

Corporate Governance Policy

Muang Thai Insurance Public Company Limited



ยึดได้ เมื่อภัยมา

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Corporate Governance Policy Muang Thai Insurance Public Company Limited

Muang Thai Insurance Public Company Limited has recognized the importance and has always conducted its business with corporate governance. It aims to build confidence for investors, insured and stakeholders with sound management in various situations and environmental factors, including current social, economic and political situations, taking into consideration the achievement of the long-term good performance and business sustainability. Therefore, the Board of Directors deems appropriate to cancel the Corporate Governance Policy 2021 and amend this policy by applying Corporate Governance Code 2017 (CG Code) for listed companies as specified by the Securities and Exchange Commission and the Stock Exchange of Thailand and the Notification on Good Corporate Governance of Non-Life Insurance Companies 2019 issued by the Office of Insurance Commission, including the new criteria for corporate governance report (New CGR) which is developed and improved regarding environmental, social and governance (ESG) issues, with the aim of achieving corporate sustainable development.

There are 8 Principles to be complied with as follows:

- Principle 1: Establish clear leadership role and responsibilities of the Board of Directors
- Principle 2: Define objectives that promote sustainable value creation
- Principle 3: Strengthen the Board of Directors effectiveness
- Principle 4: Ensure effective CEO and people management
- Principle 5: Nurture innovation and responsible business
- Principle 6: Strengthen effective risk management and internal control
- Principle 7: Ensure disclosure and financial integrity
- Principle 8: Ensure engagement and communication with shareholders

Principle 1: Establish clear leadership role and responsibilities of the Board of Directors

Principle 1.1 Duties and responsibilities of the Board of Directors in achieving sustainable value creation to the business

The Board plays the key role in overseeing Good Corporate Governance to achieve long-term stability. The Board has the duties as follows:

- (1) Defining the Company's objective "To be the most preferred insurance partner providing outstanding solutions" to achieve the missions as follows:

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- (1.1) Be a customer centric organization.
- (1.2) Optimize shareholder's value through sustainable and profitable growth with sound risk management.
- (1.3) Emphasize continuous improvement through value added products, service excellence, and operational efficiency.
- (1.4) Commit to corporate governance and social responsibilities.
- (1.5) Be an employer of choice.

(2) Considering and approving the Company's key issues, for example, business objectives and goals, strategies, operational policies, risk management, short-term and long-term business plan, financial targets and annual budget, including overseeing resource allocation and efficient utilization.

(3) Regularly monitoring, evaluating and reviewing strategies and operational policies, including monitoring the Company's performance report to ensure the achievement of its objectives and goals and to maximize the Company's benefits and stakeholder's interests.

Principle 1.2 Duties in overseeing and achieving sustainable value creation

(1) Apart from emphasizing on the Company's performance, the Board adheres to transparency, ethics, and compliance of the laws in competition.

(2) The Board is a role model as a leader who complies with Good Cooperate Governance, performs its duties with responsibility, carefulness and integrity, and creates and promotes organizational culture, adhering to code of conduct, respect the rights, responsibility to the shareholders and stakeholders, including cooperate governance in order to achieve the objective and goal of sustainable value creation.

(3) To conduct its business without having any impact on the society, the Board assigns the responsible entity to monitor and ensure that the Company's operation strictly complies with the applicable laws, the Company's Article of Association and resolutions of the shareholders' meeting. It also establishes the Corporate Governance Policy, Environmental, Social and Governance (ESG) Policy, Code of Conduct, Anti-Corruption Policy and other related Policies as guidelines for the directors, executives and staff and communicates such guidelines to them in writing.

(4) To adapt to changes in business, the Board therefore communicates to directors, executives and staff to understand and prepare to any changes that may occur, monitors compliance of the policy and regularly review the policy.

Principle 1.3 Duties and responsibilities in compliance

(1) The Company clearly defines roles and responsibilities of the Board, Chairman of the Board, President and Chief Executive Officer and management by disclosing such roles and responsibilities in Form 56-1 One Report and the Company's website.

(2) The Board should ensure that all directors, executives and staff at all levels perform their assigned responsibilities in compliance with carefulness and their fiduciary duties, and that the Company operates in accordance with applicable laws and standards, regulations, resolutions of the shareholders' meeting and related policies.

Principle 1.4 Scopes of duties and responsibilities and assignment

The Board should demonstrate a thorough understanding of their duties and responsibilities and clearly define the roles and responsibilities of President and Chief Executive Officer, management and employees to acknowledge and adhere to, and monitor management's proper performance of its duties.

