

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:

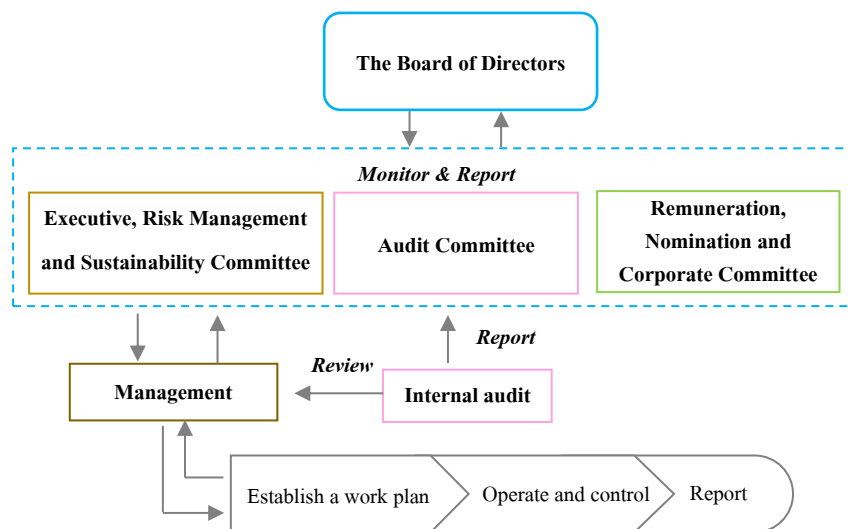
Principle 1: The Board of Directors recognizes its role and responsibilities as the leadership of the organization in creating sustainable value for the business.

- 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.

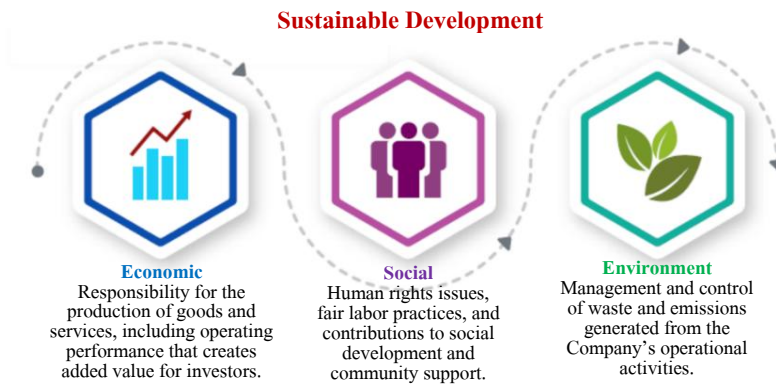
Principle 5: Promote Innovation and Responsible Business Practices

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.