

Corporate Governance Policy

THE BOARD OF DIRECTOR

The Board of Directors	
No. 1	12 November 2018
No. 2	10 May 2019
No. 3	13 May 2020
No. 4	11 May 2021
No. 5	12 May 2022
No. 6	22 December 2022
No. 7	20 December 2023
No. 8	20 December 2024
No. 9	16 December 2025

Corporate Governance Policy

Definition

The Company's definition of good corporate governance refers to the relationships and governance mechanisms established to create sustainable value for the business. Corporate governance also encompasses the management and internal control systems that enable the Company to achieve its objectives for the long-term benefit of shareholders. In this regard, the Company adopts the principles and best practices prescribed by the Securities and Exchange Commission (SEC), together with the Principles of Corporate Governance of the Organisation for Economic Co-operation and Development (OECD), as guidelines for formulating its corporate governance framework. This approach aims to build confidence among all stakeholders and to serve as a foundation for sustainable business growth based on transparency, integrity, accountability in the performance of duties, and competitiveness.

The Company's principles of good corporate governance are implemented through practical guidelines categorized into five (5) key areas as follows:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Role of Stakeholders
4. Disclosure and Transparency
5. Board Responsibilities, under which eight (8) core practices are established:

Practice 1 Recognize the roles and responsibilities of the Board of Directors as leaders of the organization in creating sustainable value for the Company.

Practice 2 Define the Company's objectives and key goals in alignment with sustainable development.

Practice 3 Strengthen an effective Board of Directors.

Practice 4 Recruit, develop, and oversee senior management, as well as manage human resources effectively.

Practice 5 Promote innovation and responsible business practices.

Practice 6 Ensure the establishment of appropriate risk management and internal control systems.

Practice 7 Safeguard financial credibility and ensure accurate and timely disclosure of information.

Practice 8 Support shareholder engagement and effective communication with shareholders.

Section 1: Rights of Shareholders

1.1 Fundamental Shareholder Rights

The Board of Directors has established the Good Corporate Governance Policy with due regard to shareholders' rights as prescribed by law, which include the following:

- 1.1.1 The right to receive share certificates and to transfer shares; the right to equitable treatment in the Company's share repurchase transactions; and the right to receive sufficient and timely information through communication channels provided by the Company, enabling shareholders to make informed decisions regarding potential impacts on themselves and the Company.
- 1.1.2 The right to attend shareholders' meetings, at which shareholders may express opinions, provide suggestions, and participate in deliberations on matters presented at such meetings.
- 1.1.3 The right to elect and remove directors of the Company and to approve the appointment of the independent auditor.
- 1.1.4 The rights of minority shareholders to participate in the appointment of directors, as follows:
 - (a) One shareholder shall have voting rights equal to one vote per share held.
 - (b) Shareholders shall cast votes for the election of directors on an individual basis.
 - (c) Candidates receiving the highest number of votes in descending order shall be elected as directors up to the number of directors to be elected at the shareholders' meeting. In the event that two or more candidates receive an equal number of votes exceeding the number of directors to be elected, the Chairman of the meeting shall have the casting vote.
- 1.1.5 The right to receive an equitable share of the Company's profits.

1.2 Rights to Receive Information and Express Opinions at Shareholders' Meetings

- 1.2.1 Recognizing that the Company's shareholders comprise both Thai and foreign investors, the Company prepares meeting-related documents and information in both Thai and English.
- 1.2.2 The Company provides shareholders with an opportunity to propose agenda items for consideration at shareholders' meetings or to submit questions to be addressed at such meetings in advance, through the Company's website at www.pacificpipe.co.th/TH/investor.html (under "Information for Shareholders" >> "Shareholders' Meetings"), prior to the end of the accounting period.
- 1.2.3 At shareholders' meetings, members of the Board of Directors, the Company's senior executive responsible for finance, and the independent auditor shall attend the meeting. During the meeting, the Chairman of the Board shall provide all shareholders with equal opportunities to express opinions and

raise questions, allowing appropriate time for discussion. Relevant directors shall provide clear and comprehensive explanations and information to shareholders. The Company shall disclose the voting results through the information disclosure system of the Stock Exchange of Thailand and on the Company's website within the following business day, and shall submit the minutes of the shareholders' meeting to the Stock Exchange of Thailand within fourteen (14) days from the meeting date, as well as publish them on the Company's website at <https://www.pacificpipe.co.th/TH/investor.html>

- 1.2.4 All forms of directors' remuneration are subject to shareholders' approval on an annual basis. In proposing such remuneration, the Company shall disclose the criteria and methodology for determining remuneration, together with comparative information on directors' remuneration in the previous year.
- 1.2.5 Voting for the election of directors shall always be conducted on an individual basis.
- 1.2.6 The Company clearly specifies each agenda item for shareholders' meetings and shall not add any agenda item without prior notice to shareholders.

Section 2: Equitable Treatment of Shareholders

2.1 Participation in Shareholders' Meetings

- 2.1.1 The Company discloses the shareholders' meeting documents on its website at <https://www.pacificpipe.co.th/TH/investor.html> at least thirty (30) days prior to the meeting date, and arranges for the distribution of the complete set of documents in both Thai and English through Thailand Securities Depository Co., Ltd., the Company's share registrar, to all shareholders at least thirty (30) days prior to the meeting date.
- 2.1.2 In organizing shareholders' meetings, the Company takes into consideration the convenience of shareholders and institutional investors, including the accessibility of the meeting venue and access to information through the Company's website. Shareholders are informed in advance of the required supporting documents to be presented on the meeting date in order to exercise their rights to attend the meeting in accordance with the Company's Articles of Association. Proxy forms are also provided to enable shareholders who wish to appoint a proxy to attend and vote on their behalf, either by appointing any person or an independent director of the Company. Shareholders may also download proxy forms from the Company's website at <https://www.pacificpipe.co.th/TH/investor.html>

- 2.1.3 The Company provides channels for shareholders to propose candidates for election as directors of the Company. Details of the criteria and procedures for such nominations are available on the Company's website at <https://www.pacificpipe.co.th/TH/investor.html>
- 2.1.4 The Company applies appropriate technology for meeting registration, vote counting, and the presentation of voting results at shareholders' meetings. The Chairman of the Board shall assign the meeting facilitator to inform shareholders of the voting procedures and the quorum. The Company also ensures that all shareholders are given equal opportunities to ask questions, express opinions, and provide suggestions, and that ballot cards are used with voting results for each agenda item disclosed.
- 2.1.5 The Company allows shareholders who arrive after the commencement of the shareholders' meeting to exercise their voting rights on agenda items that are under consideration and have not yet been voted upon.
- 2.1.6 The minutes of the shareholders' meeting shall record the following information:
- (a) The names of directors and executives attending the meeting, and the proportion of directors attending and not attending the meeting.
 - (b) The voting and vote-counting procedures, resolutions of the meeting, and voting results (approve, disapprove, or abstain) for each agenda item.
 - (c) Key questions and responses raised during the meeting, including the full names of the persons raising the questions and those providing responses.

2.2 Conflicts of Interest

The Board of Directors has established measures for safeguarding confidential and inside information to prevent its improper use for personal benefit, as set out in the Code of Ethics and Business Conduct. The key principles are summarized as follows:

- 2.2.1 Directors, executives, and employees shall avoid any actions that may conflict with the Company's interests, whether arising from dealings with the Company's business counterparts such as suppliers, customers, or competitors, or from opportunities or information obtained through their employment with the Company. This includes seeking personal gain, engaging in businesses that compete with the Company, or undertaking other employment outside the Company that may adversely affect the performance of their duties.
- 2.2.2 Directors, executives, and employees shall refrain from holding shares in competing businesses if such shareholding may cause them to act or refrain from acting in a manner inconsistent with their duties or

may adversely affect the performance of their responsibilities. In cases where such shares were acquired prior to employment with the Company, prior to the Company's engagement in such business, or through inheritance, the individual must disclose such shareholding to his or her immediate supervisor in accordance with the reporting line.