Principle 2: Define objectives that promote sustainable value creation

Principle 2.1 The Board of Directors should oversee the objectives that promote sustainable value creation

The Board sets the Company's goal for operating its business to ensure stability, credibility and trust of customers, developing products and conducting marketing activities with respect to customer interests, accuracy, honesty and fairness. The Company aims to be a leading non-life insurance company with a mission "To be the most preferred insurance partner providing outstanding solutions" and pursues various policies to improve and develop the work process to be more accurate and quick by using advanced information technology to create products that meet customer needs selling through a variety of channels. There are also an efficient resource management, a quality control, regular monitoring and developing of products and services, by adding value to its products, and creating a satisfactory returns to the shareholders under the ESG imperatives that leads to sustainable development of its business.

Principle 2.2 The Board of Directors should ensure that the Company's annual and objectives, goals, strategies, and plans are consistent with the long-term objectives, while utilizing innovation and technology effectively

The Board ensures that the goal is set for the Company to conduct its business with stability, credibility and trust gained from the customers. The Company aims to maintain the quality of products, serve customer needs and provide satisfactory returns to the shareholders with work

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process development, reduction of operational costs, diversification of sales channel, product development and information technology development where E-Commerce, E- Policy, E-Claim and E-Service are developed to support sale process and services provided to agents, brokers, banks and customers. This allows the customers to quickly access to every product of the Company. In addition, in order to comply with the Electronic Transaction Act B.E. 2544 and Notification of the Board of Directors of Office of Insurance Commission, Re: rules and procedures for issuing insurance policies, selling insurance policies and compensation or claim under the insurance contract B.E. 2560.

Principle 3: Strengthen the Board of Directors effectiveness

Principle 3.1 Duties and responsibilities in achieving the Company's objectives as follows:

(1) The Board should have good qualifications in terms of skill, experience, and competence of non-life insurance business and understand the business and achieve the stakeholder interests, including should have at least one director with knowledge of information technology.

(2) The Board comprises 17 directors. According to the Articles of Association, not less than one half of the total number of directors must have a residence in the Kingdom and at least three-fourths of the total number of directors are Thai nationals, taking into account the effectiveness of the Board's performance to be in line with the Company's size and business complexity.

(3) To support proper checks and balances, the Board comprises 5 executive directors, consisting of not more than one-third of the total number of directors, whereby

(3.1) Non-executive directors who exercise objective and independent judgment over management's operation;

(3.2) The independent directors comprise 7 directors, consisting of not less than one-third of the total number of directors and not less than 3 directors, who are qualified as specified by the requirements of the Securities and Exchange Commission, the Stock Exchange of Thailand and Office of Insurance Commission. The independent directors and the entire board can fulfill its role and responsibilities efficiently while exercising objective and independent judgment.

(4) The Board should explicitly disclose in the Company's annual report and on the website about the Board structure and details relating to directors, including directors' age, gender, educational background, experience, shareholding percentage, years of service as director, and direct or position in other listed companies.

In addition, directors must not have any prohibited characteristics under Section 34 of the

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Non-Life Insurance Act B.E. 2535, the OIC notification regarding the good corporate governance of non-life insurance companies B.E.2562, and the Public Company Limited Act, B.E. 2535

Principle 3.2 Appointment of Chairman and Chairman's roles and responsibilities are different from those of the President to enhance effective decision making

In order to divide roles of establishing policies and management and give independent opinions, Chairman of the Board of Directors must be independent director or non-executive director, and is not the same person as President and Chief Executive Officer. Chairman is a person with knowledge, skills and experience to lead the Company to achieve its objectives and goals effectively. The Board has set the duties, responsibilities and authorization of Chairman and President as follows.

- (1) Duties and responsibilities of Chairman as a leader of the Board of Directors.
 - (1.1) Oversee, monitor, and ensure that the Board efficiently carries out its duties to achieve the Company's objectives.
 - (1.2) Ensure that all directors contribute to the Company's ethical culture and good corporate governance.
 - (1.3) Set the Board meeting agenda by discussing with the President and Chief Executive Officer which important matters should be included and set as an agenda.
 - (1.4) Allocate sufficient time for management to propose topics and for directors to debate important matters thoroughly. Encourage directors to exercise independent judgment in the best interest of the Company.
 - (1.5) Ensure constructive relations between executive and non-executive directors, and between the Board and management.
- (2) Duties and responsibilities of President and Chief Executive Officer
 - (2.1) President and Chief Executive Officer reports directly to the Board of Directors.
 - (2.2) President and Chief Executive Officer is a member of Executive Committee.
 - (2.3) President and Chief Executive Officer has the power to manage, control and approve, and is responsible for the operations as defined in the business plan and strategy, budget, work operation, investment and other related operations to discharge from burdens of the company.
 - (2.4) President and Chief Executive Officer has the power to perform as assigned by the Board of Directors.
 - (2.5) President and Chief Executive Officer has the power to appoint various committees as see it appropriate for the nature of business operation.

