

Corporate Governance

1. Overview of the Policy and Guidelines

1.1 Corporate Governance Policy

The Board of Directors realizes on the importance of the good Corporate Governance which will be the fundamental factor for improving standard of business operation to create more transparency, competitiveness and strengthen the confidence of all shareholders, investors, and other related parties. Thus, written Corporate Governance Policy and Business Ethics, which comply with the Principles of Good Corporate Governance of SET and Corporate social responsibility and Sustainable development Guidelines, have been provided for practices of directors, management and employees of the Company under the policy guiding principle of being a good corporate citizen, who is accountable to employees, customers and shareholders, and being socially responsible. The Company Secretary Division is a compliance unit to supervise and oversee the operation of the Company, directors and executives to ensure that they been correctly complied with the regulations of the SET, the SEC, the Public Company Limited Act., and other relevant laws.

1.1.1 Policy and guideline Related to the Board of Directors

As the Board of Directors is the key success of Corporate Governance practice for the highest benefit of the Company, thus, the Company sets policies relating to roles and responsibilities of the Board i.e. composition, qualification of directors in order that the Board performs duty effectively in the following details:

1. Qualification of directors

The Board of Directors comprise of directors who have various knowledge, experience, transparent working background, nobility, and integrity and must have occupational diversification. In addition, they have the skills that advantage to the Company's business, such as accounting & finance, management, strategic planning, laws, and corporate governance and other without sexual discrimination. The Board will also have leadership and vision to carry on the Company's business and achieve its objectives. The Company has 8 directors who complied with the qualification that been described under "Management Structure". In addition, all the Directors have contributed their best to the Company which may concern from their participation in the meeting. Details of directors' qualification shown in "7.2 Information on the Board of Directors." or the charter of the Board of Directors which are displayed on the company website (www.onetoonecontacts.com)

2. The Independent of the Board of Directors

- **Separation of Chairman and Chief Executive Officer**

For best benefit of the shareholders and to strike a balance of power within the Company, the Chairman of the Board of Directors is not the same person as Chief Executive Officer. The Chairman of the Board of Directors is an independent director who has the qualifications of independent

director in accordance with the SET's notification and has no business relation with any management of the Company.

- **Roles and Responsibilities of the Board of Directors and Chief Executive Officer**

The Company has clearly set the separate roles and responsibilities of the Board of Directors and Chief Executive Officer. The Board of Directors will focus and ensure that the Company's business will achieve its target and in the direction that create value and best benefit to the shareholders as well as all stakeholders. Any conflict of interest with the Company and its subsidiaries will be prohibited. The Board will also comply with the Company's Ethics with responsibility, due care, and integrity to ensure all Company's businesses are run under Company's objectives, Articles of Association, resolutions of the Board of Directors' and shareholders' meetings as well as laws and regulations of the SET, the SEC and other related laws. The Company disclosed the scope of role and responsibilities of the Board of Directors in the "Management Structure" under the heading "Board of Directors".

- **Delegation of Authorities between the Board of Directors and the Management**

The Company has written the delegation of authorities and the Company has revised policies and procedures to be appropriate and in line with the current situation. It was specified approval authority on credit line of the Board of Directors, Executive Committee, Chief Executive Officer and Management pursuant to the transaction types, such as finance / accounting / budget, human resources, procurement, administration, marketing and public relations. In this regard, the latest version of the approval authority has been approved by the Executive Committee Meeting No. 9/21, dated August 31, 2021, effective from September 1, 2021 onwards.

1.1.2 Policy and guidelines related to shareholders and stakeholders

1. Rights of Shareholders

The Company emphasizes and recognizes the importance of the rights of all shareholders equitably, minority shareholders, major shareholders, institutional investors, or foreigners. The Company does not hinder or create barriers to allow shareholders to communicate with each other. The rights that the shareholders of the Company receive are as follows:

- **Rights to get share certificate, sell, purchase, or transfer the Company's shares**

Thailand Securities Depository Co., Ltd. ("TSD") has been appointed as the Company's registrar to provide all services for all transactions related to registration of the Company's shares.

- **Rights to propose agenda and submit question in advance for the Shareholders' Meeting**

The Company is aware of the shareholders' rights and equitable treatment to the shareholders under the good corporate governance and to comply with laws. It is the Company policy to allow the shareholders to propose agenda of the shareholders' meeting and submit the enquiries concerning the Company's

operation prior to the meeting date provided that they must comply with criteria on proposing of meeting agenda for shareholders' meeting as per specified by the Company's Board of Directors.

