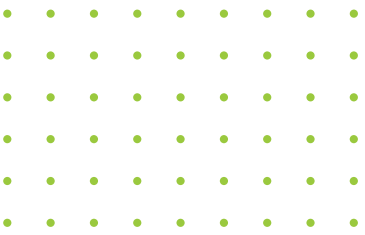




CORPORATE GOVERNANCE and Code of Conduct

Corporate Governance and Code of Conduct Manual





I recognize my duties as a director, serving as both a leader and the highest authority within the organization. I have read and studied the Corporate Governance Policy of BBGI Public Company Limited and fully understand and accept its principles. I am committed to adhering strictly to this policy, as well as to the existing and future codes of ethics and best practices, as guiding principles in the performance of my duties.

Signature, _____

(Mr. Patipan Sukonthaman)

Chairman of the Board

May 6, 2025

For submission to the Office of Legal Affairs and the Company Secretary to the Board of Directors



**Corporate Governance Policy Compliance Declaration
and Conflict of Interest Disclosure Form.**

The purpose of filling out this declaration form through the online system is to ensure that employees are informed of and accept compliance with the Corporate Governance Policy, as well as to disclose personal information outside of their official duties. This includes information about the employee's parents, siblings, spouse, children, and the spouse of the children. Employees are required to provide information in the following cases.

- **Upon joining as a new employee.**
- **Annually (after the annual policy update, employees will be notified in advance).**
- **Whenever there are changes to the information.**

When the employee submits the information, the system will notify the immediate supervisor (starting from the manager or acting manager). The company secretary's office will assess whether the nature of the employee's work presents a potential conflict of interest, which would be in violation of the company's Corporate Governance Policy.

Corporate Governance Policy of BBGI Public Company Limited.

Corporate Governance refers to the relationships in terms of governance, as well as the mechanisms and measures used to guide decision-making within an organization in alignment with its objectives. This includes

- (1) Defining objectives and key goals.
- (2) Establishing strategies, policies, and reviewing and approving work plans and budgets, and
- (3) Monitoring, evaluating, and overseeing the reporting of performance results to ensure effective, transparent, and accountable management, while considering the interests of all stakeholders. In this regard, the company has defined the details of its Corporate Governance policy as follows.

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Message on Good Corporate Governance, Business Ethics, and Anti-Corruption from the Chairman of the Board.

BBGI Public Company Limited ("the Company") and its Board of Directors are committed to conducting business in accordance with the principles of Good Corporate Governance. This commitment is aimed at enhancing transparency, credibility, and operational sustainability. The Company has established a formal, written Corporate Governance Policy, encouraging participation from employees at all levels in shaping and defining the policy through workshop-based discussions. This inclusive approach fosters a deeper understanding and awareness of the importance of good governance, and helps embed these principles as an integral part of the corporate culture. Over the years, the Company has continuously developed and improved its corporate governance practices by studying both domestic and international best practices. The Corporate Governance Policy is reviewed and updated annually to ensure its relevance and alignment with the evolving business environment. This ongoing commitment reflects the Company's dedication to maximizing value for shareholders and ensuring the fair and equitable treatment of all stakeholders.

In addition, the Company has established a Code of Business Ethics to guide the conduct of the Board of Directors, management, employees, and relevant departments. The focus is on operating with integrity, fairness, and responsibility toward all stakeholders, including society and the public. This ensures that the Company's business grows in tandem with the sustainable development of society. The Company also has a system in place to regularly monitor adherence to the Code of Ethics, ensuring that operations align with the established standards.

To maintain transparency standards, the Company has established a clear Anti-Corruption Policy, which applies to the Board of Directors, management, and employees of the Company, as well as the BBGI Group. This policy is extended to joint ventures, companies under the Company's control, and business representatives. The goal is to promote transparency and prevent corruption throughout every process in the supply chain.

The Board of Directors is committed to adhering strictly to the principles of Good Corporate Governance, conducting business with integrity, and combating corruption. The Board also strives to foster a positive corporate culture. We sincerely hope that the Board, management, and all employees will carry out their duties to the best of their abilities, with honesty, knowledge, and a focus on creating value for the greater good, ensuring the Company's stable and sustainable long-term growth.

Thank you to everyone for your support and for joining us on the journey towards a sustainable future.

With utmost respect,

(Mr. Patipan Sukonthaman)

Chairman of the Board

Whistleblowing or Complaints.

The company's board of directors has established measures for reporting tips or complaints regarding illegal activities, breaches of ethics, or behaviors that may suggest corruption or misconduct by individuals within the organization, including employees and other stakeholders. This also covers incorrect financial reporting or deficiencies in internal control systems. There is a mechanism in place to protect whistleblowers, allowing stakeholders to effectively participate in overseeing the company's interests. In cases where the internal audit department receives complaints suggesting potential misconduct, an investigative committee will be formed, consisting of representatives from departments with no vested interest in the matter, to review, investigate, and take action in accordance with the regulations as follows.

Matters related to the reporting of tips or complaints.

- Violations of the law, fraud, company regulations, policies, or breaches of the code of conduct by employees and executives
- Irregularities in financial reports or deficiencies in internal control systems
- Matters that affect the interests or reputation of the company

Whistleblowing or complaint reporting channels.

- letter sent by post.

Contact : Internal Audit Department.

Address : 2098 M Tower Building, 5th Floor, Sukhumvit Road, Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260.

- Email

Email address : IA@bbgigroup.com

- By telephone

Phone number : 02-335-8673

- Website : www.bbgigroup.com > Corporate Governance > Business Conduct and Anti-Corruption Policy > Whistleblowing and Complaint Form

Personal data protection mechanisms.

Complainants, whistleblowers, and witnesses will be appropriately and fairly protected by the company. The company will keep all information related to the complaint, the identity of the complainant, and any witnesses strictly confidential and will not disclose it to any unauthorized parties, except as required by law.

Any individuals involved who become aware of or have access to information related to a complaint are required to maintain its confidentiality and must not disclose it to others, unless such disclosure is necessary under legal requirements. If any person intentionally violates this confidentiality, the company will take disciplinary action in accordance with its rules and regulations and/or pursue legal action, as appropriate.

Section 1 : General Provisions.

1.1 Vision, Mission, Core Values, Corporate Culture, and Employee Culture.

1.2 Six Fundamental Principles of Good Corporate Governance.

1.3 The Importance of Good Corporate Governance.

General Information

BBGI Public Company Limited

BBGI Public Company Limited” or BBGI, a leader in the biofuel energy industry and a pioneer in high-value bio-based product (HVP) businesses that promote health and well-being, was officially listed on the Stock Exchange of Thailand (SET) on March 17, 2022, under the ticker symbol "BBGI". This milestone reflects the company's confidence in its strong operational foundation, having been a major producer and distributor of biofuels in Thailand for over 18 years.

BBGI Public Company Limited has expanded its business to create added value for the organization by utilizing knowledge and synthetic biology (SynBio) technology to produce high-value bio-based products (HVP) that meet international standards, supporting the growth of consumers in the areas of Health and Well-Being both domestically and internationally. Further details about the company can be found on its official website.

<https://www.bbgigroup.com/th/about-us/bbgi-today>

1.1 Vision Mission Core Values.

The company aims to conduct business with the following vision, mission, and business strategy.

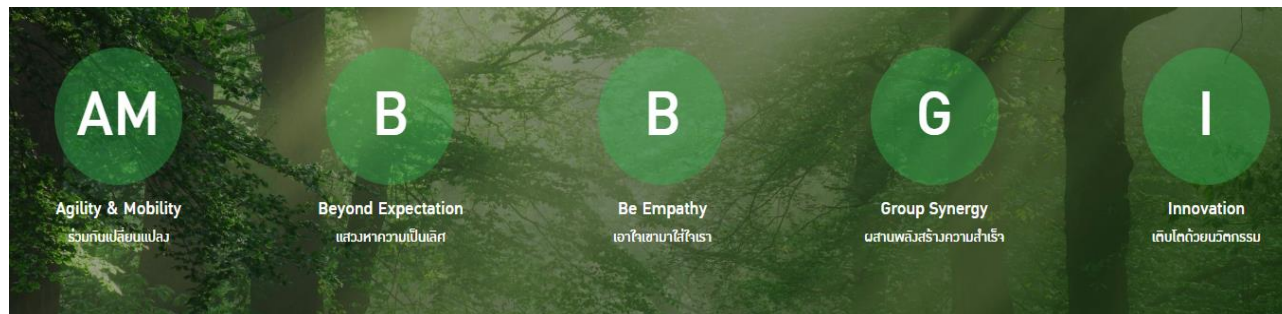
Vision.

The group's vision is to become a leader in the bio-based product industry through green innovation and to operate the business in a sustainable manner.

Mission.

To create high-value bio-based products and supply chains by utilizing biotechnology innovation, operational excellence, and sustainable development.

Core Values.



1.2 Six Fundamental Principles of Good Corporate Governance.

1. Accountability.

Taking any action or making any decision with careful and thorough consideration, based on reasonably supported grounds believed in good faith to be sufficient, and with a willingness to accept the consequences of such actions.

2. Responsibility.

Strong commitment and dedication to one's responsibilities to the best of their ability, for the maximum benefit of the company, including personal responsibility for continuous learning and enhancing relevant capabilities.

3. Transparency.

Commitment to conducting business with honesty, integrity, and transparency, supported by documented evidence and subject to verification and accountability.

4. Equitable Treatment.

Treating others with fairness, upholding what is right, and ensuring equal treatment without discrimination.

5. Vision to Create Long-term Value.

Conducting business in a manner that enables the company to create added value for stakeholders and lead the organization toward 'inclusive and sustainable growth,' while refraining from any actions that may undermine this value and its goals.

6. Ethics.

Conducting oneself properly based on principles of integrity and appropriateness, in alignment with the organization's core values.

1.3 The Importance of Good Corporate Governance.

Good corporate governance helps create sustainable value for the business, beyond building trust among stakeholders and society at large. This leads to at least the following outcomes.

- Competitiveness and strong performance with consideration of long-term impacts.
- Ethical business practices, respect for rights, and accountability to shareholders and stakeholders.
- Contributions to society, along with the development of or reduction in negative environmental impacts.
- The ability to adapt to changing circumstances.

Section 2 : Good Corporate Governance.

2.1 The Board of Directors and Sub-Committees.

2.2 Risk Management, Internal Control, and Internal Audit.

2.3 Shareholders' Rights and Equitable Treatment.

2.4 The Company's Role Toward Stakeholders.

2.5 Information Disclosure and Transparency.

2.6 Safety, Occupational Health, Environment, and Energy.

2.1 The Board of Directors and Sub-Committees.

Board of Directors

The Board of Directors, as the organization's leader and ultimate governing body, plays a vital role in overseeing the company to ensure long-term performance and reliability for shareholders and stakeholders, aiming to maximize the company's benefit and create sustainable value. The Board operates independently from management and performs its duties with responsibility, prudence, honesty, and integrity, in compliance with laws, objectives, the company's regulations, resolutions of the Board of Directors, and shareholders' meetings.

The Board of Directors understands and acknowledges its role and responsibility as leaders in overseeing the company to ensure effective management. This includes (1) setting objectives and key goals, (2) determining strategies and operational policies, as well as resource allocation, and (3) monitoring, evaluating, and overseeing the reporting of performance results.

Guidelines

Composition of the Board of Directors.

1. The Board of Directors consists of no fewer than 5 members and no more than 12 members. At least half of the total number of directors must reside in the Kingdom and meet the qualifications as stipulated by law and the company's regulations. There shall be no discrimination based on gender or any other differences.
2. The Board of Directors must include at least one-third independent directors of the total number of directors. Independent directors must be free from control by management and shareholders and must not have any financial or management interest in the company. The company has set the following qualifications for independent directors.
 - (1) Hold no more than 0.5% of the total shares with voting rights of the company, its parent company, subsidiaries, associated companies, major shareholders, or those with control¹ over the company. This includes shares held by related persons² of the independent director.

¹ Person with control refers to a shareholder or another individual who, by circumstance, has significant influence over the company's policy, management, or operations, whether such influence arises from being a shareholder, receiving authority through a contract, or any other means. Specifically, this includes individuals who fall under one of the following categories.

- (a) person who, directly or indirectly, has the voting rights exceeding 25% of the total voting shares of the company.
- (b) person who, by circumstance, can control the appointment or removal of the company's directors.
- (c) person who, by circumstance, can control those responsible for setting policies, managing, or operating the company, to ensure that they follow their directives in determining policies, management, or operations.
- (d) person who, by circumstance, operates in the company or is responsible for the company's operations in the manner of a director or executive, including individuals holding positions with similar authority and responsibilities as such directors or executives of that company.

² Related Persons* (Under the Securities and Exchange Act, B.E. 2535, Section 258) refers to

- (1) The spouse of the individual mentioned.
- (2) The minor children of the individual mentioned.

- (2) Not being or having been a director actively involved in the management, employee, salaried consultant, or controlling person of the company, its parent company, subsidiaries, joint ventures, or major shareholders, or those with control over the company, unless at least 2 years have passed since holding such a position. This restriction does not apply to cases where the independent director has been a civil servant or advisor of a government agency that is a major shareholder or controlling person of the company.
- (3) Not being a person related by blood or by legal registration in the capacity of father, mother, spouse, sibling, or child, including the spouse of the child of another director, executive, major shareholder, controlling person, or someone who is being proposed to be a director, executive, or controlling person of the company or its subsidiaries.
- (4) Not having or having had a business³ relationship with the company, its parent company, subsidiaries, joint ventures, major shareholders, or controlling persons of the company, in a way that could impair the independent exercise of their judgment. Additionally, not being or having been a shareholder with significant influence or a controlling person of an entity that has a business relationship with the company, its parent company, subsidiaries, joint ventures, major shareholders, or controlling persons of the company, unless at least 2 years have passed since having such a relationship.
- (5) Not being or having been the auditor of the company, its parent company, subsidiaries, joint ventures, major shareholders, or controlling persons of the company, and not being a shareholder with significant influence, controlling person, or partner of the audit firm that employs the auditor of the company, its parent company, subsidiaries, joint ventures, major shareholders, or controlling persons of the company, unless at least 2 years have passed since holding such a position.
- (6) Not being or having been a provider of any professional services, including legal or financial consulting services, receiving fees exceeding 2 million Baht per year from the company, its subsidiaries, joint ventures, major shareholders, or controlling persons of the company. Additionally, not being a shareholder with significant influence, a controlling person, or a partner of such professional service providers, unless at least 2 years have passed since holding such a position.
- (7) Not being a director appointed to represent the directors of the company, major shareholders, or shareholders who are related to the major shareholders of the company.
- (8) Not engaging in a business that is of the same nature and significantly competes with the business of the company or its subsidiaries, nor being a partner with significant influence in a partnership, or being a director involved in the management, employee, salaried consultant, or holding more than 1% of the total voting shares of the company.

(3) General partnership in which the person mentioned, or the individuals referred to in (1) or (2) are partners.

(4) Limited partnership in which the person mentioned, or the individuals referred to in (1) or (2) are partners who have unlimited liability, or are limited liability partners holding more than 30% of the total shares of the limited partnership.

(5) Limited company or public limited company in which the person mentioned, or the individuals referred to in (1) or (2), or the partnership referred to in (3) or (4), hold more than 30% of the total issued shares of the company.

(6) Limited company or public limited company in which the person mentioned, or the individuals referred to in (1) or (2), or the partnership referred to in (3) or (4), or the company referred to in (5), hold more than 30% of the total issued shares of the company.

(7) Legal entity over which the person mentioned in Sections 246 and 247 has authority to manage as a representative of the legal entity.

³ Business relationship refers to any transactions carried out in the ordinary course of business, including lease or rental of real estate, transactions involving assets or services, or the provision or receipt of financial assistance such as loans, guarantees, or the use of assets as collateral for debts, as well as similar activities that result in the company or contracting parties incurring a debt obligation to the other party, where such debt is equal to or exceeds 3% of the company's net tangible assets or 20 million baht, whichever is lower. The calculation of the debt obligation should follow the method for determining the value of related party transactions as set out in the Notification of the Securities and Exchange Commission regarding the criteria for related party transactions. However, in considering the debt obligation, any debt incurred within one year before the business relationship with the same individual should also be included.

Voting shares of another company that conducts business with a similar nature and is in significant competition with the business of the company or its subsidiaries.

- (9) No other characteristics that would prevent the person from providing an independent opinion regarding the company's operations after being appointed as an independent director, as long as they meet the criteria in (1) through (9). An independent director may be assigned by the Board to make decisions on the company's operations, its parent company, subsidiaries, affiliates, major shareholders, or persons with control over the company, with decisions made in a collective manner (Collective Decision). The definition of an independent director is in accordance with the Capital Market Supervisory Board regulations.