(2.6) President and Chief Executive Officer has the power to approve and manage expenses under a specified limit but not exceed power and duties assigned. President and Chief Executive Officer must not use his/her power and duties in any event that might create conflict of interest with the Company.

(2.7) In case where President and Chief Executive Officer has delegated the power to another person to act on his/her behalf, scope of authority delegation of such person shall not include the authorization to enter into a transaction whereby the power of attorney may have conflict of interest or other benefits conflicting with the Company.

(3) The Board appoints sub-committees to carefully consider important matters, review information and propose a guideline on considering the matters to the Board before approval.

Principle 3.3 Selection and nomination of directors

(1) The Board is responsible for considering the appointment or approval of qualified person(s) to be a director of the Company. Therefore, the Nomination and Remuneration Committee was established consisting of members who are independent directors and are responsible for nominating and selecting directors based on the diversity such as gender, age, education, professional experience and skills, knowledge, specializations. The nomination process is transparent and clear in order to obtain qualified person(s) in accordance with the aforesaid qualifications and present to the Board for consideration, appointment or approval.

(2) Nomination and Remuneration Committee arranges meetings to consider criteria and recruitment procedures to seek qualified directors to ensure that the Board has appropriate component, consider background of the person nominated, give opinions to the Board before proposing to the shareholders' meeting to appoint such person as the director and ensure that information of such person disclosed to shareholders' meeting is sufficient for decision making.

(3) Nomination and Remuneration Committee reviews criteria and procedures for the nomination of directors to propose to the Board before nominating directors whose terms of office expire, as well as consider performance of such directors before proposing to the Board meeting.

Principle 3.4 Consideration of remuneration of the Board of Directors

(1) The Board is responsible for considering structure and rate of remuneration of directors to be in line with the same industry and fit the directors' responsibility, in order to motivate the Board to lead the Company to achieve both short-term and long-term goals.

(2) The Board establishes Nomination and Remuneration Committee to primarily consider

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remuneration and propose to the Board meeting for consideration and the shareholders' meeting for approval. The remuneration must be at an appropriate level, in line with industry standard, taking into account knowledge, ability and experience, fit responsibilities of the directors, sufficient to retain qualified directors. The Committee, at the same time, must consider the company's performance as well.

(3) Shareholders must approve the Board remuneration structure, both cash-based and non-cash compensation. The Board should consider the appropriateness of each pay component, in terms of fixed rates and remuneration paid according to the Company's performance.

(4) The Board should disclose the directors' remuneration policy that reflects the duties and responsibilities of each individual, including the pay components and level received by each director.

Principle 3.5 The Board of Directors should ensure that all directors are properly accountable for their duties, responsibilities and actions, and allocate sufficient time to benefit the Company and related people.

(1) The Board supports and promotes understanding of the duties and responsibilities to directors.

(2) The Board ensures it is reporting and public disclosure of directors assuming or holding positions at other companies in the annual report (Form 56-1 One Report).

(3) The Board clearly defines measures in writing to control the use of information to prevent executives and employees to use internal information to illegally seek advantage for themselves or for third parties before such information is disclosed to the public.

(4) Each director attends not less than 75 percent of all the Board of Directors' meetings in any whole year.

Principle 3.6 The Board of Directors should conduct a formal annual performance assessment of the Board of Directors, sub-committees and individual director. The assessment results should be used to strengthen the effectiveness of the Board of Directors.

The Board of Directors arranges the performance assessment of the Board of Directors, sub-committees and individual director annually, by using the self-assessment method in order to allow the directors to consider, review and gather opinions on various matters related to the roles and responsibilities of the Board. The Board approved to use self-assessment form revised from the form of the Corporate Governance Center for listed companies of the Stock Exchange of Thailand and disclosed the assessment in the annual report (Form 56-1 One Report) (as details shown in No. 8.1 (3) The Board's performance assessment). The assessment result of the Board of Directors will be

used to consider the suitability of the Board of Directors' composition.

Principle 3.7 The Board of Directors should encourage and support the Board of Directors to understand their roles and responsibilities, the nature of the business, the Company's operations, relevant law and standards, and other applicable obligations and should support all directors in updating and refreshing their skills and knowledge necessary to carry out their roles as the Board of Director.