- 2.2.3 No director, executive, or employee who has an interest in a transaction shall be authorized to approve or enter into such transaction, or to perform any act on behalf of the Company, in order to prevent any potential conflict of interest.
- 2.2.4 Any business transactions with the Company, whether conducted in an individual capacity, on behalf of family members, or through any juristic person in which a director, executive, or employee has an interest, must be fully disclosed to the Company prior to entering into such transactions.
- 2.2.5 Directors, executives, and employees may undertake work for the Company's subsidiaries (if any) with the approval of their supervisors or the Board of Directors, as applicable. However, they shall not engage in external employment or activities that compete with the Company's business or give rise to conflicts of interest, whether on a temporary or permanent basis, unless specific approval has been granted by their supervisors or the Board of Directors.
- 2.2.6 In considering any agenda item in which a meeting participant has an interest, the director, executive, or employee concerned shall temporarily leave the meeting to allow other participants to deliberate independently and without the influence of the interested person.
- 2.2.7 The Board of Directors and management shall carefully consider conflicts of interest relating to connected transactions between the Company and its subsidiaries (if any) or its parent company with honesty, integrity, due care, and independence, in accordance with sound ethical principles and in the best interests of the Company.
- 2.2.8 Directors and executives shall report transactions with related parties involving the management of the Company or its subsidiaries (if any) to the Internal Audit function on a quarterly basis or upon occurrence of such transactions. The Internal Audit function shall, in turn, report such transactions to the Board of Directors on a quarterly basis.

2.3 Oversight and Guidelines on the Use of Inside Information

Inside information refers to confidential information relating to the management and operations of the Company that has not yet been disclosed to the public. Such information, if disclosed, may materially affect the Company or its subsidiaries (if any), particularly the market value of the Company's securities traded on the

Stock Exchange. Employees of the Company shall not disclose inside information obtained in the course of their duties to any other person, nor use such information for their own improper benefit or in any manner that may prejudice the interests of the Company. In particular, the use of the Company's inside information for personal benefit or for the benefit of any other person in trading the Company's securities shall constitute an offence under Sections 241 and 242 of the Securities and Exchange Act B.E. 2535 (1992), as amended by the Securities and Exchange Act (No. 5) B.E. 2559 (2016).

Guidelines on the Use of Inside Information

Directors and executives are required to prepare and submit reports on their securities holdings, as well as those of their spouses, persons living together as husband and wife, and minor children, and to report any changes in such holdings to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand (SEC), in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992), as amended by the Securities and Exchange Act (No. 5) B.E. 2559 (2016), as follows:

- 2.3.1 Any change in securities holdings (Form 59-2) shall be reported within three (3) business days from the date of such change via the electronic reporting system at <https://market.sec.or.th/r59>.
- 2.3.2 The Company has established policies and procedures to prevent the misuse of inside information by directors, executives, and employees who have direct access to such information, as follows:
 - (a) An initial report of securities holdings (Form 59-1) shall be submitted to the Deputy Director of the Internal Audit Department within fifteen (15) days from the date of the initial public offering of securities or from the date of appointment as an executive, as applicable.
 - (b) A quarterly summary report of the Company's securities held shall be submitted to the Internal Audit Department for reporting to the Board of Directors.
 - (c) The use of financial statement information for trading in the Company's securities is prohibited from the fifteenth (15th) day of the month following the end of the relevant quarter until twenty-four (24) hours after the Company has submitted its financial statements to the Stock Exchange. The Company shall announce each blackout period in advance. During the past year, directors and executives have strictly complied with this policy.
 - (d) The use of any other material non-public information for trading in the Company's securities is prohibited from the time such information becomes known until twenty-four (24) hours after it has been publicly disclosed.

- 2.3.3 Employees at all levels are required to safeguard and maintain the confidentiality of customer information and business information. Employees shall not disclose customer confidentiality to other employees or external parties who are not involved, except where disclosure is required by law, for litigation purposes, or where disclosure has been approved by the Board of Directors.
- 2.3.4 Directors, executives, employees, and any persons having access to inside information are prohibited from disclosing or transmitting the Company's information or confidential information to unauthorized persons, including family members, relatives, or friends.
- 2.3.5 Information disclosure shall be made only by authorized personnel. General employees are not authorized to disclose information. If an employee is requested to disclose information beyond his or her authority, such employee shall refer the inquirer to the designated authorized personnel to ensure accurate and consistent disclosure.
- 2.3.6 No advice or recommendations regarding the trading of the Company's securities shall be given, except where such advice is provided in the course of duties expressly assigned by the Company.
- 2.3.7 Directors, executives, and employees at the level of Deputy Director and above who engage in the purchase or sale of the Company's securities shall report such transactions to the Deputy Director of the Internal Audit Department within three (3) business days.
- 2.3.8 Directors, executives, and employees at the level of Director and above shall submit quarterly reports on their securities holdings, as well as those of related persons as defined under the Securities and Exchange Act, to the Internal Audit Department. The Internal Audit Department shall report any changes in such securities holdings to the Board of Directors on a quarterly basis.

Section 3: Role of Stakeholders

The Board of Directors recognizes the importance of sustainable business growth by taking into account the expectations of, and potential impacts on, all stakeholders. The Board oversees and ensures that the Company's objectives, goals, and strategies are aligned with the achievement of the Company's core objectives and goals. The Board also requires management to report to the Board at least once a year on the following matters:

- Activities undertaken in relation to stakeholders; and
- Stakeholders' needs, while maintaining a foundation of social and environmental responsibility.

3.1 Treatment of Customers

- 3.1.1 To deliver products of quality that meet established standards under fair conditions and based on equitable returns for both parties.
- 3.1.2 Employees shall be dedicated and committed to developing products and services of quality at reasonable prices, responsive to current circumstances, without restricting consumer rights and under fair conditions for consumers.
- 3.1.3 To strictly comply with contractual agreements or agreed conditions. In cases where any condition cannot be fulfilled, the Company shall promptly notify trading partners and/or creditors in advance in order to jointly consider appropriate solutions.
- 3.1.4 To strictly maintain the confidentiality of customer information, unless disclosure is consented to in writing by the customer or required by law, and to refrain from using such information for personal or related-party benefits.

3.2 Treatment of Competitors

- 3.2.1 To conduct business within the framework of fair competition, without distortion of information, deception, or use of any improper practices contrary to fair competition principles.
- 3.2.2 Not to seek confidential information of competitors through dishonest or inappropriate means, such as offering inducements to competitors' employees.
- 3.2.3 Not to damage competitors' reputations through false allegations or unreasonable attacks without factual basis.

3.3 Treatment of Suppliers

- 3.3.1 Procurement processes shall be auditable to ensure transparency and maximum benefit.
- 3.3.2 The Company shall treat suppliers equally based on fair competition principles.
- 3.3.3 Employees shall procure goods and services with due consideration to needs, value for money, price, and quality, providing suppliers with equal, accurate, and unbiased information, without discrimination, and ensuring prudent procurement consistent with prevailing circumstances.
- 3.3.4 Employees shall not solicit or accept benefits in procurement activities and shall maintain neutrality, avoiding excessive closeness with suppliers that could unduly influence decision-making.
- 3.3.5 Contractual obligations shall be strictly observed. If the Company or suppliers are unable to comply with contractual terms for any reason, such matters shall be immediately reported to supervisors for consultation and resolution.

