



บริษัท อาร์ แอนด์ บี ฟู้ด ซัพพลาย จำกัด (มหาชน)

คู่มือการกำกับดูแลกิจการที่ดี และจรรยาบรรณธุรกิจ

Corporate Governance
& Business Code of Conduct



R&B Food Supply Public Company Limited And its Group Companies

Acknowledgement and Compliance with the Good Corporate Governance Manual

I have acknowledged this Good Corporate Governance Manual and Business Ethics. I do understand, accept, and will study and adhere to the Good Corporate Governance Policy, Business Ethics, and Anti-Corruption Policy as the principles of conduct in operating with the highest standards as well as to adhere to them as guidelines for the operations of R&B Food Supply Public Company Limited.

Therefore, I have undersigned my name as evidence.

(.....)

Position

Field

Department.....

Date

In the event that you require any clarification and/or additional explanations on the contents of this manual, please contact: Company Secretariat (Comsec) Tel. 02-946-6813 ext. 599

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Section 1 General Provisions

Vision - Mission

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Vision

Our company is dedicated to becoming a global leader in the production of high-quality raw materials and food components for the food industry. We operate with unwavering adherence to ethical principles, uphold our commitment to social and environmental responsibility, and ensure transparency in all aspects of management. By embedding sustainability into every process, we aim to create lasting value for all stakeholders.

Mission

1. Leverage innovation and food technology to deliver products to the global market.
2. Commit to the research and development of high-quality raw materials to meet global market demands.
3. Promote sustainability through consistent and stable business operations.
4. Uphold a strong commitment to social responsibility.
5. Conduct business with transparency, ethics, and adherence to principles of good governance.

Principles of Business Operation

R: Responsibility

B: Benefit for Stakeholder

F: Flexibility

Principles of Good Corporate Governance

The principles of good corporate governance refer to the guidelines or frameworks that its organizations use to manage transparently, fairly, and with responsibility towards all stakeholders in order to create confidence in the organization's efficiency and sustainability as well as to build trust with investors and societies as a whole. The good corporate governance helps create sustainability and enhance the organization's efficiency in governance, monitoring, control and supervision of such management structures and mechanisms must reflect the following significant procedures in the principles of good corporate governance as follows:

Transparency Operations that disclose information transparently to those involved and can be verified.

Accountability Responsibility and accountability for the consequences of actions resulting from actions, orders, assignments, and decisions according to one's own roles and responsibilities and being able to clarify and explain such decisions.

Creation of Long-Term Value Having a vision to create added value for its organization in the long term.

Responsibility Management that takes into account sustainability in terms of the environment, society, and governance.

Equitable Treatment Treating all stakeholders equally and fairly.

Ethics Having ethics and codes of conduct in business operations.

The Importance of Good Corporate Governance

1. To build trust with investors and stakeholders.

- Promote trust from shareholders, investors, business partners and other stakeholders

Help investors be confident that its organization has transparent management and good governance.

2. To reduce business risks.

- Good governance reduces the risks that may arise from operations that lack transparency or conflict of interest.
- Helps prevent corruption and wrong decisions.

3. To increase the efficiency of the organization's operations.

- Helps to have a clear management structure and a balance check between decision-making power.
- Makes its organization capable of making quality strategic decisions and responding well to various situations.

4. To create added value in the long term.

- Helps increase the value of the business through sustainable business operations.
- Creates good returns for shareholders and investors in the long term.

5. To promote sustainability and social responsibility.

- Makes its organization consider the impact on society, the environment and the community.
- Helps create a good image and confidence in its organization.

6. To help its organization comply with laws and regulations.

- Reduces legal risks and conflicts that may arise from violations of regulations.
- Helps its organization comply with international standards and national laws.

7. To increase competitiveness.

- Organizations with good governance are often recognized and trusted by business partners and allies.
- Helps attract new partners and opportunities in operating business.

8. To prevent conflicts of interest.

- Helps reduce conflicts between shareholders, management and stakeholders.
- Promotes transparency and appropriate audits.

A good corporate governance is an important foundation for creating stability and sustainability for the organization in the long term as well as building confidence in all stakeholders and help its organizations to effectively face business challenges.

Section 2 Good Corporate Governance

Principle 1: Roles and Responsibilities of the Board

- **Principle Practise 1.1**

The board shall try to understand its role and be aware of its responsibility as a leader to ensure good governance of its organization included:

- (1) Setting its objectives and goals
- (2) Determining strategies, operating policies as well as allocating significant resources to achieve its objectives and goals.

- **Principle Practise 1.2**

In creating sustainable value for the Company, the board shall oversee the Company to achieve at least the following good governance outcomes:

- (1) To be able to compete and have good performance, taking into account long-term impacts.
- (2) To Conduct business ethically, respecting the rights of, and being responsible to shareholders and stakeholders.
- (3) To be beneficial to society and developing or reducing negative impacts on the environment.
- (4) To be able to adapt to changing factors.

In order that, the Board shall adhere to the following principles in overseeing the Company to achieve good corporate governance outcomes:

1.2.1 The Board shall take into account ethics, social and environmental impacts as important factors apart from financial performance.

1.2.2 The Board shall act as a role model as a leader in corporate governance to drive corporate culture that adheres to ethics.

1.2.3 The Board of Directors shall establish a policy for Directors, Management and Employees that presents the principles and guidelines for operations in writing such as the Code of Business Ethics, etc.

1.2.4 The Board of Directors shall supervise the communication to ensure that all Directors, Management and Employees understand, having sufficient mechanisms to facilitate actual implementation of the above policies, monitoring the implementation results and regular reviewing the policies and practices.

- **Principle Practise 1.3**

The Board of Directors shall ensure that all Directors and Management perform their duties with responsibility along with Duty of Care and honesty towards its organization (Duty of Loyalty) and ensure that operations comply with the law, regulations and resolutions of the shareholders' meeting as well as the policies or guidelines set including the approval process for important operations such as investment, transactions that significantly affect the Company, transactions with related persons, acquisition/disposition of assets, dividend payment, etc.

- **Principle Practise 1.4**

The Board of Directors shall understand the scope of duties and responsibilities of the Board of Directors and clearly define the scope of assignment of duties and responsibilities to the Chief Executive and Management as well as monitor the Chief Executive Officer and Management to perform their assigned duties.

1.4.1 The Board of Directors shall prepare a charter or policy on corporate governance of the Board of Directors that specifies the duties and responsibilities of the Board of Directors for reference in performing their duties and shall arrange for a review of the said charter at least once a year including a review of the division of roles of the Board of Directors, the Chief Executive Officer and Management regularly to be in line with its organization's direction.

1.4.2 The Board shall understand the scope of its duties and delegate the authority to manage the Company to the Management by recording in writing. However, such delegation shall not relieve the Board of Directors of its responsibilities. The Board shall monitor the Management to perform its duties as assigned. The scope of duties of the Board of Directors, the Chief Executive Officer and the Management may be divided as follows:

The Board of Directors has the authority to approve various matters including matters that should be supervised for the implementation.

That means the Board of Directors is primarily responsible for implementing appropriately. The Board of Directors may assign the Management to propose matters for consideration including the following matters:

- (1) Determining the vision, mission, objectives, and main business goals.
- (2) Annual budget and operating plans.
- (3) Investment, investment in various projects and making important contracts of the Company.
- (4) Creating an organizational culture that adheres to ethics including acting as a role model.
- (5) Investment, investment in various projects and making important contracts of the Company.
- (6) Overseeing the structure and conduct of the Board of Directors to ensure that they are appropriate for achieving its objectives and main goals of the business effectively.
- (7) Recruiting, developing, determining remuneration and evaluating the performance of the Chief Executive Officer.
- (8) Determining the remuneration structure that is an incentive for personnel to perform in line with its objectives and main goals of the organization.
- (9) Monitoring and evaluating the performance to ensure that it is in line with the specified plan.
- (10) Evaluating the performance of oneself and its subcommittees.

Matters jointly conducted with the Management

They are the Board of Directors, the Chief Executive Officer and the Management will jointly consider it by the Management submitting them to the Board of Directors for approval, which the Board of Directors will oversee to ensure that the overall policy is consistent with the objectives and main goals of the business including assigning the Management to proceed with the implementation as the Board of Directors will monitor and allow the Management to have reports to the Board of Directors periodically as appropriate including the following matters:

- (1) Determining and reviewing the strategies, goals, and annual plans.
- (2) Overseeing the adequacy and appropriateness of the risk management system and internal control.
- (3) Determining the authority to act appropriately with the responsibilities of the Management.
- (4) Determining the framework for resource allocation, development and budget such as personnel management policies and plans and information technology policies.
- (5) Monitoring and evaluating the performance.
- (6) Ensuring that financial and financial information disclosure to be reliable.

Matters that the Board should not act on

Refers to matters that the Board will oversee at the policy level by assigning the CEO and Management to be the main responsible for implementation in which include the following matters:

- (1) Management (Execution) in accordance with the strategies, policies, and plans approved by the Board. The Board should allow the Management to be responsible for decision-making, purchasing and procurement, hiring of personnel, etc., according to the specified policy framework and monitor the results without interfering with decision-making unless necessary.
- (2) Matters prohibited by the regulations such as approving items in which the Board has a stake etc.

Principle Practise 2: To determine the Company's Main Objectives and its Goals for Sustainability

- **Principle Practise 2.1**

The Board shall determine or oversee that the Company's main objectives and goals (Objectives) are for sustainability, which are its objectives and goals that are consistent with creating value for the Company, customers, stakeholders and society as a whole.

- 2.1.1 Be responsible for overseeing the Company to be clear and having appropriate main objectives or goals in which can be used as the main concept for determining the business model and communicating to everyone in its organization to move in the same direction by creating a vision and the organization's shared values (Vision and Values) or principles and purposes or others of the same nature.
- 2.1.2 In achieving the main objectives or goals, the Board of Directors shall determine a business model that can create value for the Company, stakeholders and society as a whole, taking into account:
 - (1) The environment and changes in various factors including the appropriate use of technology.
 - (2) The needs of customers and stakeholders.
 - (3) The readiness, expertise and competitiveness of the Company.
 - (4) The purpose of establishing the Company.
 - (5) The Company's main customer groups.

(6) The ability to make a profit or compete by creating value for the Company and customers (Value Proposition).

(7) The Company's ability to survive in the long term under both opportunities and risks that affect the Company and stakeholders.

2.1.3 The Board of Directors will promote its organization's values in good corporate governance such as disclosing necessary and useful information to stakeholders correctly, completely and in a timely manner (Transparency), having a clear system of inspection and decision-making as well as the Management is responsible for the operations (Accountability), having a vision to create added value for its organization in the long term (Creation of Long Term Value), managing with consideration for sustainability in terms of the environment, society and governance (Responsibility), treating all groups of stakeholders equally and fairly (Equitable Treatment), having ethics and code of conduct in business (Ethics), taking into account social and environmental responsibility, etc.

2.1.4 The Board of Directors will promote communication and strengthen its organization's main objectives and goals to be reflected in the decisions and operations of personnel at all levels until they become its organization's culture.

- **Principle Practice 2.2**

The Board of Directors will oversee that the Company's objectives, goals, and medium-term and/or annual strategies to be consistent with the achievement of the Company's objectives and main goals with appropriate and safe use of technology.

2.2.1 The Board shall oversee the preparation of the strategy and the annual working plan where is consistent with the Company's objectives and main goals by taking into account the Company's current environment as well as opportunities and acceptable risks and support the preparation or review of medium-term objectives, goals and strategies of 3-5 years to ensure that the strategy and the annual working plan taking into account the impact over a longer period and are still reasonably predictable.

2.2.2 In determining the strategy and the annual working plan, the Board of Directors shall ensure that the environment, factors and risks that may affect stakeholders throughout the Value Chain are analyzed including factors that may affect the

achievement of the Company's main goals with a mechanism to truly understand the needs of stakeholders.

- (1) Clearly specify methods, processes, channels of participation or communication between stakeholders and the Company so that the Company can access and receive information on issues or needs of each stakeholder group as accurately as possible.
- (2) Identify the Company's relevant stakeholders both internal and external including individuals, groups of individuals, and organizational units such as employees, investors, customers, business partners, communities, government agencies and regulatory agencies.
- (3) Identify issues and expectations of stakeholders in order to analyze and rank such issues according to their importance and impact on both the Company and stakeholders. This is to select important issues that will create shared value with stakeholders to be implemented.

2.2.3 In determining the strategy, the Board of Directors shall set goals that are appropriate for the business environment and the Company's potential. The Board of Directors shall consider setting both monetary and non-monetary goals. In addition, the Board of Directors shall be aware of the risks of setting goals that may lead to illegal behavior or lack of ethics (Unethical Conduct).

2.2.4 The Board shall oversee the communication of its objectives and goals through strategies and plans throughout the organization.

2.2.5 The Board shall oversee the allocation of resources and appropriate control of operations and monitor the implementation of the strategies and annual working plans by assigning a person to be responsible for overseeing and monitoring the results of operations.

Principle Practice 3: Strengthen Boards Effectiveness

- **Principle Practice 3.1**

The Board is responsible for determining and reviewing the structure of the Board including its size, composition, and proportion of Independent Directors that are appropriate and necessary to lead the organization towards its objectives and main goals.

- 3.1.1 The Board is responsible for ensuring that the Board consists of Directors with diverse skills, experience, capabilities and specific characteristics to ensure that the Board as a whole has appropriate qualifications, can understand and respond to the needs of stakeholders and must include at least one Director who does not hold a position of the Management with experience in the Company's core business or main industries in which the Company are operating.
- 3.1.2 The Board will consider the appropriate number of Directors who can effectively perform their duties, with a minimum of 5 Directors and no more than 12 Directors.
- 3.1.3 The Board will have a proportion of the Management and those who do not hold positions of the Management that reflects appropriate checks and balances, where:
 - (1) The majority of Directors who do not hold positions of the Management in which can independently express their opinions on the performance of the Management.
 - (2) The number and qualifications of Independent Directors are in accordance with the criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand and the Board will ensure that Independent Directors can work effectively with the entire Board as well as being able to express their opinions independently.
- 3.1.4 The Board will disclose its policy on determining the composition of the Board with diversity and information on Directors such as age, educational background, experience, shareholding proportions, and years of directorship and holding directorships in other listed companies in the annual report and on the Company's website.

- **Principle Practice 3.2**

The Board shall select an appropriate person as the Chairman of the Board and ensure that the composition and operation of the Board are conducive to the exercise of independent judgment.

- 3.2.1 The Chairman of the Board should be an Independent Director.
- 3.2.2 The Chairman of the Board and the Chief Executive Officer have different responsibilities. The Board of Directors shall clearly define the powers and duties of the Chairman of the Board and the Chief Executive Officer. In order not to have

unlimited power, the Company shall separate the person holding the position of Chairman of the Board from the person holding the position of Chief Executive Officer.

3.2.3 The Chairman of the Board shall play a leading role in the Board. The duties of the Chairman shall cover the following matters:

- (1) Supervising, monitoring and ensuring that the Board performs its duties effectively and achieves the objectives and main goals of the organization.
- (2) Ensuring that all directors participate in promoting an ethical corporate culture and good corporate governance.
- (3) Setting the agenda for Board meetings in consultation with the Chief Executive Officer and taking measures to ensure that important matters are included in the agenda.
- (4) Allocating sufficient time for management to propose matters and for directors to thoroughly discuss important issues together. Encouraging directors to exercise prudent judgment and express opinions freely.
- (5) Fostering good relations between executive and non-executive directors and between the Board and management.

3.2.4 The Board of Directors shall set a policy that independent directors shall not hold office continuously for more than 9 years from the date of their first appointment as independent directors. In the event that an independent director is to be appointed to continue in the position, the Board shall reasonably consider such necessity.

3.2.5 In order for important matters to be considered in detail and carefully, the Board may consider appointing a subcommittee to consider specific issues, filter information and propose guidelines for consideration before submitting them for approval by the Board.

3.2.6 The Board shall ensure that the roles and duties of the Board and subcommittees are disclosed, the number of meetings held and the number of meetings attended by each director in the past year, and reports on the performance of all subcommittees are disclosed.

- **Principle Practice 3.3**

The Board of Directors has a duty to oversee that the recruitment and selection of Directors is a transparent and clear process to produce a Board with qualifications that are in line with the specified composition.

- 3.3.1 The Board of Directors shall hold a meeting to consider the criteria and methods for selecting individuals to obtain qualified individuals that will make the Board have the appropriate composition of knowledge and expertise including considering the background of such individuals and preparing the Board's opinion before submitting it to the shareholders' meeting to appoint Directors. In addition, the Company shall inform shareholders of sufficient information about the nominated individuals to support their decision-making.
- 3.3.2 The Board of Directors shall review the criteria and methods for selecting Directors before selecting Directors whose terms have expired. In the event that the Board of Directors nominates the same Directors, the performance of such Directors shall be taken into account.

- **Principle Practice 3.4**

In proposing the remuneration of the Board of Directors for shareholders' approval, the Board of Directors shall consider the structure and rate of remuneration to be appropriate for the responsibilities and to motivate the Board of Directors to lead the organization to achieve both short-term and long-term goals.

- 3.4.1 The remuneration of Directors shall be consistent with the Company's long-term strategies and goals, experience, duties, scope of roles and responsibilities (Accountability and Responsibility) including the benefits expected from each Director in which are comparable to the industry standard.
- 3.4.2 Shareholders must approve the structure and rate of directors' remuneration, both in monetary and non-monetary forms. The Board of Directors will consider each type of remuneration to be appropriate including fixed-rate remuneration (e.g. regular remuneration, meeting allowance) and remuneration based on the Company's performance (e.g. bonuses, retirement benefits), linked to the value the Company creates for shareholders but not at a level that is too high where lead to focus on short-term performance.
- 3.4.3 The Board shall disclose the policy and criteria for determining the remuneration of Directors that reflects the duties and responsibilities of each person including the form

and amount of the remuneration. The amount of the disclosed remuneration shall include the remuneration that each Director receives from being a Director of a Subsidiary Company.

- **Principle Practice 3.5**

The Board shall have a duty to supervise that all Directors to be responsible in performing their duties and allocate sufficient time.

- 3.5.1 The Board shall ensure that there are mechanisms to support Directors in understanding their roles and responsibilities.
- 3.5.2 The Board shall set criteria for the holding of positions in other companies for Directors, taking into account the performance of Directors who hold positions in multiple companies and to ensure that Directors can devote sufficient time to performing their duties in the companies. The number of listed companies that each Director will hold positions in shall be appropriate to the nature or nature of the business of the Company.
- 3.5.3 The Board shall establish a system for reporting the holding of positions by Directors in other companies and disclose it for acknowledgement.
- 3.5.4 In the event that a Director holds a position as a Director or Management or has a direct or indirect interest in another business where has a conflict of interest or is able to use opportunities or information of the Company for his/her own benefit, the Board shall ensure that: The Company has adequate preventive measures as well as having informed shareholders as appropriate.
- 3.5.5 Each Director shall attend not less than half of all the Board of Directors' meetings held during the year, except in cases of necessity.

- **Principle Practice 3.6**

The Board of Directors has a duty to supervise and ensure that there is a framework and mechanism for supervising the policies and operations of its subsidiaries and other businesses in which the Company has significant investments at a level appropriate to each business including ensuring that the subsidiaries and other businesses in which the Company has invested having a correct and mutual understanding.

- 3.6.1 The Board of Directors shall consider determining the policy for supervising its subsidiaries, including:
 - (1) The level of appointment of persons to be Directors, Management or persons with controlling power in its subsidiaries that shall be appointed by the Board of Directors except in the case that such companies are small companies that

are operating arms of the Company, the Board of Directors may assign the Chief Executive Officer to consider the appointment.

- (2) To determine the scope of duties and responsibilities of persons representing the Company under Paragraph (1) as well as having the Company's representatives oversee compliance with the policies of its subsidiaries. In the case that the subsidiaries have other investors, the Board of Directors shall set policies for the representatives to perform their duties to the best of their ability for the benefit of its subsidiaries and in accordance with the policies of the parent company.
- (3) The internal control system of its subsidiaries shall be appropriate and sufficiently stringent and all transactions shall be conducted in accordance with the law and relevant criteria.
- (4) Disclosure of financial information and operating results, transactions with related persons, acquisition or disposal of assets, other significant transactions, capital increase, capital reduction, termination of subsidiaries, etc.

3.6.2 In the case of significant joint investment in other businesses such as having a voting shareholding ratio of 20 percent but not exceeding 50 percent and the amount of investment or additional investment may be significant to the Company, in the event that it is necessary, the Board of Directors shall oversee the preparation of a shareholders' agreement or other agreement to provide clarity on the authority to manage and participate in decision-making on important matters, monitoring of operating results to be used as information in preparing the Company's financial statements in accordance with standards and timelines.

- **Principle Practice 3.7**

The Board of Directors shall arrange for an evaluation of the performance of the Entire Board of Directors including an evaluation of the performance of Individual Directors to consider and review performance, problems and obstacles each year so that the evaluation results can be used to develop and improve performance in various areas.

- **Principle Practice 3.8**

The Board shall ensure that the Board and each Director gain knowledge and understanding of the roles, duties, nature of business and laws related to business operations and shall support all Directors to regularly develop their skills and knowledge for performing their duties as Directors.

3.8.1 The Board shall ensure that newly appointed Directors will receive guidance and information useful for performing their duties including understanding its objectives, main goals, vision, mission, corporate values, nature of business and business practices of the Company.

3.8.2 The Board shall ensure that Directors receive continuous training and development of necessary knowledge.

3.8.3 The Board shall must understand laws, regulations, standards, risks and environment related to business operations and shall be regularly informed of current information.

3.8.4 The Board shall disclose information on the continuous training and development of the Directors in the annual report.

- **Principle Practice 3.9**

The Board shall ensure that the Board's operations are smooth where necessary information is accessible and that there is a Company Secretary with the necessary and appropriate knowledge along with experience to support the Board's operations.

3.9.1 The Board shall arrange the meeting schedule and agenda of the Board's meetings in advance so that Directors can schedule and attend the meetings.

3.9.2 The number of Board meetings shall be considered appropriate to the Board's duties and responsibilities and the nature of the Company's business operations but not less than 6 times per year.

3.9.3 The Board of Directors shall ensure that there is a mechanism for each Director including the Management to freely propose matters beneficial to the Company to the meeting agenda.

3.9.4 Notice of meeting shall be delivered to the Directors at least seven days in advance of the meeting date except in cases of urgent necessity to protect the rights or benefits of the Company in which case the meeting may be announced by other methods and the meeting date may be set earlier.

3.9.5 The Board shall encourage the Chief Executive Officer to invite Senior Management (Senior Executives) to attend Board meetings to provide additional information as they are directly involved in the issues and to have the opportunity to get to meet Senior Management for consideration in the succession plan.

- 3.9.6 The Board shall have access to additional necessary information from the Chief Executive Officer, the Company Secretary or other assigned Management within the scope of the specified policies and, where necessary, the Board may arrange for independent opinions from external consultants or professionals at the Company's expense.
- 3.9.7 The Board may consider establishing a policy that allows Directors who do not hold positions of Management, having the opportunity to meet among themselves as necessary to discuss issues of management interest without the presence of Management, and shall inform the CEO of the results of the meeting.
- 3.9.8 The Board shall determine the qualifications and experience of the Company Secretary appropriate to perform the duties of providing advice on legal and regulatory matters that the Board must be aware of, overseeing the management of Board's notice of meeting , important documents and Board activities including coordinating the implementation of the Board's resolutions. In addition, the Board shall disclose the qualifications and experience of the Company Secretary in the annual report and on the Company's website.
- 3.9.9 The Company Secretary shall continuously train and develop knowledge that will be beneficial to the performance of duties and, in the case of a certified program available, the Company Secretary shall attend such training.

Principle 4: Recruitment and Development of Senior Management and Personnel Management

- **Principle 4.1**

The Board shall ensure that the Chief Executive Officer and Senior Management are recruited and developed to have the knowledge, skills, experience and characteristics necessary to drive the organization towards its goals.

- 4.1.1 The Board shall consider or assign the Board to consider the criteria and methods for recruiting individuals with suitable qualifications to hold the position of Chief Executive Officer.
- 4.1.2 The Board of Directors shall oversee that the Chief Executive Officer shall ensure that there are appropriate Senior Management. By at Least, the Board of Directors shall, together with the Chief Executive Officer, consider the criteria and methods

for recruiting and appointing individuals and approve the persons proposed by the Chief Executive Officer to be Senior Management.

4.1.3 In order to ensure continuity of business operations, the Board of Directors shall oversee that there is a succession plan in place to prepare for the succession of the Chief Executive Officer and Senior Management.

4.1.4 The Board of Directors shall promote and support the Chief Executive Officer and Senior Management to receive training and development to increase their knowledge and experience beneficial to their work.

- **Principle 4.2**

The Board of Directors shall oversee that an appropriate remuneration structure and evaluation are established.

4.2.1 The Board of Directors shall establish a remuneration structure that is an incentive for Management and Employees at all levels to perform in line with its organization's objectives and main goals and in line with the Company's long-term interests.

4.2.2 The Board of Directors shall consider and approve the criteria and factors for performance evaluation as well as to approve the remuneration structure of Senior Management, and shall oversee that the Chief Executive Officer evaluates Senior Management in accordance with such evaluation principles.