When a new director is appointed, the Company provides director' handbooks and useful information including related regulations and laws. Knowledge sharing and Company's business information are also provided to a director to enhance the performance and understanding.

The Company has a policy to encourage directors, executives and Company Secretary to attend trainings/seminars held by external organizations such as the Thai Institute of Directors Association (IOD) to increase knowledge. Internal trainings are provided to improve their performances and catch up with current situations. The Company discloses information of trainings and development of the Board in the annual report (Form 56-1 One Report) regularly.

Principle 3.8 The Board of Directors should ensure that it can perform its duties effectively and appoint a company secretary to ensure that the Board of Directors has access to accurate, relevant and timely information.

(1) The Board of Directors agreed that the Board of Committee meeting must be held at least 4 times a year, and the notice containing agendas of the meeting shall be sent out at least 7 days prior to the meeting. If the director cannot attend the meeting, he or she should inform the company secretary the reasons of such absence prior the meeting and the company secretary must inform such director of the resolutions of the meeting.

(2) The Board should encourage the President and Chief Executive Officer to invite key executives to attend the Board of Directors' meetings to present details on the agenda items related to matters that they are directly responsible for and to assist succession planning.

(3) The Board should have access to accurate, relevant, timely and clear information from the President and Chief Executive Officer, company secretary, or designated person(s).

The Board appoints a company secretary who has qualifications, knowledge, skills, and experience suitable and necessary for performing the duties, including providing advice on legal, regulatory and administrative requirements to the Board to support their performances, and disclose the qualifications and experience of the company secretary in its annual report (Form 56-1 One Report) and on the company's website.

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The company secretary should receive regular training and education relevant to performing the duties.

Principle 4: Ensure effective CEO and people management

Principle 4.1 Ensuring that a proper mechanism is in place for the nomination and development of the President and Chief Executive Officer and key executives to achieve the Company's objectives

(1) The Board should assign Nomination and Remuneration Committee to consider the criteria and procedures for nomination and appointment of the President and Chief Executive Officer approved by the Board, in order to obtain a qualified person to hold the position of the President and Chief Executive Officer, and the Board should ensure that the President and Chief Executive Officer appoints knowledgeable, skilled, and experienced key executives.

(2) The Company has prepared a succession plan guidelines to ensure the continuity of the management policy for the executive position and key employees. Such persons should acknowledge that they are obliged to submit work transfer plans according to the time frame specified by the Company. The work transfer plan should consist of processes and procedures, details of the backlog and method of communication to request information in the transfer job when they retire from the positions. The Company has a system for selecting the employees with qualification and able to work efficiently to take responsibility in important positions at all levels, in order to build the confidence of investors, shareholders and employees that the Company's operations will be carried on in a timely manner.

(3) The Board should promote continuous development and education of the President and Chief Executive Officer, executives and key employees that is relevant to their roles.

Principle 4.2 Determining an appropriate compensation structure and performance evaluation

(1) The Board establishes a remuneration structure which is an incentive for the President and Chief Executive Officer, top management and employees at all levels in the Company to perform duties properly and in accordance with the objectives and goals of the Company and also in line with the long-term interests of the business, including

- (1.1) Appropriate combination of salary and bonus
- (1.2) Ensure that the director total compensation takes into account industry standards and Company's performance, and
- (1.3) Predetermined and communicated performance evaluation criteria.

(2) The Board is responsible for determining the total remuneration of, and performance evaluation criteria for the President and Chief Executive Officer, including

- (2.1) Ensure that the President and Chief Executive Officer's performance evaluation is based on pre-determined criteria. The performance evaluation criteria should incentivize the President and Chief Executive Officer to perform his/her duties in support of the Company's objectives, values, and long-term sustainable value creation.
- (2.2) Perform the annual performance evaluation of the President and Chief Executive Officer.
- (2.3) Approve total annual remuneration of the President and Chief Executive Officer, taking into consideration the performance and other relevant factors.

(3) The Board reviews the performance evaluation criteria and relevant factors and approves the remuneration of the President and Chief Executive Officer as proposed by the Remuneration and Nomination Committee, while assigning the President and Chief Executive Officer to review and consider the remuneration structure for employees.

Principle 4.3 The Board of Directors should consider its responsibilities in the context of the Company's shareholder structure and relationships, which may impact the management and operation of the Company.

The Board understands the Company's shareholder structure and relationships, and considers their impact on the control over the Company, including written and non-written family agreements, shareholder agreements, or group company policies. The Board of Directors should ensure that the Company's shareholder structure and relationships do not affect the Board's exercise of its duties and responsibilities and oversee that information is properly disclosed when there are any conditions that have an impact on the control over the Company.

