



Attachment 5

Full version of the corporate governance policies and practice and full version of Code of Conduct that the Company has prepared

The Corporate Governance Policies and Practice

The Board of Directors adheres firmly to the importance of good corporate governance. The Company intends to promote itself as an efficient organization in conducting business with good management, moral in business operations along with a transparent and verifiable management system, and equality and fairness in order to mature sustainably by producing the maximum benefits for the Company and generating a good relationship as well as confidence among stakeholders in all business sectors, including shareholders, employees, customers, business partners, government agencies, creditors, community, and society, which also reflects the corporate social responsibility.

In order to conform to the CG Code for listed companies of the Office of the Securities and Exchange Commission, the Sub-committee has established a good corporate governance policy in compliance with international standards of corporate governance, so that the Board of Directors, as the leader of the organization, shall observe appropriately the following 8 principles:

Practice Principle 1: Establish Clear Leadership Role and Responsibilities of the Board

Practice Principle 2: Define Objectives that Promote Sustainable Value Creation

Practice Principle 3: Strengthen Board Effectiveness

Practice Principle 4: Ensure Effective CEO and People Management

Practice Principle 5: Nurture Innovation and Responsible Business

Practice Principle 6: Strengthen Effective Risk Management and Internal Control

Practice Principle 7: Ensure Disclosure and Financial Integrity

Practice Principle 8: Ensure Engagement and Communication with Shareholders

Additionally, the Company has established Business Code of Conduct as the guidelines for business operations by specifying Code of Practice and Compliance for directors, executive directors, employees, and subsidiaries to acknowledge and conduct in the same manners.

**Practice Principle 1: Establish Clear Leadership Role and Responsibilities of the Board**

The Board of Directors has recognized the roles, duties, and responsibilities as the leader of the organization that must oversee the organization to have a good management, supervise the Company's business operations to be transparent, and lead to sustainability. The roles, duties, and responsibilities of the Board of Directors are as follow:

1. Specify objectives and main goals in business operations as well as the vision and mission of the Company, and communicate to employees so that everyone aims in the same direction with a joint commitment to develop the organization to the goals of creating sustainable business values in the aspects of economy, social, and environmental, with regard to all stakeholders.

2. At the annual meeting of the Board of Directors, the Board of Directors will jointly review the policies, operating strategies, and operational budgets in accordance with business directions, along with monitoring and evaluating the performance by taking into account the competitiveness, technology industry trends, business impacts, both short-term and long-term from the performance report of Executive Committee, so that the Management can adopt them to make progress or adjustment for better performance, which allow the Company to adapt under changing factors appropriately and efficiently.

3. Specify the scope of duties and responsibilities of the Board of Directors according to the Director's Manual and the charter of each sub-committee. It shall be reviewed annually in order that the directors and executive directors will perform their duties responsibly, carefully, and honestly for the organization, and, can practice correctly and appropriately to keep up with occurring changes. In addition, the responsibilities of the Board and the executives have clearly been separated so the operations can be executed correctly according to the law, regulations, and resolutions of the shareholders' meeting as well as the established guidelines. The stated roles, duties, and responsibilities shall regularly be conveyed to directors, Sub-Committees, and employees at all levels.

4. Specify strategies, policies, procedures, and Code of Conduct for directors, executive directors, and employees to cover all operations of the Company. In addition, organize meetings of the Board of Directors that monitor the performances of the executive directors regarding implementation of the Company's strategies at least once a year. Additionally, compile various policies in the form of a corporate governance manual to be used as principles for ethical work practices by respecting the rights and being responsible for shareholders and all stakeholders on the basis of accuracy and suitability according to good corporate governance principles, which portray the principles and guidelines of operations ready to drive the business forward according to cultural framework of the organization (METRO Way). Also, remain good role models as leaders in corporate governance by emphasizing on the impacts on society and the environment besides financial performance in order that the Company shall have stable and sustainable growth in the long term.

5. Hold the Board of Directors meeting at least every 3 months, arrange the shareholders' meeting within 4 months from the end of the Company's accounting period, and organize an extraordinary general meeting of shareholders from time to time as necessary for the operations of the business.



6. Establish an internal control system and internal audit in the Company, and implement a risk management system appropriately, carefully, and efficiently, and monitor operations in various matters continuously and regularly in the Board of Directors meetings.

7. Appoint the Corporate Secretary and assign the scope of authorities and responsibilities in order to perform duties responsibly, carefully and honestly.

Scope of Authority of Chairman

- 1) Call a meeting of the Board of Directors, as well as set the date, time and agenda.
- 2) Preside as chair of the Board of Directors meetings in order to steer the meetings and give the casting vote in the case of voting with equal votes on both sides.
- 3) Control the meeting to be efficient according to the Company's regulations, support and allows directors to express their opinions independently.
- 4) Preside as the chairman of the shareholders' meetings of the Company in order to steer the shareholders' meeting.
- 5) Support and promote the Board to perform their duties to the best of their abilities according to the scope of authorities and responsibilities corresponding to the principles of corporate governance.
- 6) Management of key relationships through fostering constructive relationships between executive and non-executive directors, as well as between the Board and management, to enhance cooperation, transparency, and the effectiveness of corporate governance in line with good corporate governance principles.
- 7) Supervise and monitor the administration of the Board, Executive Committee, and various Sub-Committees in order to achieve the objectives as stated.

Scope of Authority of Chief Executive Officer

- 1) Manage and supervise the normal business operations of the Company, e.g. consideration on making purchase agreement for products or services, etc.
- 2) Become the person who defines the missions, objectives, guidelines, and policies, oversee overall operations, and deal with the product owners, customers, and marketing.
- 3) Consider business strategies and fundraising for the Company in order to present to the Executive Committee and/or the Board of Directors according to the order of importance.
- 4) Have the authority to appoint a deputy or assistant to the Chief Executive Officer and various consultants necessary for the operations of the Company.
- 5) Have the authority to hire, appoint, lay off, dismiss, set the wage rates, issue rewards, and increase salaries, remuneration, and bonuses for employees of all levels, except for nominating, appointing, and discharging personnel in the position of president or vice president, which must be submitted to the Executive Committee for approval.
- 6) Have the authority to consider and approve on matters related to operations, contract signing, agreements related to the purchase or sale of products or services, which are normal business operations of



the Company, contracts related to procurement, or any other contracts for the benefit of the Company's business as specified in the annual approval structure or as assigned by the Board of Directors.

7) Have the authority to consider and approve financial matters or various operations as specified in the annual approval structure or as assigned by the Board of Directors.

8) Carry out any other matters as assigned by the Board of Directors.

Holding Positions in Other Companies of the Chief Executive Officer

The Chief Executive Officer ("CEO") who intends to hold a position as a director or senior executive in any company or juristic person other than the Company's subsidiaries or affiliates shall notify the Board of Directors of the reasons and relevant details of such company for consideration and approval prior to accepting such position. In the case of holding positions in other companies listed on the Stock Exchange of Thailand, the CEO may hold such positions in no more than five (5) listed companies in total, in order to ensure the ability to perform duties effectively, devote sufficient time and capabilities to the management of the Company, and maintain transparency in compliance with good corporate governance principles.

Practice Principle 2: Define Objectives that Promote Sustainable Value Creation

The Board of Directors jointly defines and reviews the Company's vision, mission, and business strategies, supervise the Company's business according to the objectives and goals stated to maximize the economic values for the Company and its shareholders. In addition, clearly specify business goals for both short and long terms. There are concrete operational frameworks and operating strategies for each year by taking into account the economic conditions, market competition conditions, risk factors, and the performances of the past years, along with follow-up on the achievement of the goals stated to enhance values for the Company, customers, stakeholders and society as a whole, and to strengthen the confidence of stakeholders in all sectors. They are free to express their opinions, do not seek benefits for themselves or any particular individuals, do not undertake any action in conflict or in competition with the interests of the Company and its subsidiaries. In addition, innovation and modern technology are applied appropriately and safely based on social and environmental responsibilities. They shall be ready to be the leaders who will develop the organization continuously leading to sustainability.

Practice Principle 3: Strengthen Board Effectiveness

The Board of Directors realizes the importance of corporate governance for the best interests of the Company with the understanding about the roles, duties, and responsibilities, by separating the roles between the Board of Directors and the management and supervising to ensure that the Company becomes confident in the system of transactions or other endeavors of the Company. The Board of Directors has practiced in accordance with the law and ethics in order to perform the duties of the Board of Directors efficiently and effectively. The Board of directors must jointly specify and review the structure of the Board of Directors, select people with knowledge and suitability to hold positions of directors, consider the remuneration of the Board of Directors in order to propose to the Annual General Meeting, and supervise policies and operations of subsidiaries, with the following guidelines:



3.1 Structure of the Board of Directors

The Board of Directors was made up of knowledgeable and experienced individuals in many fields. Most of the directors have taken executive courses offered by the Thai Institute of Directors Association (IOD). They have jointly formulated company policies with senior executives for both short and long term operational plan, financial policies, risk management, and an overview of the organization. Also, the supervises, audits, and evaluates the Company's performances, including those of senior executives, as planned in order to ensure that the composition and operation of the Board of Directors facilitate the independent exercise of decision-making.

The structure of the Board of Directors consists of 6 committees: the Board of Directors, Executive Committee, Audit Committee, Nominating and Remuneration Sub-Committee, Corporate Governance Sub-Committee, and the Risk Management Sub-Committee.

The Company has clearly specified and separated the authority of each committee. Consideration and decision making on important matters must be approved by each committee, which has specific duties, and proposed to the Board of Directors for consideration or acknowledgment in order to balance and review to ensure transparency and fairness to all concerned parties.

3.2 Recruitment of Directors

3.2.1 Recruitment and Nomination of the Company's Directors

The Company's Articles of Association stipulate that the Board of Directors consists of no less than 5 but no more than 30 members, and, that no less than half of all Directors must reside in the Kingdom of Thailand.

The selection of individuals to be appointed as the Company's directors must be nominated by the Nominating and Remuneration Sub-Committee with consideration according to the recruiting criteria of the Nominating and Remuneration Sub-Committee, which is determined by professional diversity and expertise without limitation on race, religion, gender and qualifications as follow:

1. Have knowledge, skills, experiences in the Company's industry, finance, accounting, management or others as appropriate, in accordance with the strategies and business operations of the Company and not in conflict with the regulations of the Company.
2. Do not have forbidden characters as prescribed by the Public Limited Company Law. In addition, there must not be any characters showing the lack of suitability to be entrusted by the shareholders to manage the Company according to the criteria set by the Securities and Exchange Commission.
3. Able to fully devote oneself with responsibilities to perform their duties and allocate sufficient time, especially in making important decisions for the benefit of the Company.
4. Be of morality, ethics, and any other qualifications that may be required by law or as appropriate by the Board of Directors.

Then, propose to the Board of Directors for consideration before presenting to the shareholders' meeting to consider electing the directors to take office later. The rules for the election of directors of the Company according to the Company's Articles of Association are as follow:

- 1) One shareholder has one vote equal to one share one vote.



2) Each shareholder is required to use all one's votes as stated in 1) to elect one person or many of them to become directors, but cannot divide the proportion of the votes to any person.

3) Persons, who receive the highest number of votes in descending order, shall be elected as directors equal to the number of directors required or to be elected at that time. In case that persons elected in descending order have equal votes in excess of the number of directors required or to be elected at that time, the chairman shall be the one to issue the casting vote.

In every Annual General Meeting, have one-third of directors give up the positions. If the number of directors cannot be exactly one-third, have the directors retire by the number closest to 1 out of 3.

Directors, who shall retire in the first year and the second year after the registration of Company, are decided by drawing lots. In the following years, the directors, who have been in office for the longest time, shall draw lots to determine who will retire. Retiring directors can also be re-elected.

Shareholders' meeting may pass a resolution on removing any director from office prior to the expiration of the term with a vote of no less than three-fourths of the number of shareholders attending the meeting with the rights to vote and having shares amounting no less than one-half of the number of shares held by shareholders attending the meeting with the rights to vote.

However, the shareholders of the Company, who hold shares of no less than 5% of the total number of shares with voting rights in the Company as one or multiple shareholders for at least whole one year, and, must hold shares on the date of nomination for director election and on the closing date of the register book for the determination of the rights in the Annual General Meeting, can nominate individuals to be elected as directors from September to November of every year in order that the Nominating and Remuneration Sub-Committee can scrutinize before proposing to the Board and the Annual General Meeting for further approval.