3.4 Treatment of Shareholders

The Company is committed to achieving sustainable business growth and enhancing competitiveness in order to create long-term value for shareholders by:

- 3.4.1 Establishing a dividend payment policy of not less than 40 percent of net profit after legal reserves. Currently, the Company has fully appropriated legal reserves amounting to 10 percent of registered capital as required by law. Dividend payments may be adjusted depending on operating results, financial position, and investment plans of the Company.
- 3.4.2 Providing channels for shareholders and stakeholders to report or lodge complaints on matters that may cause damage to the Company or the Board through the “Complaint Handling and Whistleblowing Policy,” which forms part of the Anti-Corruption Policy, and/or by contacting the Investor Relations Department at the address below:

Investor Relations Department

Pacific Pipe Public Company Limited

1168/74, 26th Floor, Lumpini Tower, Rama IV Road, Bangkok 10120

Tel: +66 (0)2 679-9000 Fax: +66 (0)2 679-9075, 9076

Email: ir.dep@pacificpipe.co.th

The Investor Relations Department shall consolidate reports or complaints from shareholders and submit them to the complaint and whistleblowing process for investigation and reporting to the Board of Directors.

3.5 Treatment of Creditors

The Company strictly complies with loan agreements, provides accurate financial information, makes timely debt repayments, and adheres to agreed contractual conditions. In cases where any condition cannot be fulfilled, the Company shall promptly notify creditors in advance to jointly consider appropriate solutions. In business negotiations, the Company refrains from soliciting or offering any dishonest benefits.

3.6 Environmental, Community, and Social Responsibility

- 3.6.1 Supporting environmental protection, education, religion, arts, culture, and local traditions in areas where the Company operates.
- 3.6.2 Regularly undertaking activities that contribute to society, communities, and the environment, both independently and in cooperation with government and community organizations, to improve quality of life in surrounding communities.

- 3.6.3 Preventing accidents and controlling waste emissions within acceptable standard limits.
- 3.6.4 Instilling awareness of social, environmental, and natural resource responsibility throughout the organization.
- 3.6.5 Promoting efficient and effective use of materials, equipment, and resources.

3.7 Respect for Human Rights and Fair Labor Practices

- 3.7.1 Not supporting forced labor or prison labor, nor using corporal punishment or any form of physical, sexual, mental, or verbal harassment.
- 3.7.2 Opposing and refraining from the use of child labor by not employing persons under 15 years of age for any purpose, whether full-time, part-time, paid, or unpaid.
- 3.7.3 Employing migrant workers in full compliance with labor laws.
- 3.7.4 Recruiting employees fairly based on job qualifications, educational background, experience, and necessary job requirements, and treating all employees equally without discrimination based on gender, age, race, religion, educational institution, or any unrelated status.
- 3.7.5 Recognizing employees as valuable resources and key success factors, and therefore ensuring their skills development and job security by:
 - (a) Providing fair and appropriate compensation based on responsibilities, with performance evaluations (KPIs) used for bonuses and annual salary adjustments;
 - (b) Conducting orientation programs and providing employee handbooks to ensure understanding of rights, fair employment practices, and ethics;
 - (c) Continuously developing employee capabilities through training and career advancement opportunities, including annual promotion examinations;
 - (d) Establishing a provident fund to support long-term savings for employees and their families upon resignation, retirement, disability, or death, and promoting financial management knowledge.
- 3.7.6 Establishing a Safety Committee to ensure a safe working environment for employees' lives and property.
- 3.7.7 Protecting employees' personal data, such as personal records, health records, and employment history. Disclosure or transfer of personal data shall only be made with employee consent or in accordance with company regulations or applicable laws.

3.8 Occupational Health, Safety, and Working Environment Policy

The Company recognizes occupational health and safety as a fundamental responsibility affecting employees and other stakeholders and has established the following policies:

- 3.8.1 The Company requires employees at all levels to jointly uphold workplace safety and maintain a safe working environment to protect the lives and property of themselves, others, and the Company.
- 3.8.2 The Company promotes knowledge, awareness, and a safety-conscious mindset among employees at all levels to ensure safe work practices and good occupational health.
- 3.8.3 The Company recognizes the importance of accident prevention measures arising from work activities that may affect employees or other related persons.
- 3.8.4 The Company supports and encourages continuous improvement of the working environment and work practices to ensure safety and proper hygiene.
- 3.8.5 The Company promotes occupational safety activities by providing regular training, reviews, drills, and various safety-related programs to foster safety awareness and preparedness among employees.
- 3.8.6 The Company provides appropriate, high-quality, and standard-compliant personal protective equipment to employees in accordance with the nature of their work.
- 3.8.7 The Company conducts regular safety inspections and strictly enforces compliance with its safety regulations, including ensuring the proper use of personal protective equipment as prescribed.
- 3.8.8 The Company encourages employee participation in accident prevention and environmental protection and welcomes suggestions and feedback through designated communication channels for consideration and appropriate corrective actions to enhance workplace safety.

3.9 Information Technology and Communication Policy

- 3.9.1 The Information Technology function shall establish information technology policies and submit them to the Board of Directors for acknowledgment. Such policies shall cover the following matters and be reviewed at least once a year:
 - a) Allocation and management of information technology resources, including ensuring that sufficient resources are available to support business operations and establishing contingency measures in cases where resources cannot be allocated as planned;
 - b) Policies and measures to ensure information system security;
 - c) Policies promoting the use of legally licensed equipment, tools, and software only, and communicating such policies to employees at all levels.

- 3.9.2 The Company's computer systems shall not be used to disseminate information that is inappropriate in terms of morality, customs, or traditions, or that violates the law, such as causing damage to reputation or property, possessing or distributing pornographic content, or forwarding nuisance or unsolicited emails.
- 3.9.3 Employees must keep their passwords confidential and must not disclose them to others to prevent unauthorized access. Employees shall also refrain from accessing unfamiliar websites that may pose risks to the Company's information systems.
- 3.9.4 In cases where an employee seeks approval from a supervisor to allow external parties to use the Company's information systems, such employee shall be responsible for supervising and controlling the use of the systems by the external parties and shall be accountable for any damage incurred by the Company as a result of such use.
- 3.9.5 The Company reserves the right to inspect, search, monitor, investigate, and control the use of employees' information systems in order to protect the security of the Company's information systems.
- 3.9.6 Employees who wish to bring computer equipment or peripheral devices from external sources for use within the Company must obtain prior approval from their supervisors.

3.10 Intellectual Property Policy

The Company is committed to complying with all applicable laws relating to intellectual property and copyrights. Any works or information owned by external parties that are obtained or intended to be used within the Company must be properly reviewed to ensure that such use does not infringe upon the intellectual property rights of others.

- 3.10.1 Works created in the course of performing duties shall be deemed the intellectual property of the Company.
- 3.10.2 Upon termination of employment, employees must return all intellectual property, including inventions, works, or other related materials, to the Company, regardless of the form in which such information is stored.
- 3.10.3 Employees using the Company's computer systems must use software strictly in accordance with the applicable license agreements and only software that has been duly authorized by the Company, in order to prevent any infringement of intellectual property rights.

- 3.10.4 Any use of works or information owned by external parties that are obtained or intended to be used within the Company must be reviewed to ensure that such use does not infringe upon the intellectual property rights of others.