Principle 4.4 The Board of Directors should ensure the Company has effective human resources management and development programs to ensure that the Company has adequate employees, appropriately knowledgeable, skilled, and experienced employees and motivation to benefit the Company's development.

The Board values the human resources which is one of the most important resources of the Company, by supporting human resource development including knowledge and skill trainings that match with their duties and responsibilities, the Company's goal, strategy and competition. The employee is able to enhance his/her efficiency and the Company's efficiency using knowledge obtained during training. Provident fund is set for the Company's employees to encourage saving for

retirement and financial management is promoted among the employees.

Principle 5: Nurture innovation and responsible business

Principle 5.1 The Board of Directors should prioritize and promote innovation that creates value for the Company and its shareholders together with benefits for its customers, other stakeholders, society, and the environment, in support of sustainable growth of the Company.

(1) The Board adopts innovation and new technologies to apply to every department and function in the Company, supports and promotes development of quality products that serve the needs of customers in all ages, improves service efficiency, marketing, and sales channel, together with expansion of the Company's branches to thoroughly provide services to the customers and business partners with speed and efficiency. The Company gives precedence and values the customers and other parties and focuses on social responsibility and environmental conservation, which help generate its sustainable competitive advantage.

(2) The Board places importance on efficient resource management, both inside and outside the Company, to attain the Company's sustainable goals and supervises to have IT risk management, personal data protection and customer information system security by the certified standard ISO 27001.

Principle 5.2 The Board of Directors should encourage Management to adopt responsible operations, and incorporate them into the Company's operation plan to ensure that every department and function in the Company operate in accordance with the Company's objectives, goals, and strategies.

The Board must disclose information regarding compliance of this policy to the stakeholders by formulating the Environmental, Social and Governance (ESG) Policy as guidelines to achieve the objectives and sustainable development goals which consists of:

(1) **Respect for Human Rights:** The Company recognizes its responsibility to all stakeholders, namely shareholders, investors, employees, customers, business partners, competitors, creditors, other stakeholders, as well as communities, society and environment for sustainable mutual benefits. Taking into account the rights of such stakeholders that exist by law or according to the agreement with the Company, the Company shall refrain from any infringement of human rights of those stakeholders. In addition, the Company formulates a Human Rights Policy for executives and all employees to adhere to as a guideline and has clearly defined the rights of various groups of

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stakeholders in the Company's Code of Conduct to ensure that those rights are protected and well treated.

Moreover, the Company pays attention to all employees with fairness and equality and is aware of the importance of human resources as the keys to success of the organization. This can be seen from the Company's guidelines specified in the Code of Conduct such as setting appropriate working hours and holidays for its employees in accordance with the labor laws. Appropriate benefits and welfares are given to all employees based on their performance appraisal. The Company also promotes and develops its employees in line with individual knowledge and capability, and work rotation is arranged based on appropriateness and needs of the employees.

(2) **Conducting the Business with Fairness:** by adhering to business ethics, such as fair competition, promoting quality products and services by developing new workflow in line with new technologies that improves selling processes and services and reduces cost of products and services.

(3) **Stakeholder Responsibility:** In addition to the basic rights of the shareholders stipulated by law and the Articles of Association such as the right to attend the shareholders' meeting and vote, the right to express opinions freely at the shareholders' meeting, including the right to obtain fair returns, the Company also places greater importance on the rights of shareholders than the basic rights, and strictly protects the rights of shareholders as specified by the Company's Code of Conduct.

(4) **Customer or Consumer Responsibility:** The Company complies with fair market mechanism, create products and services that serve need of each customer and provide information and content that is accurate, clear and easy to understand and not misleading for customers to make the right decision. There are quick and fair processes to handle claims and complaints of the insured.

(5) **Business Partner, Competitor and Creditor Responsibility:** The Company treats its business partners, competitors and creditors in accordance with the rightful, fair and free trade competition, and strictly adhered with commercial terms and conditions and contracts as agreed.

(6) **Community and Society Responsibility:** The Company continually and seriously conducts and engages with social responsibility activities with cooperation of all executives and employees in operating the business without any impact on the community, society and all stakeholders as specified by the Code of Conduct.

(7) **Environmental Responsibility:** The Company treats the environment by utilizing resource and controlling resources used in the Company's production to be lower than the rate of recovery of such resources.

(8) **Regulator and Government Agency Responsibility:** The Company complies with the applicable laws and regulations enforced by the regulators and relevant government agencies. This includes cooperation and coordination on matters related to good corporate governance and anti-corruption. The Company has also been certified as a member of the Thai Private Sector Collective Action against Corruption (CAC), and its membership has been renewed for the second consecutive time.