In the 2023 Annual General Meeting of Shareholders, the Company allowed shareholders to propose agenda or submitted the enquiries concerning the Company's operation at least 3 months in advance prior to the end of the fiscal year from October 3, 2022. The period time for proposing agenda ended January 15, 2023. Any questions can send to the Company prior to the date of the 2023 Annual General Meeting of Shareholders. The Company notified and disclosed contact channels and period for proposing agenda and enquiries via the SET's communication system on October 3, 2022, and provide details of the procedures on the Company's website (www.onetoonecontacts.com), under "Investor Relation" on the topic of "Proposal question and additional agenda concerning the Company's operation in advance of the 2023 AGM".

- **The right to nominate a person to be a director by minority shareholders**

The Company is aware of the rights and equality of shareholders following the principles of good corporate governance, shareholders nominate a person to be a director. This will help select qualified persons to serve as the Company's directors. And able to perform duties efficiently for the best interests of the Company and all stakeholders. Including helping the company able to comply with the principles of good corporate governance concretely. In the year 2023, the Company has informed the shareholders of the channel and time for receiving the matter via the SET's news system on October 3, 2022 and details the criteria for nominating a person to be a director. From October 3, 2022 to January 15, 2023 on the company website (www.onetoonecontacts.com) under the category of "Investor Relations" under the heading "Shareholder Information" subject to "Nomination of Persons to be Directors for the 2023 Annual General Meeting of Shareholders."

- **Participation in the Shareholders' Meeting.**

The Company is aware of the shareholders' rights and equitable treatment to participate in the shareholders' meeting, be informed conditions and procedures of meeting as well as having proxy to vote and comment in the meeting on behalf of the shareholders. The Company was prior to notify and specify date, time and place that comfort the shareholders to participate in the meeting for convenience and encourage shareholders to attend the meeting,

The 2023 Annual General Meeting of Shareholders of the Company held on April 25, 2023, by organizing electronic meetings (E-AGM) in accordance with the rules stipulated in the law relating to electronic conferencing. Broadcast the meeting at room, 12th Floor, Software Park Building, 99/23 moo 4, Chaengwattana Road, Klongklua, Pakkred, Nonthaburi. Province Due to the situation of the coronavirus disease 2019 (COVID-19) that continues to spread continuously. Where was convenience for transportation and accommodated number of shareholders. The rights of shareholder to participate in the meeting are as follows:

Before the Meeting Date

The 2023 Annual General Meeting of Shareholders, the shareholders would be informed on the date and agenda of the shareholders' meeting via the SET's communication system 29 days prior to the meeting date. The Company also disclosed the notice of shareholders meeting as well as related documents in both languages, Thai and English, on the Company's website (www.onetoonecontacts.com) on the section of "Investor Relations" under the topic of "The 2023 Annual General Meeting of Shareholders" 29 days prior to the meeting date for the shareholders to have sufficient time for consideration. Thailand Securities Depository Co., Ltd. (TSD), the Company's registrar was directly delivered Brief form of Invitation letter and QR code to shareholders. The QR code were contained the detail of notice of shareholders meeting, fact and rationales, opinion of the Board of Directors for each agenda, conditions, and procedures of meeting as well as other related document with sufficient information for shareholders' consideration. The Company posted all documents on company website 29 days prior to the meeting date of which better than what required by laws. Moreover, the notice of shareholders meeting was published on the newspaper 3 consecutive days and 17 days prior to the meeting date.

To facilitate the institutional investors to participate in the shareholders' meeting, the Company tried to contact them in advance to assist them in proxy preparation and registration. For institutional investors, the Company tried to contact them in advance to assist them in proxy preparation and registration. It facilitated to participate in the shareholders' meeting,

On the Meeting Date

Meeting procedures has been set to conform to laws and considering on shareholders' convenience. The Company is aware of the equitable of shareholders' right and their comfort to participate in the shareholders' meeting. Appropriated technology and equipment are sufficient for registration to review on required documents more than 1 hour prior to commencement of the meeting. There were 9 directors attended in the 2023 Annual General Meeting of Shareholders. Moreover, Chairman of all committees, the Company's management and external auditors were also present in the meeting in order that the shareholders could ask questions during the meeting. Chairman of the Board of Directors was Chairman of the meeting. Master of Ceremonies (M.C.) introduced all members of Board of Directors, total shareholders attending in the meeting and total shares that entitled to vote to the shareholders for acknowledgement. In the 2023 Annual General Meeting of Shareholders, there were total 123 shareholders attending the meeting either in person or in proxy. M.C. declared vote casting, counting procedures and other related matters for shareholder's acknowledgement before chairman started the meeting to be in line with the agenda without any additional topic from what have been expressed in the invitation letter. Voting cards were provided for significant agenda. Voting result in term of approval, disapproval, abstain and invalid ballots for each agenda were transparently presented to the meeting. The shareholders were encouraged to express their opinions and raise any questions, either in the agenda or any other questions related to the Company's business, at the

meeting. All questions had been answered and taken in the minutes of meeting as well as the opinions from the shareholders.