Section 4: Disclosure and Transparency

Roles and Responsibilities of the Board of Directors, Board Committees, and the Chief Executive Officer

4.1 The Board of Directors

Authority and Powers

- 4.1.1 To define the duties and authority of the Chairman of the Board and the Chief Executive Officer.
- 4.1.2 To determine the financial authority limits of the Chief Executive Officer.
- 4.1.3 To appoint, remove, and delegate duties and authority to sub-committees and the Company Secretary.
- 4.1.4 To consider and approve investment projects, acquisitions or disposals of assets, and related party transactions of the Company and its subsidiaries (if any), except for matters requiring approval from the shareholders' meeting. Such approvals shall be in accordance with the notifications of the Capital Market Supervisory Board and/or relevant rules, regulations, notifications, and requirements of the Stock Exchange of Thailand.
- 4.1.5 To approve matters beyond the authority of the Executive Committee, such as the granting or cancellation of credit facilities and transactions that are not in the ordinary course of business.
- 4.1.6 To consult the Company's experts or advisors (if any), or to engage external experts or advisors when deemed necessary.

Scope, Duties, and Responsibilities

- 4.1.7 To perform duties with responsibility, due care, and integrity, and in compliance with applicable laws, the Company's objectives, Articles of Association, and resolutions of the shareholders' meeting, except for matters that require prior approval from the shareholders' meeting before implementation, such as matters prescribed by law to require shareholders' approval, related party transactions, and the acquisition or disposal of significant assets in accordance with the rules of the Stock Exchange of Thailand or other relevant regulatory authorities.
- 4.1.8 To consider and approve the Company's business policies, objectives, operational plans, business strategies, and annual budget.

- 4.1.9 To consider and approve the appointment of qualified persons who do not possess prohibited characteristics as prescribed under the Public Limited Companies Act B.E. 2535 (1992) and the securities and exchange laws, including relevant notifications, rules, and regulations, to fill a vacant directorship arising from causes other than the expiration of term of office.
- 4.1.10 To consider the appointment of Independent Directors based on their qualifications and absence of prohibited characteristics as prescribed under the securities and exchange laws, notifications of the Capital Market Supervisory Board, and relevant rules, regulations, or requirements of the Stock Exchange of Thailand, or to propose such appointment to the shareholders' meeting for approval.
- 4.1.11 To consider the appointment of sub-committees to assist the Board of Directors in performing its duties and responsibilities.
- 4.1.12 To consider and approve the designation and amendment of the names of directors authorized to sign and bind the Company.
- 4.1.13 To appoint any person to manage the Company's business under the supervision of the Board of Directors, or to delegate authority to such person within the scope and period deemed appropriate by the Board of Directors, provided that the Board of Directors may revoke, amend, or modify such authority at any time.
- 4.1.14 To consider and approve the payment of interim dividends to shareholders when it is deemed that the Company has sufficient profits, and to report such interim dividend payments to the shareholders' meeting at the next meeting.
- 4.1.15 To consider, approve, and review written policies, such as the Corporate Governance Policy, the Code of Ethics and Business Conduct, and the Board of Directors' Manual, at least once a year.
- 4.1.16 To review and provide opinions on the adequacy of the internal control system on an annual basis.
- 4.1.17 To ensure the establishment of reliable accounting, financial reporting, and auditing systems.

4.2 Duties and Responsibilities of the Chairman

- 4.2.1 To be responsible, as the leader of the Board of Directors, for overseeing, monitoring, and ensuring that the Board performs its duties effectively in order to achieve the organization's objectives and key goals in accordance with the established plans.
- 4.2.2 To ensure that all directors participate in promoting an ethical corporate culture and good corporate governance practices.

- 4.2.3 To determine the agenda for Board meetings jointly with one independent director in cases where the Chairman is not an independent director.
- 4.2.4 To preside over meetings of the Board of Directors and shareholders' meetings of the Company.
- 4.2.5 To allocate sufficient time for management to present matters and for directors to thoroughly deliberate on key issues and freely express their independent opinions.
- 4.2.6 To act as an intermediary between the Company and external parties, such as government agencies, funds, local organizations, and the media, when necessary, with the Chief Executive Officer serving as the Company's primary spokesperson.
- 4.2.7 To foster good relationships between executive directors and non-executive directors, as well as between the Board of Directors and management.

4.3 Audit Committee

- 4.3.1 To review and ensure that the Company has accurate and adequate financial reporting and disclosure, by coordinating with the external auditor and management responsible for preparing quarterly and annual financial statements.
- 4.3.2 To review and ensure that the Company has appropriate and effective internal control and internal audit systems.
- 4.3.3 To consider and approve the appointment, transfer, termination, and performance evaluation of the Deputy Head of Internal Audit.
- 4.3.4 To consider and approve the internal audit plan, budget, and personnel of the Internal Audit Department.
- 4.3.5 To review the independence and reporting of the Internal Audit Department.
- 4.3.6 To review and ensure that the Company has an appropriate and effective risk management system, including reviewing the Company's internal processes regarding whistleblowing and complaint handling to ensure independence, proper procedures, confidentiality, and measures to protect whistleblowers.
- 4.3.7 To review the Company's compliance with the securities and exchange laws, regulations of the Stock Exchange, and other laws relevant to the Company's business operations.
- 4.3.8 To evaluate the Company's external auditor in the following matters:
 - (a) Consideration of the auditor's remuneration, taking into account credibility, adequacy of resources, audit workload, and the experience of audit personnel assigned to the Company;

- (b) Consideration of the auditor's independence for the purpose of selecting and proposing the appointment or removal of the Company's external auditor.
- 4.3.9 To review the disclosure of information relating to connected transactions or transactions that may give rise to conflicts of interest, ensuring compliance with applicable rules and regulations.
- 4.3.10 To perform any other duties as assigned by the Board of Directors and approved by the Audit Committee.
- 4.3.11 To prepare and disclose the Audit Committee's activity report in the Company's annual report.
- 4.3.12 To report any other matters deemed appropriate for shareholders and general investors to be informed of, within the scope of duties and responsibilities delegated by the Board of Directors.
- 4.3.13 To arrange for an evaluation of the Audit Committee's performance by relevant parties at least once a year, in order to improve effectiveness for the benefit of shareholders and the organization.
- 4.3.14 To regularly report to the Board of Directors so that the Board is informed of the Audit Committee's activities.
- 4.3.15 In the performance of its duties, if the Audit Committee identifies or has reasonable grounds to suspect any transaction or action that may have a significant impact on the Company's financial position and operating results, the Audit Committee shall report such matter to the Board of Directors for corrective action within a period deemed appropriate by the Audit Committee. Such reportable matters include:
- (a) Transactions involving conflicts of interest;
 - (b) Fraud, irregularities, or significant deficiencies in the internal control system;
 - (c) Violations of securities and exchange laws, Stock Exchange regulations, or other laws relevant to the Company's business.

If the Audit Committee has reported matters with significant impact on the Company's financial position and operating results to the Board of Directors and has discussed corrective actions with the Board and management, and upon the expiration of the agreed timeframe the Audit Committee finds that corrective actions have been unreasonably neglected, any member of the Audit Committee may report such matters to the Office of the Securities and Exchange Commission and/or the Stock Exchange of Thailand.

- 4.3.16 To submit a preliminary audit report to the relevant authorities and the external auditor within one month from the date the external auditor notifies the Audit Committee of suspicious circumstances indicating

that a director, manager, or person responsible for the operations of the juristic person may have committed an offense under the Securities and Exchange Act (No. 4) B.E. 2551 (2008).