3.2.2 Terms of the Directors

The Board of Directors has a term of appointment according to the Company's Articles of Association, which also requires that the Chairman must not be the same person as the Chief Executive Officer or executive directors of the Company. Or, if any person in the Board of Directors holds an executive position in another company, the person must reveal the information openly to the supervisors.

3.2.3 Recruitment and Nomination of Top Management

The Board has considered and assigned the Nominating and Remuneration Sub-Committee to consider the criteria and methods for recruiting qualified individuals to take the position of the top management, and propose names of the persons deemed appropriate along with reasons for the consideration and appointment by the Board of Directors. In the recruitment process, the criteria for the consideration are as follow:

- 1) Have knowledge, skills, education, experiences, and expertise corresponding to the operations of the Company, and be able to help further develop the Company.
- 2) Have all the qualifications without any prohibited characters as prescribed by the Public Limited Company Law, securities laws, and other related laws.
- 3) Be able to fully devote oneself to making important decisions for the sake of the Company.
- 4) Have honesty, integrity, morals, ethics in management with a good work record



Then, the Nominating and Remuneration Sub-Committee shall present the names along with reasons to the Board of Directors for further appointment.

3.2.4 Sub-Committee

The Board of Directors has appointed each Sub-Committees, namely the Audit Committee, Nominating and Remuneration Sub-Committee, Corporate Governance Sub-Committee, and Risk Management Sub-Committee, to perform specific duties and present the performance results of each year or quarter (if any) to the Board of Directors for consideration and acknowledgment.

3.3 Division of Roles and Duties of the Board of Directors

The Company determines and divides the authorities of the Board of Directors and the management at different levels clearly. Consideration and decisions on important matters must be approved by the Board of Directors and Sub-Committees in order to balance and review to ensure transparency and fairness to all concerned parties.

3.4 Consideration of Directors' Remuneration

The Nominating and Remuneration Sub-Committee shall be the one, who determine the remuneration of the directors by scrutinizing the suitability in various aspects. Directors shall receive remuneration according to their experiences, duties, roles, and responsibilities, and comparable to those in similar industry, as well as the business expansion and profit growth of the Company. The remuneration for directors shall be in accordance with the principles and policies specified by the Board within the scope approved by the shareholders' meeting. (For the type of remuneration that must be approved by the shareholders' meeting)

3.5 Directors and Officers Liability Insurance Plan

The Company also offers Directors and Officers Liability Insurance plans, which protect directors and officers against financial losses or damages caused by "infringement or offense" that directors or officers of the Company are also legally liable.

3.6 Executive Development of the Directors

The Board of Directors emphasizes on the development of knowledge and competence by continuously promoting training and knowledge development for the Board of Directors, Sub-committees, executive directors, Corporate Secretary in order to gain knowledge and understanding about roles, duties, nature of business, laws related to business operations, and new ideas to be applied to the operations corresponding to the Company's business. The training and knowledge development are both conducted within the Company and through the services of external institutions, or as participation in various activities organized by the Thai Institute of Directors Association (IOD), the Office of the Securities and Exchange Commission (SEC), as well as other leading training institutes in all courses involved continuously throughout the year, with the disclosure of information from the training and various seminars of the directors in the Annual Registration Statements (Form 56-1 One Report).

3.7 The Orientation for Directors

The Company organizes an orientation for every director, who takes new office every time, in order to enhance knowledge and understanding of the directors firstly taken the positions in learning about the business and operations of the Company. The Corporate Secretary shall present documents and information useful for

operations of the new directors, e.g. Director Manual, CG Principle, Code of Conduct, regulations of the Company, shareholder structure, performances of the Company, various criteria, or related laws, etc.

3.8 Evaluation of the Performances of the Board of Directors and Sub-Committee

The Company has policies to arrange for the Board of Directors to have their own performance evaluations annually by using the Appraisal Form of the Stock Exchange of Thailand with modification to suit the Company in order for the Board of Directors to review the performances and obstacles in the work during the past year. Regarding the evaluation process, the Corporate Secretary shall distribute the Appraisal Forms to all directors for annual performance evaluation, both as committee and as individual, and gather the evaluation results from the directors to summarize and analyze the performance evaluation results of the directors in order to inform the Board's meeting of the results and problems, as well as apply the conclusions for further improvement of the performance of the Board of Directors.

In addition, the Company has policies for Sub-Committees to evaluate their own annual performances in order to serve as a scope for reviewing performances during the past year. It can be applied to correct and improve work efficiency. The evaluation results shall be presented to the Board of Directors meeting for acknowledgment. The guidelines for the evaluation are as follow:

The Board of Directors

The Appraisal Form for the Board of Directors of the Company can be categorized into 6 main topics as:

- 1) Structure and Qualification of the Board of Directors
- 2) Roles, Duties, and Responsibilities of the Board of Directors
- 3) The Board of Directors Meeting
- 4) The Dynamics of the Board's Performance
- 5) Relationship with the Management
- 6) Self-Development of Directors

With the criteria for each topic classified into 5 levels as:

- 0 = Strongly disagree, or, no action taken on the matter
- 1 = Disagree, or, little action taken on the matter
- 2 = Agree, or, action taken mostly on the matter
- 3 = Strongly agree, or, action well performed on the matter
- 4 = Totally agree, or, action very well done on the matter

Individual Directors

The Appraisal Form for individual director can be categorized into 5 main topics as:

- 1) Individual Qualities
- 2) Readiness to Perform Duties
- 3) Participation in the Meeting
- 4) Roles, Duties, and Responsibilities
- 5) Relationship with the Board of Directors and Management

With the criteria for each topic classified into 5 levels as:

- 0 = Strongly disagree, or, no action taken on the matter



- 1 = Disagree, or, little action taken on the matter
- 2 = Agree, or, action taken mostly on the matter
- 3 = Strongly agree, or, action well performed on the matter
- 4 = Totally agree, or action very well done on the matter

Sub-Committee

The Appraisal Form for individual member can be categorized into 4 main topics as:

- 1) Structure and qualification of the member
- 2) The Board of Directors meeting
- 3) Roles, Duties, and Responsibilities of the Board of Directors
- 4) The Board of Directors Reporting

With the criteria for each topic classified into 5 levels similar to the performance of individual director.

The secretary of each Sub-Committee shall be the one who collects and processes the results to be submitted to the Board of Directors and each Sub-Committee every year.

3.9 Reporting Stakeholder of Directors and Executive Directors

The Board of Directors requires directors and executive directors to report to the Company stakeholder of themselves and of their related individuals by preparing a report and submitting to the Company Secretary in order to report the stakeholder to the Board of director in the meetings annually.

3.10 Corporate Secretary

The Board of Directors shall be the one who appoints the Company Secretary to be responsible for overseeing the Board of Directors meetings, Annual General Meeting, and activities of the Board of Directors, as well as regulate the Company's Compliance Department to help the Board of directors and employees of the Company to have access to necessary information, comply with related laws and regulations as well as encourage the business operations to conform with the corporate governance standards.

Practice Principle 4: Ensure Effective CEO and People Management

Being aware of the personnel who will take office at all levels and become a part of driving the Company to its goals, the Board of Directors has ensured that the nomination and development of the Chief Executive Officer and top management at all levels shall be appropriate and transparent based on knowledge, skills, experiences, remuneration, and appropriate evaluation, as well as supervised the management and personnel development to be corresponding to the direction and strategies of the Company.

4.1 Recruitment and Nomination of Chief Executive Officer

The Nominating and Remuneration Sub-Committee shall scrutinize individuals, who have complete qualifications, understand the structure and relationship of shareholders that may affect the management, exhibit knowledge and expertise in the Company's business, can lead the organization to further development, as well as demonstrate leadership character without disgraceful behaviors. After the scrutiny, the Nominating and Remuneration Sub-Committee shall present them to the Board of directors for approval.



4.2 Succession Plan of Top Management

The Board of Directors has responsible for making a succession plan for the top management of the organization in case that executive directors vacate the office in order to ensure the investors, organizations, and employees that the operations of the Company shall carry on continuously.

4.3 Executive Directors Development and Human Resource Management

The Company promotes and facilitates ongoing training and education to the Board of Directors, Sub-committees, executive directors, and Corporate Secretary in order to create new knowledge and ideas to be applied to the operations corresponding to the Company's continuous business operations. This training and education are both conducted within the Company and through services of external institutions. Directors and executive directors of the Company must complete basic training courses of the Thai Institute of Directors Association (IOD) or other courses from the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thai Investors Association, Thai Institute of Directors Association, or other independent organizations. The Corporate Secretary shall coordinate with the directors to inform about training courses to enhance knowledge and to bring benefits in the operations of the directors.

Regarding human resource development, the Company has policies to develop personnel to have appropriate knowledge, skills, experience, and motivation by emphasizing on continuous development in order to become a learning organization along with organizing various demonstration centers so that employees can learn, strengthen their skills and expertise, and prepare themselves to develop and enhance their work potential to make themselves ready for rapid changes in technology, competition, business environment, internal and external economy, including disruptive innovation. Human resource development must be corresponding with business direction, strategies, vision, and mission of the Company and in conjunction with participation in social responsibility. In addition, the Company encourages directors, executives, and employees to adhere to business ethics on a regular basis both practicing by the writing and following the will of integrity, and monitor the practices by having everyone take the tests as the results are then used to evaluate the level of knowledge and understanding. The results of the aforementioned test are considered to be part of the consideration of the employees' performance in the annual performance evaluation.

Practice Principle 5: Nurture Innovation and Responsible Business

The Board of directors realizes the importance and supports the creation of innovation that brings value to the business, while creating benefits for customers or related parties with social and environmental responsibilities, by preparing an operation plan for all parties to operate according to the objectives, goals, and strategies of the Company and running the business with responsibilities, fairness, and consideration for the interests of all groups of stakeholders.

1. The Company always promotes the creation of innovations to add value to the business according to the changing environmental conditions. It also supports employees to innovate in both processes and add value to products, show creative potential Offer ideas for acquiring new business. Continuing innovation until it is protected as the Company owns intellectual property and must be innovative that does not encourage inappropriate behavior, to create a good image to be a new era organization that is a leader in future business. as well as develop the organization to grow forward sustainably.

2. The Company has operated with corporate social responsibility by supporting and promoting all employees to take part in doing good deeds, continuously giving back, and assistance to society, including focusing on developing the potentials of children and youth to be more efficient.



The Company's business operation does not affect on social responsibility, the environment, or any stakeholders. There is no legal violation in matters relating to the Company's principles of social responsibility, which are corporate governance, fair business operations, anti-corruption, respect for human rights, fair labor practices, responsibility to consumers, protection of the environment, community and social development, and possession of innovation and dissemination of innovation.

3. The Company realizes the importance of responsibility for all stakeholders. In order to be able to achieve sustainable objectives and main goals, resources are allocated and managed with efficiency and effectiveness by taking into account the impacts and development of resources throughout the supply chain with commitment to conduct business according to the Code of Conduct, good corporate governance policy, corporate social responsibility policy, anti-corruption policy, business partner acquisition and audit policy, and intellectual property protection policy. The stakeholders shall be treated equally and strictly according to the benefits and protection with fairness and appropriateness as follow:

1) Shareholders, Investors, and Analysts: The Company operates its business in a transparent, accurate, fair manner and in accordance with the rules, regulations and related laws, takes into account the returns to shareholders, and discloses correct and equitable information through the website of the Stock Exchange of Thailand (SET) and the Company's investor relations website on a regular basis, including organizing an activity for the Company to meet with investors in "Opportunity Day" and organize a Company Visit for analysts or investors to study information about the company's operations closely Meeting with executives Company visit and listened to presentations about the company's business in order to maximize benefits and increase shareholder value over the long term.

2) Customers: The Company distributes products and services at fair prices and international quality standards and treats customers fairly to ensure customer satisfaction. The Company has fulfilled contracts in a transparent, complete, and accurate manner while maintaining a good relationship between customers and the Company. For example, the Company has conducted customer satisfaction surveys in terms of confidence and trust in products and services, service satisfaction of sales staff, receipt of detailed information on the products and services that are accurate, complete, and consistent with documents showing the properties of the products and services regularly, personnel's skills, knowledge, and understanding of products and services, quickness and accuracy of the order process, accuracy and speed of product delivery, and satisfaction in each business group as a whole. The survey results were discussed with relevant departments to analyze the survey results and jointly find ways to improve products and services to increase customer satisfaction in the long run. The Company aims to receive customer satisfaction survey results of at least 80% each year.