After the Shareholders' Meeting

Resolution of the meeting was disclosed to the SET with voting details, approved, disapproved, sustained and invalid ballots, of each agenda on the same day of the meeting date. Full minutes of meeting of which contained the attendance record of the directors, summary of questions and answers during the meeting in both Thai and English had been sent to the SET and related parties within 14 days after the meeting date as well as posted on the Company's website (www.onetoonecontacts.com) for verification.

- **Appointment / Dismissal of Directors of the Company and Approve their Remuneration**

According to the Company's Articles of Association, at the Annual General Meeting of Shareholders, one third (1/3) of the Directors has to be retired by rotation. Election for replacement is required. The retired directors are eligible to be re-elected for another term. The election of the Board of Directors shall be in accordance with the rules and procedures as follows:

- Each shareholder shall have one vote on each share.
- In voting, a shareholder shall vote in accordance with the number of votes each shareholder for one or several directors. The said shareholder may not allot any number of his/her votes to any person.
- The person obtaining the highest and higher votes respectively shall be elected as directors equal to the number of directors required or ought to be elected at such a meeting. If persons receiving votes in respective orders receive equal votes and the number of directors exceeds the positions required or ought to be, the chairman of the meeting shall have a casting vote.

Apart from the appointment of Directors, the shareholders also have rights to remove any director from the office before the expiration of his/her term of office by having votes of not less than three quarters (3/4) of the number of shareholders attending the meeting and having the rights to vote and the aggregate number of shares shall be not less than one half (1/2) of the shares held by all the shareholders attending the meeting and having the rights to vote.

In every General Meeting of Shareholders, the shareholders have the rights to consider and approve the remuneration for all directors and members of sub-committees. Adequate Information of all candidates for being considered and appointed as directors or members of committees was also delivered for shareholders' consideration.

- **Appointment of Auditors and approval of their remuneration**

In every Annual General Meeting of Shareholders, one of the agenda is the appointment of Company's auditors and consideration of their remuneration. The Company will propose name of the auditors with sufficient details and remuneration for consideration of the shareholders.

- **Regularly and Timely Obtained Adequate Information, Business Performance and Management policy.**
The Company concerns on Shareholders' rights and not only disclosed Company's information via the SET's communication system but also posted all significant and updated information on the Company's website (www.onetoonecontacts.com).
- **Profit Sharing**
On dividend payment, the Company has policy to pay dividend to the shareholders of no less than 50% of its net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws, subject to the Company's future investment plans and business expansion, including other necessity and suitability. The details in the topic. "Dividend Policy"

2. Treatment of Shareholders

The Company realizes to protect and due care for the interests of all major and minor shareholders as fairly basis. In addition, the Company sets policy for equitably treatment to all shareholders for attending and vote in the shareholders' meetings, sharing in profits, regularly and timely obtained adequate information, business performance and management policy. In the shareholders' meeting, each shareholder shall have one vote on each share. Proxy form requiring documents were delivered together with the invitation letter for shareholders who would like to appoint a proxy. Proxy form, which contains detail of voting as approve, disapprove, or abstain, as well as details of independent directors also are attached for shareholders consideration as alternative proxy. In addition, voting cards were provided for each agenda, especially, the agenda of appointment of directors of which been appointed by individual. In the shareholders meeting, the meetings will conduct to be in line with the agenda without any additional topic from what have been expressed in the invitation letter otherwise rights of the shareholders who could not participate in the meeting by themselves will be deprived. More details are shown in "Inside Information Control"

3. Attention to Stakeholders

The Company is aware of the support from each stakeholder should increase the competitiveness and ability to generate more benefit for long-term succession and realized the importance of all stakeholders i.e. Customers, Employees, Shareholders, Business Partners, Competitors society and community Government agencies and related agencies as well as providing more channels for the stakeholders to contact directly to the Company in order to provide either comments or recommendations which will be benefit to the Company. Thus, general rules and practices have been set for directors, management, and employees in the Company's Business Ethics for directors, managements, and employees to perform and disclosed on the Company's website (www.onetoonecontacts.com).