4.4 Remuneration, Nomination and Corporate Committee

Nomination Function

- 4.4.1 To consider and determine transparent criteria and procedures for nomination and selection, taking into account experience, professional background, diversity of skills (Board Skills Matrix), and specific qualifications necessary for the Company's business operations, in order to achieve an appropriate balance of expertise and maximize overall benefit. Consideration may also be given to director pools or databases maintained by reputable organizations.
- 4.4.2 To consider and nominate qualified persons for appointment as directors of the Company to replace directors whose terms have expired or to fill vacancies arising from other causes not related to term expiration, and to propose such nominations to the Board of Directors and/or the shareholders' meeting for approval, as the case may be.
- 4.4.3 To consider and propose qualified persons for appointment as directors for specific purposes, and to submit such proposals to the Board of Directors for approval.
- 4.4.4 To consider and determine the criteria and procedures for the nomination of the Chief Executive Officer and C-Level executives, in collaboration with the Chief Executive Officer, ensuring transparency in the nomination and selection process. Such consideration shall include experience, knowledge, competencies, required skills, specific qualifications relevant to the Company's business operations, leadership qualities, and organizational leadership experience, in order to achieve the Company's objectives and goals.
- 4.4.5 To consider and nominate qualified persons for appointment as the Chief Executive Officer and C-Level executives, and to propose such nominations to the Board of Directors for approval.

Remuneration Function

- 4.4.6 To consider and determine the remuneration of the Company's directors, executive directors, and directors serving on sub-committees, in various forms including, but not limited to, gratuities, meeting allowances, securities issued under employee stock ownership plans (ESOP), or other forms of remuneration, and to propose such remuneration to the Board of Directors and/or the shareholders' meeting for approval, as the case may be, taking into consideration the following factors:

- (a) The appropriateness of the existing remuneration criteria in comparison with industry conditions, economic circumstances, inflation, the Company's performance, and other relevant factors;
- (b) The duties and responsibilities of directors serving on each specific sub-committee;
- (c) Remuneration data and practices of other companies in the same industry, as well as companies of comparable size and performance to the Company.

4.4.7 To consider salary adjustments, the provision of benefits and other compensation, and the payment of annual bonuses to the Chief Executive Officer and C-Level executives, and to propose such matters to the Board of Directors for approval.

Corporate Governance Function

4.4.8 To formulate the Company's policies on good corporate governance, business ethics and code of conduct, as well as policies relating to corporate social responsibility activities, and to submit such policies to the Board of Directors for consideration.

4.4.9 To oversee the performance of the Board of Directors, the Board committees, and management to ensure compliance with the principles of good corporate governance and the Company's best practices on business ethics and code of conduct.

4.4.10 To review the Company's corporate governance practices by benchmarking them against internationally recognized corporate governance principles and the principles prescribed by the Stock Exchange of Thailand, and to submit recommendations to the Board of Directors for review and improvement at least once a year to ensure they remain up to date.

4.4.11 To review the Directors' Manual and the Company's business ethics and code of conduct, and to submit them to the Board of Directors for consideration at least once a year.

4.5 Executive, Risk Management and Sustainability Committee

Management Responsibilities

4.5.1 To determine management policies, direction, business strategies, investment plans, and the annual budget for submission to the Board of Directors for approval.

4.5.2 To supervise and oversee the Company's operations to ensure compliance with the approved policies, direction, strategies, investment plans, and budget, and to report the results to the Board of Directors.

4.5.3 To revise or increase the annual operating budget in urgent cases that may materially affect normal business operations, and to submit such revisions to the Board of Directors for ratification at the subsequent meeting.

- 4.5.4 To approve expenditures for the procurement of raw materials for production or goods for sale in the ordinary course of business within the transaction limit as prescribed by the Board of Directors.
- 4.5.5 To approve expenditures for investments in buildings, machinery, equipment, information systems, or fixed assets related to normal business operations within the limits prescribed by the Board of Directors.
- 4.5.6 To consider interim or annual dividend payments and submit recommendations to the Board of Directors for approval.
- 4.5.7 To consider and determine the organizational structure and management authority.

Risk Management Responsibilities

- 4.5.8 To formulate the Company's risk management policy and submit it to the Board of Directors for approval.
- 4.5.9 To review and provide opinions on risk assessment results and risk management approaches for each identified risk, ensuring alignment with the risk management policy, and to monitor, control, and mitigate risks to an appropriate level, including establishing practical guidelines for responding when risks materialize.
- 4.5.10 To ensure regular reviews of risks of the Company and its subsidiaries (if any), covering both external and internal risks, including but not limited to:
 - Strategic risks
 - Operational risks
 - Financial risks
 - Regulatory risks
 - Social and environmental risks
- 4.5.11 To monitor, supervise, and review the risk management policy, including strategies and response measures, at least once a year to ensure that the risk management framework remains appropriate and is effectively implemented.
- 4.5.12 To provide advice and support to the Company's management regarding enterprise-wide risk management, and to promote continuous improvement and development of the internal risk management system.
- 4.5.13 To communicate, exchange information, and coordinate on risk management and internal control matters with the Audit Committee.

4.5.14 To appoint working groups and/or management units, as appropriate, to support risk management processes and activities.

4.5.15 To perform other duties as assigned by the Board of Directors.

Sustainability Responsibilities

4.5.16 To consider sustainability policies, guidelines, and operational plans to ensure alignment with sustainable business practices.

4.5.17 To review and update the Company's sustainability policy at least once a year and submit it to the Board of Directors for approval.

4.5.18 To review and approve the sustainability report prior to disclosure in the Company's Annual Report.

4.6 Chief Executive Officer

4.6.1 To prepare and propose the Company's business policies, objectives, operational plans, business strategies, and annual budget for consideration and approval by the Executive, Risk Management and Sustainability Committee, and subsequently submit them to the Board of Directors for final approval.

4.6.2 To formulate the Company's business plans, budgets, and management authorities, and submit them to the Executive, Risk Management and Sustainability Committee for consideration and approval, and thereafter to the Board of Directors for approval.

4.6.3 To have the authority to approve financial transactions for the procurement of raw materials and the acquisition of assets for business expansion, within the monetary limits and scope of authority prescribed under the Company's authorization framework.

4.6.4 To establish an effective organizational structure and management system, covering personnel selection, training, employment, and termination of employees.

4.6.5 To supervise and approve matters relating to the Company's operations, and to appoint or delegate authority to one or more persons to perform specific duties as deemed appropriate, with the right to revoke, amend, or modify such delegated authority at any time.

4.6.6 To perform any other duties as assigned by the Executive, Risk Management and Sustainability Committee and the Board of Directors.

The delegation of authority and responsibilities shall not constitute a delegation or sub-delegation that enables the delegate to approve transactions in which the delegate or any related person may have a vested interest or any other conflict of interest with the Company or its subsidiaries (if any), as defined under the relevant notifications of the Securities and Exchange Commission. Any approval of such transactions shall be

submitted to the Board of Directors' meeting and/or the shareholders' meeting, as applicable, for consideration and approval in accordance with the Company's Articles of Association, the Articles of Association of its subsidiaries (if any), and applicable laws, except for transactions conducted in the ordinary course of business under clearly defined terms and conditions.

