations among all employees.

Practices to Comply with the Principle

6.4.1 The Board of Directors shall establish an Anti-Corruption Policy and implement programs or measures to prevent fraud and corruption, including supporting activities that promote and instill compliance with applicable laws and regulations among all employees.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 39/52

6.5 The Board of Directors shall ensure that the Company has mechanisms for handling complaints and whistleblowing.

Practices to Comply with the Principle

6.5.1 The Board of Directors shall oversee the establishment of mechanisms and management processes (recording, progress tracking, corrective actions, and reporting) for handling stakeholders' complaints and ensure that convenient complaint channels are provided through more than one channel. Such channels shall be disclosed on the Company's website or in the annual report (Form 56-1 One Report).

6.5.2 The Board of Directors shall ensure that clear policies and guidelines are in place for whistleblowing cases, including providing channels for whistleblowing through the Company's website, the Chairman of the Board, or the Chairman of the Audit Committee, as well as establishing procedures for investigation, action, and reporting to the Board of Directors.

6.5.3 The Board of Directors shall ensure that appropriate protection measures are in place for whistleblowers who report concerns in good faith.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 40/52

**Principle 7: Maintaining Financial Credibility and Disclosure**

7.1 The Board of Directors is responsible for ensuring that the Company’s financial reporting system and the disclosure of material information are accurate, adequate, and timely, and in compliance with applicable rules, standards, and relevant practices.

Practices to Comply with the Principle

7.1.1 The Board of Directors shall ensure that personnel involved in the preparation and disclosure of information possess appropriate knowledge, skills, and experience commensurate with their duties and responsibilities, and that there are sufficient personnel. Such personnel include, but are not limited to, the chief accounting and finance executives, accounting personnel, internal auditors, the Company Secretary, and investor relations personnel.

7.1.2 In approving information disclosure, the Board of Directors shall take relevant factors into consideration. In the case of financial reports, at a minimum, the following factors shall be considered:

- (1) Results of the assessment of the adequacy of the internal control system.
- (2) The auditor’s opinion in the financial statements and the auditor’s observations regarding the internal control system, including any observations communicated through other channels (if any).
- (3) The opinion of the Audit Committee.
- (4) Consistence with the Company’s objectives, principal goals, strategies, and policies.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 41/52

7.1.3 The Board of Directors shall ensure that disclosures, including financial statements and the annual report (Form 56-1 One Report), adequately reflect the Company's financial position and operating results. The Board shall also support the preparation of Management Discussion and Analysis (MD&A) to accompany quarterly financial disclosures, to provide investors with sufficient information and a better understanding of changes in the Company's financial position and operating performance in each quarter, beyond the numerical figures presented in the financial statements alone.

7.1.4 Where any disclosure item specifically relates to an individual director, such director shall ensure that the disclosure of information relating to him or her is complete and accurate, such as information regarding shareholdings of the director's group or disclosures relating to shareholders' agreements of the director's group.

7.2 The Board of Directors shall monitor and ensure the adequacy of the Company's financial liquidity and debt servicing capability.

Practices to Comply with the Principle

7.2.1 The Board of Directors shall ensure that management monitors and assesses the Company's financial position and reports regularly to the Board of Directors. The Board of Directors and management shall jointly seek prompt solutions if there are early warning signs of financial liquidity or debt servicing issues.

7.2.2 In approving any transactions or proposing matters for shareholders' approval, the Board of Directors shall ensure that such transactions will not adversely affect the continuity of business operations, financial liquidity, or debt servicing capability.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 42/52

7.3 In circumstances where the Company encounters financial difficulties or is likely to face financial difficulties, the Board of Directors must ensure that the Company has a plan or other mechanisms in place to address such financial problems, considering the rights of stakeholders.

Practices to Comply with the Principle

7.3.1 Where the business is likely to be unable to meet its debt obligations or is experiencing financial difficulties, the Board of Directors shall closely monitor the situation, ensure that the business operates with due caution, and comply with disclosure requirements.

7.3.2 The Board of Directors shall ensure that the business establishes plans to resolve financial difficulties, considering fairness to stakeholders, including creditors, and shall monitor such remedial actions by requiring management to report the status on a regular basis.

7.3.3 The Board of Directors should ensure that any decisions made to address the Company's financial difficulties, regardless of the method employed, are reasonable.

Examples of Warning Signs Include:

- (1) Continuous operating losses.
- (2) Low cash flows.
- (3) Incomplete financial information.
- (4) Lack of an appropriate accounting system.
- (5) Lack of cash flow and budget evaluation.
- (6) Absence of a business plan.
- (7) Liabilities increasing to exceed assets.
- (8) Difficulties in inventory turnover and receivables collection.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 43/52

7.4 The Board of Directors shall consider preparing a sustainability report, as appropriate.

Practices to Comply with the Principle

7.4.1 The Board of Directors shall consider the appropriateness of disclosing information on legal compliance, compliance with codes of conduct, anti-corruption policies, treatment of employees and stakeholders, including fair treatment and respect for human rights, as well as social and environmental responsibility, considering reporting frameworks recognized domestically or internationally. Such information may be disclosed in the annual report (Form 56-1 One Report) or prepared as a separate report, as appropriate to the Company.