Additionally, an independent director's term of office is limited to no more than 9 years from the date of first appointment as an independent director, unless the Board finds it reasonable and necessary to extend the term.

3. The Board of Directors consists of individuals who possess knowledge, expertise, and experience in the business of producing and selling bio-based products, or related industries, such as accounting and finance, internal controls, law, organizational development and innovation, social, environmental, and safety issues, risk management, and crisis management. The board includes at least one director with knowledge and expertise in accounting and finance, and at least one non-executive director with experience in the company's core business or industry. The company will ensure that sufficient detailed information is provided to support shareholders' decision-making.
4. The Board of Directors shall select one director to serve as the Chairman of the Board. In the event that the Board of Directors deems it appropriate, the Board may also select one or more directors to serve as Vice-Chairmen of the Board.
5. The Chairman of the Board should be an independent director and must not be the same person as the Chief Executive Officer (CEO) or Managing Director. Additionally, the Chairman should not hold a position in any sub-committees that have been established to ensure a clear separation of duties and responsibilities. In cases where the Chairman is not an independent director, there must be more than half of the Board members who are independent directors, or an independent director must be appointed to jointly consider the agenda for Board meetings.
6. The Board of Directors should have a proportion between executive and non-executive directors that reflects a proper balance of power and oversight.
7. Disclose the policy on board composition diversity, including the number of years each director has served, in the company's annual report and on the company's website.
8. The appointment of directors shall comply with the company's Articles of Association and applicable laws, and must be conducted with transparency and clarity.
9. Newly appointed directors must undergo an orientation program to gain a clear understanding of the company's objectives, core goals, vision, mission, organizational values, the nature and direction of the business, relevant regulations, corporate governance policies, and other essential and useful information to perform their duties effectively.
10. Directors must have knowledge and understanding of their roles and responsibilities and are required to attend at least one director training course offered by the Thai Institute of Directors Association (IOD), such as the Director Accreditation Program (DAP), the Director Certification Program (DCP), or an equivalent course. This is to continuously enhance their skills and capabilities in performing their duties effectively.

Qualifications of the Board of Directors.

1. Must possess qualifications that are not in conflict with the Public Limited Companies Act, the Securities and Exchange Act, the Company's Articles of Association, and the Company's Corporate Governance Policy.
2. Must demonstrate leadership, vision, integrity, ethical conduct, and a solid track record of professional conduct.
3. Must have the knowledge, capability, and experience that will benefit the Company's business operations.
4. Must have an interest in the Company's affairs and be able to dedicate sufficient time. For individuals who have previously served as directors, their past contributions and performance will be taken into account.
5. Must not operate or participate in any business that is of a similar nature and is in competition with the Company's business, nor serve as a partner or director in any entity with a similar and competing business, whether for personal benefit or for the benefit of others, unless such involvement has been disclosed to the shareholders' meeting prior to the appointment resolution.

Director Nomination.

In nominating directors, the Company places great importance on individuals who possess knowledge, capability, experience, a strong professional track record, leadership, and broad vision, as well as integrity, ethical conduct, and a positive attitude toward the organization. Candidates must also be able to dedicate sufficient time, contributing meaningfully to the Company's operations. In addition, the Company emphasizes Board diversity and prepares a Board Skills Matrix to identify the qualifications of candidates being sought. This is based on gaps in essential skills as well as qualifications that align with the current composition and structure of the Board, in accordance with the Company's business strategy. The Director Pool maintained by the Thai Institute of Directors (IOD) is also used as a resource in the nomination of new directors. The entire nomination process is conducted transparently, ensuring shareholder confidence.

Board Diversity.

The nomination of directors takes into consideration the benefits of diversity within the Board of Directors in various aspects, including educational background, professional experience, skills, and knowledge. The process is not restricted by gender, age, race, nationality, religion, or any other differences.

Roles, Duties, and Responsibilities.

1. Manage and operate the company's business, as well as oversee the operations of subsidiaries, in accordance with relevant laws related to business activities, including anti-corruption laws, the company's objectives, regulations, and shareholders' resolutions, with integrity, caution, and a focus on protecting the interests of the company and shareholders. Ensure accountability to shareholders.
2. Define the success criteria for business operations, considering ethics, social and environmental impacts. Prepare business strategies and annual plans that align with the objectives and goals, taking into account various risks that may affect stakeholders.
3. Establish and oversee communication of business strategies, annual plans, objectives, and key goals to ensure all employees are aware and fully understand them.
4. Lead the organization in managing operations by defining and reviewing the vision, objectives, key goals, and operational strategies. Integrate innovation and technology to allocate critical resources for sustainable value creation and achieving objectives, while actively seeking valuable information and encouraging full participation in decision-making.

5. Define policies, key goals, and the direction of the company's operations (Direct) and oversee (Monitoring and Supervision) in line with the economic and social environment. Ensure that the business is conducted fairly and transparently, guiding the management to operate in accordance with the company's policies and regulations effectively and efficiently, under good corporate governance. This aims to maximize economic value for the business and wealth for shareholders (Maximize Economic Value and Shareholders' Wealth). Additionally, integrate innovation and technology to allocate critical resources for sustainable value creation.
6. Ensure the company's long-term business continuity, including the development plan for employees and the succession plan for executives. (Succession Plan)
7. Continuously monitor the company's operations and ensure compliance with relevant laws and contractual requirements. The management should report on operational performance and other significant matters to the board of directors at every board meeting, ensuring the company's activities are carried out effectively.
8. Oversee the management's implementation of the strategic plan, translating it into an operational plan. This includes evaluating operational performance and supervising the entire group of companies. The management should report on operational performance and other important issues to the board at monthly board meetings.
9. Manage the business to create sustainable value, including strong financial performance, long-term value creation, ethical business practices, and responsibility towards stakeholders. This involves being a good corporate citizen and minimizing the impact on society and the environment, as well as being resilient in adapting to changes.
10. Ensure that all directors and employees perform their duties with due care and diligence (Duty of Care) and with loyalty and integrity towards the organization (Duty of Loyalty). Additionally, decisions and transactions should be made free from any conflicts of interest. (Conflict of Interest)
11. Independent directors and non-executive directors should be prepared to exercise their judgment independently when considering strategies, business management, resource allocation, director appointments, and the establishment of business standards. They must also be ready to oppose actions by other directors or management when there is a disagreement on matters that could impact the equal treatment of all shareholders.
12. Establish a good corporate governance policy and a business code of conduct (Code of Conduct) to guide the actions of both directors and employees. This policy should be reviewed and evaluated regularly, at least once a year, to ensure its continued effectiveness.
13. Ensure the creation of a corporate culture based on ethical standards, serving as a role model in adhering to corporate governance policies and the business code of conduct. This includes complying with best practices for listed company directors as defined by the Stock Exchange of Thailand.
14. Ensure the establishment of effective and reliable systems for accounting, financial reporting, internal controls, and internal audits. These systems must be robust to guarantee the company's financial transparency and operational integrity.

15. Play a key role in managing risk by establishing a risk management system, implementing appropriate and sufficient risk management measures, and ensuring continuous monitoring of these measures.
16. Ensure the recruitment, development, determination of compensation, and performance evaluation of the Chief Executive Officer (CEO) and the Managing Director are carried out appropriately, transparently, and fairly. Additionally, work on the development of senior executives and approve the criteria and structure for the compensation of senior management.
17. Establish a fair compensation system for employees, ensuring that the remuneration is competitive with industry standards and linked to performance outcomes measured through Key Performance Indicators (KPIs). This includes both short-term compensation such as monthly salary and bonuses, and long-term incentives, such as the Employee Stock Option Program (ESOP) or Employee Joint Investment Program (EJIP), which are subject to approval on a case-by-case basis.
18. Appoint a Company Secretary as required by securities laws to provide legal and regulatory advice to the Board. The Company Secretary is responsible for managing the documentation of Board meetings, critical documents, and activities, ensuring compliance with Board decisions. The qualifications and experience of the Company Secretary should be disclosed in the annual report and on the company's website.
19. Regularly report to shareholders on the status of the organization, providing complete and truthful information. This should include both positive and negative trends for the future, supported by sufficient reasoning and justifications to ensure transparency and build trust.
20. Evaluate and review the performance of the Board of Directors, its subcommittees, and individual directors on an annual basis. This evaluation should aim to identify areas for improvement and development to enhance the effectiveness of the Board's duties in the future.
21. Report the holdings of the company's securities by the director, their spouse, and their minor children at each monthly Board meeting. Additionally, the director must notify the company without delay in the following situations
 - The person or entity⁴ with a connection has a vested interest related to the management of the company's operations or its subsidiaries.
 - The person or entity with a connection hold shares in the company or its subsidiaries.
22. Keep internal company information obtained through the performance of duties confidential, and not use it for personal benefit or the benefit of others. This includes refraining from trading securities at least 1 month before the financial statement disclosure and at least 3 days after the financial statement disclosure.
23. Each director may hold the position of director in other listed companies on the Stock Exchange of Thailand, but not exceeding 5 companies. This does not affect the director's current position.
24. Supervise and ensure that management treats all stakeholders ethically and equitably.

⁴ Related Person" refers to an individual who has a relationship in any of the following ways

- (1) An individual who has control over the company's operations, and in the case where such person is a legal entity, it includes the directors of that legal entity as well.
- (2) The spouse, children, or underage adopted children of a director, executive, or person under (1).
- (3) Legal entity controlled by the person under (1) or (2).
- (4) Any other person as defined by the Securities and Exchange Commission (SEC).

If an individual acts with the understanding or agreement that if the company conducts a transaction that provides a financial benefit to such an individual, the director, executive, or person under (1) or (2) will also receive a financial benefit, then it shall be considered that such an individual is a related person for that transaction. Control over Operations refers to

- (1) Holding shares with voting rights in a legal entity exceeding 50% of the total voting rights of that legal entity.
- (2) Having the power to control the majority of votes at the shareholders' meeting of a legal entity, either directly or indirectly, or for any other reason.
- (3) Having the power to control the appointment or removal of directors from at least half of the total number of directors, either directly or indirectly.

25. An independent director is prepared to exercise their judgment independently in considering the determination of strategies, management, resource allocation, director appointments, and setting operational standards. They are also ready to oppose the actions of other directors or management in cases where there is a disagreement on matters that affect the equality of all shareholders.
26. If necessary, the company's board of directors may seek professional advice from external consultants regarding the company's operations, at the company's expense.
27. Non-executive directors and independent directors shall meet among themselves, as necessary, at least twice a year to discuss issues related to management that are of interest, without management present. They will inform the CEO of the meeting's outcomes.
28. Consider and approve the appointment and define the roles and responsibilities of sub-committees as appropriate and necessary to support the management of the board of directors.
29. There is a mechanism to oversee subsidiaries to protect the company's investment interests. The board of directors is responsible for considering the suitability of individuals to be appointed as directors in subsidiaries to ensure management is in line with the company's policies and that transactions are conducted in accordance with applicable laws, securities laws, the Stock Exchange of Thailand regulations, and other related announcements.
30. Consider and approve the acquisition or disposal of assets, investment in new businesses, operations, borrowing, or any loan requests from financial institutions, lending activities, as well as any guarantees, ensuring that all actions comply with relevant laws, announcements, regulations, and the securities and stock exchange laws.
31. Consider and/or provide opinions on related party transactions and/or the entering into of transactions (in cases where the transaction size does not require approval by the shareholders' meeting) of the company and its subsidiaries, ensuring that such transactions comply with applicable laws, announcements, regulations, and related requirements.
32. Report the board of directors' responsibility for preparing the financial statements, alongside the auditor's report, in the annual report, covering key matters in accordance with the policy of good corporate governance practices for directors of listed companies on the Stock Exchange of Thailand.
33. Consider and approve the payment of interim dividends to shareholders (if any), and report such dividend payment to the shareholders' meeting at the next meeting.
34. Consider and approve the appointment of individuals who meet the qualifications and are not disqualified according to the Public Limited Companies Act B.E. 2535 (including any amendments), the Securities and Exchange Act B.E. 2535 (including any amendments), and other related laws, announcements, regulations, and/or other relevant rules, to serve as directors in cases where a directorial position becomes vacant for reasons other than the end of term. This includes the appointment of directors to replace those whose term has ended and the appointment of new directors, as well as the determination of director compensation to be presented to the shareholders for approval.
35. Assign one or more directors, or any other individual, to act on behalf of the board of directors. However, such a delegation of authority must not allow the directors or the authorized individuals to approve transactions where they or individuals with potential conflicts of interest are involved, or where there may be any other conflicts of interest with the company or its subsidiaries, unless the transactions are in accordance with policies and criteria previously approved by the shareholders' meeting or the board of directors.
36. Consider and determine changes to the authorized signatories who have the authority to bind the company.

The Role and Responsibilities of the Chairman of the Board, who is the leader of the board of directors.

1. Supervise, monitor, and ensure that the board's performance is effective and achieves the organization's main objectives and goals.
2. Ensure that all directors participate in promoting a corporate culture of ethics and good corporate governance.
3. Set the agenda for board meetings in consultation with the CEO, and ensure that important issues are included in the agenda. If the chairman is not an independent director, one independent director must be involved in setting the agenda. Allocate sufficient time for management to present issues and enough time for directors to discuss important matters thoroughly.
4. Allocate sufficient time for management to present issues and for directors to thoroughly discuss important matters.
5. Encourage directors to exercise careful judgment and give attention to all matters brought to the meeting, including issues related to good corporate governance.
6. Foster good relations between the board and management, and support the operations of management, but refrain from becoming involved in the day-to-day management activities.

The board of directors has the authority to approve matters, including.

- Vision, short-term and long-term strategic plans of the organization.
- Annual work plans and budgets.
- Investments, project implementations, significant contracts of the company and its subsidiaries.
- Restructuring of management.
- Dividend payment policy.
- Evaluation of the performance of the board, CEO, and managing director.
- Determination of compensation for the CEO and managing director.
- Appointment of directors between annual general meetings and the appointment of sub-committees.
- Designation of directors authorized to sign on behalf of the company.
- Appointment of employees at the level of senior vice president and above.
- Appointment of individuals as directors or representatives of the company within the group, including setting guidelines for the governance of such companies.

The board of directors works with management on the following matters.

- The determination and review of strategies, goals, and annual work plans.
- Ensuring the adequacy of the risk management system and internal controls.
- Establishing appropriate operational authority that aligns with the responsibilities of management.
- Setting frameworks for resource allocation, development, and budgeting, such as policies and plans for human resource management and information technology policies.
- Monitoring and evaluating operational performance.
- Ensuring the reliable disclosure of both financial and non-financial information.

The board of directors should not engage in the following matters.

- Matters that the board has delegated to management as the primary party responsible for execution, meaning the management must carry out the strategy, policies, or work plans approved by the board, within the defined policy framework, and monitor the results without interfering in management's decisions or operations, unless necessary.
- Matters that are explicitly prohibited, such as approving transactions in which a director has a conflict of interest.

The Chief Executive Officer (CEO) has the authority and primary responsibility for the company's operations and day-to-day management as delegated by the board of directors. The CEO must manage the company in strict accordance with the policies, work plans, and budgets approved by the board, with integrity, honesty, and care, while safeguarding the best interests of the company and its shareholders.

Board of Directors' Meetings.

1. The board of directors shall meet no fewer than six times per year and additionally as necessary. In months when no meeting is held, management will prepare an operational performance report for presentation at the next board meeting.
2. A notice of meeting shall be sent to directors or their representatives at least 7 days prior to the meeting date. However, in urgent cases necessary to protect the company's rights or interests, the meeting may be called by other means and scheduled sooner. Management must provide the board with relevant information in an appropriate and timely manner, with related materials delivered at least 5 days in advance to allow sufficient time for review and informed decision-making.
3. The minutes of the board meeting shall be completed within 7 days after the meeting, enabling the board to review for accuracy before approval at the next meeting.
4. Each board meeting should be attended by no fewer than three-fourths ($\frac{3}{4}$) of the total number of directors. For any resolution, at least three-fourths ($\frac{3}{4}$) of the directors must be present.
5. Each director should attend no less than 75% of all board meetings held in a year. (For example, if there are 12 meetings in a year, a director should attend at least 9 meetings.)
6. The chairman of the board approves the meeting agenda in consultation with the CEO and management. Measures must be in place to ensure important matters are included. If the chairman is not an independent director, one independent director must participate in setting the agenda. Management shall also consider requests from individual directors to include other important matters in the agenda of the next meeting.
7. The chairman is responsible for allocating sufficient time for management to present information and for directors to thoroughly discuss key issues.
8. Before proceeding with agenda items, directors must disclose any conflicts of interest, which are to be recorded in the minutes. Directors with a conflict of interest in a particular matter shall not have voting rights and must not be present during discussion of that item.
9. board of directors may access additional necessary information from the designated management personnel.
10. If necessary, the board may seek independent opinions from external consultants or professionals regarding company operations, with such costs borne by the company.