- **Principle 4.3**

The Board of Directors shall understand the structure and relationships of shareholders that may affect the Company's management and operations.

4.3.1 The Board of Directors shall understand the structure and relationships of shareholders. This may be in the form of an agreement within the family business, whether written or not, a shareholders' agreement, or a parent company policy in which affects the power to control the management of the Company.

4.3.2 The Board shall ensure that the agreements under Section 4.3.1 do not obstruct the performance of the Board's duties, such as selecting a suitable successor.

4.3.3 The Board shall ensure that information under any agreements that affect the control of the company is disclosed.

- **Principle 4.4**

The Board of Directors shall monitor and supervise the management and development of personnel to ensure that they have appropriate knowledge, skills, experience and motivation.

4.4.1 The Board of Directors shall ensure that human resource management is in line with the organization's direction and strategy. All levels of Employees shall have appropriate knowledge, skills, motivation and be treated fairly in order to retain the organization's capable personnel.

4.4.2 The Board of Directors shall ensure that a provident fund or other mechanism is established to ensure that Employees save sufficiently for retirement as well as to support Employees' knowledge and understanding of money management, investment policy selection in line with their age range and risk level.

Principle 5: Responsible Business Operations

- **Principle 5.1**

The Board of Directors shall prioritize and support operations that create value for the business along with creating benefits for customers or related parties and being responsible towards society and the environment.

5.1.1 The Board of Directors shall prioritize the creation of corporate culture and shall ensure that Management takes this into account when reviewing strategies, planning for operational improvement and monitoring of performance.

5.1.2 The Board of Directors shall promote operations to add value to the Company in line with constantly changing environmental factors which may cover the determination of business models, ways of thinking and perspectives in designing and developing products and services, research, and improving production processes and work processes including cooperation with business partners.

In order that, the above actions should be for the mutual benefit of the Company, customers, business partners, society and the environment and should not support inappropriate behavior, illegal or unethical activities.

- **Principle 5.2**

The board of directors will monitor and ensure that the Management conducts business with social and environmental responsibility and reflects this in the operational plan to ensure that all departments of the organization operate in line with the Company's objectives, main goals and strategies.

5.2.1 The Board of Directors shall ensure that there is a mechanism to ensure that the Company operates ethically, socially and environmentally responsible, and does not violate the rights of stakeholders in order to provide guidelines for all parts of the organization to achieve its objectives and main goals in a sustainable manner by establishing a business ethics policy covering the following matters:

- (1) Responsibility to Employees and Workers by complying with relevant laws and standards and treating Employees and Workers fairly and respecting human rights including determining fair remuneration and other benefits, providing welfare that is not less than that stipulated by law or more than appropriate, taking care of health, hygiene and safety at work, providing training, developing potential and promoting advancement, and providing opportunities for Employees to develop work skills in other areas.
- (2) Responsibility to customers by complying with relevant laws and standards and taking into account health, safety, fairness, keeping customer data, providing after-sales service throughout the life of products and services, monitoring and measuring customer satisfaction for product and service development and advertising, public relations as well as sales promotion must be done responsibly, not misleading or taking advantage of customers' misunderstandings.
- (3) Responsibility to trading partners by having a procurement process and fair contract or agreement terms, providing knowledge, developing potential and enhancing production and service capabilities to meet standards, explaining

and ensuring that trading partners respect human rights and treat their own workers fairly, and being responsible for society and the environment including monitoring, inspecting and evaluating business partners to develop sustainable business operations.

- (4) Community responsibility by using business knowledge and experience to develop projects that can create tangible benefits for the community along with monitoring and measuring progress and success in the long term.
- (5) Environmental responsibility by preventing, reducing, managing and ensuring that the Company does not create or cause negative impacts on the environment, covering the use of raw materials, energy use, water use, use of renewable resources, releasing and managing waste from business operations, and greenhouse gas emissions, etc.
- (6) Fair competition by conducting business openly and transparently and not creating unfair competitive advantages.
- (7) Anti-corruption by complying with relevant laws and standards and requiring the Company to have and announce an anti-corruption policy to the public. The Company may consider joining a network as being collective action against corruption including encouraging other companies and business partners to have and announce an anti-corruption policy and join the network.

- **Principle 5.3**

The Board of Directors will monitor and ensure that the Management allocates and manages resources effectively and efficiently in order to achieve the main objectives and goals sustainably.

- 5.3.1 The Board of Directors will be aware of the necessity of resources to be used including the awareness that the use of each type of resource has an impact on each other.

- 5.3.2 The Board of Directors shall be aware that different business models have different impacts on resources. Therefore, when deciding on a business model, the impact and value it will have on resources shall be taken into account, while still being ethical, responsible, and creating sustainable value for the Company.
- 5.3.3 The Board of Directors shall ensure that in achieving the objectives and main goals of the business, the Management must review, develop, and oversee the use of resources to be efficient and effective, taking into account changes in internal and external factors at all times.
- 5.3.4 As a result of the resources that the Company shall take into account are at least 4 categories: Financial Capital, Intellectual Capital, Human Capital, Social and Relationship Capital, and Natural Capital.

- **Principle 5.4**

The Board shall establish an information technology governance and management framework at the enterprise level that is consistent with the Company's needs including overseeing the use of information technology to increase business opportunities and develop operations and risk management so that the Company can achieve its main objectives and goals.

- 5.4.1 The Board shall establish a policy on information technology resource allocation and management, covering the allocation of sufficient resources for business operations and the determination of guidelines to support the case that resources cannot be allocated sufficiently as specified.
- 5.4.2 The Board shall ensure that the Company's risk management covers information technology risk management.
- 5.4.3 The Board shall establish an information technology system security policy and measures. The information technology governance and management framework at the enterprise level includes:
- (1) The Company complies with laws, regulations, rules and standards related to the use of information technology.

- (2) The Company has a data security system to maintain confidentiality, integrity and availability of data as well as to prevent misuse or unauthorized alteration of data.
- (3) The Company has considered information technology risks and there are measures to manage such risks in various aspects such as business continuity management, incident management, information security impact management, information asset management, etc.
- (4) The Company has considered the allocation and management of information technology resources. There are criteria and factors for determining the priority of information technology plans such as appropriateness and consistency with the strategic plan, impact on business operations, urgency of use, information technology budget and human resources and consistency with the business model, etc.

Principle 6: Ensure that there is an appropriate risk management and internal control system

- **Principle 6.1**

The Board of Directors shall oversee and ensure that the Company has a risk management and internal control system that will enable it to achieve its objectives effectively and that it complies with relevant laws and standards.

6.1.1 The Board of Directors shall understand the Company's significant risks and approve acceptable risks.

6.1.2 The Board of Directors shall consider and approve a risk management policy that is consistent with the Company's objectives, main goals, strategies, and acceptable risks as a framework for the risk management process for everyone in its organization to be in the same direction. The Board of Directors shall give importance to early warning signs and ensure that the risk management policy is reviewed regularly.

- 6.1.3 The Board of Directors shall ensure that the Company identifies risks by considering both external and internal factors that may cause the Company to be unable to achieve its set objectives.
- 6.1.4 The main risks that the Board of Directors will focus on may be divided into Strategic Risk, Operational Risk, Financial Risk, Compliance Risk, and Sustainability Risk (ESG Risk), etc.
- 6.1.5 The Board of Directors will ensure that the Company has assessed the impact and likelihood of the risks identified in order to prioritize the risks and has appropriate risk management methods.
- 6.1.6 The Board of Directors has assigned the Audit Committee or Risk Management Committee to screen Clause 6.1.1 – 6.1.4 before submitting them for consideration by the Board of Directors.
- 6.1.7 The Board of Directors will regularly monitor and evaluate the effectiveness of risk management.
- 6.1.8 The Board of Directors is responsible for ensuring that the Company conducts its business in accordance with relevant laws and standards both domestic and international.
- 6.1.9 In the event that the Company has its subsidiaries or other business in which the Company has a significant investment (e.g., holding a voting share of 20 percent but not exceeding 50 percent), the Board of Directors will take the results of the evaluation of the internal control system and risk management into consideration under Clause 6.1.1 – 6.1.7.

- **Principle 6.2**

The Board of Directors shall establish an Audit Committee that can perform its duties effectively and independently.

- 6.2.1 The Board of Directors shall arrange for an Audit Committee consisting of at least 3 members, all of whom must be independent directors and have qualifications and duties in accordance with the criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand.

- 6.2.2 The Board of Directors shall set out the duties of the Audit Committee in writing, with at least the duties specified in the Audit Committee Charter.
- 6.2.3 The Board of Directors shall ensure that the Company provides mechanisms or tools that will enable the Audit Committee to access information necessary for performing its assigned duties, such as facilitating the Audit Committee to call on relevant persons to provide information, discuss with auditors, or seek independent opinions from other professional consultants to be used in the Audit Committee's consideration.
- 6.2.4 The Board of Directors shall arrange for an Internal Audit Person or Unit that is independent in performing its duties to be responsible for developing and reviewing the efficiency of the risk management and internal control system and report to the Audit Committee and disclose the audit report in the annual report.
- 6.2.5 The Audit Committee must provide an opinion on the adequacy of the risk management and internal control system and disclose it in the annual report.

- **Principle 6.3**

The Board shall monitor and manage conflicts of interest that may occur between the Company and the Management, the Board of Directors or shareholders including preventing the improper use of the Company's assets, information as well as opportunities and conducting any related parties transactions to the Company in an inappropriate manner.

- 6.3.1 The Board shall oversee the establishment of an information security system including the determination of policies and procedures for maintaining confidentiality, integrity and availability of information as well as the management of information that may affect the price of securities (Market Sensitive Information). In addition, the Board shall ensure that Directors, Senior Management and Employees as well as relevant external parties such as legal advisors and financial advisors comply with the information security system.

6.3.2 The Board shall oversee the management and monitoring of transactions that may have conflicts of interest including overseeing the establishment of guidelines and procedures to ensure that such transactions comply with the procedures and disclosure of information as prescribed by law and are primarily for the benefit of the Company and its shareholders where interested parties should not participate in decision-making.

6.3.3 The Board shall provide for a requirement for Directors to report their interests at least prior to the consideration of any agenda item at a Board meeting and to record such interests in the Board meeting minutes. The Board shall ensure that any Director who has a material interest that may prevent such director from expressing his/her independent opinion shall refrain from participating in the deliberation of such agenda item.

- **Principle 6.4**

The Board shall oversee the establishment of clear anti-corruption policies and practices and communicate them to all levels of its organization and to external parties for practical implementation including supporting activities that promote and instill compliance with relevant laws and regulations among all employees.

- **Principle 6.5**

The Board shall oversee the Company to have mechanisms for receiving complaints and taking action in the event of whistleblowing, as follows:

6.5.1 The Board shall oversee the establishment of mechanisms and processes for handling complaints from stakeholders and ensure that there are more than one convenient channels for receiving complaints including disclosing the channels for receiving complaints on the website or annual report.

6.5.2 The Board shall oversee the establishment of clear policies and guidelines in the event of whistleblowing by specifying channels for reporting whistleblowers via the

Company's email or through the Company's Independent Directors or Audit Committee including the process of checking information, operations and reporting to the Board of Directors.

- 6.5.3 The Board of Directors shall ensure that there are appropriate protection measures for whistleblowers who report information with honest intentions.

Principle 7: Maintain financial reliability and disclosure of information

- **Principle 7.1**

The Board of Directors is responsible for ensuring that the financial reporting system and disclosure of important information are correct, adequate, timely and in accordance with relevant rules, standards and practices.

- 7.1.1 The Board of Directors shall ensure that personnel involved in the preparation and disclosure of information have the knowledge, skills and experience appropriate to their duties and responsibilities and are in sufficient numbers. Such personnel shall include the Top Management in the accounting and finance department, Accountants, Internal Auditors, Company Secretary and Investor Relations.

- 7.1.2 In approving the disclosure of information, the Board of Directors shall take into account relevant factors and in the case of financial reports at least the following factors shall be considered:

- (1) Results of the assessment of the adequacy of the internal control system.
- (2) The Auditor's opinion on the financial report and the Auditor's observations on the internal control system including the Auditor's observations through other communication channels (if any).
- (3) The opinion of the Audit Committee.
- (4) Consistency with the Company's objectives, main goals, strategies and policies.

- 7.1.3 The Board shall ensure that the disclosure of information including financial statements, annual reports, and Form 56-1, adequately reflects the financial position and performance and shall encourage the Company to prepare a Management Discussion and Analysis (MD&A) to accompany the disclosure of the

financial statements every quarter so that investors can better understand the changes in the Company's financial position and performance each quarter. In addition to the figures in the financial statements alone.

- **Principle 7.2**

The Board shall monitor the adequacy of the Company's financial liquidity and debt repayment capability.

7.2.1 The Board shall ensure that the Management monitors and assesses the Company's financial position and reports to the Board regularly and that the Board and Management jointly find solutions as soon as possible if there are signs of problems with the Company's financial liquidity and debt repayment capability.

7.2.2 In approving any transaction or submitting an opinion for approval to the shareholders' meeting, the Board shall ensure that such transaction will not affect the continuity of the Company's operations, financial liquidity or debt repayment capability.

- **Principle 7.3**

In the event that the Company is experiencing financial difficulties or is likely to experience problems, the Board shall ensure that the Company has a plan to resolve the problems or there is another mechanism that can solve the financial problem while taking into account the rights of stakeholders.

7.3.1 In the event that the Company is likely to be unable to pay its debts or has financial problems, the Board of Directors will closely monitor and ensure that the Company operates its business with caution and complies with the requirements regarding information disclosure.

7.3.2 The Board of Directors will ensure that the Company sets a plan to solve its financial problems, taking into account fairness to stakeholders including creditors and will monitor the problem solving by having the Management report its status regularly.

7.3.3 The Board of Directors will ensure that any decision to solve the Company's financial problems regardless of the method, will be reasonable.

- **Principle 7.4**

The Board of Directors will consider preparing a sustainability report as appropriate.

7.4.1 The Board of Directors will consider the appropriateness of disclosing information on compliance with the law, compliance with the Code of Conduct, anti-fraud and corruption policies, treatment of employees and stakeholders including fair treatment, respect for human rights and social and environmental responsibility, taking into account the reporting frameworks accepted domestically or internationally. Such information may be disclosed in the annual report or may be prepared as a separate book as appropriate for the Company.

7.4.2 The Board of Directors shall ensure that the disclosed information is important and reflects the practices that will lead to the creation of sustainable value for the Company.

- **Principle 7.5**

The Board of Directors shall supervise the Management to establish a unit or person responsible for Investor Relations that is responsible for communicating with shareholders and other stakeholders such as investors and analysts in an appropriate, equal and timely manner.

7.5.1 The Board of Directors shall establish a Communication Policy and Disclosure Policy to ensure that communication and disclosure of information to external parties is appropriate, equal, timely, uses appropriate channels, protects confidential information and information that affects the price of securities and communicates to ensure understanding throughout its organization in complying with such policies.

7.5.2 The Board of Directors shall designate a person responsible for providing information to external parties who is appropriate for the duties, understands the Company's business including its objectives, main goals, values and can communicate well with the capital market.

7.5.3 The Board of Directors shall ensure that the Management sets direction and supports Investor Relations Work such as establishing guidelines for providing information, policies governing insider trading and the use of insider information and clearly defining duties and responsibilities of Investor Relations in order to ensure effective communication and disclosure of information.

- **Principle 7.6**

The Board of Directors shall promote the use of information technology in disseminating information.

7.6.1 In addition to disseminating information in accordance with the specified criteria and through the channels of the Stock Exchange of Thailand, the Board of Directors shall consider disclosing information in both Thai and English through other channels such as the Company's website on a regular basis and presenting current information. The Company shall disclose at least the following information on the Company's website:

- (1) The Company's vision and values.
- (2) The nature of the Company's business.
- (3) List of Directors and Management.
- (4) Financial statements and reports on financial position and performance both current and previous years.
- (5) ใต้ Form 56-1 and annual reports that can be downloaded.
- (6) Any other information or documents that the Company presents to analysts, fund managers, or the media.
- (7) Direct and indirect shareholding structure.
- (8) Group company structure including its subsidiaries, affiliates and joint ventures.
- (9) Direct and indirect major shareholders holding more than 5 percent of the total number of issued shares and having voting rights.
- (10) Direct and indirect shareholding by Directors, Major Shareholders, Senior Management.
- (11) Invitation to general and extraordinary shareholders' meetings.
- (12) Company regulations, memorandum of association.
- (13) Good corporate governance policy, anti-corruption policy, information technology security policy and risk management policy.
- (14) Charter or responsibilities, qualifications, terms of office of the Board of Directors including matters requiring approval from the Board, charter or responsibilities, qualifications, terms of office of the Audit Committee, Nomination, Remuneration and Corporate Governance Committee, Risk Management Committee, Social Responsibility and Sustainable Development Committee and Management Committee.

- (15) Code of business ethics.
- (16) Contact information for the unit or complaint or the person responsible for Investor Relations, Company Secretary such as the name of the person who can provide information, telephone number, email.

Principle 8: Supporting participation and communication with shareholders.

- **Principle 8.1**

The Board shall ensure that: Shareholders participate in the decision-making on important matters of the Company.

8.1.1 The Board shall ensure that important matters both those stipulated by law and those that may affect the direction of the Company's operations, are considered and/or approved by shareholders and such important matters are included in the agenda of the shareholders' meeting.

8.1.2 The Board shall support shareholders' participation, such as:

- (1) Establishing criteria for minority shareholders to propose additional agenda items in advance of the shareholders' meeting. The Board shall consider including the matters proposed by shareholders in the agenda. In the event that the Board rejects the matters proposed by shareholders, the Board shall inform the shareholders of the reasons.

- (2) Criteria for minority shareholders to nominate persons to serve as Directors.

The Board shall ensure that such criteria are disclosed to shareholders in advance.

8.1.3 The Board shall ensure that the notice of shareholders' meeting contains correct, complete, and sufficient information for shareholders to exercise their rights.

8.1.4 The Board shall ensure that the notice of shareholders' meeting together with related documents are sent and published on the Company's website at least 14 days before the meeting.

8.1.5 The Board of Directors will provide shareholders with an opportunity to submit questions in advance of the meeting date by setting criteria for submitting questions in advance and publishing such criteria on the Company's website.

8.1.6 The notice of the shareholders' meeting and related documents will be prepared in English and published together with the Thai version.

The notice of the shareholders' meeting shall contain the following information:

- (1) Date, time and place of the shareholders' meeting.
- (2) Agenda of the meeting, stating whether it is an agenda for information or for approval and clearly dividing it into different topics, for example, in the agenda related to Directors, the election of Directors and the approval of Directors' remuneration shall be separated into each agenda item.
- (3) Objectives, reasons and opinions of the Board of Directors for each proposed agenda item, including:
 - a) Agenda for approving dividend payment – dividend payment policy, proposed dividend rate with reasons and supporting information; in the case of a proposal to suspend dividend payment, explain the reasons and supporting information
 - b) Agenda for appointing directors – specifying the name, age, educational and employment history, number of listed companies and general companies in which holding positions of Director, criteria and methods for selection, type of director proposed and in the case of re-nomination of former directors, information on attendance at previous meetings shall be provided and the date of appointment as a Director of the Company.
 - c) Agenda for approving the remuneration of Directors – Policy and criteria for determining the remuneration of each director position and all forms of remuneration of Directors both in cash and other benefits.
 - d) Agenda for appointing auditors – Name of Auditor, affiliation company, work experience, independence of Auditor, audit fee and other service fee.
- (4) Proxy form in the form specified by the Ministry of Commerce.
- (5) Other meeting information such as voting procedures, counting and announcing of vote results, voting rights of each type of share, information on Independent Directors proposed by the Company as proxies for shareholders, documents

that shareholders must present before attending the meeting, supporting documents for proxy and map of the meeting venue, etc.

● Principle 8.2

The Board of Directors shall ensure that the proceedings on the shareholders' meeting are smooth, transparent, efficient and conducive to shareholders exercising their rights.

- 8.2.1 The Board of Directors shall determine the date, time and venue of the meeting, taking into account the convenience of shareholders in attending the meeting such as a suitable and sufficient meeting time for discussion, a meeting venue that is convenient for travel, etc.
- 8.2.2 The Board shall ensure that no action is taken that would limit the opportunity to attend the meeting or create an undue burden on shareholders such as not requiring shareholders or proxies to bring more identification or evidence than those specified in the guidelines of the relevant regulatory agencies.
- 8.2.3 The Board of Directors shall promote the use of technology in shareholders' meetings including registration of shareholders, vote counting and display of results so that the meeting can be conducted quickly, correctly and precisely.
- 8.2.4 The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. He/she shall be responsible for ensuring that the meeting complies with the law, relevant rules and regulations and the Company's regulations, allocate appropriate time for each agenda item specified in the meeting notice and provide shareholders with an opportunity to express their opinions and ask questions to the meeting on matters related to the Company.
- 8.2.5 To enable shareholders to participate in making decisions on important matters, the Board of Directors as participants in the meeting and as shareholders, shall not support the unnecessary addition of unannounced agenda items especially important agenda items that require shareholders to spend time studying information before making decisions.
- 8.2.6 The Board of Directors shall encourage all Directors and relevant Management to attend the meeting so that shareholders can ask questions on various related issues.
- 8.2.7 Before the meeting starts, the Company shall inform shareholders of the number and proportion of shareholders attending the meeting in person and shareholders who appoint proxies, the meeting method, voting and vote counting.
- 8.2.8 In the event that an agenda item has several items, the Chairman of the meeting shall arrange for separate voting for each item such as shareholders exercising the right to appoint directors individually in the agenda item appointing directors.

8.2.9 The Board shall support the use of ballots in important agenda items and encourage independent persons to count or verify the votes at the meeting and disclose the results of the votes for against and abstaining from voting on each agenda item to the meeting and record them in the meeting minutes.

- **Principle 8.3**

The Board shall ensure that the disclosure of the meeting resolutions and the preparation of the meeting minutes are accurate and complete.

8.3.1 The Board shall ensure that the Company discloses the meeting resolutions and the voting results within the next business day through the news system of the Stock Exchange of Thailand and on the Company's website.

8.3.2 The Board of Directors shall ensure that a copy of the shareholders' meeting report is delivered to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date.

8.3.3 The Board of Directors shall ensure that the shareholders' meeting report records at least the following information:

- (1) List of Directors and Management attending the meeting and the proportion of Directors attending the meeting and not attending the meeting.
- (2) Methods of voting and counting votes, resolutions of the meeting, and voting results (approval, disapproval, abstention) of each agenda.
- (3) Questions and answers during the meeting including the names and surnames of those asking and answering.

Part 3 Business Ethics and Good Practices

Business Ethics

The R&B Food Supply Public Company Limited and its subsidiaries in Thailand shall conduct business and ensure that the Management and Employees comply with the established business ethics as follows:

1. To conduct business with standards and good control, using full knowledge and ability with sufficient information and evidence that can be referenced with caution and strictly complying with relevant laws and regulations.

2. To conduct business with social responsibility both in terms of law and ethics with honesty and integrity, committed to doing good for individuals, groups, society, and the environment.
3. To comply with agreements and conditions with customers fairly. In the event that the agreement or conditions cannot be complied with, the customer must be notified immediately to find a joint solution.
4. Do not disclose information of customers, business partners or related persons that have been known due to business operations where it is information that should normally be kept confidential and not disclosed except when disclosing in accordance with duties and laws
5. To disclose information related to the service correctly and completely, allowing customers, business partners or related persons to file complaints about incomplete services.

Ethics of the Board of Directors, Management and Employees.

The Company has established ethics and codes of conduct for the Board of Directors, Management and Employees to adhere to, as follows:

- **Code of Conduct for Directors.**

1. Performing duties with honesty, integrity and ethics.

Directors must perform their duties with honesty, integrity and ethics, giving priority to the benefits of the Company and stakeholders as well as avoiding actions that may lead to conflicts of interest.

2. Performing duties with responsibility and independence.

Directors must perform their duties with responsibility, prudence and independence without influence from any person or group that may affect fair and appropriate decision-making.

3. Confidentiality of Company Information and Benefits.

Directors must strictly maintain the confidentiality of information related to the Company and must not use information obtained from performing their duties for personal benefits or disclose it to outsiders without permission.

4. Supervision of the Company's Compliance with Laws and Regulations.

Directors must supervise the Company to strictly comply with relevant laws, regulations, rules and standards including the Company's internal policies.

5. Support for Good Governance.

Directors must promote the Company's operations in accordance with the principles of good governance, focusing on creating transparency and reliability and supporting the Company's continuous development in all dimensions.

6. Transparent and verifiable disclosure of information.

Directors must support the Company's disclosure of important and necessary information to stakeholders in a complete, accurate and timely manner to create transparency and confidence in the operations.

7. Strengthening Good Relationships on the Board.

Directors must work together in harmony, respect different opinions and promote teamwork so that the Board can perform its duties effectively.

8. Continuous Self-Development.

Directors must continuously develop their knowledge, abilities and skills related to the Company's operations including following trends and changes that may affect the business.

Code of Conduct for Management.