3) Business Competitors: The Company has established business strategies and competition, including actions that should be taken to treat competitors fairly under the legal framework regarding competition and the code of business conduct with transparency. The Company's directors, executives, and all employees must avoid dishonest ways to destroy competitors, not do anything that infringes the intellectual property of competitors, not seek confidential information improperly or dishonestly, and not destroy the reputation of competitors by accusing them in a derogatory way without truth. In addition, they must not enter into agreements with competitors or other business operators that are monopolistic or reduce competition in the market and cooperate in competition to create good market conditions, such as providing



information about products or creating new products or services, including not entering into any agreements with competitors or any person that is characterized as reducing or restricting competition.

4) Business Partners: The Company attaches importance to treating suppliers equally in accordance with the framework of fair, transparent, and respectful competition. No assets or benefits are claimed from suppliers, no purchase of products with suppliers that infringe on intellectual property rights or violate human rights, and no business conduct with suppliers who act illegally. directors, executives, and employees must refrain from creating commercial bargaining power using reciprocity or creating conditions to compel compliance and have integrity in conducting joint businesses to comply with the code of conduct for suppliers and procurement regulations announced by the Company for use in the management of companies in the Group in the same direction.

The Company has guidelines for promoting the potential and ability to conduct sustainable business operations with suppliers to strengthen confidence and good relationships between each other, which consist of 3 approaches as follows:

(1) Analyze customer needs to appropriately define goals and strategies for developing suppliers' potential.

(2) For selecting suitable suppliers, the Company uses the criteria for selecting suppliers who have the expertise and potential to develop products or services through a supplier screening process according to the specified criteria. The Company has clearly defined supplier groups. There are criteria for procurement, appointment of import and export agents, criteria for supplier verification, and criteria and conditions for inspecting work to be used in selecting the right suppliers for the business plan.

(3) Build good relationships with suppliers to help strengthen lasting relationships and build confidence and trust in collaboration.

5) Creditors: The Company was able to operate under reasonable business conditions and in accordance with industry practice, adheres to trade conditions and contracts fairly and lawfully, without taking advantage of counterparties, and does not use fraudulent or concealment methods for any important facts that may cause damage to creditors. The Company was strictly committed to pursuing the terms of agreements made with all of creditors strictly, accurate, and straightforward according to the agreed schedule while being able to repay the loan with interest in a full amount to the creditors within the agreed period and being responsible for various types of guarantees with honesty to build trust and fairness for the creditors. In case where the Company was unable to comply with the required conditions, it would notify and negotiate with creditors in advance to seek ways to prevent damage that could possibly occur to both parties.

6) Employees: The Company has a human rights policy and creates knowledge and understanding about human rights among employees as part of work practices. The Company does not support businesses in violation of human rights and the Company uses fair administration principles with regard to management of salaries, wages and benefits including employment conditions without using forced labor from unwilling workers or child labor. The Company does not discriminate and provides equal opportunity for all employees by organizing good and suitable work environments along with strictly complying with Thai laws and labor standards. The Company sets fair returns and benefits equivalent to businesses in the same industry with annual wage structure reviews to make employee remuneration policies consistent with the Company's operations in the short term and in the long term. The Company specified guidelines for annual wage raises including the provident fund and other benefits.

7) Government and Government Agencies: The Company cooperates with state agencies to perform good citizenship, complies with the business law regulations, accounting procedures, taxation according to the nature of business, engages in business with government agencies with honesty and fairness, and



hospitality similar to normal customers, refrains from bribery and hiring government officials to facilitate the business operations, and refrain from cooperating with government officials who have corrupting intents in any way, including not allowing government officials to behave illegally in their business.

8) Society and Community: The Company offers assistances in various aspects for the benefits of society and community with a commitment to support activities beneficial to society and communities, refrains from business operations that deteriorate the society, avoids taking any action that can destroy natural resources and the environment, oversees business operations not to cause pollution to the environment and society, cooperates with all parties in the community by devoting its own time, labor, and money as appropriate, cultivates consciousness, encourage employees and related persons to act as good citizens with responsibilities, and takes actions beneficial to the society and communities.

The company is politically neutral by not acting in favor of or supporting any political party or any person with political power. Also, the Company respects the rights and freedoms in exercising the political rights of employees, which is compliance with applicable laws.

4. The Company has efficient resource management by considering the impacts and suitable resource development throughout the supply chain, the best interests of all stakeholders from procurement to consumers, which the customers are at the end of the supply chain, in order to be able to achieve the objectives and main goals stably and sustainably.

5. Information and communication technology systems are important factors that promote business operations and increase work efficiency. The Company therefore requires that all employees are jointly responsible for the utilization of information and communication technology systems under the regulations of the relevant laws.

Practice Principle 6: Strengthen Effective Risk Management and Internal Control

The Board of directors realizes the roles and duties to supervise for appropriate risk management and internal control systems with the following guidelines:

6.1 Assessment of the Sufficiency of the Internal Control System

6.1.1 The Board of directors has assigned the Executive Committee to supervise and assess the sufficiency of the internal control system. The Company has used the Internal Control Sufficiency Evaluation Form of The Office of the Securities and Exchange Commission (SEC) in cooperation with PricewaterhouseCoopers Thailand (PwC Thailand) in developing the evaluation form for sufficiency of the internal control system. The Company shall use the evaluation form as a guideline for self-assessment of the sufficiency of the Company's internal controls according to the concept of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), which defines the essential components of internal control in 5 aspects:

- (1) Control Environment,
- (2) Risk Assessment,
- (3) Control Activities,
- (4) Information & Communication, and
- (5) Monitoring Activities, in order to ensure that the Company's operations have suitable and

sufficient internal controls as well as comply with relevant laws and regulations. In addition, there has been

evaluation according to the scope of the guideline of Corporate Governance and continuously certified under the Thai Private Sector Collective Action Coalition against Corruption since 2016.

6.1.2 The Board of Directors shall supervise the Company to have a suitable internal control system with the qualified Audit Committee, who acts as independent directors with important roles regarding accurate and trustworthy financial reporting with sufficient information disclosure, to review the internal control system and the internal audit system as well as an appropriate and efficient risk management system by verifying and evaluating the sufficiency of the internal control system based on the operating data of the Management Report from the Internal Audit Department, which is responsible for reviewing the performance of all departments, and to report the results to the Audit Committee and the Board of Directors for acknowledgment on a quarterly basis.

For the results of the evaluation of the sufficiency of the internal control system according to the various evaluation frameworks, which are internal control of the organization, risk assessment, operational control, information and communication systems, and follow-up system, it is found that the Company's internal control system was sufficient and appropriate. However, the Audit Committee suggests the utilization of information and communication system in the work process continuously.

6.2 Risk Management System

The Board of Directors shall oversee that the Company has an appropriate risk management system by establishing clearly the risk management policies and assigning the Risk Management Sub-Committee to consider risks, evaluate impacts and the likelihood in order to prioritize risks and apply appropriate risk management methods.

6.3 Conflict of Interests

The Company emphasizes on the importance of not allowing its personnel to seek personal benefits. In order to avoid situations that may create a conflict between personal interest and the interests of the Company, the Board of Directors has assigned the Audit Committee to supervise connected transactions or transactions that may lead to conflicts of interest between the Company and the management, the Board of Directors, or shareholders, including the prevention of improper utilization of properties, information, and opportunities of the Company and transactions with persons having an improper relationship with the Company according to the laws and regulations of the Stock Exchange of Thailand. In order that such transactions are made according to the operating procedures and information disclosure specified by law and for the benefit of the Company and the shareholders as a whole, the stakeholders shall not participate in the decision-making. In addition, the Board of Directors shall supervise the compliance with the operating procedures and information disclosure of transactions, which may lead to conflicts of interest, to be done accurately and completely in making important transactions. If it is the case of entering into a transaction that requires approval from the shareholders' meeting, it must be approved according to the laws and regulations of the Company.

The stakeholding of directors and executive directors shall be reported to the Company of their own and related persons' interests by preparing a report and submitting to the Corporate Secretary. In addition, in case of any modification of the information, a report must be submitted to the Corporate Secretary every time. The Corporate Secretary is required to report the stakeholding to the Board of Directors in the meeting every year.



6.4 Anti-Corruption

The Company has established policies and Code of Conduct about anti-corruption as it is committed to creating an organizational culture and rejects corruption in all transactions with the public and private sectors. The directors, executive directors, and employees of the Company at all levels shall participate in monitoring fraud and corruption and rejecting all forms of corruption, both directly and indirectly. The Company has opened a channel for whistleblowing or complaints, in case of witnessing the conduct by individuals in the organization considered as fraud or corruption, in order to prevent and control such actions. Also, for participating in anti-corruption day activities every year in order to acknowledge the importance of the day, the Company shall publicize the National Anti-Corruption Day to the Company's employees to participate in the activities. The Company is certified as a member of the Thai Private Sector for Collective Action Coalition against corruption (CAC) since 2016.

6.5 Whistleblowing and Complaints

The Company has set guidelines for whistleblowing or complaints about illegal acts, violating or failing to comply with the code of conduct and human rights, conflict of interest or behaviors suggesting corruption of individuals in the organization, in the whistleblowing and complaints policy, which contains content in opening channels for those witnessing illegal acts or improper practices. Whistleblowing or complaints can be submitted to the respective supervisor of the whistleblower, Internal Audit Manager, Independent Director, or the Audit Committee. Whistleblowers can choose not to disclose their names, addresses, and contact phone numbers, and, the recipients of the complaints must keep all relevant information confidential and shall disclose information as necessary with regard to safety and the damage of the complainants.

Moreover, the Company has assigned the Compliance Unit under supervision of the Corporate Secretary Department to handle the complaints. In case of any behavior or incident that may violate the compliance with the rules, regulations, and policies of the Company, or a suspicious behavior in contrary to the principles specified above by the Company, you can directly report the claims or complaints as follow:

- a) Postal Mail : Corporate Secretary
: Metro Systems Corporation Public Company Limited
400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok
- b) Telephone : 020894124
- c) E-mail : corporatesecretary@metrosystems.co.th
- d) Company Website: <https://ir.metrosystems.co.th/complaint-channel-th/>

6.6 Insider Trading

The Company gives importance to the issue of insider trading by specifying about the insider trading in writing in the internal control manual to achieve an understanding of the correct code of practice.

The Company prohibits directors and executive directors from using insider trading, which is important information of the Company and has not been disclosed to the public, for the benefit of yourself or others. This includes trading in the Company's securities by directors, executive directors, and employees in the units acknowledging the inside information. They must not trade in the Company's securities during the 1 month period prior to the public disclosure of financial statements. The Company shall notify the time that should refrain from trading the Company's securities to the Company's directors and executive directors.



The Company places great importance on keeping customers' confidential information by not using the stated information for the benefit of directors, executive directors, employees, and related persons unless it must be disclosed as required by law. It also gives importance to the security of information in the information system by controlling and/or preventing accessibility to the Company's information from third parties, and assigning access rights to employees at different levels according to their authorities and responsibilities. In addition, the Company has policies that allow relevant persons to receive information only as necessary to the operations, and supervise the use and storage of sensitive information carefully and cautiously. Disclosure of any information must obtain permission from the management of that unit. In case that a third party is involved in ad-hoc work concerning information that has not yet been made available to the public and is in the process of negotiating, which is considered to confidential protection and may affect the movement of the Company's securities prices, they must enter into a Confidentiality Agreement until the information is disclosed to the Stock Exchange and the Securities and Exchange Commission.

6.7 Report of Acquisition or Disposal of Securities

The Company has required that the directors, managers, executives, and auditor shall prepare and report on changes in securities holding of their own, their spouses or cohabiting partners, and underage children to the Corporate Secretary. It must be prepared and submitted within 30 business days after taking office. Moreover, directors and senior executives must notify about acquisition or disposal of the Company's securities every time by notifying at least 1 day in advance before the trading to the Board or the person assigned by the Board in order to further report to the Office of the Securities and Exchange Commission about the acquisition or disposal of the securities within 3 business days, as well as strictly complying with the Securities and Exchange Act B.E. 2559 (2016).

Directors, executives, and employees, who violate the Insider Trading Policy, shall be subject to disciplinary actions and/or punishment by law depending on the case.