Term of Office.

At every Annual General Meeting, one-third of the directors must retire from office. If the number of directors cannot be exactly divided into three equal parts, the number closest to one-third shall retire. The directors retiring by rotation may be re-elected. However, the appropriate tenure for a directorship should not exceed three consecutive terms. In cases where a director is considered suitable to serve for a longer period, the board of directors shall assess the independence and performance of the said director and provide shareholders with the rationale and a summary of the director's performance.

In addition to retirement by rotation, a director shall vacate office upon

1. Death.
2. Resignation.
3. Lack of qualifications or possession of prohibited characteristics under the Public Limited Companies Act and the Securities and Exchange Act.
4. Removal by resolution of the shareholders' meeting in accordance with the Public Limited Companies Act.
5. Removal by court order

In the event that a board position becomes vacant for reasons other than retirement by rotation, the board of directors shall, by a resolution passed by not less than three-fourths ($\frac{3}{4}$) of the remaining directors, appoint a qualified person who does not possess any prohibited characteristics as specified under the Public Limited Companies Act and the Securities and Exchange Act, based on the recommendation of the Nomination and Remuneration Committee, to fill the vacancy at the next board meeting—unless the remaining term of the vacated directorship is less than two months. The person appointed to fill the vacancy shall hold office only for the remainder of the term of the director being replaced.

Board of Directors' Performance Evaluation.

1. The board of directors shall conduct a performance evaluation at least once a year, including both individual self-evaluations and cross-evaluations, as well as a collective board self-assessment. This is to enable the board to review its performance and identify areas for improvement in fulfilling its duties.
2. The board has established clear and structured benchmarks for comparing performance, which are reviewed and improved continuously. The evaluation criteria, process, and results shall be disclosed in the company's annual report.
3. The company may engage external consultants at least once every three years to assist in developing the evaluation framework and to provide recommendations on performance assessment. This engagement shall also be disclosed in the annual report.

Determination of Directors' Remuneration.

The directors' remuneration shall align with the company's long-term strategy and objectives and be comparable to industry standards, taking into account the director's experience, duties, roles, and responsibilities (accountability and responsibility), as well as the expected contributions and any additional assignments given to each director. The remuneration should be sufficient to attract and retain qualified directors capable of fulfilling their duties and achieving the company's business goals and strategic direction. The determination process shall be transparent and instill confidence among shareholders.

Board of Directors' Requirements on Executive Succession Planning and Development.

The Board of Directors ensures the existence of a succession plan to prepare for the succession of the Chief Executive Officer (CEO) and other senior executives. The CEO is required to report on the progress of the plan at least once a year. Additionally, the Board has established a policy for the recruitment of the CEO, stating that if qualified, both external candidates and employees at the senior director level or higher may be considered for the CEO position to maximize benefits. The Board has also assigned the Nomination and Compensation Committee to oversee the criteria and process for recruiting, developing, and evaluating the CEO, as well as determining the CEO's compensation structure and guidelines.

The Board of Directors ensures that the Chief Executive Officer (CEO) and senior executives possess the necessary skills and attributes to drive the organization toward its goals. The CEO is required to provide an annual report on their activities during the year, which should be considered alongside the succession plan. Furthermore, the Board has set additional development guidelines by implementing a rotation of responsibilities among senior executives, ensuring they gain a broad understanding, experience, and readiness to manage the organization as a whole.

Succession Process.

1. Identify the executive positions for which a succession plan must be developed, including the Chief Executive Officer (CEO) and senior executives.
2. The Nomination and Compensation Committee considers the necessary knowledge, skills, and experience (Competency), along with the required level for each position of the CEO and senior executives.
3. The Nomination and Compensation Committee considers and selects qualified individuals who are suitable to succeed the CEO and senior executives for each position.
4. Assign the CEO to assess the performance and competencies of executives who qualify to be selected as the CEO and senior executives, comparing them to the required level of Competency, in order to create individual development plans to address any competency gaps.
5. The CEO ensures the rotation of responsibilities among the executives who qualify to be selected as the CEO and senior executives. Additionally, senior executives, such as those at the level of Deputy Managing Director and above, should participate in the Board of Directors' meetings to gain understanding, experience, and readiness for overall organizational management.
6. The CEO reports the performance results and progress of the individual development plans for executives who qualify to be selected as the CEO and senior executives to the Nomination and Compensation Committee on a regular basis, with at least one report per year.
7. The Nomination and Compensation Committee reviews and summarizes the results of the succession plan for the CEO and senior executives annually and reports the findings to the Board of Directors.

Subcommittee.

The Board of Directors appoints a subcommittee for good corporate governance, with the responsibility of studying and filtering the work of the Board of Directors.

Guideline

1. Audit Committee.

The Audit Committee is established with the approval of the Board of Directors to function as an independent body that provides support and acts on behalf of the Board of Directors. It is an essential tool for the Board in overseeing good corporate governance to ensure that the organization's operations comply with regulations and ethical standards. It also ensures the maintenance of an effective internal control system, free from conflicts of interest and fraud. Therefore, the Board of Directors has resolved to define the charter of the Audit Committee as follows

Composition.

1. The Board of Directors is responsible for appointing the Audit Committee.
2. The Audit Committee must be composed of independent directors of the company.
3. The Audit Committee must consist of no fewer than 3 independent directors, with at least 1 member possessing sufficient knowledge and experience in accounting, finance, or auditing to review the reliability of the financial statements.
4. The Head of the Internal Audit Department of the company shall serve as the secretary of the Audit Committee.

Scope, Duties, and Responsibilities.

1. Review the financial statements and related financial reports, accounting principles and practices, compliance with accounting standards, the going concern assumption, significant changes in accounting policies, and management's rationale for the accounting policies before presenting them to the Board of Directors for approval, and for dissemination to shareholders and the general investment public. Additionally, the committee should review with the auditors any issues or limitations arising from the financial audit and consider corrective actions for improvements.
2. Review the company's internal control system and internal audit system to ensure they are adequate and effective. The internal audit department is responsible for developing and reviewing the effectiveness of the internal control system and reporting to the Audit Committee.
3. Review the company's compliance with securities and exchange laws, regulations of the Stock Exchange of Thailand, and other laws related to the company's business operations.

4. Review related party transactions or transactions that may involve conflicts of interest, including asset acquisitions and disposals, to ensure compliance with laws and regulations of the Stock Exchange of Thailand. This is to ensure that such transactions are reasonable and in the best interests of the company.
5. Have the authority to review individuals involved within the scope of the Audit Committee's duties and responsibilities, and have the authority to hire or bring in specialists to assist with the audit, in accordance with the company's regulations.
6. Prepare the Audit Committee's report, which should be disclosed in the company's annual report. This report must be signed by the Chairman of the Audit Committee and must include at least the following information
 - a. Opinion on the accuracy, completeness, and reliability of the company's financial statements.
 - b. Opinion on the adequacy of the company's internal control system.
 - c. Opinion on the company's compliance with securities and exchange laws, regulations of the Stock Exchange of Thailand, or any other laws related to the company's business operations.
 - d. Opinion on the suitability of the auditor.
 - e. Opinion on transactions that may involve conflicts of interest.
 - f. The number of Audit Committee meetings and the attendance of each Audit Committee member.
 - g. Any overall opinions or observations that the Audit Committee has received in performing its duties according to the Charter.
 - h. Other items that the shareholders and the general investors should be aware of within the scope of duties and responsibilities assigned by the Board of Directors.
7. Consider, select, and propose the appointment of an independent individual to serve as the company's auditor, propose their compensation, and recommend the dismissal of the individual if necessary, for submission to the Board of Directors and subsequently to the shareholders for approval. Additionally, the Audit Committee should meet with the auditor without management present at least once a year.
8. Consider the scope of the audit and the audit plan of the external auditor and the internal audit department to ensure they are aligned and complementary, while minimizing any duplication in financial auditing activities.
9. Consider and propose amendments to the Audit Committee's charter for approval by the Board of Directors.
10. Approve the internal audit department's audit plan, budget, training plan, and staffing levels.
11. Consider and approve the appointment, transfer, dismissal, and annual performance evaluation of the Head of the Internal Audit Department or the department responsible for internal auditing, as well as review the independence of the internal audit department.
12. Review the effectiveness and efficiency of the information technology systems related to internal controls.
13. In the performance of its duties, if the Audit Committee identifies or has concerns regarding any transactions or actions that may significantly impact the company's financial position and performance, including
 - Transactions involving conflicts of interest.
 - Fraud, abnormalities, or significant deficiencies in the internal control system.

- Violation of the Securities and Exchange Act, regulations of the Stock Exchange of Thailand, or laws related to the company's business

The Audit Committee shall report such matters to the Board of Directors for corrective action within a time frame deemed appropriate by the Audit Committee. If the Board of Directors or management fails to take corrective action within the specified period, any member of the Audit Committee may report the matter concerning such transactions or actions to the Securities and Exchange Commission (SEC) or the Stock Exchange of Thailand (SET).

14. Review the accuracy of reference documents and self-assessment forms related to the company's anti-corruption measures under the Thai Private Sector Collective Action Against Corruption (CAC) initiative.
15. Have the authority to request or obtain necessary information from various departments within the company to fulfill its assigned duties. This includes the ability to summon relevant personnel for information, hold discussions with the external auditor, or seek independent opinions from other professional advisors to support the Audit Committee's considerations.
16. The Chief Executive Officer and President and/or executives and/or management should be given the opportunity to meet with the Audit Committee as necessary to discuss management-related issues of concern.
17. Review, provide opinions, and monitor the use of funds raised to ensure alignment with the purposes disclosed by the company, and report progress to the shareholders.
18. Perform any other duties as assigned by the Board of Directors, with the consent of the Audit Committee.

Meetings.

1. The Audit Committee shall hold meetings at least four times a year to consider the quarterly financial statements and other matters within its scope of authority. The Chairman of the Audit Committee may call a special meeting to consider any urgent matters as deemed appropriate.
2. In calling a meeting of the Audit Committee, the Chairman of the Audit Committee or the Secretary to the Audit Committee, as instructed by the Chairman, shall send a notice of the meeting to the Audit Committee members not less than 7 days prior to the meeting date. However, in urgent cases, the notice may be given by other means, or the meeting may be scheduled earlier as deemed appropriate. The delivery of the meeting notice and the conduct of the Audit Committee meeting may also be carried out via electronic means, in accordance with applicable laws or relevant regulations (if any).
3. A quorum of the Audit Committee meeting shall consist of not less than half of the total number of Audit Committee members appointed by the Company.
4. In the event that the Chairman of the Audit Committee is absent or unable to perform their duties, the Audit Committee members present at the meeting shall select one member among themselves to act as the Chairman of the meeting.
5. In voting, each Audit Committee member shall have one vote. The resolution of the meeting shall be based on a majority vote. In the case of a tie, the Chairman of the meeting shall have a casting vote.
6. Audit Committee member who has a vested interest in any matter shall not be entitled to vote on that matter.

7. The Secretary to the Audit Committee shall not have the right to vote.
8. The Chairman of the Audit Committee shall report the results of the Audit Committee meetings to the Board of Directors at least twice a year.

Term of office.

1. The term of office for the Audit Committee members is three years, including the appointment, reappointment, and removal from the position of Audit Committee members.
2. Audit Committee member who has completed their term of office may be reappointed as deemed appropriate by the Board of Directors.
3. An Audit Committee member shall cease to hold office when
 - Term of office has expired.
 - Cease to be a director of the Company.
 - Resign.
 - Death
 - No longer meet the qualifications required to be an Audit Committee member according to this Charter or applicable laws and regulations.
 - The Board of Directors resolves to remove them from the position.
4. Audit Committee member wishing to resign must submit a resignation letter along with an explanation for the resignation to the Chairman of the Board of Directors at least 30 days in advance, unless in cases deemed urgent and appropriate.
5. In the event that an Audit Committee member ceases to hold office, the Company shall immediately notify the Stock Exchange of Thailand.
6. In the event that a vacancy arises in the Audit Committee for reasons other than the expiration of the term, the Board of Directors may appoint a qualified individual to fulfill the duties of the vacant position. However, if the vacancy results in the composition of the Audit Committee not meeting the required criteria, the Board of Directors must appoint a qualified individual to fill the vacancy as soon as possible, and no later than 3 months from the date the position became vacant, in order to ensure that the composition of the Audit Committee meets the established criteria. The Company must also notify the Stock Exchange of Thailand. The individual appointed to the Audit Committee in this case will serve for the remainder of the term of the member they are replacing.

Compensation.

The Board of Directors shall determine the compensation based on the recommendation of the Nomination and Remuneration Committee and present it to the shareholders' meeting for approval.

2. Nomination and Remuneration Committee

Composition.

1. The Nomination and Remuneration Committee shall consist of no fewer than 3 members, with more than half being independent directors. At least one member must possess knowledge or expertise in human resources management.
2. The Chairman of the Nomination and Remuneration Committee should be an independent director.
3. The Board of Directors shall select one member from the Nomination and Remuneration Committee to be the Chairman of the Nomination and Remuneration Committee.

4. The Chairman of the Nomination and Remuneration Committee shall consider appointing a secretary for the Nomination and Remuneration Committee.

Scope, Duties, and Responsibilities.

1. Consider the structure and composition of the Board of Directors to ensure they are appropriate for the business and environment, including determining the methods of selecting and the qualifications of individuals to hold the positions of directors, sub-committee members, Chief Executive Officer, Managing Director, or equivalent positions.
2. Carry out the recruitment and recommend individuals with the appropriate qualifications to hold the positions of directors, sub-committee members, Chief Executive Officer, Managing Director, or equivalent positions, including directors of subsidiaries that are publicly listed in both domestic and international stock markets, where the company has the right to propose candidates based on its shareholding proportion, whether as representative directors or non-representative directors, to the Board of Directors.
3. Recommend a compensation structure for directors, sub-committee members, Chief Executive Officer, Managing Director, or equivalent positions that motivate performance aligned with the organization's objectives and long-term goals, while also reflecting the company's interests. This includes : (1) Consideration of an appropriate balance between salary, short-term performance results (e.g., bonuses), and long-term performance. (e.g., Employee Stock Ownership Plans) (2) Establishing compensation policies that take into account factors such as industry-level compensation, the company's performance. (3) Setting policies regarding performance evaluation criteria and ensuring proper communication of these policies.
4. Consider and propose the compensation for directors to the Board of Directors for approval and then submit it to the shareholders for consideration and approval.
5. Consider and propose the compensation for sub-committee members to the Board of Directors for approval and then submit it to the shareholders for consideration and approval.
6. Regularly evaluate the performance of the Chief Executive Officer and Managing Director, or equivalent positions, on an annual basis, in order to provide recommendations on appropriate compensation to the Board of Directors for approval. Communicate the evaluation results, along with development areas, to the Chief Executive Officer and Managing Director for their awareness.
7. Review the recruitment and development policies for personnel, as well as the Succession Plan for the Chief Executive Officer and Managing Director, or equivalent positions, on an annual basis, and ensure that the Chief Executive Officer and Managing Director report to the Board of Directors accordingly.
8. Consider and define the required knowledge, skills, and experience (competency), along with the desired level for the Chief Executive Officer and Managing Director, or equivalent positions.
9. Consider and define the qualifications of individuals who are deemed suitable for succession to the roles of Chief Executive Officer and Managing Director.
10. Evaluate the performance of the Nomination and Remuneration Committee and ensure that the results are reported to the Board of Directors and disclosed in the annual report.
11. Carry out duties as assigned by the Board of Directors.

Term of office.

1. The Nomination and Remuneration Committee members shall have a term of office of three years.
2. The Nomination and Remuneration Committee member who has completed their term may be reappointed for another term as deemed appropriate by the Board of Directors.
3. The Nomination and Remuneration Committee member shall cease to hold office when
 - Term of office has expired.
 - Cease to be a director of the Company.
 - Resign.
 - Death.
 - No longer meet the qualifications required to be a Nomination and Remuneration Committee member according to this Charter or applicable laws and regulations.
 - The Board of Directors resolves to remove them from the position.
4. In the event that a member ceases to be a member of the Nomination and Remuneration Committee and/or a director of the Company, the Board of Directors shall consider appointing another director to replace the member who has ceased to hold office. The new appointee shall serve for the remainder of the term of the Nomination and Remuneration Committee member they are replacing.

Compensation.