Management mean the Chief Executive Officer or the first four executives after the Chief Executive Officer. All persons holding positions equivalent to the fourth-level executives including executives in the accounting department at the manager level or above, must comply with all codes of ethics as an Employee of the Company. Executives must have good practices to enhance good management and as supervisors of Employees. They must be leaders and role models in good behavior for employees in general. Therefore, the following guidelines for Management are set:

- Management treats Shareholders.

Management must perform their duties with honesty, caution, care, and a broad vision. They must not seek benefits for themselves and their associates from information about the organization that has not yet been disclosed to the public and must not disclose confidential information of its organization to outsiders including not taking any action that may cause a conflict of interest.

- Management treat Employees.

Management must treat Employees fairly, manage without bias, support the development of potential for advancement and increase efficiency in employees' work and encourage Employees to understand the code of ethics that Employees must follow, provide appropriate welfare for Employees and treat Employees honestly, listen to opinions and suggestions with reason.

- Management treat Customers.

Management must treat customers strictly in accordance with the business ethics set by the Company.

- Management treat Business Partners.

Management must treat business partners fairly and do not demand or accept any benefits unfairly from business partners and if any conditions cannot be met, notify business partners in advance to jointly find a solution.

- Management treat Business Competitors.

Management must treat business competitors within the framework of good competition rules and must not seek confidential information of business competitors in an unfair manner.

- Management treat society and the environment.

Management must comply with or control compliance with relevant laws and regulations and be responsible for society including cooperating, helping, supporting and volunteering for activities that benefit the community and society.

- **Code of Conduct for Employees**

In order to enhance good and efficient work, Employees should have the following practices:

- Employees should work with honesty, diligence and perseverance and improve work efficiency for the benefit of themselves and the Company.
- Employees should strictly comply with the Company's work rules and regulations.
- Employees should respect and obey supervisors who give orders in accordance with the Company's policies and regulations.
- Employees should be united and help each other without causing conflicts in which will lead to damage to other persons and the Company.
- Employees should respect each other's rights and honor each other, avoid disclosing or criticizing information or stories of others both in terms of work and personal matters in a manner that will cause damage to both Employees and the Company as well.
- Employees should avoid accepting any gifts that may make them feel uncomfortable in performing their duties in the future. If it is unavoidable, they should immediately inform their supervisor.
- Employees should not use their positions or benefits from work to seek personal benefits or benefits from their associates or conduct business in competition with the Company.
- Employees should treat customers and business partners with honesty and equality.
- Employees should strictly maintain the confidentiality of customers, business partners and its organization.

- Employees should report matters they have received to their supervisors without delay when the matter they have received may affect the Company's operations or reputation.
- Employees should maintain the Company's benefits and assets in good condition so that they can be used to the fullest, economically and not be wasted, damaged or deteriorated before the appropriate time.

Penalties

In the event that the Management and Employees act in a manner that causes a conflict of interest with the Company, it shall be considered according to the Company's organizational structure and work regulations. Each department shall initially consider the matter and forward it to the senior supervisor and related departments to decide on the offense and specify the appropriate punishment. However, in the case that the conflict of interest is severe and causes significant damage that cannot be determined by the parent organization, the matter shall be brought to the Company's Management to consider the conclusion and determine the punishment.

Determination of Punishment.

- 1) Verbal warning.
- 2) Written warning.
- 3) Deduction of wages.
- 4) Suspension.
- 5) Termination without compensation.
- 6) Legal action.

Business Ethics

1. Respect and comply with international human rights principles.

Human rights and forced labor practices.

Civil rights.

To respect human rights and treat each other equally, strictly comply with the Company's rules and regulations, human rights laws without discrimination based on race, religion, gender, culture or any other issues. Do not proceed or support discrimination in employment, wages, work compensation, welfare, training and development opportunities, performance evaluations, salary promotions, termination or retirement, do not interfere with employee activities due to differences in race, religion, language, age, gender, status, attitude, disability, membership of Labor

Welfare Committees, membership of Trade Unions, do not act in a way that restricts rights and freedoms according to the law, etc.

Economic, social and cultural rights.

To provide Employees with social security and welfare according to the law, having rest time on working days and working hours, holidays during probation, annual holidays with full pay according to labor law. Do not limit cultural and religious activities.

- Fair and equal labor practices.
- Forced labor. Do not support the use of forced labor in all forms, sexual harassment or coercion, intimidation by any means that the person did not volunteer, do not use physical violence, words, or mental abuse, restriction of freedom of movement, confiscation of employee documents, etc., except for actions that do not violate the law.
- Non-discrimination and equal opportunity payment of wages, remuneration including deduction of wages, non-payment of wages, arrears of wages, various forms of benefits in accordance with the law in accordance with the regulations, no deduction of employee wages except for actions that do not violate the law, pay equal remuneration to men and women according to the value of the work, no discrimination from prejudice, no discrimination in the selection of personnel from race, gender, disability, etc., by considering knowledge and abilities according to the criteria and qualifications that the Company develops personnel equally and comprehensively.

Child Labor Practices.

The Company will not hire or support the employment of children under the age of 15 or hire them to work in an environment or work conditions that are unsafe according to the law that may be harmful to health and development.

Female Labor Practices.

The Company will not let female employees work that may be harmful to health as prescribed by law including not checking for pregnancy while being selected for employment and will arrange a workplace for pregnant female employees to work or be in an environment that is not harmful to health, hygiene, and safety of pregnancy with an assessment of risks and safety from public health personnel such as professional occupational safety officers, professional nurses, occupational physicians and will not terminate, demote or reduce benefits due to pregnancy.

Guidelines for the Use of Legal Foreign Workers.

The Company operates its business responsibly and ethically by hiring only legal foreign workers, including employment contracts, work permits, safe working conditions and payment of wages and benefits as required by law in order to continuously develop employees' skills.

Guidelines for Discrimination.

The Company will not support discrimination in hiring, payment of wages, remuneration for work, providing welfare or providing training and development, considering promotion, adjusting salary, terminating or retiring from work and will not interfere or obstruct any actions or activities that affect the exercise of rights or practices due to differences in nationality, race, religion, culture, age, gender, marital status, personal attitudes, disabilities, membership, association of labor unions, welfare committees, etc.

Guidelines for Freedom of Association or Negotiation.

The Company respects the rights and freedoms of Employees to join or not join labor unions, federations, associations, or obstruct the exercise of membership rights and will facilitate and treat such representatives equally to other Employees.

Guidelines for the Working Environment and Quality of Workers' Life

The Company is committed to ensuring that all Employees of the Company perform their duties in accordance with standards and promote appropriate employment conditions as well as take care of and maintain a safe working environment so that Employees have a good quality of life, be able to work without affecting physical health, having good mental health under international occupational health and safety standards by cooperating with Employees to prevent accidents, reduce injuries and illnesses resulting from work during work under protection and fair treatment on a social basis and in accordance with the provisions of various related laws such as labor law, labor welfare, labor relations, occupational health and safety and work environment as well as related regulations in which will be reviewed, developed and improved to be appropriate at all times.

Guidelines on Employee responsibility regarding sexual harassment and/or abuse.

The Company will promote equality, respect for Employees at all levels and set measures to prevent and punish employees from being sexually harassed and abused, whether through words, gestures, physical contact or other methods, or violence against women. If such acts are found, the Companies Group will consider taking strict punishment in accordance with the Company's rules and regulations.

Guidelines on remuneration for work.

The Company will pay wages or remuneration for work or overtime pay no less than the rate stipulated by law and will inform Employees of detailed information of each component clearly regarding all wages and remuneration in each installment received in writing and will not deduct wages in any case including compensation or other benefits that Employees are entitled to unless otherwise specified by law.

Guidelines on working hours.

The Company will not let Employees work beyond the time stipulated by law including overtime work and work on holidays by specifying normal working hours, clearly setting the start and end times of Employees' work and not exceeding the time of each type of work stipulated by law. The Company will provide breaks during work and meal breaks, granting Employees the right to various leave days, vacation days, etc., in accordance with the law.

Guidelines on termination and remuneration.

The Company complies with the Labor Protection Act B.E. 2541 (1998) and its amendments, which stipulates the duties of Employers and the rights of Employees in the event of termination. This is based on the principles of the International Labor Organization Convention, which are as follows:

The Company shall not terminate Employees without reasonable cause.

Employees shall be notified in advance of termination or shall receive remuneration in accordance with the labor law unless the Employee has committed a serious offense.

Business Partner Practices in the Supply Chain.

The Company supports compliance with human rights principles with business partners which will cover not being involved in violations and creating potential impacts on human rights so that the business operations of all business partners are based on respect for human rights with the following practices:

- To conduct business on the basis of correctness, honesty, transparency and ethics.
- To strictly comply with labor laws and international standards on labor rights including labor protection, no forced labor as well as setting fair working hours and remuneration.
- To respect individual equality, avoid discrimination and any actions in employment that create inequality in terms of age, race, religion, disability, gender, sexual orientation, or union membership and political interests.

- To support good employment conditions for Employees including providing a safe working environment.
- To comply with relevant environmental laws and regulations so that the operations of all business partners can control and prevent environmental impacts, resulting from business operations. The Companies Group will continuously monitor business partners to assess their performance on potential human rights issues by evaluating customer risk assessment forms, conducting unannounced field surveys and reporting clues through the Company's complaint channels.

Community and Environmental Rights Practices.

The Company is aware of both direct and indirect impacts that may arise from business operations. This may lead to violations of the human rights of stakeholders including the surrounding communities. Therefore, a process for listening to opinions has been established to allow communities living near the Company to raise concerns about the impacts of business operations in order to resolve and develop a better quality of life for local communities, create sustainable wealth and business stability, along with being responsible for the environment and society, with the following practices:

- To respect the rights, freedoms and expression of opinions of communities especially vulnerable groups, minorities and indigenous peoples in the community.
- The Company's operations will not cause negative impacts on nearby communities in terms of human rights such as reducing income for people in the community from unfair competition.
- Be careful of operations that cause negative impacts on occupational health and safety of the community, such as accidents resulting from the company's operations, creating various types of pollution for the community.
- The Company's operations must not obstruct access to clean water sources in the community such as not blocking water sources or drawing water from community water sources to cause drought.
- The Company's waste management operations must be carried out or disposed of properly and do not affect the environment and nearby communities such as wastewater treatment.
- Evaluate operations related to communities using a transparent, equal, non-discriminatory process that complies with the law.

2. Rights and political neutrality.

The Company has a policy of political neutrality and has no policy of providing political assistance to any political party and the Company supports compliance with the law and democratic system. Employees have the right and duty to participate in political activities independently and privately, doing

so outside of working hours and not using the Company's assets including avoiding actions that may lead others to believe that they are actions of the Company.

3. Treatment of stakeholders.

3.1 Treatment of shareholders.

The Company realizes that shareholders are the owners of the business. The Company has a duty to create added value for shareholders in the long term. Therefore, it is required that Directors, Management and Employees comply with the following guidelines:

- 3.1.1 To perform duties responsibly, carefully and honestly under reasonable decisions based on information that is believed to be sufficient and correct both directly and indirectly and act honestly for the best interests of the Company, have legitimate, appropriate purposes and do not act in a way that conflicts with the Company's interests.
- 3.1.2 To comply with the law, objectives, the Company's regulations, Board resolutions, shareholders' meeting resolutions, implement good practices of the principles of corporate governance and business ethics and treat shareholders equally both major and minor shareholders for the best interests of the shareholders.
- 3.1.3 To manage and ensure that the Company's assets do not depreciate or lose improperly and provide an effective internal control system and risk management system.
- 3.1.4 To provide opportunities for shareholders to participate in the management of the business and provide opinions on business operations under equal treatment of shareholders
- 3.1.5 To provide opportunities for shareholders to participate in the management of the business and provide opinions on business operations under equal treatment of shareholders
- 3.1.6 To provide accurate and sufficient information and news of the Company for decision-making to all shareholders equally and in a timely manner.
- 3.1.7 To ensure that Management and Employees do not seek benefits for themselves and their related persons by providing any information of the Company that has not yet been disclosed to the public, disclosing confidential information of the Company to outsiders and/or taking any action that may cause a conflict of interest with the Company.
- 3.1.8 To provide channels for reporting clues of dishonest acts or complaints, covering the postal and telecommunications websites and having a process for responding to complaints, protecting complainants, and informing complainants of the results of the action in a systematic and fair manner.

- 3.1.9 To provide various channels for disseminating information, including creating a Company website for shareholders to conveniently access information.

Shareholders' rights and shareholder meetings.

1. The right to buy, sell or transfer shares and to receive accurate, complete and transparent information on the Company's performance, important information by period and important information by event by disclosing information via the Company's website and the Stock Exchange of Thailand's information system in both Thai and English so that shareholders are fully informed of information.
2. The right to attend shareholder meetings, vote at shareholder meetings and receive an equal share of profits/dividends including the right to receive equal treatment in the share repurchase by the Company.
3. The right to grant a proxy. The Company allows shareholders who are unable to attend the meeting to grant a proxy in the form specified by the Department of Business Development, Ministry of Commerce and facilitates shareholders to grant a proxy to an Independent Director who will perform the duties according to the intention of the grantor. The Company will attach details of such Independent Director with the proxy form in the meeting invitation letter and publish it on the Company's website.
4. The right to attend the shareholders' meeting throughout the meeting and vote in the shareholders' meeting except for any agenda in which the shareholder has a special interest. In addition, the Chairman of the meeting allows shareholders to express their opinions and ask questions in the meeting as well as to records the questions and answers in the meeting report for shareholders who do not attend the meeting to be informed.
5. The right to participate in making important decisions in the shareholders' meeting. In addition to those authorized by the Board of Directors such as approving the report of the previous shareholders' meeting, approving the annual financial statements, considering the allocation of profits and paying/withholding dividends, electing directors to replace Directors whose terms have expired, determining the remuneration, meeting allowances, bonuses/remunerations and other benefits of the Board of Directors, appointing the Company's Auditors and audit fees as well as considering related parties transactions and acquisition and disposal of significant assets.
6. At every shareholders' meeting, the Company has appointed Independent Auditors who have no conflict of interest with the Company and/or institutional representatives to examine the shareholders' documents, count the quorum, count the votes, verify the results of the resolutions and the results of the voting

to ensure that the meeting is transparent in accordance with the law and the Company's regulations.

7. The Company will not add any agenda items or change any important information without prior notice to shareholders before the shareholders' meeting.
8. The Company facilitates and encourages shareholders including institutional investors to attend the shareholders' meeting by specifying a location where shareholders can easily travel to attend the meeting.

Right to receive information about the general shareholders' meeting.

1. The Company has prepared a meeting invitation letter with details of each agenda. For each agenda, issues proposed in the meeting invitation letter, the Board of Directors has clearly stated its opinions including the criteria and procedures for attending the meeting. The meeting invitation letter is sent to shareholders at least 7 days before the shareholders' meeting date and is published on the Company's website.
2. The right to receive information and details on the agenda on the election of Directors. The meeting invitation letter specifies the names and attached brief biographies of each director to be proposed for election, the types of Directors proposed, information on meeting attendance in the past year, the date, month and year they were appointed as Directors of the Company. The Company proposes the Directors for shareholders to vote one by one to allow shareholders to have the right to elect the Directors they require exactly.
3. The right to receive information and details on the agenda on director remuneration. The meeting invitation letter specifies the names and attached brief biographies of each Director to be nominated, the types of Directors proposed, information on meeting attendance in the past year, and the date, month and year they were appointed as Directors of the Company. The criteria and procedures for proposing remuneration have been set, clearly stating the components, monthly remuneration, meeting allowance, annual remuneration, and other benefits.
4. The right to receive information, details on the agenda for selecting Auditors and determining auditor remuneration where the meeting notice clearly specifies details about the Auditors, the companies they belong to, the Auditors' experience and capabilities as well as the Auditors' independence and the Auditors' service fees, Auditor's competence including Auditor's independence and Auditor's fee that are clearly specified.
5. Right to be informed of voting procedure in resolution, use of voting card and vote counting of each agenda before the shareholders' meeting.
6. For transparency and auditability, the shareholders' meeting will use voting card for every agenda to increase speed and accuracy, the Company has implemented computer system for shareholders' registration and voting.
7. Right to be informed of resolution of the Board of Directors regarding meeting details, date of record of shareholders entitled to attend the meeting and entitled to receive dividend and agenda of shareholders' meeting in advance before the

shareholders' meeting date by disclosing information via the Company's website and information system of the Stock Exchange of Thailand.

8. After the shareholders' meeting, the Company prepares report of shareholders' meeting according to agenda together with resolution of meeting and number of votes for being against and abstaining as well as submitting a copy of the full report of meeting within 14 days as from the shareholders' meeting date to the Securities and Exchange Commission and the Stock Exchange of Thailand and publishes information via the company's website including opportunity for shareholders to express their opinions and ask questions in the meeting which details are recorded in the report of shareholders' meeting.

Right to propose agenda of general shareholders' meeting and nominate persons to be elected as Directors.

The Company encourages shareholders to propose matters to be included in the agenda of the meeting and nominate persons for consideration for election as Directors of the Company including giving shareholders an opportunity to express their opinions and ask questions to the Board of Directors on matters related to the Company at least 1 month in advance of each annual general meeting of shareholders in accordance with the criteria set by the Company in which are published on the Company's website.

Rights to participate in the general meeting of shareholders of the Board of Directors and its Subcommittees.

1. The Company promotes and supports the Chairman of the Board of Directors, Directors, Chief Executive Officer, and Management of the Company to participate in every shareholder meeting to meet and answer questions from shareholders.
2. The Company promotes and supports the Chairman of every Subcommittee to participate in every shareholder meeting to answer questions from shareholders on issues related to the Subcommittees.

3.2 Treatment of Employees.

Policy on treatment of Employees.

- 3.2.1 The Company has measures to protect Employees who provide information to the authorities in the event of a violation of the law or the Securities and Exchange Act. They will be protected. The Company cannot treat unfairly whether by changing job positions, job descriptions, workplaces, suspending work, threatening, interfering with work or terminating employment (Section 89/2) due to the cause of reporting clues about illegal or unethical behavior.
- 3.2.2 The Company realizes that Employees are an important factor in creating quality products for the Company. Therefore, it emphasizes treating Employees fairly

based on the principles of equality and impartiality without discrimination on the basis of gender, nationality and religion. In terms of employment, remuneration, appointment, transfer and potential development along with moral development in order for Employees to be capable and good people of society, the Company has set the following principles for treating Employees:

- (1) To strictly comply with labor laws and regulations related to Employees including not hiring child laborers who are under the legal age. In the case where business partners hire child laborers who are over the legal age, they must provide workers with the protection required by law in all respects including the development and promotion of quality of life and appropriate work.
 - Do not allow female Employees to work in a manner that may be hazardous to their health and safety. In the case of pregnant female employees, they must be provided with the protection and benefits required by law.
 - The hiring of foreign workers must be carried out in accordance with the law in full and correct manner.
 - Do not use labor in a manner that is considered slave labor including physical punishment, intimidation, confinement, threats, abuse, human trafficking, or the use of any form of violence.
- (2) To treat Employees politely and respect their individuality and human dignity in accordance with international human rights principles.
- (3) To provide fair employment conditions for Employees and provide Employees with appropriate remuneration according to their potential.
- (4) To maintain the environment and organize the work system to ensure that Employees are safe in life and property including good hygiene.
- (5) To give importance to employee development to train skills and increase potential by giving Employees opportunities to learn thoroughly and consistently.
- (6) To appoint, transfer, reward and punish Employees with honesty and based on the knowledge, ability and suitability of Employees.
- (7) The Company provides a provident fund for Employees.
- (8) To provide Employees with information about the Company's operations and status regularly.

- (9) To listen to opinions and suggestions based on the professional knowledge of Employees.
- (10) To avoid any unfair actions that may affect Employees' job security or threaten and put pressure on their mental state.
- (11) To create a good conscience for Employees to acknowledge how to be givers and good citizens of society.
- (12) To provide channels for Employees to file complaints in cases of unfair treatment or report clues about possible illegal actions and to have a process for redress including measures to protect Employees.
- (13) The Company and its representatives must support the Employees' exercise of political rights with neutrality.
- (14) To promote Employees' participation in suggestions and guidelines for work operations and/or agreements to benefit all parties and create good relationships in working together under a good corporate culture and unity within its organization.
- (15) To promote Employees' participation in both internal and external activities that are beneficial to the organization and society to create participation and commitment to its organization as appropriate and at the discretion of the supervisor.

3.2.3 Respect for human rights.

The Board of Directors places importance on and considers it a primary policy to conduct business towards sustainability, taking into account respect for human rights and respect for the human dignity of all Employees in which is the foundation of conducting business with value.

The Company places importance on treating Employees fairly in terms of remuneration, appointment, transfer and potential development along with moral development so that Employees are capable and good citizens of society such as fair employment for Employees and Employees receiving appropriate remuneration according to their potential, taking care of the environment and organizing a work system so that Employees are safe in life and property and have good hygiene, developing Employees to train their skills and enhance their potential comprehensively and ensure that Employees are informed of the Company's news regularly.

● Principle guidelines.

- (1) To establish measures to protect Employees who provide information to the authorities in the event of illegal or unlawful acts or violations of the Securities and Exchange Act to prevent unfair practices such as changing job positions, job descriptions, workplaces, suspending Employees, threatening, interfering with work, or terminating employment due to reporting illegal or unethical acts.

- (2) To establish policies for the Company that take into account human rights especially violations of fundamental rights such as race, women, children, and disabilities.
- (3) To establish an assessment by the internal audit unit which is the main process for annual assessment and reporting to the Board of Directors.
- (4) To provide opportunities for Employees and all stakeholders to express their opinions via the e-mail of the Independent Director or the Company Secretary.
- (5) To establish communication channels and channels for reporting clues to keep Employees or stakeholders informed of the progress of reporting clues.
- (6) To establish a provident fund for Employees. The Company strictly complies with relevant laws, regulations and rules in an equal and fair manner, providing Employees with channels to file complaints and express their opinions freely as a guideline for the organization's sustainable development.

Policy on remuneration and Employee benefits.

The Company has established policies and practices on remuneration and employee benefits that are consistent with the Company's performance in both the short-term and long-term, as follows:

- (1) The Company is committed to paying fair remuneration to Employees and providing welfare to Employees in a manner that is fair and appropriate for the economic situation in accordance with the law and the Company's remuneration is at a level that is competitive in the same industry.
 - (2) The Company provides opportunities for all Employees to fully demonstrate their abilities by providing appropriate remuneration and creating incentives in the form of annual salary adjustments, bonuses and overtime pay.
 - (3) The Company provides welfare that meets the basic needs of Employees in their work such as provident funds, diligence allowances, employee uniforms, shuttle buses, etc.
- Fair remuneration.

The Company has set a minimum starting wage rate for general Employees who are inexperienced according to the minimum wage stipulated by law. The Company has adjusted the starting wage of Employees separately according to their qualifications and fields of work according to the specific qualifications of the position, reducing the salary disparity from the adjustment of the minimum wage and starting wage between new Employees and current Employees.

- Providing appropriate welfare for Employees and providing other support

The Company's Employees also receive other welfare to reduce the burden of living expenses as well as improve the quality of life of Employees which will affect the work performance and living of Employees to be better as follows:

- Providing a nursing room and having professional nurses provide medical services at specified times.
- Providing annual health check-ups for Employees.
- Establishing a provident fund.

For the provident fund, the Company pays contributions and benefits to Employees to encourage Employees to save money for retirement and/or resignation as another form of welfare for Employees.

Human resource development policy.

The Company realizes the importance of human resources which are considered the most important assets in business operations and are an important part of enabling the Company to achieve its goals. Therefore, the Company has set a development policy to focus on skill development and Employee ideas to continuously increase the efficiency of work in all aspects of Employees at all levels in which results in creative ideas to add innovative value to the Company which is considered one of the Company's important strategies. The Company has set the following policies and practices:

- (1) The Company encourages personnel to develop their knowledge and expertise from actual work by providing supervisors in each line of work to train in that line of work.
- (2) The Company promotes and conducts seminars and training both inside and outside the Company continuously for the Company's personnel at all levels from executive level to operational level to develop knowledge, skills and potential in work and to use the knowledge gained from training to improve the Company's operations.
- (3) The Company arranges for an assessment of the needs and necessity for the development of the Company's personnel at all levels from executive level to operational level and sets up a human resource development plan for the Company to be consistent with the Company's development plan and to prepare the Company's personnel to accept increased responsibilities, career advancement and the ability to take on vacant positions.
- (4) The Company organizes various activities to create closeness, familiarity and good relationships between Management and Employees in all positions to increase the quality of work.