Practice Principle 7: Ensure Disclosure and Financial Integrity

The Board of Directors recognizes the Board of Directors' roles and duties in maintaining financial credibility for shareholders and other stakeholders such as investors and analysts such as by maintaining financial report preparation systems along with monitoring financial liquidity and repayment ability sufficiency. The Board of Directors appointed the Audit Committee composed of independent directors to take responsibility for quality of financial reports and internal control systems. In disclosing financial statements, the Board of Directors is responsible for the consolidated financial statement of the Company and affiliated companies. Financial statements are prepared in compliance with generally-accepted accounting standards in Thailand with explanations and analyses by the management prepared to accompany financial statement disclosures in every quarter. The Board of Directors exercises caution and uses the best estimates in preparations including sufficient disclosure of significant information in remarks accompanying financial statements. The Board of Directors maintains effective internal control systems in order to be reasonably certain that accounting information records are accurate, complete and sufficient for maintaining assess and providing knowledge on weaknesses in order to prevent significant corruption or abnormal actions. Moreover, the Board of Directors has supporting plans to solve financial problems if the Company is in a situation where the Company is encountering financial problems or is likely to have problems with consideration given to stakeholder rights.



The Company is committed to managing taxes. Therefore, the Company specified a tax policy as a guideline for the Company's operations in line with international standards and laws. In addition, the Company makes use of tax privileges legally and uses tax structures according to correct guidelines to not cause tax evasion by adhering to the principles of accuracy, transparency, and accountability to create maximum benefit for all stakeholders.

Disclosure of Information

The Company has a policy to communicate and disclose information in a correct, adequate and timely manner in accordance with relevant rules, standards and practices by disclosing the Company's general information and financial information in accordance with the regulations of the Stock Exchange of Thailand, as well as disclosing the Company's policies to the public and stakeholders with accuracy, completeness, timeliness, transparency through channels that are easy to access, equitable and trustworthy, as evidenced in the form of corporate communication channels such as e-mails, corporate websites, annual registration information/ annual report (Form 56-1), made available in both Thai and English.

The Company Secretary Department is responsible for coordinating and communicating with investors or shareholders, and there is a business analysis department whose main duty is to communicate with investors. The company Secretary Department, which is approved by the Board of Directors will disclose information of the Company through the Company's website in both Thai and English, and report to the Securities and Exchange Commission or the Stock Exchange of Thailand accordingly. This would facilitate shareholders, investors, analysts, and media to receive accurate, complete, transparent, and up-to-date information particularly since it became a matter that affected the decisions of investors and stakeholders. Therefore, it is necessary to control and define measures for the disclosure of information both financial and non-financial in accordance with the law.

In addition, the Company provides shareholders and investors the opportunity to visit the Company and access the Company's information through management earnings announcements and other important events on an ongoing basis. Information and answers to inquiries of stakeholders can be obtained from the contact information provided herein. The Company allocates a specific investor relations budget every year in order to develop efficient investor relations operations as well as for the Company to analyze investor relations opportunities, problems or developments by defining investor relations objectives, including annual work plans and reports on investor relations operations to executive directors. Disclosure of such information will be done correctly, adequate, equitable and timely.

Nevertheless, the Company has established a policy on information disclosure and transparency, requiring the Board of Directors to oversee the disclosure of information about the Company's operations in the annual report and on the Company's website. Annually, the disclosure and transparency policy will be reviewed in order to ensure that the policy is in compliance with current legal requirements and regulations. The Company also provided channels for complaints, comments and suggestions, or inquiries from both internal and external individuals through the Company website

The Company adheres to the laws, rules and regulations stipulated by the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand, and regularly monitors for changes to ensure correct and



accurate disclosure of information, and as collateral for shareholders to have confidence in transparent business operations

Practice Principle 8: Ensure Engagement and Communication with Shareholders

Shareholders, as the owner of the Company, have the rights to determine the direction of the Company's business operations, to purchase or transfer shares, to obtain profit sharing, to attend the Meeting, to propose an agenda in advance, to nominate persons to be elected as directors of the Company, to participate in decision-making on important matters of the Company, to approve important transactions affecting the direction of the Company's business operations, to vote using ballots in important agenda for transparency and verifiability, to vote by oneself or by appointing proxies, to receive the meeting invitation letters, to obtain and access the Company's information, both before and after the Meeting, including the results of the consideration and the results of the voting, via various communication channels, e.g. the securities depository centers, Company website etc.

Every year, the Company shall hold an Annual General Meeting by conducting the shareholders' meeting in accordance with laws, regulations, and corporate governance guidelines. In addition to the basic rights, the Company also organizes the following activities:

Prior to Annual General Meeting

1) The Company holds the Annual General Meeting once a year. The meeting shall be held within 4 months from the end of the fiscal year. If there are urgent cases that require the resolution of the shareholders, the Company will convene an Extraordinary General Meeting. The Annual General Meeting is held annually at the Head Office of Metro Systems Corporation Public Company Limited, 400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok.

2) The Company disclosed the information in the Notice of the Annual General Meeting, both in the Thai language and in English with the date, time, venue, agenda, and information for consideration of various agenda items, together with the attached Proxy Form Type A, Type B and Type C as prescribed by the Ministry of Commerce so that the shareholders can appoint the Audit Committee or any person to attend the meeting on their behalf, including a map of the meeting venue as posted on the Company Website, before issuing the Notice to shareholders.

3) Delivery of the Notice of the Annual General Meeting and meeting documents together with the Annual Registration Statements (Form 56-1 One Report) was provided to the Thailand Securities Depository Co., Ltd. in order to be distributed to all shareholders prior to the Annual General Meeting Day and not later than 7 days before. The shareholders could therefore obtain the information for their decision to cast their votes correctly, completely and transparently. The notice of the annual general meeting was also announced in the newspapers, with both in English and Thai language versions for 3 consecutive days prior to the meeting and at least 7 days in advance as a notice for any shareholders to attend the meeting.

4) The shareholders can propose agenda and/or nominate members of the Board of Directors in the Annual General Meeting, including to submit their questions to the Company prior to the Meeting date during the period announced by the Company. The shareholders can take action through various channels, such as via e-mail, postal mail, or the Company Website.



On the Date of Annual General Meeting

1) The Company shall arrange the venue convenient for attendees to arrive at the Annual General Meeting that can sufficiently accommodate number of shareholders and proxies. the Company has organized the Annual General Meeting at its Head Office: 400 Chalmprakiat Rama IX Road, Nong Bon, Prawet, Bangkok.

2) The Company shall arrange for the registration via a barcode system displaying the registration number of each shareholder as published on the registration form and proxy form in order to speed up the registration process. In addition, the Company shall provide the registering proxies the stamp duty to be posted on the proxy form for along with assistance by staff throughout the registration period.

3) The Company has established guidelines in the Annual General Meeting in order to prevent deprivation of the right to vote and equally facilitate shareholders in which shareholders can register to attend at any time during the meeting in order to exercise the right to vote on the agenda, which has not yet been voted on, as well as express their opinions freely within a reasonable time.

4) At the time of the Meeting, directors, sub-committees, executive directors, auditors and legal advisors shall be present in the Meeting. Before the start of the Meeting, the chairman of the Meeting has assigned the Company's legal advisors to clarify all criteria related to the Meeting, e.g. opening ceremony and voting, including the method of counting the votes of the shareholders who have to vote on each issue.

5) The Company uses ballot papers for every agenda item requiring a resolution to be transparent and verifiable. In the agenda of election of directors, the election of individual directors is made by voting through inquiry at the meeting whether any shareholders or proxies disagree or abstain from voting and asking the shareholders or the proxies who disagree or abstain raise their hands and vote on the ballot paper together with their signature. The officer will record the votes by scanning the barcode on the voting confirmation card and collect the said card, while for shareholders who agree to vote and sign on the ballot card but without raising hands, the Company will collect the cards all at once after the meeting has been completed.

6) For details of the voting results of each issue, the results will be collected and announced to the Meeting after the completion of the voting on each issue. Also, when the staff has finished counting the votes, they will inform the Meeting about details of the vote counting results immediately.

7) The Company has an independent auditor who acts as the vote counting inspector throughout the Meeting. There shall be representatives of shareholder rights protection from the Thai Investors Association to observe as well.

8) Shareholders, who enter after the Meeting has opened by the chairman, can vote on the issues that are still being considered and have not yet been voted on, and shall be included in the quorum starting from the issue at the moment that they enter the Meeting. This may yield different voting rights for different issues.

9) At the Annual General Meeting, if there are directors who have interests in any issue, the directors must inform the Meeting to abstain from voting and not attend the Meeting in that issue.

10) At the Annual General Meeting, the Meeting shall consider various issues according to the order of the agenda specified in the meeting invitation letter without changing the stated agenda. In addition, there shall be no request to consider other matters other than those specified in the meeting invitation letter. However, if there is an extra issue, the Company shall hold an Extraordinary Meeting for the year, or, the issue shall be specified as special agenda in the Annual General Meeting with a notice of the meeting sent in advance to the shareholders according to the time specified by the law. After the Meeting has considered all issues on



the agenda completely, the chairman shall allow shareholders to ask additional questions before closing the Meeting

After the Date of Annual General Meeting

1) The Company shall disclose the resolutions of the Annual General Meeting by informing the Stock Exchange of Thailand (SET) on the same day after the meeting ended, and publish the resolutions on the Company's website within the next business day.

2) The Company shall prepare the Minutes of the Annual General Meeting, by clearly separating by agenda as well as specifying names of directors who are present in or absent from the Meeting, shareholders' inquiries, the Board's clarification, vote counting, and the results of the votes in each agenda completely, in order to notify the Stock Exchange of Thailand (SET) within 14 days after the meeting date according to the regulations of the SET, disseminate the meeting details completely and suitably, and publish the Minutes of the Meeting to the shareholders on the Company's website. (www.metrosystems.co.th)

Disciplinary Actions

Good corporate governance principles, including Code of Conduct and good practice, are obligations and regulations that all directors, executive directors, and employees must adhere to when performing their duties and must not neglect the practices according to principles in this manual. If there is a violation, neglect, or failure to comply with and this cause damage to the Company, it shall be deemed a disciplinary offense according to the Company's work regulations. Thus, the supervisors, as specified by the Company, have the authorities to consider the disciplinary actions fairly by prioritizing or taking into account the seriousness and nature of the wrongdoing on a case-by-case basis.



Code of Conduct

The Company realizes the importance of operating business along with conducting practices in accordance with the principles of good governance that is considered a tool to enhance transparency in the Company's operations, which create confidence and credibility from all stakeholders. The Company therefore has established the Code of Conduct in writing in order that the directors, executive directors, and employees at all levels of the Company as well as its subsidiaries shall acknowledge and understand the ethical principles applied by the Company for its business operations, embrace it as guidelines for practicing with the same standard throughout the organization, as well as specify measures for supervising and monitoring all parties to follow the code of conduct along with penalties in cases of violation of the code of conduct.

In doing so, the Company has established the Code of Conduct to be observed as guidelines on the conducts for directors, executive directors, and employees at all levels in order that the business operations of the Company shall comply with the good corporate governance as:

1. Honesty and Integrity

Directors, executives, and employees must demonstrate integrity, ethics, and transparency, obey the law and regulations relating to business operations, not violate applicable laws, not take any action with a dishonest mean, such as corruption, bribery by offering or promising to give money, property, things, or benefits, and give an advantage over others in order to incentivize oneself or others to gain an undesirable benefit, as well as strictly adhere to anti-corruption measures.

In addition, directors, executive directors, or employees are not required to provide sponsorship or involvement in any way that will lead to any form of bribery or corruption for the benefits of oneself, family, friends and acquaintances, as it may cause costly damage to the Company both in terms of performance and reputation.

2. Independence

Directors, executive directors, and employees must be independent in the operations and make comments and suggestions regardless of personal and family interests, as well as must not be under the influence of a person or any group of people and in any situation that can force them not to comment as they should be.

3. Competency

Directors, executive directors, and employees should apply their knowledge, competence, skills, and experience necessary to perform the job functions as should be used. They should not accept or perform any task in which they are not competent unless advised or encouraged to have adequate competency in the operations.

4. Confidentiality

Directors, executive directors, and employees should keep the information they receive during their operations, should not disclose information without the permission of authorized persons, except in the case of legal disclosure, and are forbidden to use confidential information obtained in the performance of their duties for the benefits of oneself, friends, and relatives.



5. Prudence

The company places great importance on conducting its business with caution and carefulness, which serves as a key foundation for building the organization's credibility. Therefore, directors, executives, and employees must perform their duties with careful attention, utilizing their knowledge, abilities, skills, and judgment, while maintaining appropriate conduct and avoiding actions that are careless or lack caution, which could negatively impact the trust of customers, partners, stakeholders, and society at large.