Disclosure and Transparency

The Company has strong determination to reveal accurate complete, consistent, and updated information, both financial and general information that related to Company's business. The complete, consistent, and updated information will truly reflect Company's financial performance and future business direction. The Company has a disclosure policy to disclose information of any significant and future business operation directions, so that shareholders and stakeholders can access information conveniently and speedily as follows:

- To submit the financial report and Management Discussion and Analysis (MD&A) to the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission Thailand ("SEC") within the specified timeframe. The financial report did not have any transactions where the auditor opinioned with qualified, the financial statement has also never been revised under the order of the SET and the SEC. To make the investors are more well informed and understand the changes occurred to the financial position and operating results of the Company in each quarter and post it on the Company's website and the SET's communication system.
- Criteria on provision of remuneration to directors and executives have been clearly disclosed. More details are shown in "8.1.2 Remuneration for Directors and Non-Executive Directors Policy" and "7.4.2 Management's Remuneration Policy"
- Shareholding information of directors and executives has been disclosed in the Annual Report and the Annual Disclosure information. In addition, the Company has a policy requiring directors and executives to report the change in their securities holding within 3 business days from the date the securities have been purchased, sold, transferred, or accepted transfer. The Company Secretary's unit shall coordinate on submission of such report to the SET and the SEC. Moreover, it is also specified that any change of such securities and derivative holding of directors and executives shall be reported to the Board of Directors' meeting every time. The 2021 securities and derivative holding information of the directors and the executives were shown below:

Number of ordinary shares and warrants to purchase shares of the Company

Name	December 31, 2022		Acquired / Dispose during the year				December 31, 2023	
	OTO	OTO-W1	OTO ¹⁾		OTO-W1 ²⁾		OTO	OTO-W1
			buy/receive transfer	Sell/transfer	buy/receive transfer	Sell/transfer		
Board of Directors								
1. Dr. Pakorn Apaphant	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
2. Dr. Chuket Ounjitti **	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
3. Mr. Pattarakit Techasikarn **	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
4. Mr. Priyong Teerasathain **	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
5. Mr. Kanawuthi Wattanadhirach	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
6. Mr. Chaiwat Phithakraktham	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
7. Mr. Panom Ratanarat	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-

Name	December 31, 2022		Acquired / Dispose during the year				December 31, 2023	
			OTO ¹⁾		OTO-W1 ²⁾			
	OTO	OTO-W1	buy/receive transfer	Sell/transfer	buy/receive transfer	Sell/transfer	OTO	OTO-W1
8. Mr. Subhasiddhi Rakkasikorn	-	60,000	-	100,000	-	118,000	-	NA
Spouse and minor children *	-	-	-	-	-	-	-	-
9. Mr. Somkit Likitparinyat **	45,000	-	-	45,000	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
10. Ms. Saowanee Kaoubol **	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
Executive								
11. Mr.Thawee Udomkitchote **	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
12. Ms. Warunee Poodee	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
13. Mrs. Sasakorn Suppatkul	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
14. Mr. Praphan Somboonngern	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
15. Mr. Krissada Boontuang	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-

Name	December 31, 2022		Acquired / Dispose during the year				December 31, 2023	
			OTO ¹⁾		OTO-W1 ²⁾			
	OTO	OTO-W1	buy/receive transfer	Sell/transfer	buy/receive transfer	Sell/transfer	OTO	OTO-W1
16. Ms. Chutima Insawang	100	-	100	-	100	-	200	100
Spouse and minor children *	-	-	-	-	-	-	-	-
17. Mr. Chanatip Pumhirun **	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
18. Ms. Reathairat Thongjarean ***	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-
19. Ms. Thidarat Kaewyai ****	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-

Remark: * Spouse, cohabiting couple and minor children, including a juristic person whose shares exceeding thirty percent of the total voting rights are held by directors and executives, including their spouse or cohabiting couple, and minor children.

** Common Stock

¹⁾ Warrant

Furthermore, the Company also has a policy on the report of transaction which has conflict of interest of the directors and the executives as follows:

- 1) The director and the executive shall submit the first report on transaction with interest within 30 days from the date he/she is appointed to be the director or the executive pursuant to the specified report form.
- 2) The Director and the executive shall report a change of transaction with interest within 30 days from the date of such change pursuant to the specified report form.
- 3) Report on transaction with interest shall be kept at the Company Secretary and the Company secretary shall arrange to submit a copy of such report to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date the Company received such report.

The Company were disclosed information to shareholders, investors and any related parties via SET's Communication system, Company's website (www.onetonecontacts.com), Company's Annual Report and Form 56-1, press release and as well as participated in the Opportunity Day which arranged by the SET.