3.3 Treatment of customers.

The Company has a policy of emphasizing the creation of value and growing together with customers as well as being trusted by customers which is a factor leading to the success of the Company's business by treating customers with sincerity, politeness and having the intention to find ways to meet customer needs more effectively by setting the following policies and practices:

- 3.3.1 To produce, design and deliver products that have been certified for quality and meet standards in accordance with the agreement with customers at a fair price, not over-profiting.
- 3.3.2 To provide customers with correct, sufficient and timely information and advice to inform them about products and services.
- 3.3.3 To strictly comply with various conditions with customers. In the event that any condition cannot be complied with, the customer must be notified immediately to jointly consider finding a solution.
- 3.3.4 To treat customers politely and be trusted by customers.
- 3.3.5 To gain a system for storing customer information securely, have measures to maintain customer confidentiality, do not forward information without the customer's consent and do not use customer information for personal and/or related persons' benefits improperly.
- 3.3.6 To guarantee products under appropriate terms and conditions and comply with the Consumer Protection Act.
- 3.3.7 To get a system/process for customers to complain about the quality, quantity, and safety of products and services including the speed of response, delivery and the utmost action to ensure that customers receive a quick response.
- 3.3.8 To initiate and support customer social responsibility operations.
- 3.3.9 To focus on developing products using environmentally friendly packaging and transportation.
- 3.3.10 To create channels to continuously provide information about products and product development to customers.
- 3.3.11 To deliver quality products and disclose complete, timely and truthful information about products and services to customers.

3.4 Treatment of business competitors

The Company has a policy to treat competitors within the framework of the law on trade competition practices, not violating the confidentiality or knowing the confidentiality of competitors through fraudulent means as follows:

- 3.4.1 Act within the framework of good competition rules, promote free trade and do not use dumping methods.
- 3.4.2 Do not seek confidential information of competitors through dishonest or inappropriate methods such as bribing or hiring employees of competitors to obtain confidential information of competitors.
- 3.4.3 Do not damage the reputation of competitors by making malicious accusations.
- 3.4.4 Do not support joint actions to act or agree to offer unfair prices to customers.

3.4.5 Do not violate and strictly comply with intellectual property laws.

3.4.6 Do not support unfair competition in any case.

3.5 Treatment of business partners and/or creditors.

The Company has a policy to treat business partners including creditors equally and fairly, taking into account the Company's maximum benefits and based on fairness for both parties, avoiding situations that cause conflicts of interest and complying with contracts, providing true information and correct reports with the following practices:

3.5.1 The Company provides business opportunities to all business partners and the selection of business partners is based on equality and fairness.

3.5.2 Use products and services that have copyrights, patents and trademarks as well as do not support products or actions that infringe intellectual property.

3.5.3 Receiving items or other benefits.

(1) Management and Employees are prohibited from receiving/or soliciting gifts such as entertainment, providing financial support or prize money from business partners and creditors doing business with the Company.

(2) Do not receive items or other benefits from other persons who have duties or businesses related to the organization except on traditional occasions or festivals that people generally treat each other in which the items or other benefits, having a price or value received each occasion that must be reported to the supervisor immediately. The acceptance of such items must not have any unfair influence on any decision in performing duties.

3.5.4 Giving items or other benefits: Management and Employees must not offer benefits or incentives in any form to any other outsiders to entice them to act in an improper manner and cause conflicts.

3.5.5 In the event that there is information that there is a request, receipt or payment of any dishonest benefits, the details must be disclosed to the business partner and jointly resolve the problem fairly and promptly, find preventive measures and provide equal opportunities for selection by considering qualifications as the main factor.

3.5.6 strictly comply with the conditions agreed upon with the business partner and/or creditor.

3.5.7 In the event that the conditions agreed upon with the creditor cannot be complied with, the creditor must be notified in advance in order to jointly consider solutions.

- 3.5.8 To give opportunities to business partners who operate legally, comply with environmental, safety and occupational health standards and are socially responsible.
- 3.5.9 To promote social responsibility operations of business partners and provide opportunities for business partners to participate in the Company's social activities.
- 3.5.10 The Company will use social and environmental issues such as human rights, employee and labor care, business ethics, and compliance with environmental laws as criteria for selection, verification and/or evaluation business partners as well.

3.6 Treatment of the government sector.

- 3.6.1 To act transparently, honestly and within the legal framework, to maintain professionalism in dealing with government agencies or officials.
- 3.6.2 To benefit the Company, do not induce or pressure government officials to act or refrain from performing their duties unfairly. Any action must not violate the law and the Company's ethics. Endorsements or receptions must be in accordance with the criteria set by the Company and must not exceed appropriateness.
- 3.6.4 Supporting the government sector such as supporting social activities, charities or public benefits, must be transparent and approved by an authorized person to ensure that support is not provided in exchange for benefits.
- 3.6.5 To communicate with government officials politely and avoid actions that may cause misunderstanding, treating equally without discrimination or giving special privileges to any government official.
- 3.6.6 To comply with laws and regulations related to business operations in all respects, cooperate with government agencies in inspections and provide correct information when requested.

4. Community and social responsibility.

The Company is committed to living happily with the community and society. It also focuses on the process of working with the community and promoting various activities of the community both near and far in accordance with the Company's policy and in line with the development direction of the government sector to develop the quality of life and economy of the community sustainably.

- 4.1 The Company will conduct business activities that take into account the benefits and sustainability of the community and society as the main priority.
- 4.2 The Company will promote the participation of the community and social agencies in meetings to exchange ideas and cooperate with various agencies to develop the quality of life of the community.
- 4.3 The Company has set a plan and measures to prevent and correct when there is an impact on the environment and the community resulting from the Company's operations.

- 4.4 To organize social welfare activities with the participation of Employees and encourage Employees to act as good citizens of society and volunteer.
- 4.5 The Company focuses on developing knowledge and education of Thai youth according to the Company's potential.
- 4.6 To create cooperation with various agencies on the hygiene of youth and the underprivileged, including the environment of the community.
- 4.7 To promote and maintain religion and conserve good local culture, traditions and customs.

5. To promote and maintain religion and conserve good local culture, traditions and customs.

The Company is committed to conducting business on the basis of safety, occupational health and good environment. The Company has processes that are friendly to employees and the environment with the following practices:

- 5.1 To comply with laws and regulations on safety, occupational health and the environment.
- 5.2 To promote and support the efficient and cost-effective use of resources, have energy-saving measures and promote the process of reusing resources throughout the business process.
- 5.3 To establish a work system that focuses on safety and hygiene in the workplace appropriately such as having a system to prevent pollution that may occur during work, organizing a clean and hygienic workplace so that all personnel and visitors to the Company are safe from dangers from accidents and diseases.
- 5.4 To assign Management and Employees to seriously pay attention to all activities that will enhance the quality of safety, occupational health and the environment, work with a sense of safety and take the environment into account at all times.
- 5.5 To disclose information about the relationship of the Company's operations and communicate activities related to safety, occupational health and the environment to employees and related parties continuously.
- 5.6 To promote and support the provision of knowledge and training to Employees on the environment.

6. Information Technology Security Protection.

The Company has an information technology security protection policy in which is a process of protecting data, network systems and digital infrastructure from various threats such as cyber attacks, data leaks or problems from internal use within the organization. The prevention methods are as follows:

6.1 Access Control.

Basic protection is to control access to the system by limiting access rights to only those who need it and using a multi-factor authentication system (MFA) to increase security.

In addition, managing user accounts and setting secure passwords are important to prevent malicious people from easily accessing important corporate data.

6.2 Malware and cyber threat protection.

Virus attacks, malware and system hacking are common threats. Installing antivirus software and firewalls as well as regular software updates, is essential. In addition, continuous system monitoring and the use of Intrusion Detection System / Intrusion Prevention System (IDS/IPS) will help identify and manage threats in a timely manner.

6.3 Encryption and backup.

Data protection can be done by encrypting data both while it is stored and while it is in transit over the network to prevent data from being intercepted or accessed without authorization. At the same time, regular backups of data in both the cloud and other devices will help organizations recover data quickly in the event of an emergency such as a ransomware attack.

6.4 Raising awareness for users.

Another important factor is the users of the system, training and educating Employees related to threats such as phishing and social engineering can reduce the risk of Employees falling victim to cyberattacks. Discipline in following security practices such as not clicking on suspicious links, can effectively prevent attacks.

6.5 Monitoring and establishing security policies.

Good system protection requires regular monitoring and surveillance through anomaly detection systems and work log reviews. In addition, establishing security policies and emergency response plans will help the organization handle problems systematically and efficiently.

Information Technology

The Company has a policy to have relevant personnel use information technology systems which include data communication network circuits, software systems used for data operations and processing, computers with peripherals, data files, and the Company's data efficiently without violating laws or related acts with adequate security standards for the benefit and effectiveness of the Company's business. Therefore, the following practices are established:

- (1) To use information technology systems in all aspects of work and develop the Company's personnel to have up-to-date knowledge and skills.
- (2) Personnel shall use the information technology system to promote the Company's business. They shall not do so for personal gain or infringe on ethics and morality.

- (3) The information recorded through and disseminated through the information technology system is the responsibility of the owner of that information who shall take care not to violate the law or infringe on third parties.
- (4) To use legal and standard software.
- (5) The use of the information technology system shall be approved and complied with the specified regulations.
- (6) The owner of the information shall protect the information technology system and important business data from external access, theft and sabotage to ensure that the Company's business will continue to operate continuously.
- (7) The person responsible for the overall information technology system who has been assigned by the Company shall have the duty to set measures to control and protect the information technology system to ensure its stability and security and shall monitor all personnel to strictly comply with the regulations.

7. Internal control and internal auditing.

The Company recognizes the importance of internal auditing. Therefore, it has established an internal control and internal auditing system that is efficient in accordance with international standards to ensure compliance with relevant standards and laws under the supervision of internal auditors and the review of the Audit Committee including risk management at an appropriate level and covering all aspects and regular monitoring and evaluation. The details are as follows:

1. The Board of Directors has the duty to set policies for supervision and to have a good internal control system, manage risks at an appropriate level, do not affect the achievement of the Company's objectives and regularly monitor and evaluate the results.
2. The Audit Committee reviews internal controls, risk management systems and reports the audit results to the Board of Directors and shareholders.
3. There is an effective internal control and internal audit system throughout the organization appropriate for the nature, size and complexity of each unit including instilling discipline, knowledge and a good attitude in Employees and cooperation in internal audits and controls. There are evaluations, improvements, reviews and compliance with the system.
4. The Internal Audit Office is directly responsible for evaluating the results of internal controls and inspecting compliance with the system as well as recommending control measures to various units that are appropriate for changing situations, environments and risk factors.

5. Employees at all levels must have knowledge and understanding of, and cooperate in, the internal control system and internal audits by providing accurate and truthful information to the internal audit unit and strictly complying with various internal control systems.

8. Intellectual Property.

The Company has determined that non-infringement of intellectual property or copyright is an important policy that Directors, Management and Employees at all levels ("Company personnel") must strictly comply with as well as having assigned the Information Technology Department to inspect to prevent copyright infringement in computer software as detailed below:

1. The Company's personnel must not disclose the Company's information and secrets such as information from ideas, knowledge, techniques related to the business in all cases as the Company's intellectual property. In order that, dissemination is prohibited without permission from the Company or the authorized person in writing.
2. The Company owns the copyright for computer programs developed by the Company's personnel including the benefits derived from such programs.
3. The Company's personnel are responsible for protecting and maintaining the Companies Group's information system under their possession or responsibility, not allowing unauthorized persons to access information improperly and not disclosing information of business importance to unrelated persons.
4. The Company's personnel must be disciplined in using the Companies Group's information system and communication devices, not to have a negative impact on the Group and others such as using it as a tool to access the information system improperly, damaging reputation and property, disturbing or causing annoyance to the operation of the information system and not using it for business purposes or breaking the law.
5. The Company's personnel must not infringe on the software or intellectual property rights of others by using computer programs that are legally licensed.
6. The Company's personnel must not infringe on the Company's information or personal information of others unless authorized by the owner of the information.
7. The Company's personnel must keep their passwords confidential including not using the Internet to access unfamiliar websites, any website that does not have a data security system and may be harmful to the computer system of the Group of Companies.
8. If it is suspected that any of the Company's personnel is using the information and communication technology system inappropriately or there is a reasonable cause to protect the security of the information and communication technology system of the

Companies Group. The assigned unit will inspect, search, track, investigate and control the use of information and communication technology by that Employee.

9. If it is found that any of the Company's personnel has violated intellectual property rights, the use of information and communication technology and the results of a fair investigation show that they are actually guilty, they will be considered for disciplinary and/or legal punishment as appropriate, depending on the case.
10. Employees have a duty to report to their supervisors in the event of any action that is considered a copyright infringement or an action that may cause a dispute regarding intellectual property.

9. Conflict of Interest.

The Board of Directors has established a policy to prevent conflicts of interest based on the principle that all decisions in conducting business must focus on the highest benefits of the Company and its subsidiaries in the country and shareholders mainly and avoid actions that may cause conflicts of interest or injustice to all stakeholders.

To ensure clarity in practice, the following guidelines have been set for personnel at all levels:

1. Do not use the opportunity of being a Director, Management or Employee of the Company to seek personal benefits whether directly or indirectly from customers, business partners or other persons whether in terms of finance or other businesses.
2. The Company's Directors, Management or Employees must not lend or borrow money or solicit money from customers or business partners except when borrowing money from a bank or financial institution as a customer of the bank or financial institution.
3. Do not disclose the Company's secrets or information for personal gain and/or those of related persons.
4. To avoid making transactions between each other or transactions related to oneself or related persons that may cause conflicts of interest with the Company except for transactions that support normal business operations and/or transactions that are reasonable and of the utmost benefit to the Company by such transactions must be performed as if the Company were making transactions with an outsider or a person who is not related to the Company. It must adhere to the principle of setting prices and conditions of the transaction in which is fair and at arm's length basis and in accordance with the policy of related parties transaction / connected parties transaction. Each time such transaction is entered into, it must be reported to the meeting of the Audit Committee and the meeting of the Board of Directors for acknowledgement.
5. In the event that it is necessary to enter into a related parties transaction that may cause a conflict of interest with the Company which is not a normal business operation and/or not supporting normal business operations where is a transaction that is reasonable and

of the highest benefit to the Company, the related parties transaction must be presented to the Audit Committee for consideration and approval before submitting it for approval to the Board of Directors or shareholders (as the case may be) in accordance with the policy of related parties transaction and/or connected parties transaction of the Company and the principles of good corporate governance including compliance with the criteria set by the Stock Exchange of Thailand and the Securities and Exchange Commission. In order that, Directors, Management or Employees of the Company who have an interest in such transaction are prohibited from attending the meeting or participating or having the right to vote in the consideration of approval or giving consent to the approval of such transaction except for attending the meeting to provide information for the decision-making of the Audit Committee and/or the Board of Directors only.

6. In the event that Management, Employees or close relatives become Directors, Shareholders or Management or participate or conduct any transactions with the Company. Those who are suspected of having benefits or causing conflicts of interest with the Company must comply with the criteria, methods and regulations regarding disclosure of information on related party transactions, acquisition or disposal of assets of the Company and its subsidiaries, guidelines specified in the policy on related party transactions and/or other policies and procedures of the Company and strictly comply with the accounting standards set by the Federation of Accounting Profession of Thailand. In the case of being a Director, a member of a Subcommittee or a Management of the Company, it must be reported to the Company Secretary so that the Company Secretary can report to the meeting of the Board of Directors and/or Shareholders (as applicable). In the case of being a Company Employee, it must be reported to the direct supervisor.
7. The Company shall disclose conflicts of interest and related party transactions in the notes to the financial statements audited by the Company's Certified Public Accountant, annual reports, and Form 56-1 on an annual basis.
8. The Company regularly provides training on conflicts of interest to Directors, Management and Employee as part of the Company's Code of Conduct.
9. If any Management or Employee intentionally, negligently or neglects to comply with the policy on preventing conflicts of interest such person shall be deemed to have committed a disciplinary offense and shall be subject to disciplinary punishment.

10. Anti-money laundering.

In order for the Company to conduct business correctly, transparently and in compliance with relevant laws, the Company has established the following anti-money laundering practices:

1. Customer verifying and identifying (Know Your Customers: KYC), customer identification, verifying document to confirm identity as Identification Cards, Passports, or Business Registration Certificate, storing address information, contact numbers and transaction purposes.
2. Risk Assessment divide customers into risk groups (high, medium, low) according to business characteristics, customer types and source of funds, focus on high-risk customers such as politically exposed persons (PEPs) or cross-border transactions.
3. Reporting unusual transactions. Employees must immediately report risky transactions or suspicious behavior to their supervisors. Transactions that are subject to reporting must be reported to regulatory agencies such as the Anti-Money Laundering Office (AMLO) in accordance with its regulations. Examples of transactions that must be reported: Transactions without clear supporting documents, transactions that are made multiple times and divided into small amounts to avoid scrutiny.
4. Rejection of unclear transactions, the Company has the right to reject or terminate a transaction if the source of funds cannot be clearly identified. The customer refuses to provide necessary information for scrutiny. There is a risk or suspicion that the transaction is related to money laundering.
5. Data and document retention. Documents and information related to customers and transactions must be kept for at least 5-10 years as required by law. Data must be stored systematically and securely to prevent unauthorized access.
6. Training and awareness-raising by regularly train Employees on anti-money laundering laws and policies, emphasizing their roles in monitoring suspicious transactions and reporting transactions.
7. Internal control and auditing by establishing an effective internal control system to monitor and assess compliance with the policy, regularly review compliance to ensure compliance with the code of ethics and established practices.

Penalties for non-compliance.

Anyone who violates such practices and ethics will be subject to disciplinary action and may be subject to punishment under relevant laws. If any Employee is found to be involved in facilitating money laundering, the Company will take strict legal action.

11. Fair competition and trade monopoly.

๕๕๕๕ Promotion of fair trade competition

- Company shall not perform any acts that obstruct free and fair trade competition.
- To avoid colluding with competitors in a manner that restricts competition such as price fixing, zoning, reducing production or setting joint trade terms.
- Do not exclude competitors from the market by unfair methods such as selling products below cost without reasonable cause.

Anti-monopoly.

- The Company shall not perform acts that monopolize the market or unlawfully dominate the market such as setting excessive prices, enforcing unfair trade terms, or restricting other operators' access to the market.
- To refuse to participate in any agreement that may result in a monopoly.

Compliance with the law.

- The Company and all personnel shall strictly comply with relevant domestic and international trade competition laws.
- To monitor and evaluate operations to ensure compliance with such requirements at all times.

12. Related transactions.

1. Measures and procedures for approving related parties transaction or connected parties transaction.

In entering into transactions that are commercial agreements with general commercial terms and transactions that are not commercial terms where interested parties are not allowed to participate in the consideration and approval of such transactions, the following principles shall be followed:

(a) Transactions that are commercial agreements with general commercial terms.

The Board of Directors has approved in principle that the Management can approve related party transactions or connected party transactions that are commercial agreements with general commercial terms between the Company and Directors, Management or related persons without having to receive approval from the Board of Directors' meeting if such transactions are commercial agreements of the same nature that a reasonable person would do with a general contracting party in the same situation with the power to negotiate trade without the influence of the status of the Director, Management or related person (as the case may be) and do not result in the transfer of benefits and/or can be shown that such transactions have reasonable or fair pricing or terms.

In this regard, the Company shall prepare a summary report of such transactions

to report in the Audit Committee's meeting and the Board of Directors' meeting every quarter.

(b) Transactions that are commercial agreements that are not commercial terms

Transactions that are commercial agreements that are not commercial terms must be considered and commented on by the Audit Committee before being presented to the Board of Directors or the shareholders' meeting (as the case may be) for further consideration and approval. The Board of Directors shall oversee that the Company complies with the announcement of the Capital Market Supervisory Board and regulations, announcements, orders or requirements of the Stock Exchange of Thailand including compliance with the requirements on disclosure of information on related party transactions and the acquisition or disposal of the Company's and its subsidiaries' assets as well as compliance with the accounting standards set by the Federation of Accounting Professions of Thailand. The Audit Committee shall provide opinions on the necessity of the transactions and the appropriateness of the prices of the transactions, related party transactions to be conducted fairly, considering various conditions and in accordance with the nature of the trade, market prices and normal business practices (Fair and at arm's length) and prices are compared with external parties. In the event that the Audit Committee does not have expertise in the related party transactions, the Company shall arrange for an independent expert or the Company's Auditor to provide opinions on such transactions for use in the decision-making of the Audit Committee, the Board of Directors and shareholders, as the case may be that persons who may have conflicts of interest or have an interest in the related party transactions shall not have the right to vote to approve such related party transactions as the Company shall disclose the related party transactions in the notes to the financial statements audited by the Company's Certified Auditors and in the annual report including the information disclosure form (Form 56-1).

2. Policy on related party transactions or related party transactions in the future.

The Company will continue to conduct related party transactions with related companies in the future since such business is considered a normal joint business operation of entrepreneurs in the same industry, the purchase and sale prices are set at market prices and in accordance with normal business practices (Fair and at Arm's Length) and/or according to the details specified in the commercial contract in order to ensure that such prices are reasonable and take into account the maximum benefits that the Company will receive as the main factor including the Audit Committee and the Audit Line will act as a supervisor and review the Company's operations to comply with the rules, regulations and announcements of the Securities and Exchange Commission and the Stock Exchange of Thailand whereby Directors or Management who have an interest in any matter have no right to vote in the meeting and are not present at the meeting.

13. Accounting, Finance and Tax Reports.

The Company is well aware of the role and responsibility of being a good taxpayer in which is essential for national development. Therefore, in order to have a strict tax management approach, promote the creation of maximum value for stakeholders, pay taxes correctly as prescribed by law and have a plan and work on taxation in the same direction with transparency and fairness while being aware of the risks related to direct and indirect taxes and adhering to the responsibility towards society and all groups of stakeholders in accordance with the principles of good governance and business ethics. The Group of Companies has therefore set the following tax policies:

Accounting, Finance and Tax Planning and Practices.

- **Accounting and Finance.**

The Company places importance on the preparation of accounting and financial reports which must be accurate, complete, truthful, timely and reasonable in order to present them to Management, shareholders, government agencies and other relevant parties. Therefore, it is required that all levels of personnel must strictly comply with the procedures and processes related to the accounting, finance and internal control systems including the Company's accounting and finance requirements and generally accepted accounting principles as follows:

1. Accuracy of Recording Transactions.

Recording all business transactions of the Company must be accurate, complete and verifiable without limitations or exceptions to recording transactions in accordance with the facts in accordance with accepted accounting standards and in accordance with relevant laws. There must be complete and appropriate supporting documents for recording business transactions.

2. Accounting and financial items

All types of accounting and financial items of the Company must be accurate, clear, contain sufficient material information and disclose important information appropriately according to generally accepted standards and in accordance with the Company's financial and accounting regulations. All Employees must be aware of the accuracy of the Company's accounting and financial items. It is a joint responsibility of the Board of Directors, Management and Employees who are responsible for business listed at various stages.

- **Tax**

1. To manage and plan taxes including the use of tax privileges to maximize the benefits of the Companies Group and its stakeholders by performing duties in accordance with

various laws and regulations related to taxes correctly and completely and promoting a good image of the Group and maintaining good relationships with relevant government tax agencies.

2. To submit taxes or request tax refunds correctly, appropriately and within the time frame specified by the relevant laws or regulations in the country where the Companies Group operates including adhering to the role of being a good citizen by complying with the tax laws of that country to reflect transparency in tax operations.
3. Regularly study and consider tax impacts when new tax laws or policies are announced including cases where the Companies Group conducts new transactions in order to maximize the benefits of the Group.
4. To arrange for planning, studying and analyzing tax impacts for new investment projects. The Companies Group shall be appropriate before investing and shall cover the benefits of the stakeholders.
5. The Companies Group shall not use the tax structure in an improper manner that will lead to tax evasion and shall not use the tax structure without commercial significance. The purpose of doing business in a country or territory that is considered a tax haven is to be a channel to increase the efficiency of the Company's management, not the purpose of tax evasion.

14. Marketing Communications.

The Code of Ethics on Marketing Communications is a guideline established to provide guidelines for organizations, businesses and individuals involved in marketing to operate ethically, transparently and socially responsible. In general, this type of ethics will cover the following important principles:

Important principles of the Code of Ethics for Marketing Communications.

1. Be honest and sincere. The information presented in marketing communications must be true, not distorted or misleading to consumers, avoid false, deceptive or exaggerated advertising.
2. Be transparent. The information provided must be clear, easy to understand and disclose important conditions such as price, features or limitations of products/services.
3. Do not violate consumer rights. Do not use tactics that pressure, take advantage of or violate the consumer's right to decide, protect personal information of consumers obtained from marketing.

4. To respect for culture and society, the content of the communication must not violate the morality, traditions and ethics of the society, avoid using content that is violent, insulting or promotes conflict.
5. Responsibility towards children and vulnerable groups, communications aimed at children and young people must be carried out with caution and appropriateness. Do not induce children to buy products without making appropriate decisions.
6. Environmental responsibility. Do not use messages or content that cause misunderstanding about the environmental impact of the product.
7. Fair competition. Do not attack or accuse competing brands without evidence. Promote fair market competition.
8. To respect for laws and regulations, comply with laws and regulations on advertising, marketing and consumer protection.