6. Transparency

Directors, executives, and employees must operate under the principle of transparency, ensuring that all operational processes are auditable and clearly disclosed to the public. They must also operate within the framework of relevant laws, policies, and regulations, adhering strictly to them in order to build trust and confidence among all stakeholders.

7. Intellectual Property Rights

Directors, executives, and all employees must respect and comply with laws, policies, and regulations related to intellectual property, avoiding actions that may infringe on the rights of others. Intellectual property includes copyrights, patents, trademarks, service marks, trade secrets, and information related to inventions, creations, innovations, discoveries, or improvements that have been developed.

In addition, the company places great importance on protecting its commercial data and intellectual property that it owns, holds rights to, or has collected. All employees have the duty to maintain confidentiality and strictly adhere to the company's policies.

8. Supervision on Insider Trading

The Company realizes the importance of insider trading as it has specified in writing on how to utilize insider information in the internal control manual in order to correctly understand the code of practice. The Company prohibits directors from using the inside information, which is significant to the Company and has not been disclosed to the public, for their own or others' benefits, including trading securities of the Company by directors, who know insider information, and trading securities of the Company within 1 month prior to the public disclosure of financial statements. The Company shall inform the directors and executives of the Company about the Abstain Period.

The Company realizes the importance of protecting confidential information of customers by not using such information for the benefit of directors and related persons, unless the disclosure of such information is required by law. It also gives importance to the security of information in the information system by controlling and/or preventing access to the Company's information from third parties and assigning access rights to employees at various levels according to authority and responsibility. In addition, the Company has policies to allow relevant persons to receive information only as necessary to the performance of their work, regulate the usage and storage of sensitive information carefully and cautiously. Disclosure of any information must obtain permission from the management of that agency. In the event that an outsider is involved in ad-hoc work concerning information that has not yet been made public and is in the process of negotiation, which is considered to confidential information that may affect the fluctuation of the prices of the Company's securities, the person must abide by a Confidentiality Agreement until the information is disclosed to the Stock Exchange and the Securities and Exchange Commission.

The Company has assigned the directors, managers, executive directors, and the auditor to prepare and report acquisition or disposal of securities belonging to themselves, their spouses or cohabitant partners, and minor children to the Corporate Secretary by preparing and submitting within 30 business days after taking office. Moreover, directors and top management must notify about acquisition or disposal of securities of the



Company every time by notifying at least 1 day in advance before trading to the Board of directors or the person assigned by the Board of directors so that the Company can report to the Office of the Securities and Exchange Commission within 3 business days, as well as strictly comply with the Securities and Exchange Act B.E. 2559 (2016).

Directors, executive directors, and employees who violate the insider trading policy shall be subject to disciplinary action and/or punishment by law on a case-by-case basis.

9. Responsibility to Customers

Directors, executives, and employees must comply with laws, trade standards, and policies related to the communication of product and service information to maintain the company's credibility and transparency. Additionally, employees involved must provide accurate, complete, and verifiable information regarding the company's products and services, including product features, terms of use, pricing, and limitations, without distortion or concealment of important information. They must prioritize the rights and interests of customers, ensuring that customers and stakeholders can make informed and fair decisions.

The presentation of false or misleading information, whether through advertising, publicity, or any other form of communication that may cause misunderstanding among consumers, is strictly prohibited.

10. Anti-unfair competition

The company is committed to conducting business with fairness and transparency, rejecting any actions that may affect fair competition, such as price-fixing, excluding competitors, or using dishonest methods to seek profit.

Furthermore, the company encourages all employees to comply with the laws, regulations, and ethical standards related to fair competition, and to avoid behaviors that may harm the trust of business partners and customers. The company will also strictly monitor and implement measures to prevent or correct any actions that violate these ethical standards.

11. Anti-Corruption

The Company realizes the importance of and is committed to combatting all forms of fraud and corruption inside and outside the organization. Therefore, it has established policies about anti-fraud and anti-corruption in order that directors, executive directors, and employees of the Company at all levels shall adhere strictly to the practices and reject all forms of fraud and corruption. The Company has prepared preventive measures on risk management of fraud that may occur. Directors must set priority in putting the anti-corruption measures into practices, review the anti-fraud and anti-corruption policies annually, make themselves ready to be in a training on anti-corruption measures on an ongoing basis.

Also, the Company has imposed penalties for employees who disobey the anti-corruption policy, stipulated guidelines on whistleblowing or complaints due to acts of fraud and corruption or violation of Business Code of Conduct of the Company for the group of people or personnel of the Company, namely the respective supervisors of the whistleblower, Internal Audit Manager, Independent Directors, and Audit Committee. The whistleblower chooses not to disclose one's name, address, contact phone number, and the recipient of the complaint must keep all relevant information confidential and shall disclose information as necessary regarding safety of and the damage to the complainant.

12. Political Relevance

Political contributions are assistance, either financial or other forms, to support political activities. Financial assistance can include loans, while other forms of assistance (In-kind) are such as providing goods or services, advertising, promoting, or supporting of political parties, purchasing tickets to events organized to raise funds, or donating money to an organization in close relationship with a political party. Also, political



activities, either directly or indirectly, are included in the meaning of political contributions, except for supporting the democratic process that can be done under the law.

The Company is politically neutral by not acting in favor of or supporting any political party or any person with political power, and, the Company also respects employees' rights and liberties in the exercise of their political rights.

Directors, executive directors, and employees should avoid making political opinions in the workplace and during work that may cause conflicts, as well as are prohibited to use the Company's resources to directly or indirectly support any political affairs. Also, the practice must be in accordance with the relevant laws.





Code of Conduct and Code of Practices of Directors and Executive Directors

Directors are persons appointed by the shareholders to perform the roles and duties in determining the direction of the Company, supervising and controlling the executive directors of the Company to manage with efficiency, efficiency and transparency.

Executive mean top management who holds positions in the Board of Directors, Chief Executive Officer, Deputy Chief Executive Officer, President of Business Unit, Vice President of Business Unit, and personnel assigned to manage the Company's matters to meet the specified objectives.

Management Responsibilities

the company places great importance on the responsibility of the board of directors and executives in management, as it is a key factor in driving business growth, transparency, credibility, and long-term sustainability. This policy has been established to provide a framework for guiding the board and executives to carry out their duties appropriately, in compliance with relevant laws, regulations, and ethical standards, covering effective management to ensure business stability and meet the expectations of all stakeholders.

Rule

1) The board of directors and executives are responsible for overseeing and carrying out their duties to ensure that the company complies with the law, its objectives, company regulations, and the resolutions passed at the shareholders' meeting.

2) The board of directors and executives must promote and support the organization's policies to ensure continuous and tangible implementation, while strictly adhering to the policies within their areas of responsibility. This is to set a good example and build trust among employees and stakeholders.

3) The board of directors and executives must perform their duties with responsibility, integrity, transparency, ethics, and fairness in business operations with ability to make decisions or give opinions on the right things in the management of the Company independently and cautiously in order to ensure that all decisions and actions are taken into account the best interests of the group of relevant parties as a whole, and, do not involve in any business that may cause detriment to the Company.

4) The board of directors and executives must perform their duties professionally with knowledge, skill, determination, and caution by foreseeing troubles, finding solutions to the possible problems, and maintain such operational standards.

5) The board of directors and executives must refrain from any action that is a conflict of the interests of the Company due to dealing with trade parties, do not seek the wrongful benefit out of performing duties for one's own benefit, gain no benefit in any business related to the Company or a business similar to the Company's competitor, and do not take any action that will discredit the Company either directly or indirectly.

6) The board of directors and executives must follow the insider trading policy in order to avoid the use of undisclosed or confidential internal information or disclosing to third parties for their own benefit or to buy or sell the Company's shares.

7) The board of directors and executives must provide accurate, complete, timely, and regular reporting of information with an efficient internal control and audit system under the audit of the internal auditors and the review of the Audit Committee, as well as organize reporting on future trends of the Company on a feasibility basis with adequate supporting information leading to the development of competitive strategies.



8) The board of directors and executives are responsible for promoting and supporting the continuous creation and development of business innovations. They are committed to enhancing the potential of the organization's personnel through the promotion of training sessions, seminars, and educational activities to improve skills and expertise across all employee levels. Additionally, they support the establishment of an organizational culture that is open to the exchange of ideas and the experimentation of new approaches to drive long-term growth and success of innovations.

9) The board of directors and executives must operate in compliance with various laws and related regulations, pay attention to the established industry standards and specified code of conduct, acquire sufficient and appropriate documentary evidence for regulating and maintaining the operations according to established code of practices at all levels of management, separate business activities, and arrange for appropriate approvals in accordance with applicable laws and regulations in order to ensure that the business runs efficiently.

10) The board of directors and executives must implement measures regarding the anti-corruption policy to become obvious and concrete both inside and outside the organization, and report on the performance according to the policy, as well as report the outcomes according to the anti-corruption measures to the Audit Committee, Corporate Governance Sub-Committee, and the Board of Directors on a regular basis.

11) The board of directors and executives are responsible for developing the company to ensure continuous progress and modernization.

Emphasis on Internal Control

Currently, businesses must face changes in technology, economics, society, and the environment, as well as an increasing number of regulations. These changes may impact workflows, requiring adjustments to align with them. Internal controls thus play a crucial role in ensuring that operations are conducted correctly, appropriately, sufficiently, and in compliance with good corporate governance practices, allowing the company to achieve its set objectives and operate sustainably.

Rule

1) The board of directors and executives are responsible for specifying the organizational chart in alignment with the business strategy by categorizing it according to key product lines, determining the roles and responsibilities of all departments, as well as setting objectives with measurable performance indicators.

2) The board of directors and executives must control operations according to the Business Process with specified regulations and procedures in writing according to the organizational quality measurement standards for certifying the management and operational systems of the organization (International Organization for Standardization (ISO)) and/or the standards of the International Electrotechnical Commission (IEC), categorized by business groups and lines of responsibility, which the authorized personnel are clearly separated from each other, that are controllable and verifiable.

3) The board of directors and executives are responsible for acknowledging the reports from the Audit Committee and Internal Audit Department regarding any encountered errors, reporting the results of improvements and corrections according to the work process, and cooperating in the conduct of appropriate audits sufficiently.

4) The board of directors and executives must prepare an annual budget to set operational goals, financial management, and investment policy formulation for using as data for analysis in comparison with the actual performance.



5) The board of directors and executives must prepare a risk management system extensively, provide support, monitor and analyze risk factors, as well as communicate with personnel in the organization to have knowledge and understanding and realize the importance of establishing a risk management system.

6) The board of directors and executives must establish operating measures by documenting them according to internal control principles, ensuring alignment with the company's policies and regulations, and preventing the disclosure of the company's confidential information to external parties.

7) The board of directors and executives should encourage all departments to establish a system for monitoring the performance in compliance with relevant laws, policies, regulations, announcements, operational procedures, and work methods, as well as addressing any issues that may arise. They should also ensure regular performance evaluations and establish a process for reviewing the company's internal control system according to the annual internal control system adequacy assessment, to ensure that the internal control system remains sufficient and appropriate.

8) The board of directors and executives are responsible for offer advice and consultation on drafting contracts regarding business essences to an independent legal advisor or the Company's legal department, and control various legal operations according to the law and government regulations.

9) The board of directors and executives should consult with financial advisors and independent legal advisors regarding fundraising and sourcing capital and ensure compliance with legal procedures.

Confidentiality, Disclosure of Information, and Use of Insider Information

Confidential information is defined as information that should not be disclosed to the public, as its disclosure may negatively impact the company, especially by affecting the value of shares traded on the stock exchange. Additionally, all types of information received from partners and clients, which are entrusted to the company, must also be protected as confidential. The company has the responsibility to maintain the confidentiality of this information in order to protect the interests of the company, its stakeholders, and their confidence in the company.

Rule

1) The board of directors and executives must oversee the implementation of the corporate social responsibility policy and are responsible for strictly enforcing the measures in accordance with the policies declared by the company, such as the information disclosure and transparency policy, among others.

2) The board of directors and executives must manage and control the company's internal information, as well as other information related to the company, and must not disclose the company's confidential information to external parties.