The Board of Directors shall determine the compensation based on the recommendation of the Nomination and Remuneration Committee and present it to the shareholders' meeting for approval of the compensation rates.

3. Risk and Governance Committee.

Composition.

- The Risk and Governance Committee shall consist of no fewer than 3 members. At least one member should have expertise in risk management and/or an understanding of good corporate governance principles in line with international standards.
- External individuals may be appointed as members if they meet the specified qualifications.
- The Chief Executive Officer and Managing Director, or an individual holding an equivalent position, shall be a member of the Risk and Governance Committee. Additionally, the Chief Executive Officer and Managing Director, or a Senior Business Development Manager (or an individual with an equivalent position), or an individual appointed by the Chief Executive Officer and Managing Director, shall serve as the Secretary of the Risk and Governance Committee.

Scope, Duties, and Responsibilities.

1. Define the policies, strategies, and objectives for enterprise-wide risk management.
2. Develop and continuously improve the enterprise-wide risk management system to ensure its effectiveness.
3. Support and drive cooperation in risk management at all levels within the organization.

4. Ensure that the company has appropriate and effective risk management practices.
5. Propose practices related to good corporate governance, anti-corruption, and social and environmental responsibility to the Board of Directors.
6. Delegate policies on good corporate governance, anti-corruption, and social and environmental responsibility to a working group to support governance activities as appropriate.
7. Support the operations of the Board of Directors and management to ensure compliance with the principles of good corporate governance and anti-corruption.
8. Review practices related to good corporate governance, anti-corruption, and social and environmental responsibility, comparing them with international standards, and provide recommendations to the Board of Directors for continuous improvement.
9. Carry out duties as assigned by the Board of Directors.

Term of office.

1. The Risk and Governance Committee members shall have a term of office of three years.
2. The Risk and Governance Committee member who has completed their term may be reappointed for another term as deemed appropriate by the Board of Directors.
3. The Risk and Governance Committee member shall cease to hold office when
 - Term of office has expired.
 - Cease to be a director of the Company.
 - Resign.
 - Death.
 - They no longer meet the qualifications required to be a member of the Risk and Governance Committee as per this Charter.
 - The Board of Directors resolves to remove them from the position.
4. In the event that a member ceases to hold the position of Risk and Governance Committee member and/or director of the company, the Board of Directors shall consider appointing another member to replace the one who has vacated the position. The new member's term of office shall be limited to the remaining term of the Risk and Governance Committee member they are replacing.

Compensation.

The Board of Directors is responsible for determining the compensation based on the recommendations of the Nomination and Remuneration Committee and presenting it to the shareholders' meeting for approval of the compensation rate.

4. Investment Screening Committee.

Composition.

1. The Investment Screening Committee shall consist of no fewer than three members. At least one member should possess expertise in investment economics, finance and accounting, marketing, management, technology, or other relevant fields related to investment.
2. External individuals may serve as committee members if they meet the qualifications specified in the criteria.
3. The Chief Executive Officer and President shall serve as members of the Investment Screening Committee. The Senior Business Development Manager (or an equivalent position), or a person designated by the Chief Executive Officer and President, shall serve as the Secretary of the Investment Screening Committee.

Scope, Duties, and Responsibilities.

1. Carefully and thoroughly review the criteria for screening projects and investment opportunities. This may include conducting a feasibility study of the proposed investment plan, as well as assessing potential, risk factors, expected returns, the company's financial liquidity, and prevailing economic conditions—ensuring alignment with the company's strategies and policies before presenting the proposal to the Board of Directors for approval.
2. Monitor and evaluate the implementation of strategic projects and the company's capacity for business expansion, both domestically and internationally, to ensure alignment with the company's strategic direction and policy objectives.
3. Consider and approve procurement, purchases, hiring (including hiring of consultants) for new business projects that have not yet received project plan and budget approval from the Board of Directors, within a limit not exceeding THB 35 million.
4. Review new business projects that have not yet been approved in terms of project plans and budgets by the Board of Directors, within a limit not exceeding THB 100 million.
5. Review investment policies related to subsidiaries and joint ventures for submission to the Board of Directors for approval.
6. Consider the appointment and determine the remuneration of advisors to the Investment Screening Committee.
7. Issue directives and request information from management as deemed appropriate.
8. Perform duties as assigned by the Board of Directors.

Term of office.

1. Investment Screening Committee members shall serve a term of three years.
2. Members whose terms have expired may be reappointed for another term if deemed appropriate by the Board of Directors.
3. A member of the Investment Screening Committee shall cease to hold office when
 - Term of office has expired.
 - Cease to be a director of the Company.
 - Resign.

- Death.
 - Loss of qualifications as prescribed under this Charter
 - The Board of Directors resolves to remove them from the position.
4. In the event that a member vacates office, the Board of Directors shall appoint a replacement to serve in place of the outgoing member. The replacement member shall serve only for the remainder of the term of the vacated position

Compensation.

The Board of Directors is responsible for determining the compensation based on the recommendations of the Nomination and Remuneration Committee and presenting it to the shareholders' meeting for approval of the compensation rate.

2.2 Risk Management, Internal Control, and Internal Audit.

The Company has established a risk management and internal control system to ensure that its operations achieve the intended objectives, comply with applicable laws and regulations, and mitigate the risk of fraud. An internal audit system is in place to provide assurance that the established controls support the achievement of these objectives.

Guideline.

1. Risk Management.

The Company has implemented an ongoing enterprise-wide risk management process to ensure that it can achieve its defined objectives and enhance operational success in alignment with good corporate governance practices. This approach enables the Company to effectively respond to today's dynamic and highly competitive business environment. The Risk Management and Corporate Governance Committee (RMC)—comprising members of the Board of Directors and senior executives—is responsible for setting risk management directions, developing an effective enterprise risk management system, promoting organization-wide collaboration, and overseeing overall risk management to maintain risk exposure at acceptable levels. The scope of risk management includes strategic, operational, financial, legal and regulatory compliance risks, as well as other key risks relevant to the Company's business operations.

2. Internal Control.

The Company's internal control system involves the Board of Directors and all organizational units. The Legal and Company Secretary Office is responsible for overseeing the effectiveness and efficiency of internal controls, the reliability of financial and accounting reports, and compliance with relevant laws and regulations. This office coordinates with the Strategy and Enterprise Risk Department and reports operational data to the Risk Management and Corporate Governance Committee (RMC). Managers at the level of department head and above are accountable for internal control within their respective areas, in accordance with the internationally recognized COSO (Committee of Sponsoring Organizations of the Treadway Commission) framework. They are also responsible for the continuous improvement and modernization of internal control systems.

3. Internal Audit.

Internal audit is essential and critical to the effective management of the organization, as it is a key component of good corporate governance. Internal audit provides assurance to shareholders, the Board of Directors, and management that the internal control systems established by the Company are functioning effectively and support the achievement of organizational objectives. The Company has established an independent Internal Audit Department responsible for providing consulting and assurance services. This department assesses whether internal controls are properly and consistently implemented, and whether operations comply with established policies, procedures, and applicable regulations. It also identifies deficiencies and weaknesses, and offers recommendations to improve operational efficiency and effectiveness. The internal audit function is structured to operate independently, with a direct reporting line to the Audit Committee, ensuring objectivity and unrestricted access to information. In addition, the Board of Directors has adopted a policy of auditor rotation every three years to ensure that the Company's financial statements are reviewed and audited with independence and impartiality.

2.3 Shareholders' Rights and Equitable Treatment.

1. Shareholders' rights

Shareholders are entitled to ownership rights, which they exercise through the appointment of directors to represent them and by participating in decisions on significant corporate changes. The Board of Directors acknowledges and places great importance on shareholders' rights, actively encourages their exercise, and commits to refraining from any actions that may violate or diminish such rights.

Guideline.

1. Support and promote the fundamental rights of all shareholders, including
 - The right to buy, sell, and transfer shares, as well as the right to receive a share of the company's profits.
 - The right to receive adequate and timely information in an appropriate format for making decisions that may impact the company and themselves.
 - The right to attend and vote at shareholders' meetings in order to make decisions on significant changes to the company as prescribed by law or company policies. The company facilitates and encourages the participation of shareholders, including institutional investors, in shareholders' meetings.
 - Other rights to which shareholders are legally entitled.
2. For shareholders' meetings, the company uses the Record Date criterion to determine the list of shareholders eligible to attend the meeting, allowing them sufficient time to review the invitation and relevant information in advance.
3. For shareholders' meetings, the Board of Directors is responsible for preparing a written notice of the meeting specifying the venue, date, time, agenda, and matters to be presented to the meeting, along with appropriate details. Each agenda item must indicate whether it is for acknowledgment, approval, or consideration, and must include the Board's opinion on the matter. The notice must be delivered to shareholders and the registrar no less than 7 days prior to the meeting date, and must be published in accordance with legal requirements for at least 3 consecutive days and not less than 3 days before the meeting. The delivery of the meeting notice to shareholders may be made via electronic means or by any method as prescribed by law.
4. The company encourages shareholders to use proxy forms that allow them to direct their votes, as well as to propose the nomination of independent directors as an option for shareholders when granting proxies for the shareholders' meeting.
5. The company will provide the Board of Directors' opinions on each agenda item at the shareholders' meeting, along with the annual report and proxy forms, which include detailed instructions on the required documents and evidence for granting proxies, as well as the meeting documents.
6. The company will offer shareholders the opportunity to submit questions in advance regarding agenda items for the shareholders' meeting. The Board of Directors and management are responsible for attending the meeting to respond to shareholders' inquiries.

7. The company will facilitate shareholders on the day of the shareholders' meeting by
 - Reserving sufficient parking spaces and providing shuttle services from the nearby train station. (if applicable)
 - Utilizing a barcode system for registration and vote counting to enhance efficiency and speed.
 - Implementing a shareholder meeting management program for registration and vote counting to ensure efficiency and transparency.
8. A neutral third party will be appointed to ensure that the shareholders' meeting is conducted transparently and in compliance with the law and the company's regulations.
9. Prior to the meeting, the company will explain the voting procedure and the vote counting process for each agenda item, as well as invite shareholder representatives to serve as witnesses for the vote counting.
10. During the meeting, shareholders will be given an equal opportunity to express their opinions and ask questions. Key questions and comments will be recorded in the meeting minutes.
11. For the election of directors, shareholders may vote for individual directors, with each shareholder having one vote per share.
12. Under the provisions of the law and the company's regulations, shareholders may request the Board of Directors to add items to the meeting agenda, as well as request explanations and express their opinions in an appropriate manner.
13. After the meeting, shareholders can access the meeting resolutions and vote results for each agenda item through the Stock Exchange of Thailand (SET) and the company's website. The meeting minutes will also be published through the SET, the company's website, and distributed to shareholders who expressed their opinions at the meeting.

2. Equitable Treatment.

All shareholders should be treated equally and fairly. The Board of Directors will oversee that shareholders are treated in a manner that protects their fundamental rights and ensures equal treatment.

Guideline.

1. Shareholders shall be treated fairly and shall receive sufficient and timely information from the company.
2. Shareholders have the right to vote in proportion to their shareholding and have equal access to company-related information.
3. Shareholders may propose additional agenda items or nominate individuals for directorship in advance of the shareholders' meeting, in accordance with the company's established procedures.
4. Shareholders are required to use ballot cards for every agenda item, especially for the election of directors, where voting is conducted on an individual basis. Each shareholder shall have one vote per share for each director to be elected.
5. Directors who have a conflict of interest in any matter under consideration are not entitled to vote and must not be present during the discussion of that agenda item.
6. Directors and employees are responsible for safeguarding the company's confidential information and must not exploit such information for their own benefit or for the benefit of others.

2.4 The Company's Role Toward Stakeholders.

The company is committed to protecting the rights of stakeholders in accordance with applicable laws. The Board of Directors will consider establishing processes that promote collaboration between the company and its stakeholders in order to foster long-term wealth creation, financial stability, and business sustainability.

Guideline.

The Board of Directors recognizes and acknowledges the rights of stakeholders as prescribed by law, and upholds human rights principles, including non-discrimination toward all stakeholder groups. The company is committed to ensuring that stakeholders' rights are protected and respected. Communication channels are established to engage with all stakeholder groups, along with whistleblowing and complaint mechanisms for employees and other stakeholders. These measures aim to enhance stakeholder participation in monitoring and safeguarding the company's interests effectively.

1. Responsibility to Shareholders.

The company is committed to conducting business with good corporate governance, reliability, and a strong focus on building a financially sustainable enterprise. The goal is to maximize shareholder value. Communication channels are provided through the company's website and Investor Relations function.

2. Responsibility to Employees.

The company treats employees fairly and with respect for human rights, without gender discrimination. Compensation, benefits, and other entitlements are provided fairly and appropriately, not less than the legal minimum. Remuneration is based on performance evaluations and is aligned with both the company's short-term and long-term performance, benchmarked against market rates and industry standards. The company also provides a provident fund, promotes employee health and safety, and ensures a safe and healthy working environment. Training and development programs are offered to enhance employees' potential and career advancement, including opportunities to develop skills in other areas.

3. Responsibility to Customers.

The company is committed to continuously improving the quality of its products and services to ensure the highest level of customer confidence and satisfaction. It prioritizes health and safety, and provides accurate and sufficient information about its products and services without exaggeration that could lead to misunderstanding. Customer information is treated with confidentiality and will not be misused for improper purposes.

4. Responsibility to Business Partners.

The company adheres to ethical practices in procurement and ensures fair contract terms. It provides training and enhances the capabilities of its partners in maintaining production and service standards. The company monitors and ensures that its partners respect human rights, treat labor fairly, and are responsible for social and environmental impacts. Additionally, the company encourages partners to participate in anti-corruption networks and collaborates in the development of innovations that create mutual benefits.

5. Responsibility to Competitors.

The company conducts business ethically and transparently, opposing unfair competition (Antitrust / Anticompetitive Practices). It does not take advantage of competitors or seek confidential information through improper means. The company refrains from tarnishing the reputation of competitors through false accusations, and opposes any form of unfair competition. It promotes free competition and refrains from any actions that could lead to market price manipulation, which would harm consumers.

6. Responsibility to Creditors.

The company treats creditors fairly, with responsibility and transparency. It strictly adheres to the terms and conditions of contracts and financial obligations, particularly regarding guarantees, capital management, and debt repayment. The company does not engage in fraudulent practices, conceal information, or provide misleading facts that could harm creditors. In cases where the company is unable to meet any terms or conditions, it will promptly notify the creditor in advance to jointly explore solutions.

7. Responsibility to the Government.

The company conducts its business with respect for the government, adhering strictly to applicable laws and regulations. It responds to government policies as necessary and appropriate, in alignment with the company's business practices.

8. Responsibility to the Community, Society, and the Environment.

The company cares for and develops the well-being of surrounding communities and society by applying its business knowledge and experience to create tangible benefits. The company also emphasizes the importance of safety, occupational health, environmental management, and energy efficiency as integral parts of its operations.

2.5 Information Disclosure and Transparency.

The company discloses material information—both financial and non-financial—accurately, completely, transparently, and in a timely manner through accessible, equitable, and reliable channels.

Guideline.

Scope of Content.

This disclosure policy is part of the company's good corporate governance practices. The company is committed to providing both financial and non-financial information equally to shareholders, financial institutions, securities companies, investors, information users, and the general public. The company places the utmost importance on transparent, accurate, complete, timely, and consistent communication regarding both historical performance and future value creation. Information is disclosed impartially—whether positive or negative—without discrimination. At the same time, the company recognizes the need to safeguard confidential business information and operational strategies. This policy is fully aligned with the disclosure requirements and regulations set forth by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) of Thailand.

This disclosure policy applies to all communication channels used by the company, including but not limited to the annual report, quarterly performance reports, press releases, shareholder letters, and the company's website. It also encompasses verbal communications such as meetings or phone calls with analysts and investors, disclosures made through the company's website or other media platforms, media interviews, and press conferences. The company is committed to ensuring that this policy is applied to individuals who have a significant influence on the management of the company (as defined by law), and actively encourages those individuals to comply with and implement this policy.

Authorized Spokesperson.

The company communicates with investors, analysts, investment-related parties, and shareholders through designated company representatives, specifically the executives responsible for overseeing the Investor Relations function. Their primary role is to serve as the main point of contact for analysts, investors, and other individuals seeking information related to the company's financial status, performance, and any transactions that may have a material impact on the company.

The Chief Executive Officer, President, and/or Executive Vice President of Accounting and Finance may delegate authority to senior executives and/or other designated individuals to provide interviews and communicate with the media. Such communications must be limited to operational matters, relevant business activities, general corporate information, historical financial data, and public relations activities. However, these individuals are not authorized to communicate with analysts or investment-related parties. All other employees are not permitted to disclose business or company-related information in a personal capacity, except through the company's designated disclosure channels or where such disclosure is required for business purposes under a confidentiality agreement.