15. Purchasing, Procurement.

To make the Company's procurement unit and related parties aware of the importance of the procurement process for goods or services according to honest business methods in which means having a transparent process and promoting fair competition among sellers and be confident that the right sellers are selected, get quality products and services that meet the standards and the highest value for money paid according to the following principles and policies:

1. **Transparency.** The procurement process must be clear, transparent and auditable. Necessary information about procurement must be disclosed to those involved and give sellers an equal opportunity to participate in bidding.
2. **Fairness:** To treat business partners or bidders fairly and equally, using clear criteria, free from bias or conflicts of interest and avoid personal relationships or receiving other benefits that may cause unfairness.
3. **Accountability:** Procurement practitioners must be responsible for their professional operations, record relevant data and documents at every procurement step and be responsible for the impact of decisions in terms of quality, cost and delivery.
4. **Auditability:** To prepare procurement documents and evidence that can be audited at every step with internal auditing or External Auditors for transparency and verify the accuracy of the procurement process to comply with policies and regulations.
5. **Value for Money:** To select products or services that are of appropriate quality, value for money and provide maximum efficiency, having considered both the Total Cost of

Ownership (TCO), quality and delivery and promote procurement that takes into account sustainability such as environmentally friendly procurement.

6. **Anti-Corruption & Conflict of Interest:** Employees are prohibited from accepting gifts, bribes, or other compensation from business partners, having avoided conflicts of interest that may lead to unbiased decision-making, having established a confidential Whistleblowing Channel.
7. **Sustainability & CSR:** To promote procurement that is responsible to society, the environment and stakeholders, give importance to partners or suppliers who comply with ethics and have a CSR policy, comply with sustainable procurement standards.
8. **Compliance:** To comply with laws and regulations related to procurement, examine contracts and obligations carefully and thoroughly, protect the Company's interests. Do not violate the rights of partners.
9. **Supplier Development:** to encourage partners to comply with ethical business standards, support the development of partners to be efficient and grow together, evaluate and provide feedback regularly.
10. **Ethical Procurement:** Purchasing & procurement must be conducted on the basis of ethics and morality. Purchasing & procurement officers must be honest and maintain the Company's reputation.

Part 4 Anti-Corruption

Anti-Depravity and Corruption Policy

Gift Giving and Receiving Policy and Practices

Whistleblowing Policy and Measures to Protect Whistleblowers

- Anti-Depravity and Corruption Policy.

Company Practices/Measures of Operations.

All levels of personnel must strictly comply with the Company's anti-depravity policy and anti-corruption process and must not be involved in any form of corruption, directly or indirectly.

1. All levels of personnel are prohibited from giving or receiving bribes including other benefits of a similar nature to government and private officials both directly and indirectly in order to induce, influence or obtain benefits that are not lawfully obtained.
2. All levels of personnel must act with caution in any action that may be at risk of corruption, especially in the following matters:

2.1 Giving and receiving things including entertainment

Giving and receiving things and entertainment must be in accordance with social customs and etiquette, not creating a business advantage or affecting business decisions and should comply with relevant laws in giving gifts from the Company, gifts should be made in the name of the Company and should not be in the form of cash or cash equivalents by giving gifts with the Company's symbols appropriate to the situation and such as gifts during festivals such as New Year, Chinese New Year or Songkran in which must be carried out in accordance with the inspection, approval and review processing. There must be clear evidence and consistent with the Company's related regulations and policies.

2.2 Providing financial support.

Funds supporting activities must be carried out in accordance with the inspection, approval and review process. There must be clear evidence and consistent with the Company's related regulations and policies to ensure that the support is not used as an excuse for corruption and corruption.

2.3 Charitable donations.

They must be made in the name of the Company only. They have to be carried out in accordance with the inspection, approval and review process. There must be clear evidence and consistent with the Company's related regulations and policies. The donation must be for charity. There must be a foundation, public charity organization, school, temple, hospital that has a certificate or is reliable. Such donation must not expect any return whether directly or with hidden or indirect purposes.

2.4 Political assistance

The company has a policy of political neutrality. There is no guideline for providing political assistance to any political party. And the company supports compliance with the law and democratic system. Employees have the right and duty to participate in political activities freely and personally. Do it outside of working hours. Do not use the company's property. And avoid doing things that make others understand that it is an action of the company.

2.5 Facilitation payments.

The Company has a policy of not paying facilitation payments as a result of facilitation payments that may lead to corruption are prohibited.

2.6 Hiring government employees.

The Company does not hire government officials to be Business Partners, Consultants or Permanent Employees. In the case of Directors and Management who are assigned to hold positions in the Company, they must disclose a report of conflicts of interest in accordance with the Company's policies.

2.7 Conflict of interest Personnel must perform their duties for the benefit of the Companies Group and perform their duties with caution to prevent conflicts of interest by:

- 1) To perform their duties transparently and cooperate in inspections of the Company's or related agencies' performance of duties at all times.
- 2) Paying or giving valuables or services such as gifts, entertainment and travel to government officials and related persons, directly or indirectly in order for them to act or refrain from acting in any way that is against the law, is highly

inappropriate. This includes not encouraging or participating in other people to act in such ways.

- 3) Purchasing & procurement must proceed through the Companies Group's regulations, be transparent and auditable. Bribes must not be given or received in any business dealings with the government and private sectors.
- 4) Expenses for business entertainment and other expenses related to the performance of business contracts can be made in accordance with the regulations but must be spent reasonably and auditable.

In order for the anti-corruption measures to be implemented throughout the organization, the Company has established internal control processes and adequate support to prevent depravity and corruption.

3. The Company will provide protection to the Company's personnel who deny depravity and corruption including personnel who provide information without demoting, punishing or giving negative consequences to such persons, even if such actions cause the Company to lose business opportunities.
4. The Company has strict measures to prevent depravity and corruption by regularly assessing the risks of depravity and corruption, establishing clear anti-corruption policies and practices, reviewing the backgrounds of personnel and business stakeholders and implementing appropriate internal control systems to reduce these risks. In addition, the Company is committed to setting business ethics and promoting anti-corruption awareness among personnel with a review of depravity and corruption risks at least once a year which is an important factor in effectively preventing corruption incidents in the organization.
5. The Company has established a human resource management process that reflects its commitment to anti-corruption and corruption measures including providing employees with knowledge of anti-corruption and corruption policies and practices and continuously communicating and training the Company's personnel to create knowledge, understanding of anti-fraud and corruption policies and practices including penalties for non-compliance.
6. The Company communicates its anti-corruption policy to subsidiaries, affiliates, customers, business partners, stakeholders, and the public through various communication channels such as the Company's website, annual report, etc., to ensure that they are aware of and implement the anti-corruption policy.
7. The Company's personnel must not ignore any acts that may constitute depravity or corruption related to the Company. They must notify their supervisors or responsible

agencies and cooperate in investigating the facts. If they have any doubts or questions, they can consult their supervisors or persons assigned to combat depravity and corruption through the channels specified by the Company. In addition, the Company provides communication channels for personnel to report clues, suggestions and complaints about corruption and other matters, and provides protection for those who file complaints in accordance with the clear policy to ensure effective operations.

8. The Company reviews this policy regularly every 3 years in line with preparations for certification as a member of the Thai Private Sector Collective Action Against Corruption (CAC) or as appropriate in order to comply with changes in relevant laws, regulations and rules as well as to submit it to the Board of Directors for consideration and approval.

How to file complaints and report clues.

The Company's personnel must understand and comply with the anti-corruption policy at every step of their operations. If any action is found to be in violation of this policy, please notify the complainant in accordance with the Whistleblowing Policy, Management Guidelines and Measures for Complainant Protection.

Punishment.

Those who commit fraud and corruption whether directly or indirectly, are considered to be committing a violation of the Company's work regulations. The Company will punish those who violate the anti-corruption and corruption policy including direct supervisors who ignore the wrongdoing or are aware of the wrongdoing but do not take action which will be punished by relevant laws as well as disciplinary punishments specified in the Company's work regulations. Failure to be aware of this policy or relevant laws cannot be used as an excuse for not complying. In the event that damage is found to have occurred to the Company, the Company will take legal action to the fullest extent of the law.

● Gift-Giving Policy and Practices.

Principle

1. Giving gifts, souvenirs or other benefits.

- 1.1 Do not give gifts, souvenirs or other benefits that may affect business decisions or improperly perform duties or provide benefits to customers, business partners, government officials and business associates.
- 1.2 Do not give gifts, souvenirs or other benefits to spouses, children or relatives of government officials, customers, business partners and contact persons because in the circumstances, it is considered as accepting on behalf of others.

- 1.3 It should be in accordance with customs or traditions or to maintain friendship, good relationships between individuals. This can be done without violating relevant laws and local traditions. For example, in Thailand, the value must not exceed 3,000 baht per person per occasion, as announced by the National Anti-Corruption Commission (NACC). It should be given in a format that promotes the Company's image, as follows:
 - (1.3.1) Calendars, diaries, pens, and stationery.
 - (1.3.2) Products of the group of companies or products used as public relations media for the group of companies.
 - (1.3.3) Products of the Royal Project, projects under the royal initiative, products of communities in the Company's operating areas, products for charity or public benefit, or products that support sustainable development.
- 1.4 It must be done in the name of the Company and have the Company's logo only.
- 1.5 It must be a gift or souvenir that is not in the form of cash or cash equivalents, such as gift vouchers or gift cards.
- 1.6 Giving souvenirs on important business occasions such as the establishment day, signing a business contract, can be done. However, if the value of the souvenir exceeds 3,000 baht, it must be considered for approval according to the Company's regulations on persons authorized to approve the giving or receiving of gifts or other benefits. (Appendix 2)
- 1.7 All items must be recorded correctly by recording the report on the giving or receiving of gifts or other benefits (Appendix 1) to request approval according to the Company's regulations, regulations on authorized persons for approving the giving or receiving of gifts or other benefits (Appendix 2), in which the Company's personnel must act as follows:
 - (1.7.1) The requester prepares an internal record to submit for approval from authorized persons in accordance with the order of approval authority.
 - (1.7.2) The requester submits evidence, including receipts and photographs, to the accounting department as evidence.
 - (1.7.3) The accounting department reviews evidence of gift giving. If the evidence is insufficient, the requester must be notified for additional information or explanation. If it is proven that the gift giving is not in accordance with the Company's policies and practices or is used as an excuse or route for corruption, the Company will punish the offender to the fullest extent of the law.

2. Receiving gifts, souvenirs or other benefits.

- 2.1 The Company's personnel are prohibited from accepting cash or other benefits in all cases and are required to inform external parties of the policy of not accepting such gifts in a comprehensive manner.
- 2.2 In the event that it is necessary to accept gifts, souvenirs or other benefits and cannot avoid it such as when a business partner is not aware of the policy of not accepting gifts

and has already brought the item to give or when a Director, Management and Employee are in a situation where they cannot refuse to accept the item because they must maintain a good relationship between the person or organization, the Company's personnel must do the following:

- (2.2.1) In the case of consumables with an expiration date within 1 month such as fresh food, fresh fruit, etc., it is at the discretion of the supervisor and must be distributed to the Director, Management and Employee as appropriate.
- (2.2.2) In the case of items or other benefits upon receiving the item, the item received must be delivered along with the report form for giving or receiving gifts or other benefits (Appendix 1) to the Human Resource department immediately. After that, the HR department will record the receipt and is responsible for collecting such items and collecting them for donation to individuals or external agencies for charity or public benefit as appropriate.
- (2.2.3) In the case of calendars, key chains, pens, notebooks or other items used as public relations media of the donating company, the company allows employees to receive them as personal gifts with a value not exceeding 1,000 baht.

3. Reception and reception.

- 3.1 It must be done on behalf of the Company as authorized or as a representative of the Company only. It must be in accordance with general business customs and traditions or sales promotion, organizing reward activities or anything else for representatives of customers, business partners, contractors to work in the Company's business.
- 3.2 Reception and reception must be in a place that does not violate ethical standards.
- 3.3 Company personnel are prohibited from hosting receptions or participating in receptions while in the period of product offering or bidding or bidding for work.
- 3.4 Receptions may not exceed 3,000 baht per time per occasion. If it exceeds the specified amount, request approval according to the Company's regulations on persons authorized to approve the acceptance or giving of gifts or other benefits. (Appendix 2)
The Company's personnel must do the following:
 - (3.4.1) The requester shall prepare internal records to submit for approval from the authorized persons in accordance with the approval authority.
 - (3.4.2) The requester shall submit evidence of the reception including receipts and photographs, to the Accounting Department as evidence of the reception.
 - (3.4.3) The Accounting Department shall review the evidence of the reception. If the evidence is insufficient, the requester shall be notified for additional information or explanation. If it is proven that the reception is not in accordance with the Company's policies and practices or is used as an excuse or a route for

corruption, the Company shall punish the offender to the fullest extent of the law.

4. Charitable donations and support.

- 4.1 Charitable donations or support to any organization must not be against morality under the following conditions:
- It must be a reliable organization, a legally registered company.
 - It must be carried out in the name of the company, transparently and must have written evidence of receipt in accordance with the company's regulations.
 - It should not be paid directly to government officials or any person in the name of an individual.
 - It must be in line with the company's social, community and environmental policies or activities to promote sustainable development or activities that create social benefits.
- 4.2 In making a request for approval for charitable donations and support every time The Company's personnel must do the following:
- (4.2.1) The requester prepares an internal record to submit to the authorized person for approval, according to the approval authority.
- (4.2.2) The requester submits evidence of support including letters/letters from various departments to the accounting department for payment as evidence of donation.
- (4.2.3) The Accounting Department reviews the evidence. If the evidence is insufficient, the requester must be notified for additional information or explanation. In the event that it is proven that it does not comply with the Company's policies and practices or is used as an excuse or a route for corruption, the Company will punish the offender according to the highest measures.

5. Organizing Corporate Society Responsibility activities in collaboration with government agencies or government officials.

- 5.1 Organizing CSR activities in collaboration with government agencies or government officials can be done as appropriate. It must be done in the name of the Company and has objectives that are consistent with the Company's policy on community and social responsibility.
- 5.2 In organizing CSR activities in collaboration with government agencies or government officials, the Company's personnel must do the following:
- (5.2.1) The requester prepares an internal record to submit to the authorized person for approval, according to the approval authority.
- (5.2.2) The requester submits evidence of support including letters/letters from various departments to the accounting department for payment as evidence.
- (5.2.3) The Accounting Department reviews the evidence. If the evidence is insufficient, the requester must be notified for additional information or explanation. In the event that it is proven that it does not comply with the Company's policies and practices or is used as an excuse or a route for corruption, the Company will punish the offenders according to the highest measures.


According to the policy on giving or receiving gifts or other benefits, all items must be recorded correctly with clear evidence and must be approved according to the procedures set by the Company. The Company has assigned Internal Auditors to audit the process of giving or receiving gifts or other benefits annually to ensure that the process is efficient and effective including appropriate internal control. The Company's personnel must therefore understand and strictly comply with this policy. If there are any doubts, please contact the company secretary or the responsible department/person.

- **Whistle Blowing Policy, Handling Procedures and Measures of the whistleblower Protection.**

Reporting Clues and Complaints.

The Company has specified channels for the Company's personnel and stakeholders who wish to report clues, complaints, and receive advice, as follows:

1. Scope of reporting clues, complaints.
Actions that violate or do not comply with the Company's policies, regulations and related laws as well as not receiving fairness in the performance of duties or the behavior of the Company's personnel or being involved in receiving/giving bribes, depravity and corruption that causes damage to the Company. The following issues are reserved for consideration:
 - 1.1 Job applications.
 - 1.2 Surveys or requests for information about the Company.
 - 1.3 Requests for donations.
 - 1.4 Matters beyond the Company's authority to proceed.
 - 1.5 Matters that are not beneficial to the overall operations of the Company.
2. Personnel and stakeholders can report complaints and clues by specifying details of the matter to be complained of, along with name, address and contact phone number (all information will be kept confidential and will not affect the complainant in any way) and send them to any of the following channels:

Complaint box	At various points in the Company	
Postal mail	To the "Chairman of the Audit Committee"	
	The R & B Food Supply Public Company Limited	
	No. 9, Pho Kaew 3 Alley, 17 Sub-alley,	
	Khlung Chan Sub-district, Bang Kapi District,	
	Bangkok Metropolis 10240	
E-mail	Audit Committee	E-mail: ac@rbsupply.co.th
	Company Secretary	E-mail: comsec@rbsupply.co.th
Company website	https://investor.rbfoodsupply.co.th/th/corporate-governance/whistleblowing-channel	
Line OA		

3. In the event that the complainant chooses not to disclose his/her name, he/she must provide sufficient details of the facts or evidence to demonstrate that there is reasonable grounds to believe that there has been an act that violates the law, regulations, rules or ethics of the Company's business operations and corruption.
4. Complaints or whistleblowing are strictly confidential and the complainant or whistleblower can file a complaint through more than one channel and is not required to disclose his/her identity. However, if he/she discloses his/her identity, the Company will be able to inform him/her of the results of the action or additional details of the matter being complained about.
5. In the event that the report is proven to be false due to intentional distortion of facts or defamation of others, the person who reported the information shall be deemed to have committed an ethical violation of the Company's business operations. As for the determination of punishment, it shall be in accordance with the Company's regulations or relevant laws.

Procedures and processes for fact-finding.

1. The National Anti-Corruption Commission (The Commission) is responsible for conducting and investigating and collecting facts of corruption and fraud clues and conducting the work independently and fairly.
2. In the event that the commander or the complainant is aware of clues of wrongdoing and finds that such wrongdoing or corruption has actually occurred, the Commission must be notified within 7 days to proceed according to the specified investigation procedures.
3. The Commission creates a register of complaints and clues of wrongdoing, corruption and fraud.
4. The Secretary of the Commission reports the investigation results on clues, wrongdoing/corruption, and penalties, preventive/corrective measures to the Chairman of the Commission and the Chairman of the Commission is responsible for reporting to the Audit Committee.
5. If the investigation finds that it is true, the Company has the following measures:
 - In the case of a complaint regarding the Company's violation of the law, regulations, rules or code of conduct that affects the Company's reputation, image, or financial status, conflicts with the Company's business policies or Concerns Directors and Senior Management, the Chairman of the Commission shall report the matter, provide facts and guidelines for action to the Secretary of the Audit Committee for initial consideration by the Audit Committee before presenting it to the Board of Directors for appropriate action.
 - In the case of a complaint regarding fraud and corruption or unfair treatment in the performance of duties or behavior of the Company's personnel, the Chairman of the

Commission and the Human Resources Manager shall collect information, provide facts and guidelines for action to the Secretary of the Audit Committee for initial consideration by the Audit Committee before presenting it to the Board of Directors for appropriate action.

6. The Secretary of the Commission shall prepare a report summarizing the results of the complaint submission to the Nomination, Remuneration and Corporate Governance Committee through the Secretary of the Nomination, Remuneration and Corporate Governance Committee and the Audit Committee through the Secretary of the Audit Committee at least once a year.

Measures to protect the complainant.

In order to protect the rights of the complainant and the whistleblower who act with honest intention, the Company has established measures to protect the complainant, based on the following criteria:

1. The complainant can choose not to reveal himself/herself if he/she believes that revealing himself/herself would be unsafe but if he/she reveals himself/herself, the organization will be able to report the progress and clarify the facts.
2. The recipient of the complaint will keep the related information confidential, taking into account safety. The Company has set measures to protect Employees who complain and/or those who provide information and/or cooperate in the investigation of the information who will be protected from unfair treatment such as changing job positions, job descriptions, workplaces, suspending work, threatening, interfering with work, and termination due to the cause of reporting the complaint.
3. In the event that the complainant or those who cooperate in the investigation of the facts believe that they may be unsafe or may suffer damage such person can request the Audit Committee to set appropriate protection measures.
4. Those who have suffered damage will be alleviated through appropriate and fair processes.

Part 5 Appendix

Explanation and Definitions

Company means the R&B Food Supply Public Company Limited and its subsidiaries in Thailand.

Personnel of the Company means Directors, Management and Employees of the R&B Food Supply Public Company Limited and its affiliates.

Employees means Employees at all levels of the Company including Probationary Employees and Contract Employees.

Business Ethics means standard practices in conducting business according to the mission in order to achieve the vision and reflect the organization's culture.

Related Parties Transaction means related transactions according to the requirements of the Stock Exchange of Thailand or transactions between the Company or the Company and its Directors, Management or related persons under the Securities and Exchange Act.

General Business Characteristics means fair prices and conditions and do not result in the transfer of benefits.

Persons who are related by blood or close relatives mean father, mother, siblings, spouses or those who live together as husband and wife, children, spouses of children, etc.

Other Benefits mean valuable things, such as discounts, receiving entertainment, receiving services, receiving training or other things of the same nature.

Connected Parties Transaction means transactions between the RBF or transactions between the Company and related persons of the Company.

Related Persons mean Management, Major Shareholders, persons with controlling power or persons who will be proposed to be the controlling power of the RBF or its affiliates including related persons and close relatives of such persons.

Stakeholders mean shareholders, customers, business partners, creditors, employees, business competitors, the government sector as well as other organizations and stakeholders in society.

Giving or receiving gifts means things that the Company receives or gives to outsiders such as vendors, service providers, officers of government agencies, financial institutions, state enterprises, government organizations, other agencies or individuals to create relationships that are within the scope of action at an appropriate value and in accordance with relevant customs and laws.

Entertainment means spending on business entertainment such as food and beverage entertainment, sports entertainment and other expenses directly related to business practices or

trade traditions including providing business knowledge and understanding. Entertaining can be done but it must be spent reasonably and not affecting work decisions or causing conflicts of interest.

Sponsorship means expenses in order to entertain customers, business partners, etc., for business purposes, branding or strengthening business relationships.

Donation means activities related to spending without tangible returns such as donations for public benefit to cover expenses for projects, activities or any business to benefit communities, society or groups of people whether directly or indirectly, where the Company may not receive tangible returns.

Supporting political parties means providing financial assistance or other forms directly or indirectly to support political activities, support political parties, politicians, candidates or political actors.

Conflict of interest means any action that will cause one to have a stake or conflict of interest with the Companies Group whether it arises from contacting the Group of Companies' business partners or from using opportunities or information gained from being an Employee to seek personal benefits and conduct business that competes with the Companies Group or doing other work outside of the Companies Group where affects the work in one's duties.

Facilitation payments mean small expenses paid to government officers informally and to ensure that government officers will follow the process or to encourage faster action where the process does not require the discretion of the government officer and is an action that is in accordance with the duties of that government officer including being a right that a juristic person should already have under the law such as applying for or renewing a license, applying for a certificate, or receiving public services, etc.

Government officers mean politicians, civil servants or local government officers who hold a permanent position or salary, employees or individuals working in state enterprises, public organizations or government agencies, etc.

Property or other benefits mean something of value such as granting special privileges that are not rights provided for the general public to receive a discount on property, paying for travel or tourism, accommodation, food or anything of the same nature, receiving entertainment, receiving services that are beyond normal customs and traditions.

Complaints mean complaints about misconduct as specified in the policy for accepting complaints and providing protection.

Misconduct means an act that violates or fails to comply with the laws, regulations, requirements, orders and announcements of the Company or its affiliates including corruption to seek undue benefits for oneself or others.

Depravity means an act intentionally to seek undue benefits for oneself or others including embezzlement, accounting decoration and corruption.

Embezzlement means the use of money and property assigned to be used in work or the use of the Company's working time for personal gain, others or for other unrelated activities.

Corruption means the abuse of power and duties to obtain undue benefits, giving or receiving bribes in any form by offering, promising, promising, demanding, giving or receiving money, property or other benefits that are not appropriate to government officials, government agencies, private agencies or persons with duties whether directly or indirectly in order for such persons to perform or refrain from performing duties or to obtain or maintain undue business benefits.

Human rights mean the rights that exist in every human being regardless of race, gender, nationality, language, religion or other status including the right to life and freedom from slavery and torture, freedom of opinion and expression, rights to work and education, etc.

Intellectual property means works resulting from human invention, invention or creation. Intellectual property covers the following types: Patents, copyrights, trademarks and trade secrets.

Charter of the Board of Directors

The R&B Food Supply Public Company Limited (the “Company”) realizes and places great importance on corporate governance. In addition to the Board of Directors strictly performing their duties in accordance with the Company’s regulations under the Public Limited Companies Act, laws related to securities and the stock exchange and other relevant laws, the Company has established a charter of the Board of Directors to emphasize the roles and duties of the Board of Directors in accordance with the principles of good corporate governance set by the Stock Exchange of Thailand, as follows:

1. Composition of the Board of Directors.

The Board of Directors of the Company must consist of the following:

- 1.1 The Board of Directors shall consist of not less than 5 directors and not less than half of the total number of directors in Thailand and all Directors must have the qualifications as prescribed by law.
- 1.2 The structure of the Board of Directors shall consist of at least 1/3 of the total Directors but not less than 3. The Independent Directors must have the complete qualifications according to the criteria for Independent Director qualifications as specified in the Capital Market Supervisory Board Announcement No. TorJor. 39/2559 on the application of

asking for permission and permission to offer new shares (Announcement TorJor. 39/2559) or as amended in the future.