3) The board of directors and executives must oversee the disclosure of important information related to the company, including both financial and non-financial information, to the public and stakeholders accurately, completely, timely, transparently, through accessible, equitable, and reliable channels. They must also ensure that stakeholders do not misinterpret or become confused by the information. Additionally, the information presented in the financial reports must comply with generally accepted accounting standards and be reviewed and/or audited by an external auditor.

4) The board of directors and executives must be aware of the importance of continuously being responsible to stakeholders regarding the safeguarding and use of the company's internal information and must establish and enforce strict measures to prevent the misuse of insider information.



5) The board of directors and executives are prohibited from disclosing any material information of the company that may affect the value of securities, influence investment decisions, or impact shareholders' rights and benefits. Such information may only be disclosed once it has been officially released to the Stock Exchange of Thailand or the public.

6) In the event of a significant incident, misinformation regarding the company, leakage of material information to others, premature disclosure, or incorrect references that could lead to rumors affecting the value of securities and/or the company's operations, the board of directors and executives are responsible for overseeing that the responsible parties or relevant individuals clarify the material information and facts that should be disclosed to the Stock Exchange of Thailand and other disclosure channels to ensure accurate understanding immediately.

Conflicts of interest and related party transactions

The company places great importance on complying with the Securities and Exchange Act, regulations, announcements, orders, or requirements of the Stock Exchange of Thailand always concerning related party transactions. Business transactions between the company, subsidiaries, affiliates, or related individuals may give rise to conflicts of interest. Therefore, the company has established guidelines and procedures for entering related party transactions in accordance with normal commercial terms and market prices to ensure that such decisions are made transparently and in compliance with the law.

The company has established policies and procedures for engaging in related party transactions in accordance with the principles of good corporate governance and the announcements of the Securities and Exchange Commission of Thailand. Furthermore, to ensure that all related party transactions of the company, subsidiaries, or affiliates are transparent, free from conflicts of interest, and fair to all shareholders equally, the company has implemented these measures.

Rule

1) The board of directors and executives must inform the company of any relationships or transactions that may give rise to conflicts of interest.

2) The board of directors and executives should avoid engaging in transactions related to directors, executives, or individuals with connections that may lead to conflicts of interest with the company, unless such transactions are necessary. In such cases, the transactions must be presented to the Audit Committee before seeking approval from the Board of Directors and/or the shareholders' meeting, which will consider the matter in accordance with applicable laws.

3) The board of directors and executives must exercise caution when engaging in transactions within the corporate group, with the primary consideration being the best interests of the corporate group. These transactions must not violate government regulations or the company's bylaws. Relevant information must be presented, and all transactions must comply with the company's related party transaction policy and the criteria for related party transactions as defined by the Stock Exchange of Thailand.

4) The board of directors and executives who may have an interest in transactions that could result in conflicts of interest will not be involved in the decision-making process.

5) The board of directors and executives must not serve as directors or advisors in other companies that may create a conflict of interest with the company, unless approved by a resolution of the Board of Directors.



6) The board of directors and executives must not seek personal gain for themselves or their associates from their positions, authority, or the company's confidential information.

Information and Information Systems Security

The company places great importance on maintaining the security of information and information technology systems to protect personal data and critical business information from various risks, ensuring their security. This is essential for the continuity and reliability of business operations. The company is committed to complying with relevant laws and regulations, such as the Computer Crime Act, and promoting operational standards that are transparent and in line with good corporate governance principles, in order to build trust among all stakeholders.

Rule

1) The board of directors and executives must oversee the implementation of the company's information and information technology security policy to ensure compliance with relevant laws, such as the Computer Crime Act and the Personal Data Protection Act, in order to ensure that appropriate standards are followed and to build confidence in the security of information at the organizational level.

2) The board of directors and executives are responsible for promoting a culture of information security and data protection within the organization by supporting training and educating staff to enhance their understanding of requirements and best practices in information security.

3) The executives are responsible for ensuring strict compliance with information security and personal data protection requirements, reviewing and updating policies to keep them current and suitable according to changing circumstances and technologies.

4) The executives must take action to prevent any potential data breaches or violations of personal data and provide support for swift and effective responses when unforeseen events occur, in order to protect the company's interests and maintain the trust of stakeholders.

5) The executives must plan and prepare to respond to risk events, such as data breaches or cyberattacks, ensuring that corrective actions and recovery are carried out swiftly and effectively.

6) The executives must plan and prepare to respond to risk events, such as data breaches or cyberattacks, ensuring that corrective actions and recovery are implemented swiftly and effectively.

Treatment of Employees

The company recognizes and emphasizes the importance of respecting fundamental human rights in line with international human rights standards and the United Nations Guiding Principles on Business and Human Rights. This includes treating employees and stakeholders with respect for human dignity, ensuring equality, fairness, and non-discrimination in areas such as employment, compensation, promotion, and employee development. The company is committed to ensuring that its operations are free from human rights violations. Therefore, the board of directors and executives must treat employees according to these principles.

Rule

1) The board of directors and executives must respect the individuality and privacy of employees, refrain from violating personal data, or exploiting it for personal gain. Data collection and disclosure should only occur in accordance with legal duties, regulations, or company policies.



2) The board of directors and executives must exercise caution in performing their duties to prevent risks of human rights violations in business operations and to prevent all forms of harassment. They must not ignore or overlook any actions that may constitute human rights violations. They should ensure that human rights are not violated, such as by not supporting forced labor, not using child labor, not requiring pregnant employees to work in conditions that may harm their health and safety, and ensuring there is no discrimination or exclusion based on race, religion, gender, age, education, etc.

3) The board of directors and executives must establish appropriate terms of employment and compensation in line with the company's performance, considering the employees' work results. Furthermore, the appointment and transfer, as well as the granting of rewards and penalties, must be carried out with equality, integrity, and based on knowledge, ability, and suitability.

4) The board of directors and executives have the responsibility to support employee development by continuously training skills and enhancing potential, providing opportunities for employees to learn both within and outside the company.

5) The board of directors and executives must listen to the opinions and suggestions from employees at all levels equally and fairly.

6) The board of directors and executives have the responsibility to ensure that employees at all levels understand the company's business ethics, employee ethics, and the roles and duties that employees can follow, in order to promote behavior that aligns with the code of ethics throughout the organization.

7) The board of directors and executives may establish or delegate the responsibility for maintaining the work environment to ensure employee safety regarding life and property, hygiene, and compliance with environmental standards as required by law.

The relationship with stakeholders

The company places great importance on building and maintaining good and transparent relationships with all stakeholders, focusing on conducting business ethically and in compliance with the law to build trust and credibility. This practice has been established as a framework for the board of directors and executives to manage relationships with stakeholders, particularly concerning the prevention of unfair competition.

This includes refraining from any actions that violate the rights of competitors or create an unfair advantage, as well as making timely payments to business partners to ensure that financial and business operations are conducted in an orderly manner and to prevent potential conflicts. This will help strengthen the stability of business relationships and maintain the company's credibility, ensuring that the company's operations comply with relevant ethical standards and laws.

Rule

1) The board of directors and executives must be responsible to shareholders and financial supporters regarding the disclosure of information, the use of insider information, conflicts of interest, and accounting practices. They must perform their duties with honesty and integrity, in accordance with the resolutions passed at shareholder meetings, ensuring fairness, adhering to principles, and having the courage to make decisions or offer opinions on what is right with caution, while acting fairly towards all shareholders.



2) The board of directors and executives should be attentive and responsible to customers by providing accurate and sufficient information that does not cause misunderstandings, delivering products as per the agreed terms, and safeguarding customer confidential information related to the work involved. They will not disclose such information unless required by law, regulations, or with the consent of the information owner. This includes matters related to marketing, the use of marketing power, pricing, product and service details, as well as the quality and safety of products and related practices.

3) The board of directors and executives must ensure that there are good practices in purchasing goods from business partners and that these practices comply with trade terms. This includes terms related to borrowing from creditors, such as the purpose of the funds, repayment, collateral, and other agreements.

4) The board of directors and executives must conduct themselves within the framework of fair competition, refraining from damaging the reputation of competitors by making dishonest accusations about competing companies or their products without truthful information. They must also refrain from accessing confidential information of competitors through dishonest or inappropriate means.

5) The board of directors and executives must not request or accept any dishonest benefits, nor support the payment of any benefits to obtain personal or group gains.

6) The board of directors and executives should promote fair market competition by opposing monopolies and discrimination.

7) The board of directors and executives must establish systems, processes, and channels for complaints to be made by business partners, competitors, and creditors.

Social, community and environmental responsibility

The company recognizes the importance of actively contributing to creating a positive impact on society, communities, and the environment. It focuses on conducting business that not only generates profit but also considers responsibility toward the public and the environment. The company supports activities that benefit the community and reduce its impact, while complying with relevant standards. This practice has been established as a framework for the board of directors and executives to operate ethically.

Rule

1) The board of directors and executives must oversee the implementation of the company's declared social responsibility policies, such as the environmental policy, corporate social responsibility policy, anti-corruption policy, and others. They are also responsible for strictly enforcing the measures outlined in these policies.

2) The board of directors and executives have the responsibility to support community activities and be mindful of the impact on those around them. They should encourage the company to engage in community projects without focusing solely on maximizing profits. The potential impact on the public should also be considered. This approach must align with the company's corporate social responsibility policies.

3) The board of directors and executives should support the company's activities related to the community, society, and the environment, as well as be mindful of the impact on those around them.



4) The board of directors and executives must establish a management system for safety, occupational health, and working conditions as required by law, including measures to prevent impacts and protect the environment. They must also provide safety equipment and tools for use during work activities.

5) The board of directors and executives must establish a system, process, or channel for addressing complaints related to social and environmental matters.

Code of Conduct and Practices of Employees

Employee means any personnel or a staff of Metro Systems Corporation Public Company Limited. Employees have code of practices in various aspects as follow:

Employee Conduct and Treatment of Others

All employees are expected to perform their duties with diligence, attentiveness, responsibility, integrity, and transparency. Employees must refrain from any actions that are disrespectful to themselves or their colleagues. They should uphold principles of equality and fairness, respect human dignity, and avoid any form of discrimination or mistreatment toward colleagues and company stakeholders. The company is committed to ensuring its business operations are free from human rights violations. Employees must also comply with all applicable rules, regulations, and laws.

Rule

1) The employees must respect and adhere to human rights principles based on human dignity for all stakeholders, ensuring equality and fairness. They must not engage in discrimination or violate the rights of others, either physically or verbally.

2) The employees must exercise caution in their duties to prevent human rights violations and any form of harassment. They should actively monitor compliance with human rights principles and report any suspected violations to their supervisors or responsible personnel in accordance with the company's whistleblowing or complaint procedures.

3) The employees must protect the personal data of stakeholders by refraining from unauthorized access, disclosure, or exploitation. The collection, disclosure, or use of personal data must be conducted with the data owner's consent, unless otherwise permitted by law, company policies, or regulations.

4) The employees should foster and maintain a collaborative and harmonious work environment. Any actions that could tarnish the company's reputation or cause future complications must be avoided.

5) The employees are strictly prohibited from producing, using, distributing, or possessing illegal drugs or other illicit substances within the workplace or in areas associated with the company.

Responsibility for Standardized Work Performance and Cooperation with Auditors

The company places great importance on ethical and high-standard work performance, requiring employees to carry out their duties with professionalism, responsibility, and adherence to efficient and ethical work practices. Employees must also continuously develop their skills and knowledge while cooperating fully with auditors to ensure transparency, credibility, and sustainability in business operations.

**Rule**

- 1) The employees must consistently understand and comply with company policies, regulations, announcements, procedures, and work instructions.
- 2) The employees should take responsibility for their assigned duties, perform them professionally, and continuously seek improvement and knowledge to maintain high efficiency and ethical work standards.
- 3) The employees must understand the importance of risk management and take responsibility for assessing, monitoring, and supporting effective risk management processes.
- 4) The employees must acknowledge the significance of internal control systems and adhere to company regulations, including management structures, authority and responsibility frameworks, policies, regulations, announcements, and operational procedures.
- 5) The employees must fully cooperate with internal auditors, independent auditors, and regulatory authorities in reviewing company records, documents, evidence, and financial statements.

Intellectual Property and Information Technology Use

The company values the protection of intellectual property, both its own and that of others, and strictly respects the ownership rights of third parties. Employees must refrain from any actions that infringe upon the company's intellectual property or that of its partners, clients, or product owners, ensuring compliance with best practices and relevant laws.