Regular Information.

The information regularly disclosed by the company includes its corporate objectives, financial position, audit committee chairman's report, business performance and analysis, shareholding and management structure, risk factors, and corporate governance policies. In addition, the Board of Directors provides a Management Discussion and Analysis (MD&A) section in the annual report to elaborate on complex and material matters and to clarify key policies related to operational and financial risk management. The Board also discloses the number of board and/or committee meetings attended by each director or committee member, compared to the total number of meetings held, to ensure transparency and accountability.

Material Information.

The company will not disclose any material non-public information to unauthorized employees, specific groups, or any other individuals (including investors, media, and analysts) until such information has been publicly released. In cases where it is necessary for business purposes to disclose such information to relevant parties—such as auditors, underwriters, banks, legal advisors, or other consultants—the company will take appropriate measures to ensure that these parties exercise due care in maintaining the confidentiality of the information. If any material information that should not have been disclosed is unintentionally released, the company will promptly disclose the information to the public. The company will comply with the Stock Exchange of Thailand's disclosure regulations and other relevant requirements, and if necessary, may request a temporary suspension of trading from the Stock Exchange.

In certain circumstances, the disclosure of information to the public may be delayed for legitimate business reasons—for example, if the disclosure would adversely affect the company's ability to negotiate a business transaction. In such cases, the company may postpone the public release of the information until it is appropriate to do so.

Quiet Period.

The company has a policy to refrain from disclosing any performance-related information that may have a material impact on the company's share price or provide an unfair advantage to any individual during the period prior to the submission of financial statements to the Stock Exchange of Thailand. This "quiet period" begins at the end of each fiscal quarter and continues until the company has officially disclosed its financial results via the Stock Exchange of Thailand's news dissemination system. An exception may be made if there are significant developments or events that could materially mislead the public or market expectations. In such cases, the company will promptly disclose the relevant information through the Stock Exchange of Thailand.

Analyst Models and Reports.

The company will not assess the appropriateness of analysts' estimates, as different models, valuation methods, and assumptions may lead to varying outcomes. Instead, the company will focus on addressing any significant misunderstandings with analysts if it is determined that such misunderstandings may materially affect their estimates, which could have a broad impact on investors who rely on such analyses.

Guidance and Forward-Looking Information.

In the event that the company discloses short-term earnings projections to the Stock Exchange of Thailand, the company may choose to disseminate this information through various channels. This may include additional disclosures related to current plans, strategic initiatives, and future projections, provided that the information pertains to future expectations and not historical data. The projections will be based on key assumptions made by management, compared against the current situation and available data at the time, with an ongoing operational perspective. Therefore, recipients of this information should exercise judgment and understand that actual performance may differ significantly from the projected results, depending on various factors.

Investor Relations Code of Conduct.

1. Investor Relations must perform their duties with honesty and integrity in the profession, based on the principle of equality.
2. Investor Relations must disclose important and necessary information for investment decisions accurately, sufficiently, and in a timely manner.
3. Investor Relations must disclose information equally and fairly, providing opportunities for all relevant parties to access and inquire about the information.
4. Investor Relations must maintain the confidentiality of the company's information and not disclose any information that has not yet been made public.
5. Investor Relations must not use the company's internal information for personal gain or the benefit of others.

Investor Relations Webpage.

The company has an Investor Relations page on its official website at www.bbgroup.com and provides a contact email address, IR@bbgroup.com, to allow investors and the general public to access various information, including analysts and institutional investors. The company will make every effort to ensure the website is fully operational and regularly updated. The format or presentation of the information on the website may differ from the previously published data due to website limitations; however, the core content will remain substantially consistent.

2.6 Safety, Occupational Health, Environment, and Energy.

The company places great importance on ensuring safety, occupational health, environmental protection, and energy management, aiming to ensure that all activities are conducted under a management system that meets international standards, without causing negative impacts on the environment, society, and communities.

Guideline.

BBGI Group Public Company Limited (the Group) is committed to elevating the standard of excellence in management in accordance with policies on environmental, social, and governance (ESG), emphasizing social responsibility, safety, security, public health, and environmental protection. These policies apply to both the company's operations and its employees. Additionally, the company places importance on resource conservation, which includes activities, products, and services that are essential to the business, reducing waste, and complying with laws, regulations, and state directives. These regulations are viewed as opportunities to improve operations beyond the minimum required by law. Therefore, the Group has established policies on safety, occupational health, the environment, and energy, considering these as direct responsibilities of management, all employees, and contractors working on behalf of the Group, in order to

1. Comply with relevant laws, international standards, and obligations concerning safety, occupational health, the environment, and energy, including the Group's internal requirements, treating them as baseline standards.
2. Perform work safely in every step and process, ensuring no harm or damage to oneself, involved parties, assets, communities, or the environment. Additionally, establish processes to ensure that employees and contractors are aware of their duties and rights to stop or refuse work in unsafe conditions.
3. Work according to engineering principles within the asset's operating framework, strictly maintaining the stability and confidence in the production asset system throughout every work process, from design to decommissioning. This includes managing events or changes that may affect the stability and confidence of the asset system appropriately.
4. Prevent loss and illness in all cases, and minimize the impact that may arise from potential hazards caused by the Group's activities.
5. Allocate necessary resources, technology, innovation, and digital systems, as well as support employee engagement, provide consultation, and prepare and develop personnel to ensure they are ready and aligned with the Group's objectives and goals.
6. Use resources such as energy, water, and chemicals efficiently, in line with objectives, and continuously review and improve the organization's resource utilization. This is done alongside the preservation of ecosystems and biodiversity, with efficient waste management and maximizing the use of waste according to the principles of a Circular Economy. Additionally, the Group will operate in the context of climate change to aim for the goal of achieving Net Zero greenhouse gas emissions.
7. Support the design, procurement, and sourcing of products, goods, equipment, and services appropriately by considering safety, environmental friendliness, waste reduction, and energy savings from the outset.

8. Develop and maintain modern and continuous management systems for security, safety, occupational health, the environment, and energy.
9. Establish processes to implement safety, occupational health, environmental, and energy policies as operational guidelines within the organization and throughout the entire supply chain, with a commitment to achieving a green society.

Section 3 : Business Ethics.

3.1 Business Ethics.

3.2 Employee Ethics.

3.3 Procurement Ethics.

3.1 Business Ethics.

The company is committed to conducting its business based on the principles of good corporate governance, adhering to laws, ethics, and moral standards, managing operations with transparency, and being responsible to all stakeholders.

Guideline.

1. Respect for the law and human rights principles.

The company places great importance on and is committed to complying with the laws applicable to its business operations in every country. The company strives to ensure that employees respect and strictly adhere to the laws, as well as the customs, traditions, and cultures of each locality. Additionally, the company upholds human rights principles in accordance with legal and international standards, while respecting individual rights, freedoms, and equality without discrimination.

2. The fight against all forms of corruption.

The company conducts its business with a firm commitment to fighting against all forms of corruption and strictly adheres to its anti-corruption policy. It also implements risk management and audit processes to control, prevent, and combat fraud and misconduct, as well as support the creation of an organizational culture that upholds integrity, fairness, and ethical practices.

3. The establishment of ethics and integrity at all levels of the organization.

Ethics and integrity are key factors in the principles of good corporate governance at the company, forming a standard practice at all levels of the organization, from the board of directors to employees. This is because the board of directors is fully aware that an organization operating without ethics and integrity cannot sustain its business in the long term.

4. Social responsibility and stakeholders' accountability.

The company conducts its business with a focus on its duties and responsibilities in alignment with society, the environment, and the collective benefit. It is also committed to treating all stakeholders—such as shareholders, employees, customers, business partners, competitors, creditors, the government, and surrounding communities—in accordance with the needs of each group.

5. Commitment.

The company is committed to elevating its standards to excellence in management according to international standards. It promotes the operation of the business and the performance of employees' duties with full capacity, correctness, and transparency to achieve the best possible outcomes. Additionally, it encourages a continuous desire for knowledge and the creation of new innovations.

6. Disclosure of information and transparency.

The management of operations, accounting records, and the preparation of financial reports are handled in compliance with the law and international standards. Additionally, important information related to the company, both financial and non-financial, is disclosed accurately, completely, timely, and transparently through easily accessible, equitable, and reliable channels.

7. Fair treatment of all parties involved and stakeholders.

The company is committed to treating all parties involved and stakeholders fairly, including shareholders, employees, customers, business partners, competitors, creditors, debtors, and society as a whole. It ensures equality and treats all shareholders equally, whether they are major or minor shareholders.

8. Risk management.

The company has implemented effective risk management practices, ensuring the accuracy of financial reports and strict adherence to laws, regulations, rules, and internal control frameworks. It analyzes business operation risks, determines the significance of those risks, and establishes control measures to minimize the risk levels to the lowest possible within an acceptable cost framework.

3.2 Employee Ethics.

Employees perform their duties with responsibility, integrity, and caution, safeguarding the company's interests to ensure efficiency and development towards excellence, in accordance with the principles of good corporate governance.

Guideline.

1. Employee Conduct.

- 1.1 Perform duties with responsibility, honesty, integrity, and caution, safeguarding the company's interests, paying attention to, and strictly adhering to all activities that enhance the quality, efficiency, and development of the organization towards excellence.
- 1.2 Comply strictly with laws, regulations, rules, guidelines, goals, and plans related to the approved budget.
- 1.3 Do not engage in or participate in any business that is similar to and competes with the company's operations, whether for personal benefit or that of others, unless the supervisor and the internal audit department are informed and have approved such activities.

2. Treatment of other employees.

- 2.1 Respect the rights of others and refrain from speaking ill of others without factual information.
- 2.2 Refrain from giving gifts to superiors or receiving gifts from subordinates.
- 2.3 Supervisors should behave in a manner that earns the respect of employees, and employees should refrain from actions that show disrespect toward their superiors.
- 2.4 Contribute to creating and maintaining a harmonious and unified atmosphere among employees.

3. Code of Conduct for Directors and Executives.

- 3.1 Oversight of Organizational Efficiency and Effectiveness.

Define the vision, mission, core values, objectives, and strategic policies to enhance long-term value for shareholders, as well as manage and address risks that may impact the objectives and goals. This should be done using systems and approaches that are appropriate for the organization, in accordance with generally accepted best practices.

- 3.2 Good Corporate Governance.

Promote the practice of sound business management with ethics, following international standards. Foster positive and appropriate relationships with all stakeholders to build trust and confidence among all parties, both within society and at the national level. Oversee the company's operations to ensure compliance with laws, regulations, and guidelines, as well as ensuring the disclosure of accurate, clear, and up-to-date information to maintain transparency and accountability.

3.3 Commitment to Ethics and Integrity.

Manage the organization with a strong commitment to ethics and integrity, while also promoting ethical standards at all levels of the organization. Monitor, address, and resolve potential conflicts of interest that may arise within the organization.

3.4 Responsibility in Duty

Perform duties with honesty and integrity, and make decisions and take actions that treat all shareholders equally—whether major or minor—in order to serve the best interests of shareholders as a whole.

3.5 Protection of Company Assets

Oversee and ensure the efficient use of the company's assets, making sure they are fully utilized and safeguarded from damage or misuse for purposes unrelated to the company's business operations.

"Assets" refer to both tangible and intangible assets, such as movable and immovable property, technological and academic knowledge, legal documents, intellectual property, and confidential information not disclosed to the public, including business plans, financial forecasts, and human resource data.

3.6 Monitoring and Evaluation.

Review and approve key strategies and policies, including objectives, financial targets, and various operational plans. Supervise and monitor management to ensure proper implementation of the approved plans, and regularly evaluate the performance of the executives.

3.7 Treatment of Employees.

In addition to fair labor practices as outlined in the company's corporate social responsibility policy, directors and executives should treat employees as follows

- 1) Treat employees fairly and without gender discrimination.
- 2) Provide fair compensation, aligned with the company's performance—both in the short term (e.g., bonuses linked to company performance) and the long term. (e.g., provident fund as a financial security benefit for employees)
- 3) Maintain a safe working environment that protects the lives and property of employees.
- 4) Appointments, transfers, rewards, and disciplinary actions must be carried out with integrity and based on employees' qualifications, competencies, and suitability.
- 5) Prioritize the development of employees' knowledge, skills, and competencies by providing equal and consistent opportunities.
- 6) Strictly comply with all laws and regulations related to employees.

3.8 Roles, Duties, and Responsibilities of Management.

The Board of Directors has defined the roles, duties, and responsibilities of the management team as follows

- 1) Conduct the company's operations and manage its day-to-day activities in accordance with the policies, plans, objectives, bylaws, and regulations set by the Board of Directors.
- 2) Operate and manage the company in accordance with the resolutions of the Board of Directors' meetings, strictly within the approved budget, with honesty, integrity, and with due care to protect the best interests of the company and its shareholders.
- 3) Report progress on the implementation of Board and/or shareholder resolutions, as well as significant operational results of the company, to the Board of Directors at every meeting.
- 4) Conduct the company's operations in accordance with the principles of good corporate governance as established by the Board of Directors.
- 5) Refrain from engaging in or participating in any business that is of the same nature and competes with the company's operations, whether for personal benefit or for others, unless prior disclosure is made to the supervisor and the internal audit unit, and formal approval has been obtained to engage in such business.
- 6) Holding a directorship in another company or any other position in a business organization by the Chief Executive Officer (CEO) or President must first be approved by the Board of Directors. For executives at the director level and above, prior approval must be obtained from the CEO or President. However, appointment as a representative director in a joint venture company must receive prior approval from the Board of Directors.
- 7) Executives must refrain from trading securities at least 1 month before and at least 3 days after the public announcement of the company's financial statements. They must also report their own securities holdings, as well as those of their spouse or cohabiting partner, minor children, and any juristic person in which they, their spouse or partner, and minor children collectively hold more than 30% of the total voting rights and are the largest group of shareholders in that juristic person. These holdings must be disclosed at every Board meeting where changes occur and promptly reported to the company in the following cases
 - If they or related persons have direct or indirect interests in any contract entered into by the company or its subsidiaries, or which relates to the management of the company or its subsidiaries.
 - If they or related persons hold shares or debentures in the company or its subsidiaries.
- 8) Executives should attend training courses related to business operations and daily management at the company's expense to enhance their knowledge and skills. In addition, for executives at the level of Senior Executive Vice President, the Board of Directors encourages participation in the Director Certification Program (DCP) organized by the Thai Institute of Directors (IOD), or an equivalent program, to deepen their understanding of the roles and responsibilities of company directors and enhance the effectiveness of corporate management.

4. Receiving or giving benefits.

Do not solicit, accept, or agree to accept, nor offer or agree to offer, any inappropriate items—such as money, gifts, or any other benefits—to customers, business partners, contractors, distributors, suppliers, or any other.

5. Entertainment, Gifts, and Other Expenses.

- 5.1 Do not accept or offer any entertainment or other expenses that are excessive or inappropriate for government officials or individuals/entities doing business with the company.
- 5.2 Do not accept gifts or any items of value from government officials or individuals/entities doing business with the company. Similarly, do not offer or promise to offer gifts, entertainment, travel arrangements, or any special compensation to government officials or individuals/entities doing business with the company.

In cases where you receive any item of value, you should politely refuse it and report the incident to your supervisor or the relevant authority, in accordance with applicable laws, regulations, and the policies of the relevant governmental agency or parties involved.

6. Reports and Financial Statements.

Recording entries, preparing reports, and financial statements must be accurate and in accordance with actual transactions based on generally accepted accounting principles (GAAP). The disclosure of information should be correct, clear, up-to-date, and auditable.

7. Maintaining the company's reputation.

Avoid any actions that may harm the reputation of the company or cause damage to the company. Additionally, one should uphold dignity and conduct themselves in a manner that is socially acceptable and respectable.

8. Maintaining the company's reputation.

Safeguard and utilize the company's assets for maximum benefit, and refrain from using them for purposes unrelated to the company's business. Respect for others' property is also essential.

"Assets" refer to both tangible and intangible assets, including movable and immovable property, technology, academic knowledge, legal documents, intellectual property, as well as confidential information not disclosed to the public, such as business plans, financial projections, and human resource data.

9. Non-infringement of intellectual property rights.

- 9.1 Protect and safeguard the company's intellectual property rights, as well as respect and refrain from infringing upon the intellectual property rights of others.
- 9.2 Do not reproduce, modify, or use the company's, partners', or stakeholders' intellectual property or confidential information for personal benefit or for the benefit of others without proper authorization.
- 9.3 Report to a supervisor any actions that constitute or may lead to infringement of intellectual property rights, or any actions that may result in disputes related to the company's or others' intellectual property.