Principle 5.3 The Board of Directors ensures that information technology of the Company is controlled and managed, including information technology is used to increase business opportunities, business development and risk management to achieve objectives and goals of the business.

(1) The Board assigns Information and Technology Steering Committee to define all strategies related to all of the Company's information and technology by considering the needs of the Company, aiming to improve information technology systems and adopting new information technology systems to increase business opportunities based on business competition and economic situation.

(2) The Board ensures that the Company's risk management covers information technology risk management, and the Information and Technology Steering Committee should regularly prepare report on information technology risk management to Risk Management Committee.

(3) The Board ensures that information security policy and personal data protection policy are used as a security measure for information systems, use of corporate information, maintaining confidentiality, credibility and availability of data, including preventing any unauthorized use or alteration of data.

Principle 6: Strengthen effective risk management and internal control

Principle 6.1 The Board of Directors should ensure that the Company has effective and appropriate risk management and internal control systems that are aligned with the Company's objectives, goals and strategies and comply with applicable law and standards.

The Board ensures the Company to identify risks that could cause serious impact on the Company such as risk assessment, impact and chance of risks, appropriate risk management, monitoring and reviewing the Company's risk management. The Board assigns Risk Management Committee to establish a risk management policy, risk management strategies and risk appetite which are proposed to the Board to consider and approve asset allocation in line with risk appetite of the Company and report the risk management results to the Board on a quarterly basis. Every

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department is required to review and assess the risks and risk indicators of each department once a year under supervision of Risk Management Department which compiles and summarizes the reports for Risk Management Committee and the Board.

Principle 6.2 The Board of Directors shall establish an Audit Committee that can act independently.

The Board shall establish the Audit Committee that comprises at least three independent directors, one of those is elected by the Board to serve as Chairman of Audit Committee. Audit Committee has the duties and responsibilities as specified by the charter and has qualifications and roles in line with requirements of the Securities and Exchange Commission, the Stock Exchange of Thailand and Office of Insurance Commission. The duties and responsibilities of Audit Committee are set out in writing in line with Good Corporate Governance guideline which specifies that Audit Committee meetings are scheduled to be held four times a year. It has term of office of three years and must be independent according to the Board and management structure under the Securities and Exchange Act B.E. 2535

Principle 6.3 The Board of Directors should manage and monitor conflicts of interest that might occur in the Company and prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.

(1) The Board ensures that a system of information security and a measure to control the use of internal information are established in writing to prevent executives and employees from using internal information for their own or other person's benefits before such information is disclosed to the public, which is considered as taking advantage of the shareholders. The Company requires directors and executives to report on securities holding of the Company, including those held by their spouse, cohabitation partner and minor children to the Securities and Exchange Commission according to Section 59 of the Securities and Exchange Act B.E. 2535 within 3 days after the change of securities holding and submit a copy of the report on securities holding to the Company Secretary Office for the purpose of preparing the report and summarizing the number of shares of each director to present to the Board meeting when the change occurs and at the last meeting of the year. The information is also disclosed in the annual report (Form 56-1 One Report). Besides, penalties are imposed if there is a violation or non-compliance.

(2) The Board assigns directors and executives to disclose information about their interests and related persons interests once a year to the Board to consider the transactions of the Company

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that may have conflict of interest to make decision before starting discussion on any agenda. Directors and executives who have conflict of interest with that agenda are not allowed to attend the meeting during that time.

(3) The Board ensures that information security policy and personal data protection policy are applied to support the Company's core operations in accordance with applicable laws and for the benefit of the Company and its shareholders. It also monitors the actions that may cause conflict of interest and compliance of regulations specified by the Securities and Exchange Commission and the Stock Exchange of Thailand, Re: Acquisition or Recognition of Assets and Connected Transactions.

Principle 6.4 The Board of Directors should establish a clear anti-corruption policy and practices (including communication to all staff), and strive to extend its anti-corruption efforts to stakeholders.

The Board ensures that the anti-corruption policy to prevent and control potential risks that might occur from corruption, including impact on reputation and credibility concerning integrity of the Company. The policy is also adapted to human resource management, starting from recruitment process. The employee who is selected must not violate any disciplines or receive any punishment due to corruption offenses. In addition, promotion, performance evaluation and bonus given the employees must be considered based on their performance in accordance with the policy. Such employee has no corruption history or any behavior that hinders compliance of this policy. The Company should communicate to and raise awareness among the employees to understand more about anti-corruption measures such as orientation to new employees, trainings and tests and reports disclosed to the public or stakeholder through the media both inside and outside the Company.