Rule

- 1) The employees must purchase and distribute only legally sourced products and must not engage in any activity that violates intellectual property rights.
- 2) The employees must safeguard trade secrets belonging to the company, its partners, and clients, ensuring they are not misused for personal or third-party benefit, except as required by job duties or contractual obligations.
- 3) The employees must respect and adhere to intellectual property ownership rights in accordance with corporate governance principles.
- 4) The employees must maintain a record of the company's intellectual property assets to protect and safeguard existing and future intellectual property rights.
- 5) The employees are prohibited from installing, using, or distributing unauthorized software or intellectual property on company computers, as well as from using company software on personal devices.
- 6) The employees must not duplicate or copy company software for any reason unless expressly authorized by the Chief Executive Officer or the Information Technology Manager.
- 7) The employees must not use the company's IT systems in a manner that could cause harm to the company, including storing, transmitting, or accessing unauthorized personal data or inappropriate content.



Data Security and Information System Protection

The company prioritizes the security of its data and IT systems to protect personal and business-critical information from various risks. It is committed to legal and regulatory compliance, such as the Computer Crime Act and Personal Data Protection laws, while promoting transparency and good corporate governance to foster stakeholder confidence.

Rule

- 1) The employees must comply with applicable laws, including the Computer Crime Act and Personal Data Protection laws, as well as all security policies and regulations.
- 2) The employees involved in IT system management must regularly monitor, maintain, and update network security to minimize cybersecurity risks.
- 3) The employees must access the company's network only with their authorized accounts and must strictly adhere to access control policies.
- 4) Any identified issues or vulnerabilities in the network must be reported to the relevant supervisor or department immediately.
- 5) The employees involved in processing personal data must ensure secure processing environments and prevent unauthorized disclosure.
- 6) The personal data must be used solely for job-related purposes and with the data owner's consent, in compliance with data protection laws and company policies.
- 7) Any suspected data breaches or unauthorized disclosures must be reported immediately for proper investigation and mitigation.

Confidentiality Disclosure and Internal Information Use

The company ensures the accuracy completeness transparency and fairness of disclosed information, in compliance with legal and corporate governance requirements.

Rule

- 1) The employees must ensure the accuracy of information they disclose and must do so only within their scope of responsibility or with authorized approval.
- 2) The employees must be cautious when sharing opinions on social media, avoiding statements that may provoke conflicts or harm the company's reputation.
- 3) The employees are prohibited from disclosing material non-public information that could influence stock prices or investment decisions unless such information has been officially announced to the stock exchange.
- 4) The employees must safeguard the company's trade secrets and must not disclose or use them for unauthorized business or legal purposes.
- 5) The employees must also protect confidential information of clients, partners, and relevant third parties.
- 6) The employees should separate personal and work-related online accounts to prevent unintentional disclosures.



7) Any potentially damaging online content related to the company should be reported to the responsible department.

Conflict of Interest and Related Transactions

The company emphasizes compliance with securities and exchange laws and related regulatory requirements to prevent conflicts of interest.

Rule

- 1) The employees do not engage in business activities that compete with the company or create conflicts of interest with customers, suppliers, or competitors.
- 2) The employees must not request or accept benefits, gifts, or incentives that could lead to conflicts of interest.
- 3) The employees must not misuse their authority to gain personal benefits at the company's expense.
- 4) The recruitment of employees with familial ties must be conducted transparently, ensuring fairness and merit-based selection.

Giving and Receiving Gifts Sponsorships and Donations

The company is committed to preventing corruption and actively promotes integrity among all employees. It has established guidelines for the giving and receiving of gifts, sponsorships, and charitable donations to ensure compliance with laws, regulations, and company policies. Employees must strictly adhere to these guidelines.

Rule

- 1) The employees must not solicit or accept gifts or other benefits from customers, business partners, or stakeholders unless such gifts are reasonable according to industry standards and do not influence business decisions. In case of uncertainty, employees should report to their supervisors.
- 2) The employees may accept or give gifts, benefits, or entertainment in accordance with customary practices or industry norms, provided they are appropriate.
- 3) If an employee must accept a gift, asset, or benefit that cannot be returned, they must record it using the company's designated form and follow company policies on gift-giving, sponsorships, and charitable donations. Such gifts must be considered as received on behalf of the organization.
- 4) The employees must ensure that any donations or sponsorships are made transparently and legally, and that they are not used as a pretext for bribery.
- 5) The employees are strictly prohibited from making political contributions, payments, or offering any benefits that are unlawful.



Use and Protection of Company Assets

Employees are responsible for safeguarding company assets to prevent damage or loss. They must use company assets for the benefit of the organization and avoid misuse, unauthorized disclosure, or exploitation of confidential business information.

Rule

- 1) The employees must use company assets only for business-related purposes and avoid using them for personal gain.
- 2) The employees should inspect assets before use to ensure they are in good condition and safe to operate.
- 3) After using company assets, employees must store them in designated secure locations. For high-value or sensitive assets, such as electronic devices or confidential documents, employees should ensure they are securely stored in access-controlled areas.
- 4) Any damage, loss, or misuse of company assets must be reported immediately to the relevant supervisor or responsible department.

Occupational Health Safety and Workplace Environment

The company prioritizes workplace safety, occupational health, and environmental conditions for employees, surrounding communities, business partners, and customers. It fosters a culture of safety and well-being as an integral part of daily operations.

Rule

- 1) The employees must strictly comply with company policies, regulations, and legal requirements regarding workplace safety and occupational health. They should also participate in relevant training and activities to prevent accidents and maintain a safe work environment.
- 2) The employees should maintain good personal hygiene and ensure a clean and safe workplace. Any health conditions that may impact work performance or workplace safety should be reported immediately to supervisors for appropriate preventive or corrective action.
- 3) The employees must use office equipment and tools correctly, following operational manuals and safety guidelines. If an employee encounters unsafe conditions or non-compliance with quality and safety standards, they should temporarily halt the activity and report the issue to the relevant department.
- 4) The employees must use software and IT equipment in compliance with the company's security standards.

Procurement and Contracting

The company recognizes that procurement is a critical business function that must be conducted with transparency and free from corruption. The company has established procurement guidelines to ensure compliance with laws, anti-corruption policies, and corporate governance principles. Employees involved in procurement must adhere to these standards to ensure fairness, transparency, and accountability.

**Rule**

- 1) The employees involved in procurement must understand and comply with all relevant laws, policies, and regulations.
- 2) The employees must avoid accepting bribes, gifts, or benefits from suppliers or related parties that could influence procurement decisions. They must reject any offers that may create conflicts of interest, in accordance with company policies.
- 3) The procurement processes must be conducted transparently, ensuring equal access to information for all stakeholders. Employees must not show favoritism toward any supplier.
- 4) The employees must maintain complete and organized records of procurement transactions, ensuring they are readily available for audits.
- 5) If procurement contracts cannot be fulfilled or suppliers fail to meet contractual obligations, employees must report the situation to supervisors immediately to determine corrective actions.
- 6) The employees should provide equal opportunities for new suppliers to participate in bidding processes and ensure fairness by evaluating suppliers based on qualifications and transparency.

Corporate Social and Environmental Responsibility

The company is committed to sustainable business practices, corporate governance, and social responsibility. It considers the interests of all stakeholders throughout the value chain and strives to minimize its environmental impact while promoting sustainable development.

Rule

- 1) The employees must uphold human rights principles by respecting the rights of others and ensuring fair treatment of all stakeholders.
- 2) The employees should actively support community and social initiatives, participate in corporate social responsibility (CSR) activities, and refrain from engaging in activities that are harmful to society or ethical standards.
- 3) The employees must comply with laws, standards, and best practices related to environmental management and cooperate with corporate measures to reduce environmental impact.
- 4) The employees should assist stakeholders, particularly local communities, in promoting sustainable environmental management and fostering positive relationships.
- 5) The employees must use resources efficiently, such as by recycling, conserving water and electricity, promoting renewable energy use, properly managing waste, and reducing unnecessary resource consumption to minimize environmental impact.

Charter of Sub-Committee

Audit Committee Charter

1. Objectives

1.1 To establish authority and responsibility of the Audit Committee to oversee and audit the Company's administration in order to abide by applicable laws, policies, and other regulations, as well as to independently render opinions and recommendations on good corporate governance and proper operations of the Company.

1.2 To support the Board of Directors in performing their duties to administer the Company's operations with efficient execution, internal control, risk management, and, oversee the business with efficiency and effectiveness, including financial reporting and information disclosure of the Company with transparency and reliability.

2. Quorum and Term of Appointment

2.1 Audit Committee consists of at least 3 independent directors.

2.2 At least 1 member of the Audit Committee has sufficient knowledge, understanding, and experience in accounting and finance to be able to perform duties in reviewing the reliability of financial statements.

2.3 The Board of Directors shall be the appointer of the Audit Committee with term of appointment of 3 years.

2.4 In case that Chairman of Audit Committee is not present or cannot perform duties, the attending members shall select one of them to preside as the chairman of the meeting.

3. Meeting

3.1 The Audit Committee must arrange at least 4 meetings annually. In addition, each meeting must consist of no less than two-thirds of the total members of the Audit Committee.

3.2 The Audit Committee must attend a meeting with non-executive directors at least once a year.

3.3 Attended a meeting with the auditor without the management at least once a year.

4. Scope of Duties and Responsibilities

4.1 Review to ensure that the Company has accurate and reliable financial report with sufficient information disclosure.

4.2 Review to ensure that the Company has risk management procedure, work process, control process, and supervision regarding operations, information technology and information security, and effective communication networks in compliance with international standards.

4.3 Review summary of the corruption and internal preventive measures, including review of the Company's internal processes regarding whistleblowing and complaints.

4.4 Review to ensure that the Company has control process and compliance corresponding to Securities and Exchange Act as well as other rules, regulations, and laws related to the Company's.

4.5 Consider annual audit plan of Internal Audit Department and review the audit results, recommendations of both auditors and the Internal Audit Department; as well as follow up to ensure that the Management has taken adequate measures for the recommendations.



4.6 Review the policies and processes related to other non-audit services of auditing firm; and approve the usage of such services in order to ensure that it does not affect the independence of the auditor (if any).

4.7 Consider the connected transactions, acquisition or disposition of assets, or transactions that may lead to conflicts of interest to be in compliance with the laws and regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

4.8 Consider the independence of Internal Audit Department; as well as approve the consideration of nomination, transfer, and termination of the Internal Audit Manager and the secretary of the Audit Committee.

4.9 Consider, select, and nominate independent individuals in order to perform duties as the Company's auditors; propose remuneration of the individuals by taking into consideration credibility, resource adequacy, workload, experience, and performance of the past year as well as consider removal of the auditors.

4.10 Have the authority to hire consultants or outsiders according to the Company's regulations for opinions or advice as necessary.

4.11 Prepare the Audit Committee Report and disclose it in the Annual Report of the Company. The Report must be signed by Chairman of the Audit Committee and at least consists of the following information:

- Opinion on the accuracy, completeness, and reliability of the Company's financial report
- Opinion on the adequacy of the internal control system of the Company
- Opinion on the compliance with Securities and Exchange Act, requirements of the Stock Exchange of Thailand, or laws related to the Company's business
- Opinion on the suitability of the auditors
- Opinion on the transactions that may lead to conflicts of interest
- Number of Audit Committee Meetings and attendances of each member
- Overall opinion or remark due to the duties of the Audit Committee under this Charter
- Other issues deemed that shareholders and other investors should acknowledge under the scope of duties and responsibilities assigned by the Board of Director

4.12 Audit Committee must report the preliminary results to the Office of the Securities and Exchange Commission and a certified public accountant within 30 days from the date of being notified by the certified public accountant about suspected behavior, which a director, manager, or person responsible for the Company's operations has committed an offense concerning corrupt and fraudulent administration.

4.13 Audit Committee annually reviews the charter and propose to the Board of Directors for approval.

4.14 Perform any other tasks as assigned from time to time by the Board of Directors.



Nominating and Remuneration Sub-committee Charter

The Nominating and Remuneration Sub-committee is appointed with the approval of the Board of Directors in order to support the administration of the Board of Directors in specifying the criteria according to the Company's guidelines regarding the nomination and remuneration of directors and executive directors, compliance with the regulations, and related laws.

Quorum

The Board of Directors shall be the appointer of the Nominating and Remuneration Sub-committee by selecting from the Company's directors with suitable experience and qualifications, which consists of 3 members of the sub-committee and 1 director presiding as Chairman of the Sub-Committee, while the Secretary of the Sub-Committee shall be selected from the Company's employees with an approval of Nominating and Remuneration Sub-committee.