10. IT Security.

- 10.1 Information technology risk management shall be implemented to encompass risk identification, risk assessment, and risk mitigation to maintain risks within acceptable levels as defined by the company.
- 10.2 Information technology resource management shall be aligned with the company's strategic plan and shall cover the management of human resources and IT systems to ensure adequate support for IT operations.
- 10.3 Security standards for information technology systems shall be established to control access to and usage of the company's information systems, in accordance with the type, priority, and classification level of the information.

11. Insider trading / Dealing.

- 11.1 Confidential information and market sensitive information must be retained securely, and individuals who receive such information must maintain its confidentiality. Appropriate access controls must be in place to ensure that the information is not disclosed to employees or other individuals who are not involved or authorized.
- 11.2 Insider information or confidential information of the company or its affiliates—such as business plans, revenue figures, business forecasts, research and development results, bidding information, etc.—must not be used, whether or not such use causes damage to the company, for personal gain or for the benefit of others in connection with the trading of the company's securities, or for any other improper advantage.

12. Conflict of Interest.

Directors, executives, and employees shall not engage in any activities or actions that conflict with the interests of the company, including activities or actions that may result in the company suffering a loss or receiving fewer benefits than it should, or receiving any improper benefit from the company.

12.1 Competition with the company or its subsidiaries.

Employees shall not engage in, operate, or invest in any activities that compete with or may compete with the business of the company or its subsidiaries.

12.2 Seeking personal benefits from the Company or its subsidiaries

Directors, executives, and all employees must disclose any business or ventures they are involved in, either personally or with their family, relatives, or dependents, that may present a conflict of interest or impact the company and its subsidiaries. This includes any interests that could potentially result in a business conflict, such as

- Holding investments in or having a financial interest with business partners of the company or its subsidiaries.
- Holding any position, including serving as an advisor, with business partners or customers of the company or its subsidiaries.

- Participating in the sale of goods or services to the Company or its subsidiaries, whether directly or indirectly through a third party or affiliated company.

12.3 Employees shall refrain from holding shares in companies that compete with the company or its subsidiaries if such holdings may influence their performance of duties or cause a conflict with their responsibilities. In cases where such shares were acquired prior to employment, prior to the company entering the relevant business, or through inheritance, the employee must report the shareholding to their supervisor.

13. Whistleblowing.

Directors, executives, and all employees have a duty to report or raise concerns when they become aware of any suspected violations of laws, codes of conduct, or behaviors that may indicate fraud or misconduct by individuals within the organization. This includes employees, stakeholders, inaccurate financial reporting, or deficiencies in internal control systems.

14. Benefits of Whistleblowing or Filing a Complaint.

Any unethical or potentially unlawful conduct by company employees, irregularities in financial reporting, or deficiencies in internal control systems — including matters that affect the company's interests or reputation — can result in significant damage to the company. Such actions may negatively impact the company's image and credibility, and could also increase the risk of future financial liabilities.

The participation of employees and other stakeholders in monitoring and oversight will benefit the company, its employees, and stakeholders alike. Such involvement helps enhance the company's image and credibility, supporting its development as a sustainable organization.

15. Confidentiality of Information.

Directors, executives—including those holding managerial positions or equivalent in accounting or finance functions—and employees of the company shall not use the company's confidential and/or inside information, which has not been disclosed to the public, for personal gain or for the benefit of others, whether directly or indirectly, and regardless of whether compensation is received. This includes the use of such information for trading the company's securities.

All personnel of the company are responsible for strictly maintaining the confidentiality and security of proprietary information belonging to the company, its customers, and its business partners, and for preventing any unintentional disclosure of such confidential information.

3.3 Procurement Ethics.

To ensure that procurement and purchasing activities are carried out appropriately, efficiently, and in a manner that upholds the company's positive image, the company has established ethical guidelines for procurement and purchasing as a standard framework for practice across the organization.

Guidelines.

1. Receiving gifts, treating and giving special favors.

1.1 Receiving Gifts or Presents.

Do not accept gifts or any other items, regardless of value, on any occasion. In cases where gifts or other items are received and cannot be returned, they should be forwarded to the company's office efficiency development department for charitable or public benefit purposes. (as per the No Gift Policy)

1.2 Receiving Hospitality.

Hospitality should be considered with discretion and should be avoided unless absolutely necessary. In cases where it is necessary, expenses should be shared. Allowing a business partner to cover the costs for hospitality or entertainment events alone may be considered a violation of the code of ethics.

1.3 Granting Special Favoritism.

Avoid becoming overly familiar with any single supplier to the point where others might perceive unfairness. Particularly, this could lead other suppliers to misunderstand the situation and be unwilling to do business with the company, which could harm the company's reputation.

2. Unfairness in the procurement and contracting process.

2.1 Fair procurement practices must be upheld, ensuring no discriminatory treatment toward any vendor.

Product specifications must not be unduly specific or intentionally biased toward a particular product or brand, except where such requirements are adequately justified and deemed necessary.

2.2 Vendors invited to participate in the bidding process should be carefully selected based on their capabilities and genuine interest in the procurement. Inviting vendors merely to fulfill the required number, without regard to their ability to meet contractual obligations, undermines the quality of the procurement process and results in unfairness both to the company and to other qualified vendors.

2.3 All vendors shall receive the same set of details, information, and conditions in writing. Any verbal clarifications must be formally confirmed in written form to ensure consistency and transparency.

2.4 If a bidding process concludes without resulting in a purchase or contract award, all participating vendors should be duly notified. In any subsequent procurement process, the original bidders must be granted equal opportunity to participate.

3. Conduct toward business partners.

3.1 The relationship between buyers and sellers should be based on mutual trust, integrity, and fairness. Both parties should conduct themselves in a respectful and professional manner.

3.2 All rules, procedures, and guidelines established by the Company must be clearly communicated to vendors as soon as they are registered as a supplier. Vendors must also be informed promptly of any changes to such rules or procedures.

3.3 Inspection and acceptance of goods or services, as well as the payment process, should be carried out promptly, efficiently, and fairly. Any intentional delay in these processes is considered a violation of the ethical code of conduct.

3.4 Refrain from assisting any vendor in evading tax obligations to the government by any means. Such actions are unethical and unacceptable.

4. Order of product selection.

4.1 Priority should be given to domestically produced products, as this not only supports the local industry but also helps reduce various costs.

4.2 Products should not be purchased from external manufacturers if the Company or its affiliates produce and distribute equivalent products in the market, except in cases of genuine necessity — such as unavailability at the required location, the need for specific essential features, or when the alternative offers significantly greater benefits.

Section 4 : Anti-Corruption.

4. Anti-Corruption.

The company is committed to conducting its business with integrity, transparency, and fairness, in compliance with the law and good corporate governance principles. We recognize the importance of combating all forms of corruption and fraud. Therefore, the company has established an Anti-Corruption Policy as a guideline for actions to prevent and fight corruption within the organization.

Definition.

Fraud :

It refers to any act undertaken to unlawfully seek benefits for oneself or others, which are not legally entitled. This includes actions such as asset misappropriation, financial statement fraud, and corruption.

Corruption :

It refers to the offering, promising, giving, accepting, or demanding of money, property, or any other benefit, whether directly or indirectly, to or from public officials, private entities, or any person involved in relevant duties, in order to induce such persons to act or refrain from acting in violation of their legal duties, ethics, regulations, or the Company's policies. Such conduct is intended to unlawfully gain or maintain business advantages or other improper benefits.

Political Contribution :

It refers to the provision of financial or other forms of support for political activities, such as providing loans, supporting personnel, offering goods or services, advertising to promote or support political parties, purchasing tickets to fundraising events, or making donations to organizations closely associated with political parties.

Charitable Contribution :

It refers to donations provided either in the form of financial assistance or in other non-financial forms.

Sponsorship :

It refers to expenses paid by the Company for business publicity and for enhancing the Company's positive image.

Gifts :

It refers to gifts, souvenirs, or any other items received by executives, employees, or individuals acting on behalf of the Company or its subsidiaries, which cannot be returned despite efforts to do so.

การเลี้ยงรับรอง และค่าใช้จ่ายอื่นใด (Hospitality and other expenses) :

It refers to expenses such as meals, beverages, accommodation, transportation, travel costs, or other expenditures such as charitable events, sports activities, holiday gatherings, celebrations, and various forms of entertainment.

Facilitation Payment :

It refers to small expenses paid informally to public officials solely to ensure that the officials will proceed with a process or expedite the process, where the process does not require the discretion of the public official and is a duty that the official is already obligated to perform. Such payments are within the legal rights of the entity according to the law.

Conflict of Interests :

It refers to any action taken under the authority and duty for the public interest, but which becomes involved with activities or operations that benefit oneself or associates, leading to the misuse of power for personal gain and causing harm to the public interest.

Government Official :

It refers to individuals holding political office, civil servants, or local government employees who hold regular positions or receive regular salaries, employees or individuals working in state-owned enterprises or government agencies, local government executives, and local council members who are not political officeholders, officials under the Local Administration Act, and also includes directors, subcommittees, employees of government agencies, state-owned enterprises, or government entities, as well as individuals or groups who have been entrusted with or authorized to exercise governmental powers in any action taken under the law, whether within the civil service, state-owned enterprises, or other state-run activities.

Guidelines.

1. The Board of Directors, executives, and employees shall not engage in or support any form of corruption or bribery under any circumstances. They will strictly adhere to anti-corruption measures, including establishing a clear structure of responsibility and implementing risk management systems, internal controls, and internal audits to prevent and combat corruption within the organization. These measures will also be applied rigorously to subsidiaries, joint ventures, or other companies under the Company's control, as well as to the Company's business representatives.
2. In carrying out activities with a high risk of corruption, the Company requires the Board of Directors, executives, and employees to perform the following duties with caution

2.1 Political neutrality and political assistance.

- The company is a politically neutral business organization that supports compliance with the law and a democratic system of governance. The company has no policy to provide political assistance to any political party, whether directly or indirectly.
- Directors, executives, and employees have the right and political freedom as permitted by law, but they will not engage in any actions that could compromise the company's neutrality or cause harm due to involvement in political matters.
- Directors, executives, and employees will not engage in political activities within the company, including using any of the company's resources for such activities.

2.2 Donations for Charitable Purposes and Financial Support

The company supports the development of communities and society to improve quality of life, create economic growth, and strengthen communities and society through business processes or charitable donations, which must be used solely for charitable purposes. Additionally, financial support for the company's business must not be used as an excuse for corruption. Proper documentation and evidence must be provided, in accordance with the company's regulations.

2.3 Entertainment, gifts and other expenses

Directors, executives, and employees shall not accept gifts or any other items of any value on any occasion. They should not accept or provide entertainment, pay for conveniences, or incur any expenses that are excessive and inappropriate for government officials or individuals doing business with the company. If an item of value exceeds the ordinary or acceptable limit, the employee should refuse it and report it to their superior for acknowledgment.

2.4 Anti-Money Laundering.

The company will not accept the transfer or conversion of assets, nor will it support the transfer or conversion of any assets related to criminal activities. This is to prevent any individual from using the company as a channel or tool to transfer, conceal, or disguise the origin of assets obtained through illegal means. Additionally, the company will ensure that financial transactions and asset records are carefully monitored, accurately documented, and comply with the law.

2.5 Revolving Door.

The company prohibits hiring government employees or public officials in positions that could create a conflict of interest. The company selects personnel who have previously worked in government positions according to criteria set by the company to ensure that such actions are not used as a means of rewarding the acquisition of any benefits. Furthermore, information regarding such hires will be disclosed to ensure transparency and accountability.

Organizational Structure.

Board of Directors

- The Board of Directors is responsible for implementing the anti-corruption policy and assigning the management team to carry out the anti-corruption measures.
- The Board of Directors appoints subcommittees to oversee corporate governance, study, and screen matters related to good corporate governance and anti-corruption, as follows

The Risk Management and Corporate Governance Committee.

- Establish policies, strategies, and objectives for enterprise risk management, and continuously develop an effective enterprise risk management system.
- Oversee operations to ensure compliance with the good corporate governance policy and anti-corruption measures.
- Ensure that the company has appropriate and effective risk management in place, and report the results to the Board of Directors.

- Review and update the good corporate governance and anti-corruption policies for submission to the Board of Directors.

Management Division : Strategy and Enterprise Risk Management Department.

- This unit operates under the Corporate Strategy and Business Support Division. It is responsible for coordination and evaluation to ensure the implementation of the organization's internal control system development plan. Its duties include developing, reviewing, and evaluating the internal control system.
- Coordinate and support employees in implementing an effective and continuous risk management process, including assessing potential corruption risks that may affect the company.

Management Division : Legal Office and Corporate Secretary.

- Responsible for studying and monitoring good corporate governance practices to enhance the company's internal corporate governance, and for reporting the implementation results of the annual corporate governance plan to the Corporate Governance Committee.
- Promote and support the performance of directors and employees to ensure compliance with the good corporate governance policy and anti-corruption measures.

Audit Committee.

- Review and ensure that the company has sufficient good corporate governance practices in place, in compliance with policies, regulations, and applicable laws.
- In carrying out its duties, if the Audit Committee identifies or has doubts about any items or actions that may significantly impact the company's financial position or performance, including fraud, the Audit Committee will report to the Board of Directors for corrective action to be taken within a timeframe deemed appropriate by the Audit Committee.

Management Division : Internal Audit Department

An independent unit that reports directly to the Audit Committee, responsible for auditing the operations of all departments to ensure compliance with established regulations. It also evaluates the effectiveness and adequacy of internal controls based on the principles of good corporate governance.

Operational

1. Directors, executives, and employees are responsible for complying with the good corporate governance and anti-corruption policies. The Board of Directors has assigned the management team to communicate and implement the anti-corruption measures.
2. Directors, executives, and employees who violate the code of ethics or fail to comply with the good corporate governance policy and anti-corruption policy will be subject to legal and/or company disciplinary actions. However, the company will not demote, penalize, or impose negative consequences on those who refuse to engage in corruption, even if such actions may result in a loss of business opportunities for the company.
3. The company communicates its good corporate governance policy and anti-corruption measures, as well as channels for reporting tips or complaints within the company, through various means. These include the orientation program for directors and employees, annual seminars promoting internal controls and good corporate governance, ongoing training programs, the Intranet system, CG Day activities, and meetings with employees by the CEO of the Bangchak Group and the Managing Director/General Manager. This ensures that the measures are implemented effectively and that the support and operational teams have the necessary resources and skilled personnel to carry out these measures.
4. The company communicates its good corporate governance policy and anti-corruption measures, as well as channels for reporting tips or complaints, to the public, subsidiaries, joint ventures, companies under the company's control, business representatives, business partners, contractors, and stakeholders through various channels. These include the company website, annual reports, the subsidiary's corporate governance policy, the company's representative directors, letters to service station operators, the business contact manual, the code of conduct for partners, and so on. This ensures that all parties are aware of and implement the measures seriously.

5. Employees sign an annual document confirming their acknowledgment of the good corporate governance policy, ensuring that all employees are aware of, understand, and are committed to adhering to the principles and ethics outlined in the policy as a standard for conducting operations with strictness throughout the organization.
6. Employees take the annual corporate governance policy test through the organization's knowledge management system to assess their understanding and improve the communication of the good corporate governance and anti-corruption policies for greater effectiveness.
7. The company has established expenditure regulations, specifying spending limits, approval authority tables, purposes, and recipients, which must be supported by clear documentation. This is to prevent political assistance and ensure that charitable donations are not used for corruption, financial support for business is not used as an excuse for corruption, and that entertainment, gifts, and other expenses comply with the policy. Additionally, there is an internal audit process to ensure compliance.
8. The company has established a process to regularly audit sales and marketing activities, as well as purchasing and contract activities, for corruption risks. This ensures compliance with expenditure and procurement regulations. The internal audit department will provide feedback and monitor appropriate corrective actions.
9. The company has established a human resource management process that reflects its commitment to anti-corruption measures, from recruitment and training to performance evaluation, compensation, and promotion.
10. The company has established internal controls covering finance, accounting, data recording, and other internal processes related to anti-corruption measures. The company also conducts a Control Self-Assessment to review the effectiveness of internal controls implemented by personnel.
11. The company has implemented risk management to prevent and combat fraud and misconduct by analyzing business risks, determining the significance of these risks, and establishing appropriate measures to address the identified risks. The company also monitors the progress of the risk management plan on a regular basis.
12. The company has established internal audits to ensure that the internal control systems and risk management measures in place help the company achieve its objectives. It also reviews the operations of all departments to ensure compliance with regulations and standards, identifies weaknesses and deficiencies, and provides recommendations for improving operational efficiency and effectiveness according to good corporate governance practices.
13. The Audit Committee will report any items or actions that may significantly impact the company's financial position and performance, including fraud, to the Board of Directors for corrective action within a timeframe deemed appropriate by the Audit Committee.
14. The internal audit department can report urgent issues directly to the CEO of the Bangchak Group, the Managing Director/General Manager, and the Audit Committee, who will then report to the Board of Directors.
15. The company ensures that these operational measures are documented according to internal control principles to align with the company's policies and regulations.