Section 5 Board Responsibilities

The Board of Directors performs its duties with due responsibility in accordance with the principles of good corporate governance as prescribed by the Securities and Exchange Commission, which comprise the following eight principles:

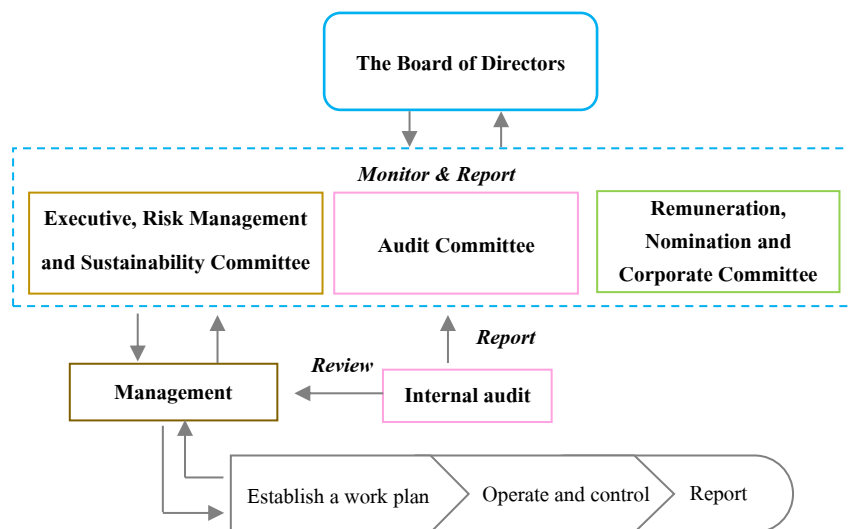
Principle 1: The Board of Directors recognizes its role and responsibilities as the leadership of the organization in creating sustainable value for the business.

- 1.1 Prepare the Board of Directors' Charter, which clearly defines the duties and responsibilities of the Board of Directors. The Charter shall stipulate that the Board of Directors is responsible for ensuring that the Company's operations are conducted in compliance with applicable laws, regulations, the Company's Articles of Association, resolutions of the shareholders' meetings, and established guidelines. It shall also provide for processes for approving significant transactions in accordance with legal requirements, including the determination of the Board's approval authority for various matters of the Company.
- 1.2 Prepare and review, in writing, the Good Corporate Governance Policy, the Code of Ethics and Business Conduct, and the Directors' Handbook at least once a year, to serve as principles and guidelines for business operations and for the fair treatment of all stakeholders.

Principle 2: Establish the Company's Purpose and Core Objectives with a Focus on Sustainable Value Creation

The Board of Directors jointly establishes the Company's vision, mission, business direction, and strategic objectives, and requires that these matters be reviewed at least once every five years. In formulating the Company's strategy, the Board of Directors considers all relevant factors in a comprehensive manner, including economic conditions, competitive environment, environmental analysis, key factors and risks, as well as social, environmental, and stakeholder-related issues. The Board of Directors then assigns management to prepare and propose action plans for the Board's consideration to ensure the achievement of the established objectives. The Company also requires management to report operating performance to the Board of Directors

on a quarterly basis. In 2022, the Board of Directors reviewed and approved the Company’s vision, business direction, and five-year strategic plan (2023–2027), with a focus on strengthening internal capabilities through human resource development and improvement of internal processes, in order to enhance long-term competitiveness in a sustainable manner. The Chief Executive Officer has communicated the Company’s goals, direction, and strategies to all management teams and required the preparation of action plans to support the achievement of such objectives. Operating performance is reported to management and the Board of Directors on a quarterly basis.



Principle 3: Strengthening an Effective Board of Directors

3.1 Board Composition

- 3.1.1 The Company’s Board of Directors consists of seven (7) directors, comprising two (2) executive directors, one (1) non-executive director, and four (4) independent directors.
- 3.1.2 In the event that the Chairman of the Board is not an independent director, the Board composition shall consist of more than one-half independent directors, and one independent director shall be appointed to jointly consider and determine the agenda for Board meetings.
- 3.1.3 The nomination and appointment of directors shall be conducted in accordance with the Company’s Articles of Association and applicable laws, and shall be carried out in a transparent manner. The nomination process shall be reviewed by the Remuneration, Nomination and Corporate Committee and subsequently proposed for approval by the Board of Directors and/or the shareholders’ meeting, as the case may be.

3.1.4 A Company Secretary shall be appointed to assist in overseeing Board activities and to support the Board of Directors and the Company in ensuring compliance with applicable laws, rules, and regulations.

3.2 Director Qualifications

3.2.1 Directors shall be individuals with appropriate knowledge, expertise, ethical standards, and integrity, and shall dedicate sufficient time, knowledge, capability, and effort to the performance of their duties, with independence in judgment and decision-making.

3.2.2 Directors must possess the qualifications and must not have any prohibited characteristics as prescribed under the Public Limited Companies Act and other applicable laws.

3.2.3 Directors shall not hold directorships in more than five (5) listed companies.

3.2.4 Executives at the C-Level shall not hold directorships in more than five (5) listed companies, including the Company's subsidiaries (if any).

3.2.5 Directors shall meet the independence qualifications as prescribed by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand.

3.2.6 The term of office of directors shall be in accordance with the Charter of each Board Committee and Article 13 of the Company's Articles of Association, which stipulates that at each Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from office. In the event that the number of directors cannot be divided evenly into three equal parts, the number closest to one-third shall retire. For the first and second years following the Company's registration, the directors retiring from office shall be determined by lot. In subsequent years, the directors who have held office for the longest period shall retire. Directors retiring by rotation may be re-elected.

3.3 Board Diversity Policy

The Board of Directors recognizes the benefits of board diversity and considers it an important factor in enhancing the effectiveness of the Board's decision-making and overall performance. Board diversity is not limited solely to gender, but also encompasses age, educational background, professional experience, skills, and expertise. Accordingly, the Company's director nomination and appointment process is based primarily on qualifications and competencies, with due consideration given to the benefits of diversity as part of the selection criteria, in order to ensure the best interests of the Company.

Accordingly, the Board of Directors has considered and defined the Board Skill Matrix as a clear guideline for the nomination of directors with appropriate qualifications and diverse skills, as well as for the

development of knowledge and expertise, to ensure alignment with and suitability for the Company's business operations. The Board Skill Matrix is categorized into 11 key areas as follows.

Industry Knowledge and Experience

- Steel Industry

Professional Knowledge and Specialized Expertise

- Accounting and Finance
- Economics
- Human Resource Management
- Real Estate, Construction, Marketing, Logistics and Distribution
- Research and Development
- Social and Environmental Matters
- Legal Affairs
- Innovation and Technology
- Information Technology and Cybersecurity

Governance and Oversight Competencies

- Risk Management and Crisis Management

3.4 Establishment of Board Committees

In addition to the Board of Directors, the Company has established three Board Committees, namely the Audit Committee, the Remuneration, Nomination and Corporate Committee, and the Executive, Risk Management and Sustainability Committee. The composition and terms of office of each committee are as follows:

3.4.1 Audit Committee

The Audit Committee consists of three members, all of whom are independent directors and also serve as members of the Board of Directors. At least one member must possess knowledge and expertise in accounting and/or finance. Members of the Audit Committee must meet the independence qualifications as prescribed by applicable laws and regulations. The term of office of each Audit Committee member is three years.

3.4.2 Remuneration, Nomination and Corporate Committee

The Remuneration, Nomination and Corporate Committee consists of three members, comprising two independent directors and one non-executive director. Each member serves a term of three years.

3.4.3 Executive, Risk Management and Sustainability Committee

The Executive, Risk Management and Sustainability Committee consists of five members, comprising at least three but not more than seven members, with at least one-half of the members being directors of the Company. Each member serves a term of three years.

3.5 Board Meetings

The Board of Directors establishes an annual meeting schedule in advance, with a minimum of not less than six meetings per year. For each Board meeting, the Company distributes the notice of meeting and supporting documents to directors at least seven days prior to the meeting date. Directors are entitled to propose agenda items for consideration at the meeting. In the event that a director is unable to attend a meeting, the director shall notify the Company in advance, approximately one to two days prior to the meeting. Directors are expected to attend at least 75 percent of the total number of Board meetings held during the year. Board meetings are conducted with sufficient time allocated for discussion and the expression of opinions. Senior executives may be invited, through the Executive Committee, to provide clarification or information on matters for which they are directly responsible. For a resolution to be passed, a quorum must be present at the time of voting, consisting of not less than two-thirds of the total number of directors.