The Board of Directors has to ensure that the Company's disclosures are transparency and strictly complied by laws, Company's and any related regulations. The Company has never been notified any offense by the SEC or the SET on such matter. The Board has major concerned on transparency and disclosure in the following areas:

- **Information Disclosure Policy**

The Company appreciates on management and business operations in accordance with the principles of good corporate governance. To ensure that the information disclosure is accurate, complete transparency and equal, complied with laws and the relevant regulations. Therefore, the Company has established information disclosure policy to be a guideline for directors and employees as follows:

1. Information disclosure in both financial and non-financial should be accurate, complete, sufficient, reliable and on time to ensure that shareholders and stakeholders of the Company receive the information equally.
2. Information disclosure of the Company must be prepared carefully, clearly, accurately, and transparently.
3. Be careful to disclose important information that affects the price or value of the Company's securities and complying with the regulations and announcement of the SET.
4. Clearly appoint a responsible person to disclose the Company's information to public.

The persons who have the right to disclose important information not yet disclosed to the public are as follows:

1. Executive Chairman
2. Chief Executive Officer (CEO)
3. Manager of Investor Relation of the Company
4. Authorized person from Executive Chairman or Chief Executive Officer

Those who do not relevant or assigned duties cannot provide information or interview to the media or public about the Company's business.

- **Provide multi channels for disclosure of information apart from the SET's communication system**

- **Annual Report and Form 56-1 One Report**

The Board of Directors has to ensure that Annual Report contains adequate information with accuracy, clarity and could create understanding to the shareholders and related parties on the Company's operation and its performance for the previous year as well as the management structure, performance of the Board of Directors and all Committees.

- **Company's website**

The Board of Directors is aware of the efficiency of website disclosure to the shareholders and related persons as well as equitably and easily of getting information. The Board of Directors therefore ensures the Company not only provides all significant information of the Company in the Company's Annual report but also on the Company's website (www.onetoonecontacts.com) in both languages, Thai, and English. The disclosed information comprised of Corporate Governance Policy, Business Ethics, General News, Financial Statement as well as Annual Report, Form 56-1 One Report, etc.

- **Investors Relation**

The Company has also set up an Investors Relation section to provide Company's information and activities for investors, shareholders, analysts and general public via Company's website, Road Shows, analysts meetings, conference calls, etc. The Company's Investor Relations could be contacted at phone number 0-2685-0000 or via www.onetoonecontacts.com or e-mail address at investor.r@otocontact.com. Ethics of the investor relations are as follows:

1. Conduct duties with integrity
2. Disclose necessary information completely and fairly to all relevant groups equally
3. Allow all relevant groups to access and enquire the information
4. Perform duties by mainly adhering to benefits of the shareholders and the stakeholders
5. Preserve confidential information of the Company and must not use inside information for personal gain
6. Perform duties at his/her best and professionally
7. Keep on studying to develop efficiency of the work
8. Observe the principle on not accepting the appointment during the period close to financial statement announcement and the practical guidelines on securities trading specified by the Company

- **Disclosure of Information of the Board of Directors and Committees**

- Structure, Roles and Responsibilities of the Board as well as performance of the Board and each Committee
- Directors 's Remunerations: Policy of Directors' Remuneration has been clearly and transparently set to be comparable to the general practice in same industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of any sub-Committees will be paid appropriately more in accordance with the extra work. The Nominating and Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders.

The above information and remuneration of each board member have been disclosed in the Company's Annual Report and Form 56-1One Report. in "8. Report on key operating results related to corporate governance" under the topic of "Remuneration for Directors".

- **Accountability to the Financial Statement**

The Board of Directors is responsible for the Company's consolidated financial statements and any financial information which been disclosed in the Company's Annual Report. They consider financial information are consistent with strategies and core policies. Such financial statements were prepared in accordance with the general accepted accounting standard in Thailand with appropriated financial policy. The reports were carefully considered and prepared with sufficient information in the notes to financial statements. The financial statements have been audited and commented independently by the authorized auditors of the SEC to increase confidence and reliability of financial report.

The Board of Directors also set out and maintained for the efficiency of the Company's internal control system to ensure that the financial information had been correctly and accurately booked and sufficient to maintain the Company's assets to prevent whether from any dishonesty or significant error. The Board of Directors had appointed the Audit Committee of which comprised independent directors to be responsible for the quality of the financial statements and the internal control system and disclosed such opinion in the Annual Report under the Report of the Audit Committee. Moreover, The Company made Report of the Board of Directors' responsibility for the Financial Reports was also attached in the Company's Annual Report.