Appendix.

Memorandum on No Gift Policy.



บันทึก บริษัท บีบีจีไอ จำกัด (มหาชน)

เรียน : พนักงานทุกท่าน

วันที่ : 1 ธันวาคม 2565

เรื่อง : นโยบายงดการรับของขวัญ

สำเนา : LC file

ตามที่ บริษัทฯ ได้ให้ความสำคัญในการกำกับดูแลกิจการที่ดี (“CG”) และมุ่งเน้นให้ผู้บริหาร และพนักงานทุกคนยึดถือ นโยบาย CG เป็นข้อพึงปฏิบัติ โดยมีจรรยาบรรณทางธุรกิจในการปฏิบัติต่อผู้เกี่ยวข้อง ทุกฝ่ายอย่างยุติธรรม และแนวปฏิบัติ ไม่พึงรับหรือให้การเลี้ยงรับรอง ของขวัญ และค่าใช้จ่ายอื่นใดที่เกินความจำเป็นและไม่เหมาะสมอันเป็นการยืนยันเจตนารมณ์ ในการดำเนินธุรกิจโดยไม่ยอมรับการคอร์รัปชันทุกรูปแบบนั้น

เพื่อสร้างบรรทัดฐานที่ดีในการดำเนินธุรกิจต่อผู้เกี่ยวข้องทุกฝ่ายอย่างยุติธรรมไม่ว่าจะเป็นลูกค้า คู่ค้า และ บุคคล ที่ติดต่อกับบริษัทฯ และบริษัทย่อย (บริษัท บางจากปอโอเอทานอล (ฉะเชิงเทรา) จำกัด บริษัท บางจากปอฟูเอล จำกัด บริษัท เคสเอสแอล กรีน อินโนเวชั่น จำกัด (มหาชน) รวมถึงบริษัทย่อยของทุกบริษัท) **บริษัทฯ จึงขอเน้นย้ำจรรยาบรรณธุรกิจ โดยงดการรับของขวัญทุกชนิดไม่ว่ามูลค่าเท่าใดในช่วงเทศกาลและในโอกาสอื่นใด ซึ่งมีผลบังคับใช้ตั้งแต่วันที่ 4 เมษายน 2561** ทั้งนี้ หากผู้บริหาร หรือ พนักงาน หรือ ผู้ที่รับทำงานในนามของบริษัทฯ หรือบริษัทย่อย ได้รับของขวัญและ ไม่สามารถประสานงานส่งกลับคืนได้ ขอให้รวบรวมนำส่งแก่หน่วยงานส่วนกลางของบริษัทฯ หรือบริษัทย่อย แล้วแต่กรณี เพื่อการกุศลหรือสาธารณประโยชน์ต่อไป

ดังนั้น เพื่อสื่อสารให้ผู้เกี่ยวข้องทุกฝ่ายของบริษัทฯ และบริษัทย่อยได้รับทราบนโยบายข้างต้นอย่างต่อเนื่อง และทั่วถึง **บริษัทฯ จึงขอให้ส่วน/ฝ่าย/สายงานและเลขานุการผู้บริหารของบริษัทฯ และบริษัทย่อย นำส่งหนังสือแจ้งนโยบาย งดการรับของขวัญที่แนบมาพร้อมนี้ ให้กับผู้เกี่ยวข้องของตนโดยเร็วต่อไป**

จึงเรียนมาเพื่อทราบและขอความร่วมมือจากทุกท่านปฏิบัติตามนโยบายของบริษัทฯ อย่างเคร่งครัด

Conflicts of Interest Disclosure Form.



ปี 2567

แบบแจ้งข้อมูลความขัดแย้งทางผลประโยชน์ (Conflicts of Interest Disclosure Form)

ข้าพเจ้า นาย/นาง/นางสาว _____ ตำแหน่ง _____
เลขประจำตัวพนักงาน _____ ส่วน/สำนัก _____ สายงาน _____

ได้รับทราบนโยบายเกี่ยวกับการป้องกันความขัดแย้งทางผลประโยชน์ของบริษัท บีบีจีไอ จำกัด (มหาชน) ("BBGI") แล้ว ซึ่งข้าพเจ้าเข้าใจ ยอมรับ และพร้อมจะนำหลักการและนโยบาย เป็นหลักปฏิบัติในการดำเนินงาน ด้วยความเคร่งครัด แต่เพื่อให้แน่ใจว่า ณ วันนี้ข้าพเจ้าไม่ได้ทำการใด ๆ อันเป็นการขัดกับนโยบายดังกล่าวของ BBGI ข้าพเจ้าขอแจ้งข้อมูลเพื่อพิจารณา ดังนี้

ส่วนที่ 1 : พนักงานโปรดพิจารณาเลือกข้อที่ตรงข้อมูลของท่านมากที่สุด

ตามนโยบายการกระทำที่อาจก่อให้เกิดความขัดแย้งทางผลประโยชน์ (Conflicts of Interest) โดยทั่วไป ได้แก่

1. ดำรงตำแหน่งใดหรือเป็นที่ปรึกษาในบริษัทคู่ค้า หรือบริษัทลูกของ BBGI หรือบริษัทในเครือ
2. ร่วมลงทุนหรือมีผลประโยชน์กับคู่ค้าที่ทำธุรกิจกับ BBGI หรือบริษัทในเครือ
3. คำสินค้าหรือบริการ กับ BBGI หรือบริษัทในเครือโดยตรงหรือผ่านผู้อื่น

จากการพิจารณาข้อมูลดังกล่าว ข้าพเจ้าขอรับรองว่า

- ☐ ข้าพเจ้าไม่มีงานส่วนตัวใด ๆ ที่ขัดนโยบายดังกล่าวของ BBGI
- ☐ ข้าพเจ้ามีงานส่วนตัวนอกเหนือจากงานในหน้าที่พนักงาน BBGI ที่ไม่ขัดกับนโยบายดังกล่าว โดยเคยแจ้งและผ่านความเห็นจาก IA แล้ว
- ☐ ข้าพเจ้าไม่แน่ใจว่างานส่วนตัวนอกเหนือจากงานในหน้าที่พนักงาน BBGI ต่อไปนี้ขัดกับนโยบายดังกล่าวของ BBGI หรือไม่ ข้าพเจ้าจึงขอแจ้งข้อมูลมาเพื่อพิจารณา ดังนี้

การสำรวจข้อมูลพนักงาน				
ชื่อบริษัท/ องค์กร/ ธุรกิจ/ ร้านค้า	ลักษณะ กิจการ	เป็นคู่ค้า/ ลูกค้าของ BBGI / บริษัทใน เครือ BBGI หรือไม่	ตำแหน่ง	ได้รับ คำตอบแทน หรือไม่
		<input type="checkbox"/> เป็น <input type="checkbox"/> ไม่เป็น		<input type="checkbox"/> ได้รับ <input type="checkbox"/> ไม่ได้รับ
		<input type="checkbox"/> เป็น <input type="checkbox"/> ไม่เป็น		<input type="checkbox"/> ได้รับ <input type="checkbox"/> ไม่ได้รับ
		<input type="checkbox"/> เป็น <input type="checkbox"/> ไม่เป็น		<input type="checkbox"/> ได้รับ <input type="checkbox"/> ไม่ได้รับ

ส่วนที่ 2 : ญาติพี่น้อง และครอบครัว

คำจำกัดความ

ญาติพี่น้อง หมายถึง บิดา มารดา พี่ น้อง

ครอบครัว หมายถึง คู่สมรส (ทั้งที่จดทะเบียนสมรส และไม่ได้จดทะเบียนสมรส) และบุตร

จากการพิจารณาข้อมูลดังกล่าว ข้าพเจ้าขอรับรองว่า

- ☐ ญาติพี่น้องและครอบครัวของข้าพเจ้าไม่มีงานส่วนตัวใด ๆ ที่ขัดนโยบายดังกล่าวของ BBGI
- ☐ ญาติพี่น้องและครอบครัวของข้าพเจ้ามีงานส่วนตัวหรือกิจการที่ไม่ขัดกับนโยบายดังกล่าว โดยเคยแจ้งและผ่านความเห็นจาก IA แล้ว
- ☐ ข้าพเจ้าไม่แน่ใจว่าญาติพี่น้องและครอบครัวของข้าพเจ้ามีกิจการงานส่วนตัวใด ๆ ที่อาจขัดกับนโยบายดังกล่าว ของ BBGI หรือไม่ ข้าพเจ้าจึงขอแจ้งข้อมูลมาเพื่อพิจารณา ดังนี้

ข้อมูลบิดา มารดา พี่ น้อง					
ความสัมพันธ์	ชื่อ-นามสกุล	ชื่อบริษัท/ องค์กร/ ธุรกิจ/ ร้านค้า	ตำแหน่ง	ลักษณะกิจการ	หลักเกณฑ์
					<input type="checkbox"/> ดำรงตำแหน่ง/เป็นที่ปรึกษากับลูกค้า <input type="checkbox"/> ร่วมลงทุน/ มีผลประโยชน์กับลูกค้า <input type="checkbox"/> ค้าสินค้าหรือบริการกับลูกค้า
					<input type="checkbox"/> ดำรงตำแหน่ง/เป็นที่ปรึกษากับลูกค้า <input type="checkbox"/> ร่วมลงทุน/ มีผลประโยชน์กับลูกค้า <input type="checkbox"/> ค้าสินค้าหรือบริการกับลูกค้า
					<input type="checkbox"/> ดำรงตำแหน่ง/เป็นที่ปรึกษากับลูกค้า <input type="checkbox"/> ร่วมลงทุน/ มีผลประโยชน์กับลูกค้า <input type="checkbox"/> ค้าสินค้าหรือบริการกับลูกค้า

ข้อมูลคู่สมรส (ทั้งที่จดทะเบียนสมรส และไม่ได้จดทะเบียนสมรส) และบุตร

ความสัมพันธ์	ชื่อ-นามสกุล	ชื่อบริษัท/ องค์กร/ ธุรกิจ/ ร้านค้า	ตำแหน่ง	ลักษณะกิจการ	หลักเกณฑ์
					<input type="checkbox"/> ดำรงตำแหน่ง/ เป็นที่ปรึกษากับคู่ ค้า <input type="checkbox"/> ร่วมลงทุน/ มี ผลประโยชน์กับคู่ ค้า <input type="checkbox"/> ค้ำสินค้าหรือ บริการกับคู่ค้า
					<input type="checkbox"/> ดำรงตำแหน่ง/ เป็นที่ปรึกษากับคู่ ค้า <input type="checkbox"/> ร่วมลงทุน/ มี ผลประโยชน์กับคู่ ค้า <input type="checkbox"/> ค้ำสินค้าหรือ บริการกับคู่ค้า
					<input type="checkbox"/> ดำรงตำแหน่ง/ เป็นที่ปรึกษากับคู่ ค้า <input type="checkbox"/> ร่วมลงทุน/ มี ผลประโยชน์กับคู่ ค้า <input type="checkbox"/> ค้ำสินค้าหรือ บริการกับคู่ค้า

ข้าพเจ้าขอรับรองว่า ข้อมูลดังกล่าวข้างต้นเป็นจริงทุกประการ

ลงชื่อ.....

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วันที่.....

Policy on Related Party Transactions.

To ensure that the execution of connected transactions or related party transactions between BBGI Public Company Limited (the “Company”), its subsidiaries, and related persons is in compliance with the criteria set by the Stock Exchange of Thailand, the Capital Market Supervisory Board, and the Securities and Exchange Commission, the Company has established the following policies and guidelines regarding such transactions

1. Definitions.

The definitions of “Connected Transactions,” “Related Parties,” and other relevant terms shall be in accordance with the notifications of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board (CMSB), and/or the Stock Exchange of Thailand (SET), as applicable.

2. Measures, Approval Procedures, and Policy on Entering into Connected Transactions.

In undertaking connected transactions by the Company and its subsidiaries, the Company has established the following measures

1. Directors and executives¹ of the Company and its subsidiaries are required to inform the Company of any relationships or connected transactions that may give rise to a conflict of interest, either directly or indirectly. Such disclosures must be made to the Board of Directors or to a person designated by the Board.
2. Directors and executives of the Company and its subsidiaries must avoid entering into any connected transactions that may lead to a conflict of interest with the Company or its subsidiaries. In the event that it is necessary to enter into a transaction that is not in the ordinary course of business or is conducted under commercial terms that differ from normal market conditions, such transactions must be carefully considered and handled in accordance with the Company’s prescribed procedures and relevant regulatory requirements.² If such a transaction is subject to approval by the shareholders’ meeting of the Company, the Company shall comply with the relevant regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, as specified in Clause 3. However, if the transaction is subject to approval by the Board of Directors of the Company, or is a small-scale transaction that is nonetheless submitted for the Board’s approval, then—in addition to complying with Clause 3—such transaction may only be entered into by the directors and/or executives of the Company or its subsidiaries upon receiving approval from the Board of Directors with a vote of not less than three-fourths of the total number of directors present at the meeting, and who have no interest in the matter under consideration. Directors or executives with a conflict of interest and/or directors who are related parties shall not attend the meeting and shall not have the right to vote on the matter. Furthermore, the transaction must not include any special conditions or terms that deviate from normal practices, in accordance with the criteria established by the Company.

¹ Executive" means the Chief Executive Officer (CEO) or the first four senior management positions below the CEO, who hold positions equivalent to the fourth-level senior executives. It also includes executives in the accounting or finance department who hold positions of Manager or higher, or equivalent positions.

² General Commercial Terms" means terms and conditions that involve fair pricing and terms that do not result in the transfer of benefits, including the following

- (1) The price and terms that the Company or its subsidiaries receive or offer to the general public.
- (2) The price and terms that related parties offer to the general public.
- (3) The price and terms that the Company can demonstrate are comparable to those offered by businesses engaged in similar activities to the general public.

3. If the Company or its subsidiaries have connected transactions that fall under the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, the Company must comply with these measures, procedures, and requirements strictly.
 - In cases where connected transactions are within the approval authority of the management, the relevant departments are responsible for reviewing and processing such transactions according to the Company's approval procedures. After the management approves, the relevant departments must present the transactions to the Audit Committee for review of their reasonableness.
 - In cases where connected transactions are subject to approval by the Board of Directors or the shareholders of the Company, the relevant departments must present details, the necessity, and reasonableness of the transactions to the Audit Committee for approval before presenting them to the Board of Directors for execution, or presenting them to the Board of Directors for approval before being submitted to the shareholders' meeting for final approval of the transaction.
4. The Company will disclose information regarding connected transactions in accordance with the regulations set by the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand. Such information will be disclosed in the annual information filing, the annual report, or any other relevant reports, as applicable. The Company will also disclose details of connected transactions with the Company and its subsidiaries in the notes to the financial statements, in accordance with accounting standards.
5. A review of connected transactions will be conducted by the internal audit department, which must report to the Audit Committee. The Company has established control measures to ensure that random audits of actual transactions are conducted, verifying that they comply with the terms of contracts, policies, or specified conditions.

The Company has established measures for connected transactions between the Company and/or its subsidiaries and related parties, in accordance with the Securities and Exchange Act B.E. 2535 (including any amendments) and the relevant regulations of the Capital Market Supervisory Board and/or the Securities and Exchange Commission, and the Stock Exchange of Thailand. The Audit Committee will provide opinions on the reasonableness of entering into the transactions and the appropriateness of the pricing of such transactions, considering the terms in line with normal business practices in the industry, and/or by comparing with market prices, and/or by ensuring that the prices or terms of the transactions are at the same level as those with external parties, and/or demonstrating that the pricing or conditions of the transactions are reasonable and fair. In doing so, the interests of the Company and its shareholders will be prioritized. If the Audit Committee lacks the expertise to evaluate potential connected transactions, the Company will arrange for an independent expert to provide an opinion on the connected transaction to assist the Audit Committee, the Board of Directors, and/or the shareholders (as applicable) in their decision-making, ensuring that the transaction does not involve the transfer or misappropriation of the Company's benefits, but rather reflects the best interests of the Company and all shareholders. Furthermore, for the approval of connected transactions, those who may have a conflict of interest or an interest in the transaction will not have the right to vote on the approval of such transactions. The Company will also disclose connected transactions in the notes to the financial statements audited by the Company's auditor, in the annual report, and in the Company's annual information filing, as prescribed by the Securities and Exchange Commission.