Term of Appointment

The Nominating and Remuneration Sub-Committee has a term of 3 years. Former members of the Nominating and Remuneration Sub-Committee, who vacate the office upon the expiration of the term, may be reappointed. Besides the vacation of office by rotation, a member of the Nominating and Remuneration Sub-Committee may be removed for the following reasons:

1. Board resolution for vacation of office
2. Resignation
3. Death
4. Disqualifications or prohibited by the law

In case that any member of the Nominating and Remuneration Sub-Committee shall resign from the position, the member must submit the resignation form to the Chairman of the Board of Directors. In case that a position in the Nominating and Remuneration Sub-committee is vacant, the Board of directors shall appoint a member to the Nominating and Remuneration Sub-Committee in the first meeting of the Board of Directors since the vacancy in order to constitute the quorum of the Sub-Committee.

Scope of Authority

The Nominating and Remuneration Sub-committee has duties and responsibilities assigned by the Board of Directors to function on the following issues:

1. Consider the quorum and qualifications of the Board of Directors, overall and individually, which shall be suitable for the size, type, and complexity of the business, in terms of education, knowledge, expertise, skills, experience, specific abilities relevant to the Company's business, independence, and other qualifications according to the criteria specified by the Company.
2. Specify criteria and policies for the nomination and allocate remuneration of directors and sub-committees of the Company
3. Consider the recruitment of directors by reviewing persons suitable for the position in order to propose for an approval of the Board of Directors and/or in the shareholders' meeting on a case by case basis.
4. Consider the recruitment of a suitable person to hold the position of Chief Executive Officer in case of vacancy as well as criteria for succession of Chief Executive Officer, which the selection process must be appropriate for the business management of the Company, in order to achieve the stated vision by



considering education, experience, knowledge, skills, expertise, and other qualifications according to the criteria specified by the Company.

5. Allocate necessary and proper remuneration in order to motivate and maintain the Board of Directors, Sub-Committees and Chief Executive Officer each year by taking into account the compliance with duties and responsibilities, their intentions in comparison with reference from similar industry, as well as the business expansion and growth of the Company.

6. Prepare criteria and policies for allocating remuneration of directors and Chief Executive Officer to propose for approval of the Board of Directors and/or in the shareholders' meeting on a case by case basis.

7. Be responsible to the Board and obliged to provide explanations and answers to questions regarding the nomination and remuneration of directors and executive directors at the shareholders' meeting.

8. Report the policies on nomination and remuneration of directors and disclose them in the Annual Report

Meeting

1. The Nominating and Remuneration Sub-committee shall organize meetings as necessary and appropriate by specifying the meeting agenda and notify the directors in advance with adequate relevant information.

2. In each meeting, there must be members of the Nominating and Remuneration Sub-Committee attending the meeting with no less than half of the total members to constitute the quorum.

3. In case that the Chairman of The Nominating and Remuneration Sub-Committee is not present or cannot perform duties, the Vice Chairman of the Nominating and Remuneration Sub-Committee shall preside as the Chairman in the meeting.

4. The decision of the meeting shall be made by a majority vote. If the votes are equal, the Chairman in the meeting will have an additional vote as the casting vote.

5. The Nominating and Remuneration Sub-committee can invite agencies or related parties to participate in a meeting in order to clarify information in the relevant agenda.

Reporting

1. The Nominating and Remuneration Sub-committee has duties to report the resolutions of the meeting or important opinions from their meetings to the Board of Directors meetings.

2. The Nominating and Remuneration Sub-committee has duties to report annual performances in the Annual Registration Statements (Form 56-1 One report) of the Company.

Remuneration

The Board of Directors shall allocate the remuneration of the Nominating and Remuneration Sub-committee by scrutinizing the various appropriateness according to experience, duties and responsibilities, the comparison with reference from similar industry, as well as the consideration based on the business expansion and the profit growth of the Company. Hence, the remuneration of directors shall comply with the principles and policies assigned by the Board of Directors with an approval by the shareholders in the Annual General Meeting.

Corporate Governance Sub-Committee Charter

The Board of Directors realizes the importance of and adheres to the business operations through good principles of management and corporate governance with ethics and responsibilities toward shareholders and stakeholders. Therefore, for sustainable business operations, it has appointed the Corporate Governance Sub-Committee and stipulated the Corporate Governance Sub-Committee Charter as the standard for operations with the goals to be able to achieve the Company's objectives sustainably later.

1. Objectives

The Corporate Governance Sub-Committee is appointed by the Board of Directors with duties to support the operations of the Board of Directors in determining the corporate governance policy of the Company as well as provide advices and stipulate guidelines in various operations of the Company in accordance with the good corporate governance principles established by the Stock Exchange of Thailand, and promote and support the Company's personnel at all levels to adhere to and follow the principles of corporate governance and business ethics in order to enable the Company to grow sustainably through ethical business management with efficiency, transparency, accountability, and responsibility toward society and environment. This will create a culture that help build confidence among shareholders, investors, stakeholders, and all concerning parties.

2. Quorum

1. The Board of Directors shall consider and appoint the Corporate Governance Sub-Committee by selecting from experienced and qualified Company Directors, consisting of at least 3 sub-committee members.
2. The Chairman of the Corporate Governance Sub-Committee is an Independent Director.
3. The Corporate Governance Sub-Committee is stipulated to appoint a secretary to the Corporate Governance Sub-Committee. It may be the head of the company's compliance department or any person the Corporate Governance Sub-committee deems appropriate in this regard, such persons must also have duties and responsibilities related to corporate governance and sustainability of the Company.

3. Term of Appointment

The Corporate Governance Sub-Committee has a term of 3 years. A member of the Corporate Governance Sub-Committee, who vacates the office upon the expiration of the term, may be reappointed. The Corporate Governance Sub-Committee shall vacate office only when:

- (1) Resignation
- (2) Board resolution for vacation of office
- (3) Death
- (4) Lack of qualifications or prohibited characteristics by law

In the event that any member of the Corporate Governance Sub-Committee has to resign from his or her position, he or she must submit a resignation letter to the Chairman of the Board of Directors. In case the position of the Corporate Governance Sub-Committee is vacant, the Board of Directors shall appoint the Corporate Governance Sub-Committee from the nomination by the Nominating and Remuneration Sub-Committee at the first Board of Directors meeting after the Corporate Governance Sub-Committee is vacant.



4. Scope of Authority

1. Propose the Code of Conduct regarding good corporate governance to the Board of Directors and recommend guidelines on Code of Conduct and ethics for directors, executive directors, employees, and workers of the Company.

2. Supervise and advise directors and the Company's management on performing duties and responsibilities according to the scope and criteria of the good corporate governance policy continuously and appropriately.

3. Review and update the CG Principles regularly to be up-to-date and in compliance with international standard practices, as well as relevant laws, rules, procedures, and regulations.

4. Follow up and evaluate the performance of directors and the management according to the guidelines and prepare the Annual Corporate Governance Report to be presented to the Board of Directors along with opinions and recommendations as necessary.

5. Follow up and report to the Board of Directors to acknowledge the issues or trends in sustainability both current and emerging in the future, including the impact that may have on the Company.

6. Screening operational plans and annual budgets to support activities for communities and society, including stakeholders along the supply chain.

7. Having the power to appoint a working group as necessary

8. Performing other duties as approved by the Company's Board of Directors

5. Meetings

1. The Corporate Governance Sub-Committee shall organize at least 3 meetings a year and can hold additional meetings if the Chairman of Sub-Committee deems appropriate.

2. In a meeting of the Corporate Governance Sub-Committee, there must be members of the Sub-Committee attending the meeting at least half of the total members to constitute the quorum.

3. In case that Chairman of Corporate Governance Sub-Committee is not present or cannot perform duties, the attending members shall select one of them to preside as the chairman of the meeting.

4. The Corporate Governance Sub-Committee can invite agencies or related parties to participate in a meeting in order to clarify information in the relevant agenda.

6. Reporting

1. The Corporate Governance Sub-Committee has duties and responsibilities to report to the Board the performance results of the Sub-Committee or other duties assigned by the Board.

2. Report the results of the performance of corporate governance to the Board of Directors and disclosed on an annual report (Form 56-1 One Report).

7. Remuneration

The Board of Directors determines the remuneration for the Corporate Governance Sub-Committee by recommending it from the Nominating and Remuneration Sub-committee, which has been carefully screened to be suitable according to experience, responsibilities and is comparable the same type of industry, including considering the business expansion and the growth of the company's profits. In this regard, the remuneration of directors will be in accordance with the principles and policies set by the Board of Directors and approved by the Annual General Meeting (AGM).



Risk Management Sub-Committee Charter

The Risk Management Sub-Committee Charter is established on the scope of duties and responsibilities of the Risk Management Sub-Committee of the Company, which is appointed by the Board of Directors to manage risks efficiently, with specific policy framework as well as guidelines and obvious and reasonable supporting measures in order to review the risks, render comments or suggestions, and provide support beneficial to the overall risk management of the Company by operating in connection with relevant departments including any business unit concerning the risk.

1. objectives

According to the principles of Corporate Governance and Check & Balance, the Company has separated its risk management duties from the business unit. In addition, in order to provide effective risk management, the Company has therefore appointed the Risk Management Sub-Committee assigned by the Board of Directors to monitor risk issues and manage risks in an appropriate and timely manner. They are also responsible for determining the overall risk management framework of the Company, defining a risk management process, as well as analyzing and monitoring risks in various aspects in order to perform risk management in accordance with the specified policies.

2. Quorum

- The Risk Management Sub-Committee appointed by the Board of Directors shall consists of 3 Directors and no less than 4 Managing Directors of business groups and/or operating groups.
- The Chairman of the Risk Management Sub-Committee is an Independent Directors.
- It is specified that the Risk Management Sub-Committee must appoint the secretary of the Sub-Committee, who can be a head of business supporting units or any person deemed suitable by the Risk Management Sub-Committee and must perform duties and responsibilities regarding risk management of the Company as well.

3. Term of Appointment

The Risk Management Sub-Committee has a term of 3 years. A member of the Risk Management Sub-Committee, who vacates the office upon the expiration of the term, may be reappointed. The Risk Management Sub-Committee shall vacate the office due to

- (1) Resignation
- (2) Board resolution for vacation of office
- (3) Death

In case that a position in the Risk Management Sub-Committee is vacant for whatever reason, the Nomination and Remuneration Sub-committee shall nominate a new member of the Risk Management Sub-Committee and recommend the person in the Board of Directors Meeting so the Board of Directors can consider and appoint the additional member to constitute the quorum accordingly.

4. Scope of Authority

- Assess the possible risks as well as tendency of effects on the organization



- Specify the risk management policies to cover all risks concerning the management, review the policies annually, and propose them to the Board of Directors for an approval.
- Supervise and support the implementation of corporate risk management in accordance with business strategies and goals under changing circumstances.
- Have the authority to appoint a risk management working group as necessary.
- Provide recommendations and guidelines, monitor the implementation of risk management, including systematic analysis, evaluation, management, follow-up and reporting.
- Report risks and recommendations for risk management to the Board of Directors.
- Perform other duties with approval of Directors of the Company as assigned.

5. Meeting and Report

- The Risk Management Sub-Committee shall organize at least 1 meeting each trimester, and extra meetings as deemed suitable by specifying the meeting agenda and notify the Sub-Committee in advance with adequate relevant information.
- In each meeting, there must be members of the Risk Management Sub-Committee attending the meeting with at least half of the total members to constitute the quorum.
- In case that Chairman of the Risk Management Sub-Committee is not present or cannot perform duties, the attending members shall select one of them to preside as the chairman of the meeting.
- Resolutions for the Risk Management Sub-Committee's meeting shall be passed by the majority of votes of the attending members constituting the quorum.
- Any member of the Risk Management Sub-Committee, who is a stakeholder in any issue, shall not take part in the consideration or cast a vote in that issue.
- The Risk Management Sub-Committee can invite agencies or related parties to participate in a meeting in order to clarify information in the relevant agenda.
- The Risk Management Sub-Committee has duties and responsibilities to report to the Board of Directors the performance results of the Sub-Committee or other duties assigned by the Board at least once per trimester.

6. Remuneration

The Nominating and Remuneration Sub-committee shall scrutinize the various appropriateness of remuneration in comparison with reference from similar industry, as well as the business expansion and growth of the Company in order to recommend to the Board of Directors Meeting and the Annual General Meeting for approval correspondingly.