7.4.2 The Board of Directors shall ensure that disclosed information is material and reflects practices that lead to sustainable value creation for the Company.

7.5 The Board of Directors should ensure that management establishes an investor relations function or assigns responsibility for investor relations to communicate with shareholders and other stakeholders, such as investors and analysts, in an appropriate, equitable, and timely manner.

Practices to Comply with the Principle

7.5.1 The Board of Directors shall establish a Communication Policy and a Disclosure Policy to ensure that communication and disclosure to external parties are appropriate, equitable, timely, conducted through suitable channels, protect confidential information and price-sensitive information, and are consistently understood and implemented throughout the organization.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 44/52

7.5.2 The Board of Directors shall designate persons responsible for providing information to external parties, who must be suitable for such duties, understand the Company's business, objectives, principal goals, and values, and be capable of effective communication with the capital market, such as the Chief Executive Officer, Chief Financial Officer, Chief Technology Officer, and Chief Supply Chain Officer.

7.5.3 The Board of Directors shall ensure that management provides direction and supports investor relations activities, such as establishing guidelines for information disclosure, policies for managing price-sensitive information, and clearly defining the duties and responsibilities of investor relations personnel, to ensure effective communication and disclosure.

7.6 The Board of Directors should promote the use of information technology for information dissemination.

Practices to Comply with the Principle

7.6.1 In addition to disclosures made in accordance with prescribed requirements and through the Stock Exchange of Thailand's channels, the Board of Directors shall consider disclosure of information in both Thai and English through other channels, such as the Company's website, on a regular basis, with up-to-date information, including:

- (1) The Company's vision and values.
- (2) The nature of the Company's business.
- (3) Names of the Board of Directors and executives.
- (4) Financial statements and reports on financial position and operating results, both current and prior periods.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 45/52

- (5) The annual report (Form 56-1 One Report) available for download.
- (6) Information or documents presented to analysts, fund managers, or the media.
- (7) Direct and indirect shareholding structure.
- (8) Group structure, including subsidiaries, associates, joint ventures, and special purpose enterprises/vehicles (SPEs/SPVs).
- (9) Major shareholder groups, both direct and indirect, hold at least five percent (5%) of the total issued and voting shares.
- (10) Direct and indirect shareholdings of directors, major shareholders, and senior executives.
- (11) Notices of annual and extraordinary shareholders' meetings.
- (12) The Company's Articles of Association and Memorandum of Association.
- (13) The Company's Corporate Governance Policy, Anti-Corruption Policy, Risk Management Policy, including risk management practices.
- (14) Charters or descriptions of duties, responsibilities, qualifications, and terms of office of the Board of Directors, as well as matters requiring Board approval; charters or descriptions of duties, responsibilities, qualifications, and terms of office of the Audit Committee, Executive Committee, Nomination and Remuneration Committee, and Risk Management Committee.
- (15) Codes of conduct for the Company's employees and directors, including the code of conduct for investor relations personnel.
- (16) Contact information for relevant units, complaint channels, or people responsible for investor relations and the Company Secretary, such as names, telephone numbers, and email addresses.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 46/52

## Principle 8: Supporting Shareholder Engagement and Communication

8.1 The Board of Directors shall ensure that shareholders are able to participate in decision-making on significant matters for the Company.

### Practices to Comply with the Principle

8.1.1 The Board of Directors shall ensure that material matters, including matters prescribed by law and matters that may affect the direction of the Company's operations, are subject to shareholders' consideration and/or approval. Such material matters shall be included as agenda items at shareholders' meetings.

8.1.2 The Board of Directors shall support shareholder participation, such as:

(1) Establish criteria that allow minority shareholders to propose additional agenda items in advance of the shareholders' meeting. The Board of Directors shall consider including matters proposed by shareholders as agenda items, and in cases where the Board of Directors rejects a matter proposed by shareholders, the Board shall inform the shareholders' meeting of the reasons.

(2) Establish criteria that allow minority shareholders to nominate individuals for appointments as directors. The Board of Directors shall ensure that such criteria are disclosed to shareholders in advance.

8.1.3 The Board of Directors shall ensure that the notice of shareholders' meeting contains accurate, complete, and sufficient information to enable shareholders to exercise their rights.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 47/52

8.1.4 The Board of Directors shall ensure that the notice of shareholders' meeting, together with relevant documents, is delivered to shareholders and published on the Company's website at least twenty-eight (28) days prior to the meeting date, or within the period prescribed by applicable laws or regulations.

8.1.5 The Board of Directors shall allow shareholders to submit questions in advance of the meeting date, establish criteria for advance submission of questions, and publish such criteria on the Company's website.