- 1.3 The Board of Directors shall consist of not less than 3 Audit Committee members by this Audit Committee must have the complete qualifications according to the TorJor. 39/2559 Announcement including any amendments in the future and have the scope of duties and responsibilities as announced by the Stock Exchange of Thailand.
- 1.4 The Board of Directors shall elect one director to be the Chairman of the Board of Directors. In the event that the Board of Directors deems appropriate, one or more directors may be elected as Vice Chairman of the Board of Directors.
- 1.5 The Company has a policy that the Chairman of the Board of Directors must not be the same person as the Chief Executive Officer and must not be the spouse or child of the Chief Executive Officer. Except in cases where the Company has more than half of the total number of Independent Directors.
- 1.6 The Company's Directors do not have to be shareholders of the Company.
- 1.7 The shareholders' meeting shall appoint the Company's Directors in accordance with the following criteria and methods:
 - a) Each shareholder has 1 vote per 1 share.
 - b) Each shareholder may use his/her votes to elect one or more persons as directors of the Company. In the case of electing more than one person as directors of the Company, he/she may not divide his/her votes to any person in any amount. (Voting for the election of Directors of the Company is only Non-Cumulative.)
 - c) The persons who receive the highest number of votes in descending order are elected as directors of the Company in the number of Directors to be elected or to be elected at that time. In the event that the persons elected in descending order have an equal number of votes which exceeds the number of Directors to be elected or to be elected at that time, the Chairman of the shareholders' meeting shall have the casting vote.
- 1.8 In the event that a Director's position is vacant for reasons other than retirement by rotation, the Board of Directors may elect a person who has the qualifications and is not prohibited by law to be a Director of the Company in the next Board of Directors' meeting unless the remaining term of such director is less than 2 months, such person who replaces the Director shall be a Director of the Company only for the remaining term of the Director whom he replaces.
- 1.9 The Board of Directors has established a policy on the diversity of the Company's Directors in which requires the selection of candidates to perform duties as Directors, taking into account the necessary skills that are still lacking in the Board including specialized expertise without limiting the gender of those who will perform duties as Directors in any way in order to make the Board stronger.

Qualifications of the Board of Directors.

- 1.1 Directors must be persons with knowledge, ability and experience that will be beneficial to the business operations, be honest, have integrity, have ethics in business operations and have sufficient time to devote their knowledge, ability and perform their duties to the Company to the fullest.
- 1.2 Directors must have complete qualifications and not have prohibited characteristics according to the Public Limited Company Act and the Securities and Exchange Act including not having characteristics indicating a lack of suitability to be trusted to manage a business with public shareholders as announced by the Securities and Exchange Commission.
- 1.3 Directors may not conduct businesses of the same nature and in competition with the Company's business or become Partners or Directors of other juristic persons of the same nature and in competition with the Company's business whether for their own benefit or the benefit of others unless notified to the shareholders' meeting before the appointment resolution.
- 1.4 Directors may hold director positions in other businesses but must not be an obstacle to performing their duties as Directors of the Company. It is stipulated that Directors should hold Director positions in no more than 5 companies listed on the Stock Exchange of Thailand.

2. Duties and responsibilities of the Board of Directors.

The Board of Directors has the following duties and responsibilities:

- 2.1 To manage the Company in accordance with the law, objectives and regulations of the Company as well as resolutions of the shareholders' meeting in accordance with the law with honesty and integrity and with care to protect the Company's interests.
- 2.2 To organize an annual general meeting of shareholders within 4 months from the end of the Company's accounting period. The Company should send a notice of the shareholders' meeting, including the agenda and supporting documents for consideration, in advance with a reasonable amount of time and no less than the period specified in the Company's regulations.
- 2.3 To organize a Board meeting at least 3 months per time and it should be a full Board meeting when considering and voting on significant matters or transactions. Significant transactions should include acquisition or disposal of assets of the Company and its subsidiaries that have a significant impact on the Company, purchase or sale of significant assets, expansion of investment projects, consideration and approval of related transactions, determination of the level of authority and determination of the Company's financial management and risk management policies, etc.
- 2.4 To establish an internal control system, internal audit and risk management that is efficient and effective.

- 2.5 To establish a reliable accounting, financial reporting and auditing system including ensuring that there is a document storage system that allows for the verification of the accuracy of the data later.
- 2.6 To prepare financial statements as of the end of the Company's accounting period to be accurate in showing the financial position and performance in the past year to be true, complete and correct in accordance with generally accepted accounting standards and audited by the Company's Auditors before presenting to the general meeting of shareholders for consideration and approval.
- 2.7 To consider and approve the proposal to appoint an Auditor with qualifications as specified by law, regulations and announcements as well as to consider and approve the annual audit fee to present to the general meeting of shareholders for consideration and approval.
- 2.8 To set goals, guidelines, policies, business plans and budgets of the Company and monitor and supervise the management and administration of the Management to comply with the specified policies, plans and budgets efficiently and effectively.
- 2.9 To consider reviewing, inspecting and approving business expansion plans, large investment projects and joint investment with other entrepreneurs proposed by the Management.
- 2.10 To consider determining and amending the names of directors who have the authority to bind the Company.
- 2.11 To consider proposing the payment of annual dividends to shareholders for approval at the annual general meeting of shareholders and consider approving the payment of interim dividends to shareholders when it is found that the Company has sufficient profit to do so and report such dividend payments to the shareholders at the next shareholders' meeting.
- 2.12 To enforce the control policy and governance mechanism of companies that invest in subsidiaries or affiliated companies, namely:
 - 2.12.1 To perform duties according to the scope of duties and responsibilities specified for Directors who have been approved by the Board of Directors' meeting to become Directors or Management of subsidiaries or affiliated companies in proportion to the Company's shareholding in such subsidiaries or affiliated companies.
 - 2.12.2 To monitor the performance of subsidiaries or affiliated companies to ensure that they comply with the plan and budget continuously.
 - 2.12.3 To monitor and ensure that subsidiaries disclose information regarding financial status and performance, related party transactions, and acquisition or disposal of significant assets to the Company correctly and completely.
 - 2.12.4 In the event that subsidiaries conducts transactions with related persons, acquires or disposes of assets or conducts any other significant transactions, the Board of Directors, especially any Directors or other persons who have been approved by the Board of Directors' meeting to be appointed as Directors or Management in the subsidiary companies, has the duty to supervise the subsidiary companies to comply with the supervision mechanism regarding the

transactions with related persons, acquisition or disposal of assets including important items as specified by the Company. In this regard, such transactions of subsidiaries shall be considered in the same manner as transactions under the same criteria, nature and size that the Company must obtain a resolution from the Board of Directors' meeting or the Shareholders' meeting of the Company, as the case may be.

- 2.13 To consider and approve the appointment, change of persons to be Directors and/or Management in subsidiaries or associated companies in proportion to the shareholding in the subsidiaries or associated companies including determining the use of control policies and governance mechanisms for the Company's investments in subsidiaries or associated companies to demonstrate that the Company has a governance mechanism for subsidiaries as specified in Announcement No. TorJor. 39/2559 on asking for permission and granting permission to offer newly issued shares as amended and to be amended in the future.
- 2.14 To consider determining the management structure, having the authority to appoint the Management Board, Chief Executive Officer and other Subcommittees as appropriate such as the Audit Committee, the Nomination and Remuneration Committee, etc. including determining the scope of authority and/or remuneration of the Management Board, Chief Executive Officer and various Subcommittees appointed.

However, the authorization under the specified scope of authority must not be in the nature of authorization that allows the Management Board, Chief Executive Officer and such Subcommittees to consider and approve items that may have conflicts of interest or any other conflict of interest with the Company or its subsidiaries except for approval of items that are in accordance with the policies and criteria that the Board of Directors has considered and approved.

In the event that the Board of Directors assigns the Chief Executive Officer or other persons to act on behalf of the Board of Directors in any matter such assignment must be in writing or recorded as a resolution of the Board of Directors in the minutes of the Board of Directors' meeting, clearly specifying the scope of authority of the assignee.

- 2.15 The Board of Directors may assign authority to one or more Directors or other persons to act on behalf of the Board of Directors, subject to the control and supervision of the Board of Directors or may assign authority to such persons as the Board of Directors deems appropriate and within the period of time the Board of Directors deems appropriate which the Board of Directors may revoke, revoke, change or amend such authorization as appropriate.

However, such authorization must not be in the nature of an authorization that enables such persons to consider and approve any transaction that they or other persons may have a conflict of interest in any other manner to be made with the Company or its subsidiaries (if any) except for approval of normal business transactions and in accordance with general trading conditions or in accordance with policies and

criteria that the Board of Directors has considered and approved, subject to the criteria, conditions and methods specified for related party transactions and acquisition or disposal of significant assets as announced by the Capital Market Supervisory Board and/or other announcements of relevant agencies.

- 2.16 Directors and Management must report to the Company any interests of themselves or related persons where is a stake in the management of the activities of the Company or its subsidiaries in accordance with the criteria, conditions and methods announced by the Capital Market Supervisory Board.
- 2.17 To consider setting policies and supervising to have a system that supports the fight against corruption that is effective and efficient to ensure that the Management is aware of and gives importance to the fight against corruption in all forms and acknowledges reports on the implementation of policies and measures against corruption.
- 2.18 To prohibit Directors, Management including spouses or children of Directors or Management from using inside information of the Company and its subsidiaries or affiliated companies whether obtained from performing duties or in any other way that has or may have a significant impact on the Company, its subsidiaries or affiliated companies for the benefit of themselves or others, directly or indirectly and regardless of whether or not they receive remuneration.
- 2.19 Directors and Management of the Company including related persons of such Directors and Management, have a duty to inform the Company of their relationships and transactions with the Company, its subsidiaries or affiliated companies in a manner that may cause conflicts of interest and avoid transactions that may cause conflicts of interest with the Company, its subsidiaries or affiliated companies.
- 2.20 To appoint a Company Secretary to assist the Board of Directors in performing various tasks to ensure that the Company's operations comply with relevant laws, regulations, rules and guidelines.
- 2.21 The Chief Executive Officer and Senior Management of the Company may hold directorship positions in other companies, subject to approval by the Board of Directors.

3. Roles and duties of the Chairman of the Board of Directors.

- 3.1 To call meetings of the Board of Directors as a Chairman of the Board of Directors meetings and shareholders' meetings.
- 3.2 To play a role in controlling meetings to ensure efficiency and compliance with the Company's regulations, support and provide opportunities for Directors to express their opinions independently.
- 3.3 To supervise, monitor and ensure that the Board of Directors' duties are carried out efficiently.
- 3.4 To ensure that all Directors participate in promoting an ethical corporate culture and good corporate governance.

- 3.5 To consider and set the agenda for the Board of Directors' meetings together with the CEO with measures to ensure that important matters and matters in accordance with the authority are included in the agenda.
- 3.6 To allocate sufficient time for the Management to propose matters for the Board of Directors to thoroughly discuss and encourage the Board of Directors to exercise prudent discretion and express their opinions independently.
- 3.7 To strengthen good relations between the Board of Directors and the Management and support the performance of duties of the Managing Director and the Management in accordance with the Company's policies.
- 3.8 To supervise and ensure that the Board of Directors performs its duties as a whole. The various Subcommittees and each Director are effective and efficient.
- 3.9 To support cooperation between the Board of Directors, Management and the Company Secretary so that all parties can work together smoothly and efficiently.

4. Appointment of Directors and term of office

- 4.1 The election of Directors shall be in accordance with the Company regulations and relevant laws. The selection of Directors shall be transparent and clear, taking into account the educational background and professional experience of each person as well as their qualifications and absence of prohibited characteristics with sufficient details for consideration to benefit the decision-making of the Board of Directors and Shareholders.
- 4.2 Directors shall serve a term of office of 3 years (where 1 year here means the period between the date of the annual general meeting of shareholders of the year in which they are appointed and the date of the annual general meeting of shareholders of the following year). Directors whose terms have expired may be nominated and reappointed to the position again.
- 4.3 At every annual general meeting, at least one-third (1/3) of the Company's Directors must retire from their positions. If the number of the Company's Directors cannot be divided exactly into three parts, the number closest to one-third (1/3) must retire. The Directors who must retire in the first and second years after the Company's registration may be drawn by lot.

In addition to retirement by rotation, a Director will retire when:

- Death
- Resignation
- Lacking qualifications or being prohibited by the Public Limited Company Act and/or the Securities and Exchange Act.
- The shareholders' meeting votes to dismiss him with a vote of not less than three-quarters of the number of shareholders attending the meeting and having the right to vote and the total number of shares held by the shareholders attending the meeting and having the right to vote.
- The court orders the dismissal

- 4.4 Any Director who requires to resign from his position must submit a resignation letter to the Company along with the reasons for the resignation, effective from the date the resignation letter reaches the Company. The resigning Director may also notify the registrar of the public company of his resignation.
- 4.5 In the event that a Director's position becomes vacant for reasons other than retirement by rotation The Board of Directors shall select a person who has the qualifications and is not prohibited by the Public Limited Companies Act and the Securities and Exchange Act to become a Director of the Company in the next Board of Directors' meeting unless the remaining term of such Director is less than 2 months. In this case, such person who is appointed as a Director of the Company will be in the position of Director of the Company only for the remaining term of the Director they are replacing.
- 4.6 The term of office of an Independent Director shall not exceed 9 years without conditions, starting from 1 January 2021 onwards.

5. Board of directors' meetings.

- 5.1 In a Board of Directors' meeting, no less than half of the total number of Directors must attend the meeting to form a quorum.
- 5.2 The Board of Directors must hold a meeting to acknowledge the Company's performance at least every 3 months. In the meeting, Directors must express their opinions and exercise their discretion independently. Directors should attend every meeting except in cases of force majeure, which must be notified to the Board of Directors' Secretary in advance.
- 5.3 The Company has a requirement to report the number of times the Board of Directors attends meetings in the annual report. In each Board meeting so that all Directors are informed in advance, the Board Secretary is responsible for sending a meeting invitation letter to all Directors, specifying the date, time, place and agenda of the meeting and ready to deliver at least 7 days in advance.
- 5.4 In addition, the Secretary of the Board of Directors is responsible for collecting meeting documents from the Board of Directors and Management to submit to the Board of Directors in advance. Such documents must contain sufficient and complete information to support the decision-making and the independent and effective exercise of discretion of the Board of Directors.
- 5.5 The Secretary of the Board of Directors must record the meeting issues to be prepared as a meeting report in which must contain complete and complete content within 30

days as from the date the meeting is completed for submission to the Chairman of the Board of Directors for signature as well as a good storage system must be provided for easy searching and confidentiality.

- 5.6 Directors who have a stake in any matter have no right to vote on that matter except for voting for the election of Directors and considering the remuneration of Directors.
- 5.7 The minimum quorum at the time the Board of Directors will vote in the board meeting is that there must be no less than 2/3 of the total number of Directors.
- 5.8 Voting in the Board of Directors' meeting shall be based on the majority opinion. In the event of an equal number of votes, the Chairman of the meeting shall cast one additional vote as the deciding vote. However, the opinions of other Directors who do not vote in agreement shall be stated in the meeting report.

Audit Committee Charter

The Board of Directors of the R&B Food Supply Public Company Limited realizes the importance of good corporate governance and has considered appointing an Audit Committee consisting of Independent Directors to examine the Company's operations and review the effectiveness of internal control to ensure that the operations of various units are efficient, legal and in line with good corporate governance. The Company's management is appropriate, efficient and maximizes its effectiveness. The Audit Committee also reviews the Company's financial reports together with the Auditors to ensure that the Company's financial reports are reliable, that information is fully and correctly disclosed and that they comply with relevant standards and regulations and that this creates confidence and trust among investors and stakeholders that the Company has been thoroughly and fairly supervised and supervised and that business operations are conducted in accordance with the principles of good corporate governance. The Board of Directors therefore deems it appropriate to establish the Audit Committee's charter as follows:

1. Composition of the Audit Committee

The Audit Committee of the Company must consist of the following components:

- 1.1 The Audit Committee shall consist of not less than 3 Independent Directors.
- 1.2 At least 1 Audit Committee member must have knowledge, understanding or experience in accounting/finance and have continuous knowledge of the factors affecting changes in financial reports.
- 1.3 The Audit Committee members must have skills and expertise appropriate to the assigned missions.
- 1.4 The Audit Committee shall select one Audit Committee member to be the Chairman of the Audit Committee.
- 1.5 The Audit Committee members must be appointed by the Board of Directors and have the qualifications as specified in the Securities and Exchange Act including the announcements, regulations and/or rules of the Stock Exchange of Thailand.

2. Qualifications of the Audit Committee.

The Audit Committee members must have the following qualifications:

- 2.1 Appointed by the Board of Directors of the Company.
- 2.2 Having the qualifications as specified in public law, the Securities and Exchange Act and the requirements of the Stock Exchange of Thailand compared to the qualifications of an Independent Director as follows:
 - 2.2.1 Holding no more than 0.5 percent of the total number of voting shares of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company including shares held by related persons of such Independent Director.
 - 2.2.2 Not being or having been a Director who participates in the management of the Company, Employee, Staff or Consultant who receives a regular salary or persons with controlling power of the Company, parent companies, subsidiary companies, affiliated companies, same-level subsidiary companies, major shareholders or controlling persons of the companies unless such characteristics have been removed for at least 2 years before assuming the position. Such prohibited characteristics do not include cases where the Independent Director used to be a civil servant or advisor to a government agency that is a major shareholder or controlling person of the Company.
 - 2.2.3 Not being a person related by blood or by legal registration as a father, mother, spouse, sibling and child including spouse of a child of another Director, Management, Major Shareholder, controlling person or a person to be nominated as a Director, Management or controlling person of the Company or subsidiary companies.
 - 2.2.4 Not having or having had a business relationship* with the Company, parent companies, subsidiary companies, affiliated companies, major shareholders or controlling person of the Company in a manner that may obstruct the exercise of independent judgment including not being or having been a significant shareholder or controlling person of a person with a business relationship with the Company, parent companies, subsidiary companies, affiliated companies, major shareholders or controlling person of the Company unless such characteristics have been removed for at least 2 years before assuming the position.

*Business relationships according to Paragraph One include normal commercial transactions for business operations, renting or leasing real estate, transactions related to assets or services or providing or receiving financial assistance by accepting or lending, guaranteeing, providing assets as collateral for debts including other similar behaviors which result in the applicant or the contracting party having a debt burden that must be paid to another party, starting from 3 percent of the Company's net tangible assets or from 20 million baht or more whichever amount is lower. In order that, the calculation of such debt burden shall be in accordance with the method for calculating the value of related party transactions in accordance with the announcement of the Capital Market

Supervisory Board on criteria for related party transactions by analogy. However, consideration of such debt burden shall include debt burdens incurred during the period of 1 year prior to the date of business relationship with the same person.

- 2.2.5 Not being or having been an Auditor of the Company, its parent companies, subsidiary Companies and not being a significant shareholder, person with control over the Company or partner of an audit firm in which an Auditor of the Company, its parent companies, subsidiary companies, affiliated companies, major shareholders or persons with control over the Company is affiliated, unless such characteristics have been eliminated for at least 2 years prior to assuming the position.
- 2.2.6 Not being or having been a professional service provider of any kind including legal or financial advisory services who receives a service fee exceeding 2 million baht per year from the Company, its parent companies, subsidiary companies, affiliated companies, major shareholders or controlling persons of the Company and not being a significant shareholder, controlling person or partner of such professional service provider unless such status has been relieved for at least 2 years before assuming the position.
- 2.2.7 Not being a Director appointed to represent the Company's Directors, Major Shareholders or Shareholders who are related to the Major Shareholders.
- 2.2.8 Not engaging in business of the same nature and in significant competition with the Company's or subsidiary companies' business or not being a significant partner in a partnership, or being a Director who participates in Management, Employee, staff member or consultant who receives regular salary or holding more than 1 percent of the total number of voting shares of another company engaging in business of the same nature and in significant competition with the Company's or subsidiary companies' business.
- 2.2.9 Not having any other characteristics that prevent him or her from expressing independent opinions on the Company's operations.
- 2.2.10 An Independent Director with the above qualifications may be assigned by the Board of Directors to make decisions on the operations of the Company, its parent companies, subsidiary companies, affiliated companies, same-level subsidiary companies, Major Shareholders or controlling persons by making a decision in the form of a collective decision.

In addition to the qualifications of Independent Directors as specified above, the Audit Committee must have additional qualifications as follows:

- 2.2.11 Appointed by the Board of Directors or the shareholders' meeting as an Audit Committee.
- 2.2.12 Not being a Director assigned by the Board of Directors to make decisions on the operations of the Company, parent companies, subsidiary companies, affiliated companies, same-level subsidiary companies, Major Shareholders or controlling persons of the Company.
- 2.2.13 Not being a Director of the parent companies, subsidiary companies or same-level subsidiary companies, only listed companies.

- 2.2.14 Having duties in the same manner as specified in the announcement of the Stock Exchange of Thailand on qualifications and scope of work of the Audit Committee.
- 2.2.15 Having sufficient knowledge and experience to perform duties as an Audit Committee. There must be at least 1 Audit Committee member with sufficient knowledge and experience to perform duties in reviewing the reliability of the financial statements.

3. Duties and responsibilities of the Audit Committee

The Audit Committee has the following duties and responsibilities:

- 3.1 To review financial reports to ensure accuracy and reliability including adequate disclosure of information by coordinating with External Auditors and Management responsible for preparing quarterly and annual financial reports.
- 3.2 To review the Company's internal control system and internal audit to ensure its suitability and effectiveness, and consider the independence of the internal audit unit as well as approve the consideration of appointment, transfer or dismissal of the head of the internal audit unit or any other unit responsible for internal audit and may recommend the review or examination of any items deemed necessary and important and submit recommendations on the improvement of the internal control system that are important and necessary to the Board of Directors by reviewing together with External Auditors and Employees assigned to coordinate and oversee the Company's internal control system.
- 3.3 To review compliance with the Securities and Exchange Act or the regulations of the Stock Exchange of Thailand, policies, rules, regulations and other laws related to the Company's business.
- 3.4 To consider selecting, proposing the appointment and proposing the dismissal of an independent person to act as an Auditor including considering the proposal of the Company's Auditor's remuneration to the Board of Directors and attending a meeting with the Auditor without the Management present at least once a year.
- 3.5 To review the Company's internal audit plan in accordance with generally accepted methods and standards.
- 3.6 To consider related transactions or items that may have conflicts of interest must comply with the law and the regulations of the Stock Exchange, including the disclosure of the Company's information on such matters to be correct and complete. This is to ensure that such items are reasonable and of the utmost benefit to the Company.
- 3.7 To review the Company's risk management system to ensure that it is appropriate and efficient.
- 3.8 To report the performance of the Audit Committee to the Board of Directors in the Board of Directors' meeting.

- 3.9 To prepare the Audit Committee's report to be disclosed in the Company's annual report in which must be signed by the Chairman of the Audit Committee and must include at least the following information:
- 3.9.1 Opinion on the accuracy, completeness and reliability of the Company's financial report.
 - 3.9.2 Opinion on the adequacy of the Company's internal control system.
 - 3.9.3 Opinion on compliance with the Securities and Exchange Act, the regulations of the Stock Exchange or laws related to the Company's business.
 - 3.9.4 Opinion on the suitability of the Auditor.
 - 3.9.5 Opinion on related items or items that may have conflicts of interest.
 - 3.9.6 Number of Audit Committee meetings and attendance of each Audit Committee member.
 - 3.9.7 Overall opinions or observations received by the Audit Committee from performing duties under the Charter.
 - 3.9.8 Other items that the shareholders and general investors should be aware of, within the scope of duties and responsibilities assigned by the Board of Directors
 - 3.9.9 Participate in providing opinions in the consideration of appointment, removal and evaluation of the performance of the internal audit unit.
 - 3.9.10 In performing duties under the scope of duties, the Audit Committee has the authority to invite the management, Management, or Employees of the Company to provide opinions, attend meetings or submit documents deemed relevant or necessary.
 - 3.9.11 Having the authority to hire consultants or external persons in accordance with the Company's regulations to provide opinions or provide advice when necessary.
 - 3.9.12 The Audit Committee must evaluate its performance by self-evaluation and report the evaluation results along with any problems or obstacles in its performance that may cause it to fail to achieve the objectives of establishing the Audit Committee to the Board of Directors every year.
 - 3.9.13 The Audit Committee has the authority to request information from various departments of the Company and its subsidiaries for further consideration on various matters. In performing its duties, if it is found or suspected that there are any items or actions that may have a significant impact on the financial position and performance of the Company, the Audit Committee shall report to the Board of Directors for rectification within the time that the Audit Committee deems appropriate. The types of items or actions that must be reported are as follows:
 - Items that cause conflicts of interest.
 - Corruption, irregularities or significant deficiencies in the internal control system.
 - Violations of the Securities and Exchange Act, the Stock Exchange of Thailand's regulations or laws related to the Company's business.

- Issues that have a significant impact on the financial position and performance.
- 3.9.14 To perform other duties as assigned by the Board of Directors within the scope of the duties and responsibilities of the Audit Committee.