Minutes of each Board meeting are recorded in writing. In addition, the Board has established a policy requiring non-executive directors to convene a meeting among themselves at least once a year.

3.6 Board Reporting

The Board of Directors is responsible for the consolidated financial statements of the Company and its subsidiaries. Such financial statements are prepared in accordance with generally accepted accounting standards, with appropriate accounting policies consistently applied, and with the exercise of prudent judgment and the use of best estimates in their preparation. Material information is adequately disclosed in the notes to the financial statements. The Board of Directors is responsible for the financial information presented in the Annual Report. The Audit Committee, which is composed of independent directors, is responsible for overseeing the quality of financial reporting, the internal control system, and the Audit Committee's opinion, which is disclosed in the Audit Committee Report included in the Annual Report.

3.7 Orientation for New Directors

The Board of Directors assigns the Company Secretary to coordinate internal orientation programs for newly appointed directors. Such programs include, but are not limited to, the Directors' Manual, the Anti-Corruption Policy, the Corporate Governance Policy, the Code of Ethics and Code of Conduct, as well as factory visits to enhance understanding of the Company's business operations across the entire supply chain and the management structure.

3.8 Performance Evaluation

The performance evaluation of the Board of Directors is conducted to ensure that the Board can perform its duties efficiently and effectively, as well as to provide a framework for reviewing and continuously improving the Board's performance in accordance with the principles of good corporate governance. Accordingly, the Company has established a performance evaluation process covering the evaluation of the Board as a whole, individual directors, and subcommittees, with the performance of subcommittees being evaluated by the Board of Directors.

The Remuneration, Nomination and Corporate Committee proposes the evaluation criteria and submits them to the Board of Directors for consideration. The results of all evaluations are summarized and included as an agenda item at the first Board of Directors' meeting of each year, during which the Board jointly reviews and provides comments on each evaluation aspect. The evaluation results are also used as one of the key inputs for considering the appropriateness of the Board composition. In 2025, the performance evaluation results were summarized as follows:

Board of Directors' Performance Evaluation (as a Whole): The evaluation comprised 25 items covering directors' preparedness, strategy formulation and business planning, risk management and internal control, prevention of conflicts of interest, and monitoring of financial reporting and operational performance. The overall evaluation result was 99.91 percent.

Individual Directors' Performance Evaluation: The evaluation comprised 18 items covering directors' qualifications, participation in Board meetings, performance of duties as directors, and adherence to good corporate governance principles. The overall evaluation result was 99.88 percent.

Subcommittee Performance Evaluation: All subcommittees were also subject to performance evaluation, which was conducted by the Board of Directors. Each subcommittee presents the evaluation results to the Board of Directors, together with proposed improvement guidelines in response to any recommendations provided by the Board. In addition, the performance evaluation of C-Level executives serves as a key tool for enhancing and developing management performance.

Oversight of Subsidiaries and Associated Companies

The Company has no subsidiaries or associated companies.

Principle 4: Recruitment and Development of Senior Executives and Human Resource Management

3.1 Recruitment and Development of Senior Executives and Human Resource Management

The Remuneration, Nomination and Corporate Committee, together with the Chief Executive Officer, jointly determines the criteria and procedures for the recruitment of the Company's top executive and submits them to the Board of Directors' meeting for consideration. For other senior executive positions, the Executive, Risk Management and Sustainability Committee is responsible for preparing the senior management succession plan and selecting suitable candidates with appropriate qualifications and capabilities in accordance with the prescribed criteria, as well as conducting performance evaluations.

With respect to human resource management, the management prepares a human resource management plan and manpower planning and submits them to the Board of Directors. These plans form part of the factors used in the analysis and consideration for determining the Company's organizational strategies.

3.2 Performance Evaluation and Remuneration

The Board of Directors considers the criteria and methods for evaluating the performance of the Chief Executive Officer and uses the evaluation results to determine annual remuneration, taking into account performance in accordance with policies approved by the Board of Directors, together with the overall economic and social conditions. The Remuneration, Nomination and Corporate Committee utilizes relevant information to consider appropriate remuneration for the Chief Executive Officer and proposes such consideration to the Board of Directors based on the following three components:

1. Financial Performance Dimension, considering the operating profit margin and sales performance against the annual targets set.
2. Sustainability Performance Dimension, such as environmental, social, and governance aspects, considering employee satisfaction, customer satisfaction, complaints from communities or external society, reduction of greenhouse gas emissions, as well as conducting business in accordance with good corporate governance principles and the Company's code of ethics
3. Recommendations of the Board of Directors regarding management and development of the Chief Executive Officer. Independent directors and non-executive directors evaluate the performance of the Chief Executive Officer on an individual basis. The evaluation results from each director are averaged and summarized for

presentation to the Board of Directors' meeting in January of each year. The Chairman of the Board then informs the Chief Executive Officer of the evaluation results. In addition, performance evaluation using Key Performance Indicators (KPIs) is applied as an assessment tool for personnel at all positions within the Company and is used as a criterion for considering remuneration in the form of bonuses and annual salary adjustments.

3.3 Succession Plan

The Board of Directors requires the establishment of succession plans for executive directors and senior executives. Each year, the Company holds planning meetings involving systematic knowledge sharing and work transfer. As a result, investors can be confident that the Company will be able to maintain continuity in its operations and succession of executives in each function.

3.4 Training and Knowledge Development

Training plans are established for both mandatory training applicable to all employees and position-specific training. Relevant training programs related to various job positions are communicated to employees, enabling them to apply for training in accordance with the Company's prescribed criteria. In addition, skills and competency assessments are conducted in both theoretical and practical aspects, with summarized results reported to management.

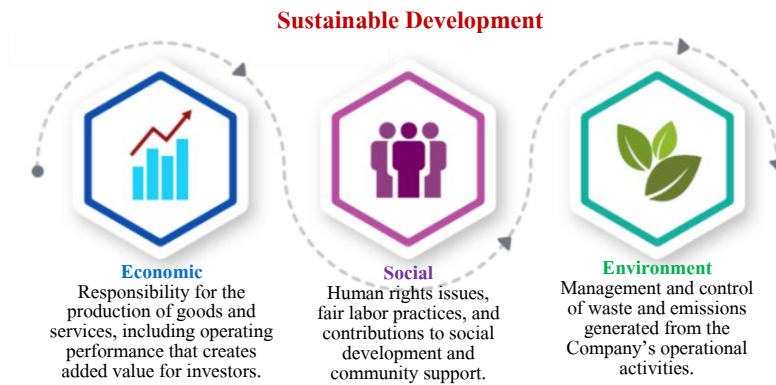
Principle 5: Promote Innovation and Responsible Business Practices

The Board of Directors recognizes the importance of conducting business responsibly, which requires cooperation and the fulfillment of responsibilities by employees at all levels and across all functions. Accordingly, to ensure that the Company's employees understand the policies and guidelines on ethics and the Code of Conduct in business operations, as well as the Anti-Corruption Policy, and are aware of the channels for filing complaints or whistleblowing, the Company disseminates and communicates such information and requires employees to complete assessments via the intranet system, with the results summarized and reported to the Board of Directors.

The Board of Directors ensures that the Company's corporate social responsibility information is reported and disclosed on the Company's website at <https://www.pacificpipe.co.th/TH/investor.html>

(under the section "Disclosure Documents") and included as part of the Annual Report (Form 56-1 One Report) under the heading "Driving Sustainable Business."