Principle 6.5 The Board of Directors should establish a mechanism for handling complaints and whistleblowing and a guideline as required by the regulators.

(1) The Board should oversee that an effective mechanism is in place and available through convenient complaint channels (more than one) which must be disclosed on the Company's website or annual report (Form 56-1 One Report) and transparently open for suggestions on anti-corruption measures for partners and stakeholders.

(2) The Board should ensure that complaint are systematically handled to protect the rights of the complainants and whistleblowers with good intentions, prohibiting to disclose information to any persons who are not related to this matter except ordered by laws, courts or related regulators.

Principle 7: Ensure disclosure and financial integrity

Principle 7.1 The Board of Directors ensures and supervises the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements.

(1) The Board should ensure that any persons involved in the preparation and disclosure of any information of the Company has relevant knowledge, skills and experience, and sufficient resources, including employees, are allocated. When approving information disclosures, the Board should consider all relevant factors as follows:

- (1.1) The evaluation results of the adequacy of the internal control system.
- (1.2) The external auditor's opinions on financial reporting and observations on the internal control system.
- (1.3) Audit Committee's opinions.
- (1.4) Consistency with objectives, strategies and policies.

(2) The Board should ensure that information disclosures (including financial statements, annual report (Form 56-1 One Report) reflect the Company's financial status and performance accurately and sufficiently and should promote the inclusion of the Management Discussion and Analysis (MD&A) in financial reports according to Notification of the Capital Market Supervisory Board No. Tor Chor. 44/2556, Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-Financial Information of Securities Issuers.

Principle 7.2 The Board of Directors should monitor the Company's financial liquidity to avoid insolvency.

(1) The Board should ensure that management regularly monitors, evaluates and reports on the Company's financial status. The Board and management should ensure that any threats to the Company's financial liquidity and solvency are promptly addressed and remedied according to the Early Warning System and Risk Based Capital, requirements of Office of Insurance Commission and set as an important measure in overseeing the business to be conducted effectively and firmly.

(2) The Board should ensure that it does not consciously approve any transactions or propose any transactions for shareholder approval which could negatively affect business continuity and financial liquidity.

Principle 7.3 The Board of Directors ensures that risks to the financial position of the Company or financial difficulties are promptly identified and remedied.

The Board should enhance monitoring of the affairs of the Company in the event of financial

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risk or difficulties. Risk Management System for all of the Company's operation is set and the Risk Management Committee is assigned to establish the risk management policy which is proposed to the Board for consideration. Also, the Risk Management Committee oversees, monitors, reviews and provides advice on policies, guidelines, standards, strategies and risk indicators of the Company, including monitor capital status, evaluate compliance of the risk management policy to ensure the risk level is acceptable and report to the Board regularly.

Principle 7.4 The Board of Directors ensures sustainability reporting, as appropriate.

The Board establishes corporate social responsibility policy containing 3 main strategies, namely Good Business, Good People and Good Society, which link to every work operation in the Company to support and promote the corporate social responsibility through corporate social responsibility activities and reports that fit its business under the information disclosure procedure, compliance of the laws, code of conduct, anti-corruption policy, fair treatment to employees and stakeholders and social and environmental responsibility. The report is prepared according to acceptable standard used both in the country and worldwide and disclosed in the annual report and such information reflects material corporate practices that support sustainable value creation.

Principle 7.5 The Board of Directors ensures the creation of an Investor Relations Unit responsible for regular, effective and fair communication between the Company, shareholders and stakeholders.

The Board should ensure that the Company has suitable and effective communication and information disclosure policies and use appropriate channels for communicating and disclosing information while protecting the Company's sensitive and confidential information. The President and Chief Executive Officer and Chief Financial Officer are assigned to disclose the information to the shareholders and support the Investor Relations function, so as to ensure effective communication and information disclosure.

Principle 7.6 The Board of Directors ensures the effective use by the Company of information technology in disseminating information.

The Board should consider regularly disclosing and updating relevant information in both Thai and English to the stakeholders both inside and outside the Company through the designated Stock Exchange of Thailand channels, the Company's website and the intranet for internal disclosure.

Principle 8: Ensure engagement and communication with shareholders

Principle 8.1 The Board of Directors ensures that the shareholders have the opportunity to participate effectively in decision-making involving significant corporate

matters.

(1) The Board should ensure that significant corporate decisions are considered and/or approved by the shareholders pursuant to applicable legal requirements. Matters that require shareholder approval should be included in the agenda for the shareholders' meeting and shareholders should be provided sufficient notice thereof.