8.1.6 The notice of shareholders' meeting and related documents shall be prepared in full in the English language and published together with the Thai version. Details in the notice of shareholders' meeting shall include the following:

- (1) The date, time, and venue of the shareholders' meeting.
- (2) The meeting agenda, specifying whether each agenda item is for acknowledgement or approval, and clearly separating each matter. For example, for agenda items relating to directors, the election of directors and approval of directors' remuneration shall be presented as separate agenda items.
- (3) The objectives, reasons, and the Board of Directors' opinions for each proposed agenda item, including:
  - a. Agenda for dividend payment approval – dividend payment policy, proposed dividend rate together with reasons and supporting information; in the case of a proposal to omit dividend payment, reasons and supporting information shall also be provided.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 48/52

- b. Agenda for appointment of directors – names, age, educational background, work experience, number of listed companies and other companies in which the proposed persons hold directorships, nomination criteria and methods, type of directors proposed, and, in the case of reappointment of existing directors, attendance records for the preceding year and the date of first appointment as directors of the Company.
  - c. Agenda for approval of directors’ remuneration – policies and criteria for determining remuneration of each director position, and all forms of directors’ remuneration, both monetary and other benefits.
  - d. Agenda for appointment of auditors – names of auditors, affiliated audit firms, work experience, independence of auditors, audit fees, and other service fees.
- (4) Proxy forms in the format prescribed by the Ministry of Commerce.
- (5) Other supporting information for the meeting, such as voting procedures, vote counting and announcement of voting results, voting rights of each class of shares, information of independent directors proposed by the Company to act as proxy holders for shareholders, documents required for meeting attendance, proxy documentation, and a map of the meeting venue.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 49/52

8.2 The Board of Directors shall ensure that shareholders' meetings are conducted in an orderly, transparent, and efficient manner, and facilitate shareholders' ability to exercise their rights.

Practices to Comply with the Principle

8.2.1 The Board of Directors shall determine the date, time, and venue of shareholders' meetings, considering shareholders' convenience in attending the meeting, such as appropriate meeting timing with sufficient time for discussion, and a venue that is convenient for travel.

8.2.2 The Board of Directors shall ensure that no actions are taken that unduly restrict shareholders' opportunities to attend meetings or impose excessive burdens on shareholders, such as requiring shareholders or proxy holders to present documents or identification beyond those prescribed in the guidelines of relevant regulatory authorities.

8.2.3 The Board of Directors shall promote the use of technology for shareholders' meetings, including shareholder registration, vote counting, and result display, to ensure that meeting procedures are conducted swiftly, accurately, and reliably.

8.2.4 The Chairman of the Board shall act as the Chairman of the shareholders' meeting and shall ensure that the meeting is conducted in accordance with applicable laws, relevant regulations, and the Company's Articles of Association, allocate appropriate time for each agenda item as specified in the meeting notice, and allow shareholders to express opinions and raise questions on matters relating to the Company.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 50/52

- 8.2.5 To enable shareholders to participate in decision-making on significant matters, directors, in their capacity as meeting participants and shareholders, shall not unnecessarily add agenda items that were not previously notified, particularly material agenda items that require shareholders to have sufficient time to study information prior to making decisions.
- 8.2.6 All directors and relevant executives should attend shareholders' meetings to enable shareholders to raise questions on relevant matters.
- 8.2.7 Prior to the commencement of the meeting, shareholders shall be informed of the number and proportion of shareholders attending the meeting in person and by proxy, the meeting procedures, voting methods, and vote counting procedures.
- 8.2.8 Where any agenda item comprises multiple matters, the Chairman of the meeting shall arrange for separate voting on each matter, such as allowing shareholders to exercise their voting rights on an individual basis for the appointment of directors.
- 8.2.9 The Board of Directors shall support the use of voting cards for material agenda items, encourage the appointment of independent persons to count or verify votes at the meeting, and disclose voting results for each agenda item, including votes in favor, against, and abstentions, to the meeting, and record such results in the minutes of the meeting.

Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 51/52

8.3 The Board of Directors shall ensure that disclosure of shareholders' meeting resolutions and the preparation of minutes of shareholders' meetings are accurate and complete.

Practices to Comply with the Principle

8.3.1 The Board of Directors shall ensure that the Company discloses the resolutions of the shareholders' meeting together with voting results by the next business day through the Stock Exchange of Thailand's news dissemination system and on the Company's website.

8.3.2 The Board of Directors shall ensure that a copy of the minutes of the shareholders' meeting is submitted to the Stock Exchange of Thailand within fourteen (14) days from the date of the shareholders' meeting.

8.3.3 The Board of Directors shall ensure that the minutes of the shareholders' meeting record, at a minimum, the following information:

- (1) Names of directors and executives attending the meeting, and the proportion of directors attending and not attending the meeting.
- (2) Voting methods and vote counting procedures, resolutions of the meeting, and voting results (votes in favor, against, abstentions, and invalid votes) for each agenda item.
- (3) Questions and answers raised at the meeting, including the full names of the questioners and respondents.



Supporting Documents  <b>Corporate Governance Policy</b>	Document Code: GN-CSO-005	
	Effective Date: 23/07/2024	
	Amendment No. 00	Page 52/52

This Corporate Governance Policy was approved by the Board of Directors' Meeting No. 1/2024 held on 19 July 2024 and shall be effective from 23 July 2024 onwards.

Announced on 23 July 2024

(Mr. Chawalit Tippawanich)

Chairman of Board of Directors

Unique Plastic Industry Public Company Limited