After becoming a listed company on the Stock Exchange of Thailand, the Company must comply with the rules, regulations, procedures, and criteria set out in the Securities and Exchange Act B.E. 2535 (including any amendments), as well as the bylaws, announcements, orders, and the relevant regulations of the Capital Market Supervisory Board and/or the Securities and Exchange Commission, and the Stock Exchange of Thailand. This includes matters related to connected transactions, transactions with related parties, and the acquisition or disposal of assets, in strict accordance with the applicable regulations for listed companies.

Policy on Connected Transactions.

For entering into transactions that involve general commercial terms and/or normal business terms, and transactions that involve agreements with terms other than general commercial terms and/or normal business terms, the transactions must be conducted in accordance with the following principles

1) Connected Transactions with General Commercial Terms and/or Normal Business Terms.

In the future, if the Company enters into connected transactions with general commercial terms and/or normal business terms, the Company will comply with the Securities and Exchange Act, bylaws, announcements, orders, or regulations set by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand. Additionally, such transactions must not result in the transfer or misappropriation of the Company's or its shareholders' benefits but must be conducted with the utmost consideration for the best interests of the Company and all of its shareholders.

In the case of normal business transactions or normal business support transactions of the Company and its subsidiaries, and transactions that may occur continuously in the future, the Company has a policy to set a framework for such transactions, which must have commercial terms similar to those that a reasonable person would agree to with an unrelated party in the same circumstances, with bargaining power free from influence due to the person's position as a director, executive, or related party, and must not result in the transfer or misappropriation of benefits. Furthermore, it must be demonstrated that the transaction terms, including pricing, are reasonable and fair. If the Board of Directors of the Company approves the above framework as a general principle, the management of the Company may immediately proceed with transactions that fall within the defined framework without needing to seek approval from the Board of Directors again. This must be done in compliance with the Securities and Exchange Act, bylaws, announcements, orders, or regulations of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.

To comply with the principles of good corporate governance, the Company will require its management, responsible for executing such transactions, to prepare a summary of the transaction details along with supporting information that demonstrates that the transaction price is benchmarked against market prices and that the terms are in line with general commercial conditions.³ The management of the Company will present this information to the internal audit department for review, ensuring that the connected transaction is in compliance with the framework set by the Board of Directors of the Company. Additionally, the management of the Company will submit a summary of the transaction details to the Audit Committee for quarterly consideration, to ensure that the transaction is reasonable and in the best interest of the Company. In the event that the Audit Committee finds that the transaction is not in compliance with the framework set by the Board of Directors, appropriate actions will be taken.

³ General Commercial Terms refer to terms that involve prices and conditions that are fair and do not result in the transfer of benefits. This includes commercial terms with prices and conditions as follows

- (1) The price and terms that the Company or its subsidiaries receive or offer to the general public.
- (2) The price and terms that a related party offers to the general public.
- (3) The price and terms that the Company can demonstrate are in line with those offered by businesses in the same industry to the general public.

The Audit Committee will report to the Board of Directors of the Company to implement necessary corrections within the time frame deemed appropriate by the Audit Committee. If the Board of Directors or management fails to implement the corrections within the appropriate time frame, any member of the Audit Committee may report such transactions or actions to the Securities and Exchange Commission or the Stock Exchange of Thailand.

2) Transactions that involve commercial agreements which are not under general commercial terms and/or normal business conditions.

If there is a related party transaction that involves other types of transactions, with commercial terms that are not under general commercial conditions and/or normal business conditions, the Company must present the transaction to the Audit Committee for an opinion on the necessity of the transaction and its pricing appropriateness, as well as the reasonableness of the transaction. The conditions must be in line with normal business practices in the industry and/or demonstrate that the pricing or terms of the transaction are fair and reasonable. The transaction should then be presented to the Board of Directors for approval. If the transaction is of a size that meets the criteria of the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Securities and Exchange Commission, after the Board of Directors' approval, the transaction must be presented to the shareholders' meeting for approval.

In cases where the Audit Committee lacks expertise in considering related party transactions, the Company will engage individuals with specialized knowledge and expertise, such as independent auditors or property appraisers, to provide opinions on the related party transaction. This will assist in the deliberations of the Audit Committee, the Board of Directors, or the shareholders of the Company (as applicable), to ensure that the transaction does not result in the transfer or diversion of benefits from the Company. Instead, the transaction will be made with the primary consideration of maximizing the benefits for the Company and all its shareholders.

Approved by the Board of Directors, Meeting No. 1/2568, on January 22, 2568, effective from February 1, 2568.

Related Party Transaction Reporting Form.



แบบฟอร์มรายงานการทำรายการที่เกี่ยวข้องกัน

บริษัท บีบีจีไอ จำกัด (มหาชน)

เรียน ประธานเจ้าหน้าที่บริหารและกรรมการผู้จัดการใหญ่

วันที่

1.คู่สัญญา

บริษัท

ประเภทกิจการ

2.ความสัมพันธ์

3.ประเภทของรายการที่เกี่ยวข้องกันที่จะทำ

- | | |
|---|--|
| <input type="checkbox"/> รายการธุรกิจปกติหรือรายการสนับสนุนธุรกิจปกติ | <input type="checkbox"/> รายการเกี่ยวกับสินทรัพย์และบริการ |
| <input type="checkbox"/> การเช่าหรือให้เช่าสังหาริมทรัพย์ระยะสั้น | <input type="checkbox"/> รายการให้ความช่วยเหลือทางการเงิน |
| <input type="checkbox"/> รายการรับความช่วยเหลือทางการเงิน | |

ระบุ.....

4.ขนาดรายการ.....

- ☐ $\leq 0.03\%$
☐ $> 0.03\%$ แต่ $< 3\%$
☐ $\geq 3\%$ ของมูลค่าสินทรัพย์ที่มีตัวตนสุทธิ

5.การดำเนินการตามข้อกำหนดของตลาดหลักทรัพย์/ก.ล.ด.

- ☐ ขออนุมัติฝ่ายจัดการ ☐ ขออนุมัติคณะกรรมการบริษัท / เปิดเผยข้อมูลต่อ ตลาด.
☐ เปิดเผยข้อมูลต่อ ตลาด. ☐ ขออนุมัติที่ประชุมผู้ถือหุ้น / เปิดเผยข้อมูลต่อ ตลาด.

6.เหตุผลและความจำเป็นในการทำรายการ

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7.รายละเอียดราคาซื้อขาย อัตราดอกเบี้ย มูลค่าของรายการเกี่ยวโยง / รายการระหว่างกัน เกณฑ์ที่ใช้ในการกำหนดมูลค่าสิ่งตอบแทน ราคาประเมิน/ผู้ประเมิน วิธีการชำระราคา แหล่งเงินทุนที่ใช้ทำรายการ (แนบเอกสารประกอบวิธีการคิดราคา ราคาประเมินหรือราคาเทียบเคียง และข้อมูลตาม Checklist ของ ตลาด.)

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8.ผลประโยชน์ที่บริษัทจดทะเบียนจะได้รับ

.....

ผู้จัดทำ

ผู้ตรวจสอบ

(MGR/VP/SVP)

ผู้อนุมัติ

(EVP/SEVP)

หมายเหตุ ห้ามมิให้ผู้บริหารที่มีส่วนได้เสียหรืออาจมีความขัดแย้งทางผลประโยชน์โดยส่วนตัวเป็นผู้อนุมัติการทำรายการที่เกี่ยวข้องกันซึ่งตนมีส่วนได้เสีย
 นโยบายการกำกับดูแลกิจการที่ดีบริษัท บีบีจีไอ จำกัด (มหาชน)

Notification Form for Securities Trading Intention within the BBGI Group.

แบบแจ้งความประสงค์ซื้อขายหลักทรัพย์ของบริษัท บีบีจีไอ จำกัด (มหาชน)

เรียน เลขาธิการบริษัท

ข้าพเจ้า (นาย/นาง/นางสาว)

ตำแหน่ง ☐ กรรมการ ☐ ผู้บริหาร สังกัด

มีความประสงค์จะซื้อขายหลักทรัพย์ของบริษัทฯ ดังนี้

1. ☐ ซื้อ ☐ ขาย หลักทรัพย์ บริษัท.....

จำนวน หุ้น ในช่วงวันที่.....

จึงเรียนมาเพื่อทราบ

ลงชื่อผู้รายงาน :

(.....)

วันที่ :

รับทราบ

ลงชื่อ :

(.....)

ตำแหน่ง :

วันที่ :

หมายเหตุ :

- กำหนดให้กรรมการและผู้บริหารต้องแจ้งความประสงค์ซื้อขายหลักทรัพย์ของบริษัทฯ ให้ส่วนเลขาธิการคณะกรรมการบริษัททราบอย่างน้อย 1 วันล่วงหน้าก่อนทำการซื้อขาย เพื่อยืนยันในที่ประชุมคณะกรรมการตรวจสอบทราบทุกไตรมาส
- กรณีจำเป็นสามารถแจ้งเป็นลายลักษณ์อักษรผ่านทาง Email: bbgi-secretary@bbgigroup.com หรือช่องทางอิเล็กทรอนิกส์อื่น เช่น แอปพลิเคชัน LINE เป็นต้น

Policy on Disclosure and Use of Inside Information.

The Company has established a policy and procedures to ensure that directors, executives — including those holding managerial positions in the accounting or finance departments at the department manager level or equivalent — and employees do not use the Company's confidential and/or inside information, which has not been disclosed to the public, for personal gain or for the benefit of others, whether directly or indirectly, and regardless of whether any compensation is received. This includes the use of such information for the purpose of trading securities.

Policy on Disclosure and Use of Inside Information.

Guidelines.

- 1 The Company shall provide education to directors and executives, including those holding managerial positions in the accounting or finance departments at the department manager level or equivalent, regarding their duties to report holdings, changes in holdings, and acquisitions or disposals of the Company's securities by (a) themselves, (b) their spouse or cohabiting partner, (c) their minor children, and (d) any legal entity in which they, their spouse or cohabiting partner, and minor children collectively hold more than 30 percent of the total voting rights, and such shareholding represents the largest proportion in that legal entity. These reporting obligations are in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendments thereto), the Notification of the Office of the Securities and Exchange Commission No. SorJor. 38/2561 Re: Preparation of Reports on Changes in Securities and Derivatives Holdings of Directors, Executives, Auditors, Planners, and Plan Administrators, and/or other relevant notifications, as well as the penalties under Section 275 of the Securities and Exchange Act. The Company shall also provide education on the reporting requirements for the acquisition or disposition of securities under Section 246 of the Securities and Exchange Act and the penalties under Section 298, including any related notifications issued by the Capital Market Supervisory Board.
- 2 The Company requires that directors and executives, including those holding managerial positions in the accounting or finance departments at the department manager level or equivalent, prepare and disclose reports on their securities holdings, changes in holdings, and acquisitions or disposals of the Company's securities, in relation to (a) themselves, (b) their spouse or cohabiting partner, (c) their minor children, and (d) any legal entity in which they, their spouse or cohabiting partner, and minor children collectively hold more than 30 percent of the total voting rights, and such shareholding represents the largest proportion in that legal entity. Such reports must be prepared in the form prescribed by the Office of the Securities and Exchange Commission and submitted to the Company through the Company Secretary on the same day the reports are submitted to the Office of the Securities and Exchange Commission.
- 3 The Company requires that directors and executives, including those holding managerial positions in the accounting or finance departments at the department manager level or equivalent, as well as relevant personnel — including persons presumed to be aware of or possess inside information under the Securities and Exchange Act — who have access to material non-public information regarding the Company's financial statements, financial position, or operating results, or any other significant undisclosed information that may affect the price or value of the Company's securities or influence investment decisions to buy or sell such securities, or potentially cause harm to investors intending to invest in the Company's securities, must refrain from buying, selling, offering to buy or sell, or recommending others to buy, sell, offer to buy or sell the Company's securities, whether directly or indirectly,

during the period prior to the public disclosure of the Company's financial statements, financial position, or operating results for both the annual and quarterly reporting periods.

Or any information concerning the financial position and status of the Company, until such information has been publicly disclosed. The Company will issue a written notice to directors and executives, including those holding managerial positions in the accounting or finance departments at the department manager level or equivalent, as well as relevant personnel — including individuals presumed to be aware of or in possession of inside information under the Securities and Exchange Act — to refrain from trading the Company's securities for a minimum period of one (1) month prior to the public disclosure of such information, and to wait at least three (3) days after the public disclosure before engaging in any trading. In addition, it is strictly prohibited to disclose such material non-public information to any other person by any means.

- 4 The Company prohibits directors, executives, and employees from using the Company's inside information — which may affect the price or value of the Company's securities and has not yet been disclosed to the public, and which they have become aware of through their position or role — for the purpose of buying, selling, making an offer to buy or sell, or inducing others to buy, sell, offer to buy, or offer to sell the Company's shares or other securities (if any), whether directly or indirectly, in a manner that may cause damage to the Company. This prohibition applies regardless of whether such actions are for their own benefit or for the benefit of others, and regardless of whether they disclose such information for others to act upon with or without receiving compensation.
- 5 The Company prohibits directors, executives, and employees — as well as former directors, executives, and employees — from disclosing the Company's inside information or confidential information, including the confidential information of the Company's business partners that they have become aware of during the course of performing their duties, to any external party. This restriction applies even if the disclosure would not cause direct damage to the Company or its business partners.
- 6 The Company requires that its directors, executives, and employees — including former directors, executives, and employees — have the duty to safeguard the Company's confidential and/or inside information and to use such inside information solely for the purpose of conducting the Company's business operations. Directors, executives, and employees are strictly prohibited from exploiting such confidential and/or inside information for their own benefit or for the benefit of others, whether directly or indirectly, and regardless of whether they receive any compensation.
- 7 The Company requires its directors, executives, and employees to comply with the guidelines on the use of inside information as stipulated in the Securities and Exchange Act, the SEC's Guidelines on Handling Insider Information that Affects Securities Prices, and all other relevant regulations.
- 8 The Company has established a disciplinary process and sanctions for personnel who violate this policy by using inside information for personal gain. Disciplinary actions may include a written warning, salary deduction, suspension without pay, or termination of employment — as permitted by applicable laws. The severity of disciplinary measures will depend on the intent behind the violation and the seriousness of the offense.

The policy on the confidentiality of the company and customers.

The company places great importance on maintaining the confidentiality of the company and its customers, as this could impact both business operations and legal matters. Therefore, the company has established a policy on the confidentiality of the company and its customers and ensures that it is in compliance with the Personal Data Protection Act B.E. 2562 and relevant laws.

Guidelines.

Directors, executives, employees, and relevant personnel of the company may, at times, work with confidential information and documents that cannot be disclosed to others or are classified as trade secrets. Examples include internal information that has not been disclosed to the Stock Exchange of Thailand, information related to plans, figures, or the development of new innovations, etc. This information is considered the company's intellectual property. Protecting such data is crucial for achieving the company's strategy, objectives, and goals, both now and in the future. It also ensures the security and stability of employment for all personnel. All levels of personnel within the company have the responsibility to strictly maintain the confidentiality and security of the company's, customers', and partners' confidential information. They must also prevent any unintentional disclosure of such confidential information.

1. Levels of Data Confidentiality.

The confidential information, which is internal to the company, must be protected to prevent leakage to external parties. The confidentiality of this information may be categorized into levels based on its importance, ranging from least to most critical, including public information, internal use only, restricted information, confidential information, and highly confidential information. The use of confidential information must be confined to the scope of the duties and responsibilities assigned to the individual.

2. Protection Measures.

To ensure the proper implementation of the policy, the company has established the following protective measures

- a) Limit access to information: Information will be accessible only to the highest-level management as necessary, and will be disclosed to employees of the company only as required for their duties. Employees will be informed that the information is confidential according to its classification and subject to restrictions on its use.
- b) Establish a security system in the workplace to protect confidential files and documents, ensuring that sensitive information and documents do not leak or fall into the hands of unauthorized individuals, which could potentially cause harm to the company or its clients.
- c) The data owner, whose information has not been publicly disclosed, must ensure that all relevant parties strictly adhere to the security procedures.

3. Penalties.

Penalties for Misuse of Confidential Information Violators of the policy regarding the misuse of confidential information will be subject to penalties, starting from a written warning, deduction of allowances, wage cuts, temporary suspension without pay, or even dismissal from employment. Additionally, the violator may be required to compensate the company for any financial damages incurred. The severity of the penalty will depend on the seriousness of the offense, and legal action may be taken depending on the specific case.

Approved by the Board of Directors, Meeting No. 1/2568, on January 22, 2568, effective from February 1, 2568.



Corporate Governance and Code of Conduct Manual