2. Significant changes and developments in policies, practices, and corporate governance systems over the past year.

- **Compliance with good corporate governance principles in the past year.**

In 2023, the Board of Directors has revised the material matters and improved the policies and guidelines following the principles of good corporate governance to be appropriate for the circumstances and business operations of the Company as follows:

- Consider and approve the preparation of the policy for recruiting the Chief Executive Officer. To be separated from the criteria for selecting senior executives. In order to make the recruitment framework more clear.

- Consider creating environmental and climate change management policies.
- **Compliance with good corporate governance principles in other matters.**

The company has not yet prepared a sustainability report. (Sustainability Report) according to the framework of the Global Reporting Initiative (GRI). However, the company has prepared a report on ideas, goals, developments, and operating results. Environmental, social and corporate governance aspects It is part of the annual report / Form 56-1 One Report, with activities organized to reduce impacts on the environment and climate. which is in the topic of driving business towards sustainability

The Role of Stakeholders

The Company prepares the Sustainability Report according to the framework of the Global Reporting Initiative (GRI). Including, the Environmental, Social, and Governance as part of the Annual report / Form 56-1 One Report on the topic of driving business for sustainability, the environmental and climate change management policies that have been approved and promulgated as a guideline to help reduce environmental impact and air pollution which will have an effect on the sustainability and business.

Equitable Treatment of Shareholders

1. The Company needs to determine the method of voting for the election of directors by cumulative voting. The Company has allowed shareholders to have the right to elect directors individually. The Company nominated the names of directors for shareholders to vote for, whereby one shareholder has one vote per share. According to the Company's Articles of Association, shareholders have the right to choose the Company's directors.
2. The Company has yet to set a policy for directors and senior executives on the notification of trading of Company shares at least one day before trading to the Board of Directors or the person assigned by the Board of Directors. However, the Company has a policy requiring directors and executives to report shareholding changes in every Board of Directors meeting.

Responsibilities of the Board of Directors

1. The Company allows the number of listed companies with executive directors holding director positions⁶ in up to two places. Policy for senior executives to hold directorships in other companies by stipulating that before any executive takes a position as a director in another company, they must notify the Executive Board for approval. However, they must not be a director in a company that operates in the same business or industry as the Company, or is a competitor of the Company. The Nomination and Remuneration Committee will consider and nominate persons to be the Company's directors by considering their knowledge, capability and time to perform duties for the Company.
2. The company has appointed one female independent director on the board of directors, which is appropriate according to the proportion of directors. The company does not have gender discrimination in any way.

3. The proportion of the Board of Directors is 43% independent directors, which is less than the good corporate governance principles set at more than 50%. In comparison, the proportion of the Board of Directors is 71% of non-executive directors. Which is higher than the good corporate governance criteria set at 66%.
4. The company has submitted a declaration of intent to join the Thai Private Sector Collective Action Coalition Against Corruption (CAC) project on November 24, 2022. Currently preparing to submit an evaluation form to become a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC). in combating corruption (CAC)

3. Key performance in corporate governance report

3.1 Summary of the performance of the Board of Directors in the past year

In 2023, even though the company is faced with the epidemic situation of the Corona virus (Covid-19), the Board of Directors still attaches great importance to the corporate governance of the company. By reviewing policies and operating guidelines to ensure compliance with good governance including monitoring and supervising the business to meet the set goals and considering the benefits of all stakeholders.

3.1.1 Selection, development and evaluation of duty performance of the Board of Directors

- **Independent Director**

The Board of Directors stipulates those independent directors must have all the qualifications in accordance with the rules and conditions prescribed in the Notification of the Securities and Exchange Commission. Capital Market Supervisory Board and Stock Exchange of Thailand each independent director must meet the following criteria:

Qualification of Independent Director

1. Holding no more than 0.5 percent of the total number of voting rights of the Company, parent company. Subsidiaries, affiliates, major shareholder; or controlling person of the Company, including the shares held by related persons of the independent director.
2. Neither being nor used to be an Executive director, employee, staff, or advisor who receives a salary; or controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company unless the foregoing status has ended for at least two years prior to the date of appointment.
3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child. Including spouse of child, other directors, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling person of the Company or subsidiaries.

4. Neither having nor used to have a business relationship with the Company. parent company, subsidiaries, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company. parent company, subsidiaries, affiliates, major shareholder or controlling person, unless the foregoing relationship have ended for at least two years prior to the date of appointment:

Neither having nor used to have a business relationship with the Company. parent company, subsidiaries, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company. Parent company, subsidiaries, affiliates, major shareholder or controlling person, unless the foregoing relationship have ended for at least two years prior to the date of appointment.