4. Term of office of the Audit Committee.

Term of office of the Audit Committee is as follows:

- 4.1 The Audit Committee shall have a term in office of no more than 3 years (where 1 year here means the period between the date of the annual general meeting of shareholders of the year in which it is appointed until the annual general meeting of shareholders of the following year). An Audit Committee member whose term of office has expired may be reappointed, in addition to the termination of office according to the above term. The Audit Committee shall cease to hold office when:
- Death
 - Resignation
 - Lacking the qualifications to be an Audit Committee member under this charter or the criteria of the Stock Exchange of Thailand
 - Expiration of the term of office as a director of the Company
- 4.2 Any Audit Committee member who requires to resign from his/her position shall submit a resignation letter to the Chairman of the Board of Directors, with a written notice at least 1 month in advance along with reasons and shall notify the Board of Directors. The Company shall notify the Stock Exchange of Thailand of the resignation together with a copy of the resignation letter. In the event that all Audit Committee members cease to hold office, the Audit Committee members who cease to hold office shall continue their duties until the new Audit Committee members assume their duties.
- 4.3 In the event that an Audit Committee position becomes vacant for reasons other than term expiration, the Board of Directors shall appoint a qualified person to be an Audit Committee member within 90 days to ensure that the number of Audit Committee members is complete as determined by the Board of Directors. The person who replaces the Audit Committee member shall hold office only for the remaining term of the Audit Committee member whom he/she replaces.

5. Audit Committee Meetings

The Audit Committee meetings are as follows:

- 5.1 The Audit Committee shall hold a meeting to consider financial statements, internal audit reports and other matters at least once per quarter. The meeting shall be called before the Board of Directors' meeting or the Chairman of the Audit Committee shall call a special meeting to consider other urgent matters as deemed appropriate.

- 5.2 The meeting of the Audit Committee must have at least two-thirds of the total number of Audit Committee members present to constitute a quorum. If the Chairman of the Audit Committee is not present at the meeting, the Audit Committee members present shall select one of the Audit Committee members to chair the meeting.
- 5.3 Any Audit Committee member who has a personal interest in any matter or has any interest in the matter under consideration shall inform the meeting and abstain from expressing opinions, abstain from voting, and leave the meeting room except when the meeting excluding the interested committee members, unanimously resolves for the interested committee member to participate in clarifying information in the meeting for thorough consideration and decision-making but has no right to vote or make decisions on that matter.
- 5.4 The Audit Committee has the power to invite the Management, Auditors, related persons, or persons deemed appropriate to attend the meeting or request clarification on related matters.
- 5.5 Voting at the Audit Committee meeting shall be based on the majority opinion. In the event of an equal number of votes, the Chairman of the meeting shall cast one additional vote as the deciding vote. However, the opinions of other Audit Committee members who do not vote in agreement shall be presented as dissenting opinions to the Board of Directors. The Secretary of the Audit Committee shall not have the right to vote.
- 5.6 The Chairman of the Audit Committee shall report the meeting results to the next meeting of the Board of Directors for acknowledgement every time.
- 5.7 The Secretary of the Audit Committee or the assigned person shall record the meeting minutes.

6. Audit Committee Report

- 6.1 The Audit Committee shall report its performance to the Board of Directors at the Board of Directors meeting.
- 6.2 In the performance of its duties, if the Audit Committee finds or suspects that there are any of the following items or actions which may have a material impact on the Company's financial position and performance: The Audit Committee shall report to the Company's Board of Directors for corrective action within the period deemed appropriate by the Audit Committee.
 - 1) Conflict of interest.
 - 2) Corruption or irregularity or significant deficiencies in the internal control system.
 - 3) Violation of any law or regulation of the Stock Exchange of Thailand and other relevant laws.
- 6.3 In the event that the Audit Committee has reported to the Company's Board of Directors related to any matter that has a material impact on the financial position and operating results as well as having jointly discussed with the Company's Board of Directors and

Management that corrective action must be taken when the jointly specified period of time has elapsed, if the Audit Committee finds that such corrective action has been neglected without reasonable cause, any Audit Committee member may directly report such findings to the Securities and Exchange Commission or the Stock Exchange of Thailand.

7. Reporting of listed companies to the Stock Exchange

7.1 Appointment of the Audit Committee

7.1.1 To report the resolution of the Board of Directors' meeting on the appointment of the Audit Committee along with submitting the form announcing the names and scope of the Audit Committee as required by the Stock Exchange of Thailand

7.1.2 To submit the certification letter and history of the Audit Committee members along with the report on the resolution to appoint the Audit Committee to the Stock Exchange of Thailand within 3 days as from the date the Board of Directors resolved to appoint the Audit Committee members.

7.2 Change of Audit Committee Members.

7.2.1 To report the resolution of the Board of Directors' meeting on the change of Audit Committee members to the Stock Exchange of Thailand in accordance with the requirements of the Stock Exchange of Thailand.

7.2.2 To submit the certification letter and history of the audit committee for the newly appointed audit committee along with the report of the resolution of the appointment of the Audit Committee.

7.3 To report the resolution of the Board of Directors' meeting on the change in the duties and scope of work of the Audit Committee to the Stock Exchange of Thailand in accordance with the requirements of the Stock Exchange of Thailand within 3 days as from the date of the Board of Directors' resolution on such change.

Risk Management Committee Charter

The Board of Directors of the R&B Food Supply Public Company Limited realizes the importance of controlling the management of the R&B Food Supply Public Company Limited (the "Company") in accordance with the policy. Therefore, it has considered appointing the Risk Management Committee with the following powers and duties:

1. Composition of the Risk Management Committee.

1.1 The Risk Management Committee shall be appointed by the Board of Directors. The Risk Management Committee shall consist of at least 3 Directors and/or Management of the Company and at least 1 person shall be an Independent Director. The Risk Management

Committee meeting shall vote to appoint the Chairman of the Risk Management Committee.

- 1.2 The Risk Management Committee shall appoint a Secretary to the Risk Management Committee, who may be the head of the business support department or a person deemed appropriate by the Risk Management Committee. The said person shall support and assist the performance of the Risk Management Committee's duties including preparing the meeting agenda and record the minutes of the Risk Management Committee meeting.

2. Qualifications of the Risk Management Committee.

- 2.1 The Risk Management Committee must be persons with knowledge, ability and experience that will be beneficial to the Company's operations, be honest, have integrity, have business ethics and have sufficient time to devote time, knowledge, ability and perform duties for the Company to the fullest.
- 2.2 Be persons who understand the business and have direct experience in the business to determine the risk management policy to cover the entire organization including supervising the establishment of a risk management system or process to reduce the impact on the Company's business appropriately.

3. Scope of power, duties and responsibilities of the Risk Management Committee

- 3.1 To determine and review the policy, framework of the organization's risk management.
- 3.2 To supervise and support the implementation of the organization's risk management in line with the business strategy and goals including changing situations.
- 3.3 To consider the report of the results of the organization's risk management and provide comments on possible risks including guidelines for determining control measures or mitigation and developing the organization's risk management system for continuous efficiency.
- 3.4 To report the results of the organization's risk management to the Board of Directors. In the event of any significant factors or events that may significantly affect the Company, they must be reported to the Board of Directors for acknowledgement and consideration as soon as possible.

4. Term of office of the Risk Management Committee.

- 4.1 The Risk Management Committee has a term of office of 3 years from the date on which the Board of Directors resolved to appoint them. The Risk Management Committee members who have left their positions according to their terms may be nominated and reappointed to the position again.
- 4.2 The Risk Management Committee will leave their positions when:
 - Death
 - Resignation
 - Lacking qualifications and having prohibited characteristics as specified by law

- The Board of Directors resolved to dismiss them
- 4.3 Any Risk Management Committee member who wishes to resign from their positions must submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company.
- 4.4 In the event that a Risk Management Committee position is vacant, the Board of Directors shall select a person who has the qualifications and must comply with the composition to be a replacement director. He will remain in the position of Risk Management Committee member for only the remaining term of the director he replaces.

5. Risk Management Committee Meetings.

- 5.1 The Risk Management Committee must hold Risk Management Committee meetings at least twice a year and additional meetings as appropriate and suitable.
- 5.2 At a Risk Management Committee meeting, the number of attendees shall not be less than half of the total Risk Management Committee members.
- 5.3 In the event that the Chairman of the Risk Management Committee is not present at the meeting or is unable to perform his duties, The Risk Management Committee members attending the meeting shall elect one of the Risk Management Committee members as the chairman of the meeting.
- 5.4 The decision of the meeting shall be made by majority vote. In case of equal votes, the Chairman of the meeting shall cast one additional vote as the deciding vote.

Charter of the Nomination, Remuneration and Corporate Governance Committee

The Board of Directors of the R&B Food Supply Public Company Limited realizes the importance of controlling the management and the importance of good corporate governance of the Company in accordance with the policy. Therefore, it has considered appointing the Nomination, Remuneration and Corporate Governance Committee with the following powers and duties:

- 1. Composition and Selection of the Nomination, Remuneration and Corporate Governance Committee.** The Nomination, Remuneration and Corporate Governance Committee is appointed by the Board of Directors and consists of at least 3 Company Directors and/or Management, at least 1 of whom must be an Independent Director. The Chairman of the Nomination, Remuneration and Corporate Governance Committee should be an Independent Director.
- 2. Qualifications of the Nomination, Remuneration and Corporate Governance Committee.**
 - 2.1 The Nomination, Remuneration and Corporate Governance Committee must be persons with knowledge, skills and experience that will be beneficial to the Company's operations, having honesty, integrity, ethics in business operations as well as having

enough time to devote time, knowledge, skills and perform duties for the Company fully.

- 2.2 The Nomination, Remuneration and Corporate Governance Committee must have qualifications and not have prohibited characteristics according to the Public Limited Company Act, the Securities and Exchange Act and other related laws.

3. Scope of power, duties and responsibilities of the Nomination, Remuneration and Corporate Governance Committee.

Recruitment.

- 3.1 To determine the method of selecting suitable persons to hold Director positions that are appropriate for the nature and operations of the organization by specifying the qualifications and expertise in each area that is required.
- 3.2 To recruit Directors when the time comes to propose the names of Directors for the Board of Directors to consider by considering the selection of existing Directors to continue the position or open for nomination from shareholders or using an external company to assist in the selection or considering individuals from the professional director list or having each director nominate suitable individuals, etc.
- 3.3 To consider the list of nominated persons and select individuals with qualifications that are consistent with the specified qualification criteria.
- 3.4 To check that the persons to be nominated have the qualifications according to the law and the requirements of the relevant agencies.
- 3.5 To proceed to approach individuals with qualifications that are consistent with the specified qualification criteria in order to ensure that such person is willing to accept the position of the Company's Director if appointed by the shareholders.
- 3.6 To propose the name to the Board of Directors for consideration and include the name in the invitation letter for the general meeting of shareholders for consideration of appointment.
- 3.7 To consider the selection of the Chief Executive Officer as assigned by the Board of Directors.

Regarding consideration of Remuneration

- 3.8 To consider the criteria for paying remuneration to Directors and the Chief Executive Officer to ensure appropriateness by reviewing the appropriateness of the criteria currently used, comparing with remuneration data of other companies in the same industry as the Company and setting appropriate criteria to achieve expected results, be fair and reward those who help the Company's work to be successful.
- 3.9 To consider the criteria for paying remuneration to Directors and the Chief Executive Officer to ensure appropriateness by reviewing the appropriateness of the criteria currently used, comparing with remuneration data of other companies in the same industry as the Company and setting appropriate criteria to achieve expected results, be fair and reward those who help the Company's work to be successful.
- 3.10 To consider the evaluation criteria of the CEO as assigned by the Board of Directors.

- 3.11 To determine the annual remuneration of the Directors and the CEO in accordance with the payment criteria considered and submit to the Board of Directors for approval of the CEO's remuneration as the Directors, the Board of Directors shall submit to the general shareholders' meeting for approval.
- 3.12 To consider the appropriateness and provide approval in the case of new securities offerings to Directors and Employees, adhering to the principle of fairness to shareholders and creating incentives for Directors and Employees to perform their duties in order to create added value for shareholders in the long term and to be able to retain truly quality personnel.

Corporate Governance.

- 3.13 To determine the scope, duties and responsibilities of the Company's corporate governance to be appropriate for business operations, good corporate governance and compliance with regulations for submission to the Board of Directors.
- 3.14 To determine policies and propose practices in line with corporate governance as well as to provide advice and recommendations in accordance with the principles of international good corporate governance.
- 3.15 To consider and review the anti-corruption policy before submitting it to the Board of Directors. In addition, the National Anti-Corruption Commission has been established to prevent and combat corruption to play a role in supporting the work of the Board of Directors in the area of anti-corruption.
- 3.16 To evaluate and review the corporate governance practices to consider improving them regularly and report progress of the work results to the Board of Directors for acknowledgement periodically.
- 3.17 One Report To oversee the disclosure of information related to corporate governance in Form 56-1 One Report.
- 3.18 To perform any other duties as assigned by the Board of Directors related to corporate governance.

4. Term of office of the Nomination, Remuneration and Corporate Governance Committee

- 4.1 The Board of Directors appoints the Nomination, Remuneration and Corporate Governance Committee, with a term of office of 3 years as from the date the Board of Directors resolves to appoint them. A Nomination, Remuneration and Corporate Governance Committee member who has left his/her position by rotation may be nominated and reappointed.
- 4.2 The Nomination, Remuneration and Corporate Governance Committee member will leave his/her position when:
- Death
 - Resignation
 - Lacking qualifications and having prohibited characteristics as specified by law

- The Board of Directors resolves to dismiss him/her
- 4.3 In the event that any person of the Nomination, Remuneration and Corporate Governance Committee member who wishes to resign from his/her position shall submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company.
- 4.4 In the event that a position on the Nomination, Remuneration and Corporate Governance Committee is vacant, the Board of Directors shall select a person who possesses the qualifications and must comply with the composition to be a Director instead. He/she shall serve in the position of the Nomination, Remuneration and Corporate Governance Committee member only for the remaining term of the Director whom he/she replaces

5. Meetings of the Nomination, Remuneration and Corporate Governance Committee

- 5.1 The Nomination, Remuneration and Corporate Governance Committee shall hold meetings at least twice a year and additional meetings as appropriate and suitable.
- 5.2 In a meeting of the Nomination, Remuneration and Corporate Governance Committee, there must be at least half of the total Nomination, Remuneration and Corporate Governance Committee members to constitute a quorum.
- 5.3 In the event that the Chairman of the Nomination, Remuneration and Corporate Governance Committee is not present at the meeting or is unable to perform his/her duties, the Nomination, Remuneration and Corporate Governance Committee shall select 1 Nomination, Remuneration and Corporate Governance Committee member to be the Chairman of the meeting.
- 5.4 The decision of the meeting shall be by majority vote. If the votes are equal, the Chairman of the meeting shall cast one additional vote as the deciding vote.

Charter of the Social Responsibility and Sustainable Development Committee

The Board of Directors of the R&B Food Supply Public Company Limited realizes the importance of controlling the Company's management to comply with the policy. Therefore, it has considered appointing the Social Responsibility and Sustainable Development Committee with the following powers and duties:

1. Composition of the Social Responsibility and Sustainable Development Committee.

The Social Responsibility and Sustainable Development Committee is appointed by the Board of Directors and consists of at least 5 Directors and/or Management of the Company and at least 2 of them must be Independent Directors.

2. Qualifications of the Social Responsibility and Sustainable Development Committee.

The Social Responsibility and Sustainable Development Committee must be persons with knowledge, skills and experience that will be beneficial to the Company's business operations.

They must be honest, sincere and ethical in their business operations and have sufficient time to devote their time, skills and perform their duties to the Company to the fullest.

3. Scope of power, duties and responsibilities of the Social Responsibility and Sustainable Development Committee:

- 3.1 Set policies and directions for social responsibility and sustainable development to be proposed to the Board of Directors for approval.
- 3.2 Provide support for social responsibility and sustainable development operations by attending meetings to provide guidelines for operations and monitoring work periodically within the specified time frame.
- 3.3 Consider and evaluate the performance of social responsibility and sustainable development operations, provide recommendations for development, and report to the Board of Directors at least once a year.
- 3.4 Approve reports on social responsibility and sustainable development for public disclosure.

4. Term of office of the Social Responsibility and Sustainable Development Committee

- 4.1 The Social Responsibility and Sustainable Development Committee has a term of office of 3 years, starting from the date the Board of Directors resolves to appoint it. A Social Responsibility and Sustainable Development Committee member who has vacated his/her position by the end of his/her term may be nominated and reappointed to the position again.
- 4.2 The Social Responsibility and Sustainable Development Committee member will vacate his/her position when:
 - Death
 - Resignation
 - Lacking qualifications and having prohibited characteristics as specified by law
 - The Board of Directors resolves to dismiss him/her
- 4.3 Any Social Responsibility and Sustainable Development Committee member who requires to resign from his/her position must submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company.
- 4.4 In the event that a position on the Social Responsibility and Sustainable Development Committee member becomes vacant, the Board of Directors shall: Select a person who has the qualifications and must comply with the composition to be a replacement director. He will be in the position of a member of the Social Responsibility and

Sustainable Development Committee for only the remaining term of the member he replaces.

5. Meetings of the Social Responsibility and Sustainable Development Committee.

- 5.1 The Social Responsibility and Sustainable Development Committee must organize meetings of the Social Responsibility and Sustainable Development Committee at least twice a year and additional meetings as appropriate and suitable.
- 5.2 At a meeting of the Social Responsibility and Sustainable Development Committee, the number of attendees shall not be less than half of the total number of members of the Social Responsibility and Sustainable Development Committee.
- 5.3 In the event that the Chairman of the Social Responsibility and Sustainable Development Committee is not present at the meeting or is unable to perform his duties, the members of the Social Responsibility and Sustainable Development Committee present at the meeting shall select one of the members of the Social Responsibility and Sustainable Development Committee to be the Chairman of the meeting.
- 5.4 The decision of the meeting shall be by majority vote. If the votes are equal, the chairman of the meeting shall cast one additional vote as the casting vote.

Charter of the Management Board

The Board of Directors of the R&B Food Supply Public Company Limited realizes the importance of controlling the Company's management to comply with the policy. Therefore, it has considered appointing the Management Board with the following powers and duties:

1. Composition of the Management Board.

- 1.1 Consists of at least 3 Management or Employees.
- 1.2 The Chief Executive Officer shall be the Chairman of the Management Board by position.
- 1.3 The Chairman of the Management Board shall not be the Chairman of the Company except in cases where the Company has more than half of the total number of Independent Directors.
- 1.4 Appointed by the Company's Board of Directors and has the qualifications as specified in the Securities and Exchange Act including the announcements, regulations and/or rules of the Stock Exchange of Thailand.

2. Qualifications of the Management Board

2.1 The Management Board shall be persons with knowledge, skills and experience that will be beneficial to the Company's operations, be honest, have integrity, have business ethics, and have sufficient time to devote their time, knowledge, skills and perform their duties to the Company to the fullest.

2.2 The Management Board shall have the qualifications and not have prohibited characteristics as specified in the Public Limited Company Act, the Securities and Exchange Act, and any other relevant laws

3. Duties and responsibilities of the Management Board

3.1 To provide policies, appoint, determine the powers, duties, supervise, coordinate and determine the powers and duties of special working groups or management groups and consider and approve various proposals proposed by the management group or special working group.

3.2 To approve proposals proposed by various working groups for the benefit of management and conduct business in accordance with the Company's objectives.

3.3 To study the feasibility of new projects and have the authority to consider and approve participation in various biddings and to proceed with various projects as deemed appropriate, including completing related legal transactions.

3.4 To study the feasibility of investing in new projects and have the authority to consider and approve the Company's investment or joint investment with other individuals, juristic persons, or groups of persons in various forms to conduct business in accordance with the objectives including other investments such as purchasing shares, exchanging shares with other juristic persons as deemed appropriate and completing related legal transactions in accordance with the approval authority table in effect at that time.

3.5 To determine, consider and approve regulations, rules, management policies and the Company's business operations or any actions in which binding the Company

3.6 To provide advice, consultation and determine the policies and duties of the Chief Executive Officer and special working groups.

3.7 To have the authority to approve, appoint, hire, dismiss, impose disciplinary punishment, determine salaries, wages, benefits, bonuses, bonuses and other remuneration including expenses and facilities of the Company's officers or Employees who hold positions from Management as defined by the Securities Exchange Commission and above except for the Chief Executive Officer or special working groups to carry out specific tasks except for the Chief Executive Officer position.

3.8 To perform other actions in accordance with the policies assigned by the Board of Directors.

3.9 To have the authority to appoint any person or group of persons to operate the Company's business under the supervision of the Management Board or may authorize such person or group of persons to have the power to act as the Management Board

deems appropriate and have the authority to change, amend, cancel, revoke such authority.

- 3.10 To have the authority to appoint the Chairman of the Advisory Board or Advisors or the Advisory Board of the Management Board as appropriate and have the authority to determine the remuneration, allowances, benefits, facilities and other expenses of the Chairman of the Advisory Board or Advisors or the Advisory Board as appropriate.
- 3.11 The Management Board or the Chairman of the Management Board has the authority to call a meeting of the Management Board and/or determine the rules and regulations of the meeting as appropriate.
- 3.12 In the event that the Chairman of the Management Board is unable to perform his duties The Chairman of the Executive Board or the Management Board shall appoint an acting director to perform duties on behalf of the Chairman of the Management Board from time to time with the acting director having the same authority and duties as the Chairman of the Management Board.
- 3.13 To consider and approve various powers to operate the management business to the Management in accordance with the rules and regulations. However, the Management Board shall not approve any transactions in which oneself or any person may have a conflict of interest, have an interest or may have a conflict of interest in any other manner with the Company or its subsidiaries.

4. Term of office of the Management Board.

- 4.1 The Management Board shall be appointed by the Board of Directors in accordance with the Company's regulations, which stipulate that the Company's Directors may assign one or more directors to perform any act on behalf of the Board of Directors including considering the experience that will be beneficial to the business operations of that person. The term of office shall not exceed 3 years as from the date on which the Board of Directors resolves to appoint them. In addition, the Management Board, whose term of office has expired, may be reappointed by the Board of Directors to continue their positions. The Executive Board shall cease to hold office when:
 - Death
 - Resignation
 - Lacking qualifications and having prohibited characteristics as specified by law
 - The Board of Directors' meeting has resolved to dismiss
- 4.2 Any Management who requires to resign from his position must submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company.
- 4.3 In the event that the any Management position is vacant, the Board of Directors shall select a qualified person to be a replacement.

5. Executive Board Meeting

The Executive Board shall meet at least once a month.

Chief Executive Officer Charter

1. Selection of the Chief Executive Officer

The Chief Executive Officer shall be nominated by the Nomination, Remuneration and Corporate Governance Committee and shall be selected from persons whose names are on the Management Board at the time of selection and who have the qualifications specified in the Chief Executive Officer Charter in order to present them to the Board of Directors for consideration and approval to appoint him as the Chief Executive Officer.

2. Duties and Responsibilities of the Chief Executive Officer.

The Chief Executive Officer shall have the following duties and responsibilities:

- 2.1 Controlling the operations, planning operational strategies and managing the daily operations of the Company.
- 2.2 Making decisions on important matters of the Company, determining the Company's missions, objectives, guidelines and policies Including the control of the management of various lines of work.
- 2.3 Being the authority to command, contact, command, and sign any legal contracts, documents, orders, or notifications as specified in the Manual of Authority.
- 2.4 Having the authority to hire, appoint, transfer persons as deemed appropriate as well as to determine the scope of authority and appropriate remuneration, and to have the authority to deprive, dismiss as appropriate for Employees at various levels as specified in the Manual of Authority.
- 2.5 Having the authority to set trading conditions for the benefit of the Company.
- 2.6 To consider investment in new businesses or business termination to present to the Management Board and/or the Board of Directors.
- 2.7 To approve and appoint consultants in various areas necessary for operations.
- 2.8 Perform any actions as assigned by the Management Board and/or the Board of Directors.

However, the assignment of powers, duties and responsibilities of the Chief Executive Officer as mentioned above shall not include the power and/or sub-authorization to approve any particulars in which he or the sub-authorized person or any person who may have a conflict of interest (as defined in the announcement of the Capital Market Supervisory Board) has an interest or other benefits that conflict with the Company in which the approval of such particulars must be submitted to the Board of Directors' meeting and/or the shareholders' meeting (as the case

may be) for consideration and approval of such particulars as prescribed by the Company's regulations or relevant laws.

Charter of the Company Secretary

The Board of Directors of the R&B Food Supply Public Company Limited realizes the importance of the role, duties and responsibilities of the Company Secretary. Therefore, it has considered appointing the Company Secretary to support various activities of the Board of Directors and to enable the Board of Directors and the Company itself to perform their duties in accordance with the legal framework and the principles of good corporate governance as stipulated by the Stock Exchange of Thailand. The Board of Directors therefore deems it appropriate to stipulate the Charter of the Company Secretary as follows:

1. Qualifications of the Company Secretary.

The Board of Directors shall select a person to hold the position of Company Secretary from persons with suitable qualifications and who can perform their duties to the fullest extent of their ability. The Company Secretary may be the same person as the Secretary of the Board of Directors.

2. Duties and Responsibilities of the Company Secretary.

The Company Secretary shall perform his duties with responsibility, caution and honesty in accordance with the Securities and Exchange Act (No. 4) B.E. 2551 (2008), which specifically stipulates the roles, duties and responsibilities of the Company Secretary as follows:

- 2.1 To oversee the disclosure and reporting of information in the areas under his responsibility to the agencies that supervise the Company and maintain reports of interests reported by Directors or Management.
- 2.2 To prepare and maintain the following documents:
 - 2.2.1 Director's register.
 - 2.2.2 Board meeting invitation letter, Board of Directors' meeting minutes, information list form and annual report of the Company.
 - 2.2.3 Shareholders' meeting notice and shareholders' meeting report.
- 2.3 To keep the report on conflict of interest reported by the Directors or Management and send a copy of the report to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 business days from the date the Company receives the report.
- 2.4 To establish a system for keeping documents and evidence related to the presentation of the following information including ensuring that such documents or evidence are

kept correctly, completely and verifiably for a period of not less than 5 years from the date such documents or information were prepared.