Such disclosures are made in accordance with the three key dimensions of sustainability operations, namely economic, social, and environmental aspects, as illustrated in the diagram below.



Principle 6: Ensure the Establishment of an Appropriate Risk Management and Internal Control System

6.1 Internal Control and Internal Audit

The Company has an Internal Audit function that operates as an independent unit of the Company. Its duties include reviewing the operations of all departments to ensure compliance with established regulations, as well as assessing the effectiveness and adequacy of internal controls within each unit. This enables management to gain assurance that the existing control systems are consistently and appropriately implemented, while also helping to identify deficiencies and weaknesses and to enhance the efficiency of existing operating systems. The Internal Audit Department is able to perform its review and balancing role effectively, as it reports directly to the Audit Committee.

6.2 Organizational Structure and Control Environment

- 6.2.1 The Company has clearly defined and measurable business objectives, which are presented to the Board of Directors for consideration and used as guidelines for employees' operations.
- 6.2.2 The Company has prepared a Code of Ethics and Code of Conduct as good practice guidelines. All employees are informed and required to acknowledge such codes in writing to ensure that their duties are performed in compliance with the Company's ethical standards and code of conduct.
- 6.2.3 The Company has established a clear organizational structure with proper segregation of duties and has defined approval authorities in writing to support efficient operations appropriate to the nature and size of the business.
- 6.2.4 Job Descriptions are prepared and defined, specifying job responsibilities, required knowledge, competencies, and skills for each position, in order to support appropriate recruitment.

6.2.5 Human resource management covers recruitment suitable to each position, personnel development and training, promotion, salary adjustment, and the consideration of incentives or remuneration for employees on a reasonable basis.

6.3 Control Activities

6.3.1 Clearly defined Key Performance Indicators (KPIs) are used as tools for planning and controlling operating performance.

6.3.2 For each type of transaction, the Company has specified authorized approval limits in writing.

6.4 Monitoring and Evaluation

6.4.1 Quarterly reports are prepared to compare actual operating results against targets.

6.4.2 The Company has an Internal Audit Department and a Data Analysis Department staffed with qualified and competent personnel, which submit audit and review reports to the Board of Directors and senior management.

The Company's Internal Audit function reports directly to and operates under the supervision of the Audit Committee, which oversees and ensures the independence and ethical conduct of internal audit operations. Internal audits are conducted in accordance with professional internal auditing standards. The Audit Committee Charter clearly defines the mission, scope of work, authority, responsibilities, and operating guidelines, and is reviewed annually. The appointment, transfer, removal, and performance evaluation of the Head of Internal Audit must be approved by the Audit Committee on every occasion.

6.5 Opinion of the Board of Directors on the Internal Control System

The Audit Committee and the Board of Directors share the opinion that the Company has an internal control system that is adequate and appropriate for its business operations under current circumstances. The Company has sufficient personnel and effective monitoring and control mechanisms in place to safeguard the Company's assets and those of its subsidiaries from misuse or unauthorized use by directors or executives. In assessing the adequacy of the internal control system, the Company applied the internal control evaluation form prescribed by the Office of the Securities and Exchange Commission (SEC) as part of its assessment.

6.6 Risk Management

The Board of Directors places significant importance on risk management and has established a systematic risk management approach in line with international standards across the entire organization. The Board has assigned the Risk Management Committee to oversee risk management, provide opinions and recommendations, and support management in managing risks, with the objective of continuously enhancing the

effectiveness of enterprise-wide risk management systems. The Company also promotes cooperation at all organizational levels and provides quarterly reports on risk management monitoring results.

In implementing risk management practices, the Board of Directors recognizes the importance of communication and employee understanding. Accordingly, the Company has established a Risk Management Policy and communicated it to employees at all levels through the Company's intranet system. Each year, following the announcement of the Company's strategy, employees are informed accordingly. Thereafter, each Risk Owner is responsible for assessing and preparing risk management information for their respective units and submitting it to the Risk Management Committee and the Board of Directors for consideration in sequence.

Principle 7: Maintaining Financial Credibility and Disclosure of Information

- 7.1 The Board of Directors oversees the establishment of a system for financial reporting and financial disclosure, which must be reviewed by a certified public accountant and prepared in accordance with financial reporting standards and relevant practices. This includes accurate, sufficient, and timely disclosure of the Annual Report, Form 56-1 One Report, Management Discussion and Analysis (MD&A), and other material financial information.
- 7.2 Financial information is disclosed with due consideration of the assessment of the adequacy of the internal control system, observations and opinions of the auditor, opinions of the Audit Committee, and consistency with the Company's objectives, goals, and policies.
- 7.3 The Board ensures that management regularly reports the Company's financial position to the Board so that any events or warning signs affecting liquidity and debt-servicing capability can be identified in a timely manner, enabling joint problem-solving and prudent business operations, together with disclosure of information in accordance with the requirements of relevant regulatory authorities.
- 7.4 The Company discloses non-financial information, including various policies such as corporate governance policy, ethics and code of conduct, anti-corruption policy, and the whistleblowing policy.
- 7.5 The Company prepares a report on the Board of Directors' responsibility for the financial statements and discloses the performance of duties of the Board and its sub-committees.
- 7.6 The Board ensures the establishment of an Investor Relations function and assigns management to designate responsible persons to act as the Company's representatives in communicating information to investors, securities analysts, and related parties on an equitable basis, and discloses communication channels for investors via the Company's website at <https://www.pacificpipe.co.th/TH/investor.html>

Principle 8: Supporting Shareholder Engagement and Communication

The Board of Directors supports shareholder participation, including granting minority shareholders the right to propose agenda items in advance and to nominate qualified candidates for election as directors. The Company has established and disclosed related guidelines under the following sections:

Section 1: Shareholders' Rights, covering fundamental rights as well as the right to receive information and to express opinions at shareholders' meetings.

Section 2: Equitable Treatment of Shareholders, under the topic of participation in shareholders' meetings.

Explanation in cases where certain best practices have not yet been adopted.

Criteria that have not yet been implemented.	Reasons / compensatory measures.
<p>1. The Board should consider establishing a policy for the governance of subsidiaries, which shall include:</p> <p>(1) The level of appointment of persons to serve as directors, executives, or persons with controlling authority in subsidiaries, which should be clearly specified in writing. In general, such appointments should be made by the Board, except where the subsidiary is a small company operating as an operating arm of the business, in which case the Board may delegate such authority to the Managing Director or Chief Executive Officer.</p> <p>(2) Define the scope of duties and responsibilities of the persons acting as the Company’s representatives as referred to in item (1), and require such representatives to ensure that operations are conducted in accordance with the subsidiary’s policies. In cases where the subsidiary has other joint investors, the Board should establish a policy requiring the representatives to perform their duties to the best of their ability for the benefit of the subsidiary and in alignment with the policies of the parent company.</p>	<p>The Company has no subsidiaries or associated companies.</p>
<p>2. In the case of significant investments in other entities—such as holding voting shares of 20% or more but not exceeding 50%, where the amount invested or potential additional investment is material to the Company—if necessary, the Board should ensure that a shareholders’ agreement or other relevant agreements are put in place. Such agreements should clearly define management authority, participation in decision-making on significant matters, and performance monitoring, so that the information can be used for the preparation of the Company’s financial statements in accordance with applicable standards and timelines.</p>	<p>The Company does not yet have a policy on investing in other businesses.</p>

.....(*signed*).....

(Mr.Kriengkrai Rukkulchon)

Chairman of the Board and

Chairman of the Nomination, Remuneration and Corporate Governance Committee