5. Neither being nor used to be an auditor of the Company. parent company, subsidiaries, affiliates, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisors who receives service fees exceeding two million baht per year from the Company, parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder. Controlling person or partner of the provider of professional services unless the foregoing relationship has ended not less than two years prior to the date of appointment.
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder.
8. Not undertaking any business of the same nature and in significant competition with the business of the Company or subsidiaries or not being a significant partner in a partnership or an executive director, employee, staff, advisor who earning regular monthly salary, or holding shares exceeding 1 percent of the total number of shares with voting rights of another company which undertakes a business of the same nature and in significant competition with the business of the Company or subsidiaries.
9. Not having any characteristic which cause the inability to express independent opinions on the Company's business operations.

- **Nomination of Directors and Management**

- **Nomination of Directors**

The Nominating and Compensation Committee has been appointed by the Board of Directors to select, and nominate appropriate candidates for positions of members of the Boards and other committees, Chief Executive Officer, other executives, and company secretary as well as consider the appropriate remuneration for such directors and management with the following criteria and procedures:

1. The Nominating and Compensation Committee will select and nominate the appropriate candidate regarding qualifications, experience, knowledge, ability that will be beneficial to the Company and consider the diversification in the board's structure, including gender, age, ethnicity and nationality. The Nominating and Compensation Committee will also consider the necessary skills that are still lacking to achieve the Company's business strategy and using the database of IOD. The appropriate candidates, who have qualifications as specified by the relevant laws, will propose to the Board of Directors' or the Shareholders' Meeting for approval in accordance with the Company's Articles and Association.
2. For election of independent directors, the Nominating and Compensation Committee will nominate any person who is fully complied with the qualifications of Independent Directors under the Company's policy and requirements of the SEC and the SET to propose to the Board of Directors' and/or the Shareholders' Meeting for approval in case of rotation or others.
3. Determining whether to recommend a director for re-election, the Nomination and Compensation Committee will consider relevant factors such as past performance, directors' dedication, history of attendance and participation in meeting, number of listed companies that each director holds tenure in of not exceeding five listed companies, and other contributions to the activities undertaken by the Board of Directors. In the case of independent directors, their respective independent qualifications shall also be considered.
4. The appointment of the Board members shall comply with the Company's Articles of Association and all relevant laws. Selection of the directors shall be transparent and clear through initially consider of the Nomination and Corporate Governance Committee with the following criteria and procedures in the shareholders' meeting:
 - (1) Each shareholder shall have one vote on each share.
 - (2) In voting, a shareholder shall vote in accordance with the number of votes each shareholder has under (1) for one or several directors. The said shareholder may not allot any number of his votes to any person.

- (3) The person obtaining the highest and higher votes respectively shall be elected as directors equal to the number of directors required or ought to be elected at such a meeting. In the event that persons receiving votes in respective orders receive equal votes and the number of directors exceeds the positions required or ought to be, the Chairman of the meeting shall have a casting vote.

The Company proposed shareholders to elect the directors on an individual basis to allow shareholders to elect the desirable directors.

In case a directorship becomes vacant by any reason other than the expiration of the term, the Board of Directors shall elect a person possessing the qualifications and being under no prohibitions under the relevant laws as a replacing director at the Board of Directors' Meeting, unless the remaining term of such director is less than two months. The replacing director shall hold office only for the remaining term of the replaced director. The resolution of the Board of Directors' Meeting must be passed by votes of not less than three-fourths of the remaining directors.

5. For nomination of sub-committee, the Nominating and Compensation Committee will consider appropriate knowledge and ability, composition of the entire committees, criteria of directorship and independence of director prior to propose to the Board of Directors for approval.

- **Nomination of Chief Executive Officer**

The company has criteria and methods for selecting the Chief Executive Officer. By the Nominating and Compensation Committee considers selecting individuals with knowledge, abilities, experience, and expertise. To present the Board of Directors to consider and approve the appointment.

Criteria for selecting the Chief Executive Officer

1. Qualifications of the Chief Executive Officer Must be a person with knowledge and ability Have management skills and experience in running a business that is consistent with the company's business Has specific expertise that is beneficial to the company's business and consistent with business operations strategies
2. Have leadership qualities Have a broad vision Have morals and ethics as well as having a good attitude to the organization. Able to devote sufficient time that is beneficial to the business operations of the company.
3. Have a transparent work history including must not have prohibited characteristics as specified by the announcement of The Securities and Exchange Commission.

- **Nomination of Top Management**

The Company has criteria and procedures for nomination of top management with the process start from recruiting internal and external persons who have leadership skills, ability to manage the organization and good understanding of company's products and services and propose to the Nominating and Compensation Committee consider favor of person to be Top Management to propose to the Board of Directors for approval.