Keeping the above documents and evidence shall mean keeping them by computer system or any other system that can be retrieved without changing the text.

- 2.4.1 Providing information to support the request for resolution of the shareholders' meeting.
- 2.4.2 Financial statements and reports on the financial status and performance of the Company or any other reports that must be disclosed in accordance with Section 56, Section 57, Section 58, or Section 199 of the Securities and Exchange Act
- 2.4.3 The Company's opinion when someone makes a general tender offer for the Company's shares from shareholders.
- 2.4.4 Providing information or other reports on the Company's business prepared for disclosure to shareholders or the general public as specified by the Capital Market Supervisory Board.
- 2.5 To perform other acts as specified by the Capital Market Supervisory Board.
- 2.6 To perform duties with responsibility, caution, and honesty, and complying with the law, objectives, the Company's regulations, resolutions of the Board of Directors, and resolutions of the shareholders' meeting, and not performing any acts that are materially in conflict with or contrary to the Company's interests.
- 2.7 He/she must perform duties with responsibility and caution as a reasonable person who operates such business would act under the same circumstances.
 - 2.7.1 The decision is made with honest and reasonable belief that it is for the best interests of the Company.
 - 2.7.2 The decision is made based on information honestly believed to be sufficient and
 - 2.7.3 The decision is made without any direct or indirect interest in the matter being decided.
- 2.8 To provide initial advice to the Company's Directors on laws, regulations, the Company's rules including the principles of good corporate governance and the code of ethics that Directors should follow and monitor compliance to ensure correct and consistent compliance including reporting any significant changes to the Company's Directors.
- 2.9 To prepare documents and information that are useful for the performance of duties of New Directors, introduce the nature of the Company's business and business operations to New Directors.
- 2.10 To organize Shareholder meetings and Board meetings in accordance with the law and the Company's rules.

- 2.11 To support the selection of training courses and seminars to enhance knowledge and develop Directors to have skills and experience that will lead to effective performance of duties as Directors of the Company.
- 2.12 To provide information and presentations on the Company's business including other information related to the Directors who take office in the Company for the first time.

3. Principles of the Company Secretary's Work

The Company Secretary must perform his duties with responsibility, caution and honesty and must comply with the law, objectives, the Company's regulations, the Board of Directors' resolutions, and the Shareholders' resolutions by:

- 3.1 The decision must be made based on information that is honestly believed to be sufficient.
- 3.2 The decision is made without any direct or indirect interest in the matter being decided.
- 3.3 To act honestly for the best interests of the Company.
- 3.4 To act with a legitimate and appropriate purpose and do not act in a way that is materially in conflict with the Company's interests.
- 3.5 Do not seek benefits from using the Company's information that you know except for information that has been disclosed to the public or use the Company's assets or business opportunities in a manner that violates the general principles or practices as announced by the Capital Market Supervisory Board.
- 3.6 Do not enter into any agreements or contracts that may cause a conflict of interest with the Company, its Employees, or its customers, and also conflict with the performance of his duties.

4. In the event that the Company Secretary is removed from office or unable to perform his duties.

Guidelines for practice in the event that the Company Secretary is removed from office or unable to perform his duties The following are stipulated:

- 4.1 The Board of Directors shall appoint a new Company Secretary within 90 days as from the date on which the former Company Secretary has left the position or is unable to perform his/her duties.
- 4.2 The Board of Directors shall have the authority to assign any Director to perform the duties of the Company Secretary during the period in which the Company Secretary has left the position or is unable to perform his/her duties.
- 4.3 The Chairman of the Board of Directors shall notify the name of the Company Secretary to the Securities and Exchange Commission within 14 days as from the date on which the person responsible for the position has been appointed.

Disclosure of Information and Transparency

The Company places importance on information disclosure. The Board of Directors shall ensure that the Company discloses important information related to the Company both financial and non-financial, correctly, completely, timely and transparently through various channels that are easily accessible, equitable and reliable in accordance with the channels specified by law. Important information that the Company shall disclose includes financial reports and various non-financial information that may affect the price of the Company's securities which shall comply with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company shall ensure that the quality of the financial reports is accurate, complies with generally accepted accounting standards and has been audited by an Independent Auditor certified by the Securities and Exchange Commission. In addition, the Company will disclose information about the Directors to demonstrate transparency in business operations including disclosure of information on the performance of the Board of Directors and the Audit Committee such as the number of meetings and the number of meetings attended by each Director in the past year, disclosure of the remuneration policy for Directors and Senior Management including the forms and characteristics of remuneration and reporting on the corporate governance policy and performance results according to the policy. In addition to disclosing the above information to the public through the channels of the Securities and Exchange Commission or the Stock Exchange of Thailand, the Company will also disclose it through the Company's website.

Responsibilities of the Board of Directors

As a representative of shareholders, the Board of Directors has an important duty to set the vision, mission, policies and make decisions on important policies and strategies of the Company, monitor and inspect the performance of the management to ensure compliance with the policies and strategies set for the maximum benefit of shareholders and evaluate the performance of the Company against the set plan. Therefore, the Board of Directors consists of qualified persons with diverse knowledge, skills and experience who can use their experiences to develop and set policies that will benefit the Company's operations.

In addition, the Board of Directors places importance on disclosing sufficient information to shareholders, investors and all relevant parties. The disclosed information must be accurate, complete, transparent, comprehensive and timely including financial reports, performance, other relevant information and information that affects the price of the Company's securities in accordance with the principles of good corporate governance. Information and news are disseminated so that shareholders, investors and relevant parties can use them to make

investment decisions through various channels including sending documents by post, disclosing information via the Company's website and the Stock Exchange of Thailand's information system.

Business Ethics

The Board of Directors promotes the establishment of a business ethics for the Board of Directors, Management and Employees to adhere to and practice as a duty, responsibility, honesty, integrity, fairness, confidentiality, professional ethics and compliance with various rules and regulations to create confidence, trust and maximize the benefits for the Company's stakeholders. and create credibility in business operations that will lead to sustainable growth of the Company.

Board Structure

The Board of Directors has determined that the Board structure must have diverse qualifications in terms of skills, experience and abilities that are beneficial and sufficient to perform duties effectively. The Board of Directors consists of at least 9 Directors, 3 of whom are Independent Directors to balance the Board. The qualifications of Independent Directors are in accordance with the criteria set by the Securities and Exchange Commission according to Section 17 of the Capital Market Supervisory Board Announcement No. TorJor. 39/2559, including future amendments. The Board of Directors has appointed subcommittees, namely the Audit Committee, the Nomination, Remuneration and Corporate Governance Committee, the Risk Management Committee, the Social Responsibility and Sustainable Development Committee and the Management Board. The Company has prepared the charters of the 5 Subcommittees to supervise each Subcommittee.

Diversity Policy in the Board Structure

The Board of Directors has determined the policy on diversity in the board structure that requires the selection of candidates to serve as Directors which is an important factor in increasing the efficiency of decision-making and operations of the Board of Directors. The Board of Directors will consider the necessary skills that are still lacking in the Board of Directors without limiting gender, age, educational background, professional experience, skills and knowledge to serve as directors in any way so that the Board of Directors can operate more efficiently in line with the business strategy and support the Board of Directors' composition to be complete in terms of knowledge, ability, experience and diversity to facilitate maximum efficiency in work, the Board of Directors has set a target that the Board of Directors will consist of no less than 30 percent of the total number of Directors who are women in order to promote gender equality and the role of women.

Criteria and process for recruiting and selecting New Directors

In the event that there is a vacancy on the Company's Board of Directors, the Nomination, Remuneration and Corporate Governance Committee will be responsible for selecting New Directors. The criteria are: Consideration of qualifications, knowledge, skills, work experience, and necessary skills that are still lacking in the Board of Directors, in line with the Company's business operations in order to perform duties to the fullest including not having prohibited characteristics according to the law and principles of good corporate governance. In the selection and selection of the Company's Directors, consideration will be made from the Director Database, which will create diversity in the Board's structure and create a Board Skill Matrix to determine the qualifications of the Directors to be recruited in line with the Company's business operations. In addition, the Company has a policy of granting shareholders the right to propose names of suitable persons to be Directors with the Nomination, Remuneration and Corporate Governance Committee responsible for screening the qualifications and suitability of candidates who have been nominated or Directors whose terms have expired by proposing opinions to the Board of Directors for approval to propose to the shareholders' meeting for election as Directors of the Company, considering their qualifications.

Qualifications of Directors: A person who holds the position of Director of the Company must have knowledge, skills and readiness to perform their duties, and have at least the following qualifications:

- (1) To have qualifications and no prohibited characteristics as specified in the Public Company Act and must not have characteristics indicating a lack of suitability to be trusted to manage the Company by shareholders, as announced by the Securities and Exchange Commission.
- (2) To have knowledge, skills, profession, experience and expertise in specific fields especially those related to the business and according to the structure of the Board of Directors that is diverse. The selection and appointment of the Company's Directors will be based on knowledge and ability and the principle of diversity will be used in consideration.
- (3) To be able to devote oneself fully especially in making important decisions and performing duties for the benefit of the Company, attending all Board of Directors' meetings and Shareholders' meetings except in cases of force majeure.
- (4) To have morality, ethics and other additional qualifications as specified by law or as appropriate to the Board of Directors.

Orientation for new Board of Directors

For Directors, the Company has prepared basic information about the Company including the organizational structure and executives, nature of operations, main products and services, the Company's regulations and laws related to the Company including the requirements of the Securities Exchange Commission and the Stock Exchange of Thailand for New Directors so that such Directors can understand the Company's operations and be aware of the roles, duties and responsibilities of being a Director or Independent Director.

Evaluation of the Board of Directors' Performance

The Board of Directors has evaluated its own performance as a group at least once a year to review whether it has adequately supervised various operations. and use it as supporting information for the management to improve and develop management to be more efficient by using the form that the Company has adjusted from the self-evaluation sample according to the guidelines of the Stock Exchange of Thailand and the appropriateness and consistency with the specific characteristics of the Company's Directors by informing the evaluation results to the Company's Directors and analyzing the evaluation results to develop and improve the efficiency of operations, which is divided as follows:

- (1) Self-evaluation of the Entire Board of Directors.
- (2) Self-evaluation of Individual Directors.
- (3) Self-evaluation of 5 Subcommittees: Audit Committee, Nomination, Remuneration and Corporate Governance Committee, Social Responsibility and Sustainable Development Committee, Risk Management Committee and the Management Board so that the Directors can jointly consider the evaluation of the performance and solve problems together to lead to further improvement and development.

Self-evaluation process of the Entire Board of Directors

Performance evaluation in operations: The Board of Directors divides the evaluation into 4 main topics according to the guidelines of the Stock Exchange of Thailand as follows:

1. Structure and qualifications of the Board including the diversity of Directors, the proportion of directors, the qualifications of each Subcommittee
2. Roles, duties and responsibilities of the Board including the use of sufficient time to consider important matters, items with conflicts of interest, internal control systems Risk Management
3. Board meetings including a year-long meeting schedule, document quality, and information sufficient for the Directors' decision-making.
4. Relationship with the Management: It consists of opening up opportunities for discussion, announcing participation in problem solving and including self-development of Directors and the Management including understanding, roles,

duties and knowledge of the company's business, encouraging Directors to attend training, succession plans, etc.

The criteria for self-assessment of the Entire Board of Directors are as follows:

1. The Board of Directors approves and reviews the assessment form to ensure accuracy, completeness and compliance with the criteria set by the regulatory agency.
2. The Company Secretary summarizes and analyzes the results of the performance assessment of the Board of Directors and reports the analysis results from the assessment to the Board of Directors.
3. The Company Secretary takes the analysis results and additional comments from the Board of Directors to develop a plan for improvement.

Process of self-assessment of Individual Board Members

The assessment of the performance of the Board of Directors' operations is divided into 4 main topics as follows:

1. Board Qualifications, Board Diversity, Opinions on the Performance of the Board.
2. Attendance at meetings, Opinions in meetings, Advance Study of Information.
3. Roles, Duties and Responsibilities, Independence of the Board, Opinions and Participation in Sufficient Activities, Internal Control and Risk Management, Disclosure of Information.
4. Other Opinions that are Beneficial to the Organization's Management.

The criteria for self-evaluation of Individual Directors are as follows:

1. The Board of Directors approves, reviews and evaluates the results to ensure accuracy, completeness and compliance with the criteria set by the regulatory agency.
2. Individual Directors conduct self-evaluations to express opinions on the roles and duties of the Directors, independence of management, development, knowledge and opinions on the organization's management.
3. The Company Secretary summarizes and analyzes the evaluation results and report to the Board of Directors to prepare a development plan for each Individual Director. The evaluation criteria will be calculated as an average score from the full score in each item as follows:

Score equal to 4.00	=	Excellent
Average score range 3.01 – 3.99	=	Very good
Average score range 2.01 – 3.00	=	Fair
Average score range 1.01 – 2.00	=	Satisfactory
Average score range 0.00 – 1.00	=	Needs improvement

Policy and criteria for paying remuneration to Senior Management.

The Board of Directors has established a policy and criteria for paying remuneration to Senior Management to be appropriate, fair, and consistent with the responsibilities and responsibilities, adhering to the framework of relevant laws and regulations. The Nomination, Remuneration, and Corporate Governance Committee has established criteria and methods for paying appropriate remuneration, aiming for the Company's compensation to be at the highest level (Top Quartile) when compared to companies in the same industry.

1. Short-term remuneration policy.

Short-term remuneration for Senior Management. It will be based on the Key Performance Indicators (KPI) and the achievements of the Action Plan, considering the performance of Senior Management according to the criteria specified in the Balance Scorecard which covers 3 main areas: Business as Usual, Strategic Initiatives and Strategic Enablers & Sustainability. These indicators will be used to determine the Corporate KPI which is an important part of the performance evaluation criteria along with the annual performance evaluation which is conducted by the Nomination, Remuneration and Corporate Governance Committee at the end of the year before being presented to the Board of Directors for consideration and approval.

2. Long-term compensation policy.

For long-term remuneration, the Company operates in the form of a provident fund contribution which is at a specified rate and will increase according to the length of service in the Company.

The monetary remuneration of the Company's Senior Management (as defined by the SEC as the Chief Executive Officer (CEO), the first four Management (executives) below the Chief

Executive Officer, and all Management in a position equivalent to the fourth-ranked executive) including the Chief Financial Officer) consisting of salary, bonus, provident fund, life insurance, health insurance, company car, etc.

The Board of Directors is of the opinion that the remuneration structure set for Senior Management is appropriate for their responsibilities, helping to motivate executives to lead its organization to achieve both short-term and long-term goals and is also competitive when compared to remuneration levels in the same industry.

Risk Management

The Company places importance on managing risks that may arise in business operations whether caused by internal or external factors as they are an important mechanism that leads the Company to achieve its goals and missions according to the strategies set. For this reason, the Board of Directors has assigned the Risk Management Committee to oversee the Company's risk management to be in line with the goals, set policies and risk management measures for the Management and Employees at all levels to adhere to assess and manage risks arising from the Company's business operations whether they are strategic risks, operational risks, financial risks, compliance risks and sustainability risks and report to the Board of Directors to find guidelines and methods for risk management to improve efficiency. The important policies are as follows:

Risk Management Policy

The Board of Directors places importance on risk management as part of good corporate governance. It has established a policy that covers the entire organization from identifying, assessing, controlling and monitoring risks to preparing for new risks that may occur in the future. It focuses on creating standards and an organizational culture that promotes effective risk management, reducing opportunities and potential damages.

In order to make the Company's risk management clear, the Board of Directors has established the following overall risk management practices:

1. The Company will establish a risk management system and process throughout the organization in line with its strategies and objectives by assessing risks to cover risks such as

strategic risks, operational risks, accounting and financial risks, compliance risks and sustainability risks.

2. The Company will determine the control and management of risks to be at an acceptable level (Risk Appetite).
3. The Management are responsible for identifying, analyzing and assessing risks of the units they are responsible for as well as determining appropriate measures for risk management.
4. The Management will manage the Company's risks and supervise the management of each risk according to its responsibilities and report the results of risk management operations to the Risk Management Committee for approval or recommendations on a regular basis or as appropriate.
5. The Risk Management Committee will supervise the Company's risk management in accordance with the risk management policy by considering the appropriateness of the risk management plan and monitoring risk management according to the specified plan.

As the Risk Management Policy, it must be reviewed and updated at least once a year to suit the changing environment of the organization but any changes to the risk management policy must be approved by the Board of Directors.

Succession Plan

The Company realizes the necessity and importance of the Succession Plan for directors, CEO and Senior Management by setting appropriate and transparent policies, criteria and procedures to select personnel with qualifications, skills and experience through the consideration process of the Nomination, Remuneration and Corporate Governance Committee.

The Company has set the following succession guidelines:

1. Directors

In the event that a Director position is vacant, the Nomination, Remuneration and Corporate Governance Committee will consider, screen and select a Successor at the Director Level within the organization who is qualified to hold the position of Director in order to be consistent with the Company's business strategy to be presented to the Board of Directors for consideration and approval and/or to be presented to the shareholders' meeting for approval. In the event that there are no suitable qualifications, the Nomination, Remuneration and Corporate Governance Committee may consider selecting from outside the organization, focusing on recruiting individuals with qualifications, knowledge, expertise and experience that

are consistent with the Company's strategy and goals to be presented to the Board of Directors in accordance with the specified process.

2. Chief Executive Officer and Senior Management.

The Board of Directors has set policies and criteria for selecting the Chief Executive Officer. The Nomination, Remuneration and Corporate Governance Committee will nominate qualified individuals to the Board of Directors for appointment as the CEO and will report progress and summarize the succession plan results to the Board of Directors at least once a year or when there are any significant changes.

In considering the successor to the CEO, the Board of Directors will select the CEO and the CEO will consider and select the Deputy CEO, Chief Executive Officers, and Assistant Chief Executive Officers with the following knowledge, skills and abilities:

1. Knowledge and skills necessary for the business: Knowledge of business processes, strategic planning, management plans and projects, budget management, marketing and sales management, risk and crisis management, accounting and finance, human resource management, organizational development and innovation, information technology management, etc.
2. Ability to manage: Ability to plan, allocate and manage resources appropriately, solve problems, make decisions, and manage changes.

Other important policies

1. Policy on related party transactions.

In entering into transactions that are commercial agreements with general commercial terms and conditions and transactions that are commercial agreements that are not general commercial terms, interested parties will not be able to participate in the consideration and approval of such transactions by complying with the following principles:

(a) Transactions that are commercial agreements with general commercial terms. The Board of Directors has approved in principle that the Management can approve related party transactions or connected party transactions that are commercial agreements with general commercial terms between the Company and Directors, the Management or related persons without having to receive approval from the Board of Directors' meeting if such transactions are

commercial agreements of the same nature as what a reasonable person would do with a general contracting party in the same situation along with the power to negotiate trade without the influence of the status of the Director, Management or related person (as the case may be) and do not result in the transfer of benefits and/or can demonstrate that such transactions are priced or conditions are reasonable or fair.

In this regard, the Company will prepare a summary report of such transactions to report in the Audit Committee's meeting and the Board of Directors' meeting every quarter.

(b) Transactions that are commercial agreements that are not general commercial terms.

Transactions that are commercial agreements that are not general commercial terms must be considered and commented on by the Audit Committee before being presented to the Board of Directors or the shareholders' meeting (as the case may be) for further consideration and approval. The Board of Directors must oversee that the Company complies with the announcements of the Capital Market Supervisory Board and the regulations, announcements, orders or requirements of the Stock Exchange of Thailand including compliance with the requirements on disclosure of information on related party transactions and the acquisition or disposal of assets of the Company and its subsidiaries and comply with the accounting standards set by the Accounting Professional Council. The Audit Committee will provide opinions on the necessity of the transaction and the appropriateness of the price of the transaction. The related party transactions are conducted fairly by considering various conditions to be in accordance with the nature of the trade at market prices and in accordance with normal business practices (Fair and at arm's length) and comparing prices with external parties. In the event that the Audit Committee does not have expertise in the related party transactions, the Company will arrange for an independent expert or the Company's Auditor to provide opinions on such transactions to be used in the decision-making of the Audit Committee, the Board of Directors, and shareholders, as appropriate. Persons who may have conflicts of interest or have an interest in the related party transactions will not have the right to vote to approve such related party transactions. The Company will disclose the related party transactions in the notes to the financial statements audited by the Company's certified public accountant and in the annual report including the information disclosure form (Form 56-1).

2. Policy on related party transactions or future connected party transactions.

The Company will continue to conduct related party transactions with related companies in the future because such business is considered a normal joint business operation among entrepreneurs in the same industry. The purchase and sale prices are set at market prices and in accordance with normal business practices (Fair and at arm's length) and/or as detailed in the commercial contract to ensure that the price is reasonable and takes into account the maximum benefit that the Company will receive, the Audit Committee and the Audit Department will act as a supervisor and review the Company's operations to comply with the rules, regulations and announcements of the Securities and Exchange Commission and the Stock Exchange of Thailand. Directors or the Management who have a stake in any matter have no right to vote in the meeting and are not present at the meeting.

3. Policy on supervision of insider trading and use of inside information

The Company has a clear policy prohibiting Employees, Management and those with inside information on the Company's securities performance from trading from the date the information is known until it is disclosed to the public. They are prohibited from using inside information that should not be disclosed to create prices for securities, especially during the period of 1 month before the disclosure of quarterly and annual financial statements and within 24 hours after the disclosure of such financial statements.

In addition, the Company has a strict policy on supervision of the use of inside information, prohibiting directors, Management, Employees and Workers at all levels from using inside information that may affect the price of securities or information that has not been disclosed to the public including information that is intended only for the Company's purposes such as financial statements that have not been submitted to the Stock Exchange, dividend payments, mergers and acquisitions and significant commercial contracts.

If inside information is used to seek personal benefits or other benefits in an improper manner whether on behalf of oneself or others, the Company will consider it a disciplinary offense under the work regulations. The penalty may range from verbal warning, written warning, reprimand to termination of employment as appropriate. This is to maintain transparency and fairness in the Company's operations.

The Board of Directors and the Management including those holding executive positions in accounting or finance who are department managers or equivalent of the company, are responsible for preparing, disclosing, and submitting reports on the holding and changes in the holding of securities and futures contracts of themselves, their spouses and children who have not yet reached the age of majority including related juristic persons under the provisions of the Securities Act, the announcements of the Securities and Exchange Commission, and the announcements of the Capital Market Supervisory Board to the Company Secretary before submitting to the SEC every time. The report must be prepared in the form and submitted to the SEC within 3 business days from the date of purchase, selling, transfer or receiving transfer of securities or futures contracts by specifying that the Company Secretary to compile the securities holding report and the change in securities holding report that the Directors and Management have reported to the Securities and Exchange Commission by informing the Board of Directors at the next Board of Directors meeting.

Conflict of Interest Disclosure Form

(Disclosure of particulars suspected of conflicting interests with the interests of the R&B Food Supply Public Company Limited)

Date.....Month.....Year.....

General Information

First Name.....Surname.....Employee Code.....

Position.....Department/Division.....

Report No.....For the year.....

1. Disclosure of Conflict of Interest.

ฉัน hereby certify that the report may be a conflict of interest with the Company, with the following characteristics:

- ☐ I do not have any particulars that may be a conflict of interest with the Company.
- ☐ I have/may have particulars that may be a conflict of interest with the Company, with the following characteristics:

(Please mark X in the box)

1) I have items that may be a conflict of interest or involved in transactions with general commercial agreements between the Company, its subsidiaries or associated companies, with the following facts:

☐ By using my own name or a legal entity in which I am a Director/Managing Partner
By that legal entity in which I am also a shareholder, Name of that legal entity

- ☐ By using my own name
- ☐ By a person with blood relationship

Specify first name-surname of person with closed relationship

Related as.....

2) I expect (within the next 3 months) to conduct or participate in any business or activity with the Company's main business partners or competitors whether directly or indirectly

☐ No

☐ Yes (Please indicate the name of the partner/competitor)

3) I have other income/revenue from conducting or participating in the conduct of business or activity (as an employee, executive, manager, managing partner, director, agent, etc.)

☐ No

☐ Yes (Please indicate the name of the legal entity that pays the income)

Signature: Reporter

(.....)

Report on Giving or Receiving Gifts or other Benefits

Date

To

I, Mr./Mrs./Miss

.....

Position Group Work Line

I would like to report ☐ Receiving gifts or other benefits ☐ Receiving gifts or other benefits

With the following details:

Order	Date of receiving-giving	Name of recipient-giving/ Name of organization	Purpose	Value (baht)

SignedReporter

()

Position.....

Signed Approver

()

Position.....

Manager/Director

SignedAcknoeleges

()

Human Resource Manager

Signed Approver

()

Chief Executive Officer