(2) The Board should support participation of all shareholders as follows:

(2.1) Providing opportunity and establishing criteria that allow minority shareholders to propose agendas for shareholders' meetings in advance. The Board shall consider shareholders' proposals to be included in the agenda, and if the Board rejects a proposal, the reasons should be given in writing to the shareholders and disclosed on the Company's website.

(2.2) Providing opportunity and establishing criteria for minority shareholders to nominate persons to serve as directors of the company in advance. Such measures and criteria are established and promptly disclosed on the Company's website in advance to ensure shareholder engagement and participation

(2.3) Encouraging the shareholders who are unable to attend the meeting in person can appoint another person, or independent director, as proxy for attending and voting by using a proxy form in which the shareholders can determine voting for each agenda whether agreeing, disagreeing or abstaining. The proxy form including the details and procedures shall be disclosed in the Company's website at least 30 days in advance.

(3) The Board should ensure that the notice of the shareholders' meeting is accurate, complete and sufficient for the shareholders to exercise their rights.

(4) The Board should ensure that the notice of the shareholders' meeting and relevant documents are sent to shareholders prior to the meeting at least 14 days in advance. In case of special agenda, the notice of the shareholders' meeting and relevant documents shall be sent to the shareholders a longer time in advance in order for them to have accurate and complete information, and sufficient time to study the agenda in advance. The notice of the shareholders' meeting shall be posted in the newspapers prior to the meeting at least 3 days consecutively to notify the shareholders of the meeting and prepare themselves for attending.

(5) Shareholders should be allowed to submit questions prior to the meeting. The Board should ensure that criteria for the shareholders to submit questions are posted on the Company's website.

(6) The notice of the shareholders' meeting and relevant documents should be in Thai and English and disclosed in the Company's website prior to the meeting 30 days in advance and at least 7 days in advance for English notice and documents.

Principle 8.2 The Board of Directors ensures that the shareholders' meetings are held as scheduled and conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights.

(1) The Board sets a reasonable date and sufficient time for discussion including a meeting venue convenient for travel.

(2) There is no restriction on the opportunity to attend the meeting or create a burden for the shareholders, as it is no requirement for shareholders or proxies to bring more documents or proof of identity than required.

(3) The Board encourages the use of voting ballots and the use of technology in meeting by organizing e-Meeting, using barcode to register the voting, counting, and display accurate, quick and convenient results for the shareholders and proxies, whether individuals, juristic persons or institutional investors, on the meeting date equitably. In addition, an interpreter shall be provided for foreign investors who request to attend the meeting.

(4) The Chairman of the Board is chairman of the shareholders' meeting with responsibility for compliance with applicable legal requirements and the Company's Articles of Association. The chairman shall allocate sufficient time for consideration and provide opportunity to all shareholders who wish to share their opinions or ask questions related to the Company.

(5) There is no addition to the agenda or alteration of important information without prior notice to the shareholders other than what specified in the invitation, or the distribution of additional documents at the meeting. This is considered as depriving the right of the shareholders who do not to attend the meeting in person.

(6) Directors, executives, auditors and witnesses should attend the meeting to witness the vote counting annually.

(7) The attending shareholders should be informed of the number and the proportion of shareholders and shares represented at the meeting in person and through proxies, the meeting method, and the voting and vote counting methods before the start of the meeting.

(8) The Chairman of the shareholders' meeting will allow the shareholders to vote on the agenda of appointment of each director individually.

(9) The voting ballot is used and an independent person is present to witness the counting of the votes and disclose the results of agree or disagree votes and voided ballots at each session to

the meeting. Such result shall be recorded in the minutes of the meeting.

Principle 8.3 The Board of Directors ensures accurate, timely and complete disclosure of shareholder resolutions and the minutes of the shareholders' meetings.

(1) The Board supervises the disclosure of the resolution of the meeting with the results of the voting within 9.00 hrs. of the next day after the shareholders' meeting through the SETLink and on the Company's website.

(2) The Board should ensure that minutes of the shareholders' meeting is submitted to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date.

(3) The Board should ensure that the Company promptly prepares the minutes of the shareholders' meeting, including the following information:

- (3.1) Attendance of directors, executives, and the proportion of attending and absenting directors;
- (3.2) Voting and vote counting methods, meeting resolutions, and voting results for each proposed resolution; and
- (3.3) Questions asked and answers provided during the meeting, including the identity of the persons asking and answering the questions.

This policy shall come into effect from February 27, 2023 onwards.

(Mr. Photipong Lamsam)

Chairman