- **Executive Succession Plan**

The Company is aware of the importance of executive succession plan when any executive position is vacant. To create confidence for investors, shareholders and employees on the continuity operation of the Company, an Executive Succession Plan has been considered. The potential candidate will be selected, trained, and developed to be ready to accommodate the vacant position in the future. The Company will review the succession plan for top management on an annual basis.

In addition, the Company should encourage the Chief Executive Officer to invite key management to attend the Board of Directors' meetings and/or the Executive Committee's meetings to present details on the agenda items related to matters that they are directly responsible for, and to allow the board to gain familiarity with key management and assist succession planning.

- **The assessment of the Board of Directors, Sub-Committees, Chief Executive Officer / General Manager, Company Secretary and Head of Internal Audit**

1. **Board Self-Assessment and Director Self-Assessment**

The Corporate Governance Committee is responsible for self-assessment of the Board of directors and individual director to annually review and evaluate directors' performance to comply with Corporate Governance of the Company. Comments and recommendations from the assessments are further considered in the Board of Directors' meeting for improvement.

- **Board Self-Assessment**

The Corporate Governance Committee has initiated the Self Assessment form for board members to review and evaluate their performance for 2023. The Board of Directors meeting no. 18/2023 held on November 14, 2023, approved assessment form and submitted to all directors for assessment. The questionnaire covered the following areas:

1. Structure and Qualification
2. Roles and Responsibilities
3. Meeting

4. Accountability
5. Relationship with management
6. Self Development and Development

The 2023 Board Self-Assessment, it has an excellent evaluation by obtaining average score of 97.56%.

- **Director Self-Assessment**

The Corporate Governance Committee has initiated the Self Assessment form for director to evaluate their performance. The result of assessment was used to develop the performance of director to efficiency. The assessment form, approved by the Board of Directors in its No. 18/2023 on November 14, 2023, was submitted to all directors for assessment. The questionnaire covered the following areas:

1. Structure and Qualification
2. Meeting
3. Roles and Responsibilities
4. Self-development

The 2023 Director Self-Assessment, it has an excellent evaluation by obtaining average score of 99.02%.

2. The Audit Committee Self-Assessment

The Audit Committee Self-Assessment is implemented for the Audit Committee to evaluate its own performance in the past year with regards to the compliance with prudent practices and effectiveness. The questionnaire covered the following areas:

1. Structure and Qualification
2. Meeting
3. Roles & Responsibilities
4. Development & Training
5. Auditing Activities
6. Relationship between head of internal audit unit, external auditors and the Company's executives

The 2023 Audit Committee Self-Assessment, it has an excellent evaluation by obtaining average score of 97.42%.

3. Sub-Committee Self-Assessment

The Corporate Governance Committee has initiated the self-assessment form of sub-committees annually. The assessment result is considered to continuously improve the performance of the committee and to comply with roles and responsibilities as assigned by the Board of Directors. The assessment form, approved by the Board of Directors meeting no. 18/2023 on November 14, 2023, was submitted to all sub-committee's members for assessment. The criteria for self-assessments of Executive committee, Corporate Governance Committee, Nominating and Compensation Committee, Risk Management Committee, Sustainable Development Committee, and Investment Committee covered the following areas:

1. Structure and Qualification
2. Meeting
3. Roles & Responsibilities
4. Development and Training.

The resolutions of Sub-Committee Self-Assessment are shown below:

	Result	Average Score (%)
1. Executive Committee	Excellent	90.55
2. Risk Management Committee	Excellent	97.71
3. Nominating and Compensation Committee	Excellent	100.00
4. Corporate Governance Committee	Excellent	100.00
5. Sustainable Development Committee	Excellent	100.00
6. Investment Committee	Excellent	100.00

4. Chief Executive Officer Assessment

The Corporate Governance Committee conducts Chief Executive Officer Assessment annually. The form has been approved by the Board of Directors in its meeting no. 18/2023 on November 14, 2023, and was submitted to all directors for assessment. Assessment result would be considered for remuneration adjustment. The questionnaire covered the following areas:

1. Leadership
2. Strategy formulation

3. Financial planning and performance
4. Board relations
5. Risk management and internal control
6. Human resources management
7. Succession
8. Product and service knowledge
9. Good corporate governance and code of business conduct

The 2023 Chief Executive Officer Assessment, evaluated in the above 9 topics, it has an Excellent evaluation by obtaining average score of 96.69%.

5. Company Secretary Assessment

The Board of Directors conducts the Company Secretary assessment annually. Results of the assessment will use to develop working performance of Company Secretary to support the Board of Directors in compliance with the roles and regulations of the SET and the SEC. In 2023, the Board of Directors considered the criteria of Company Secretary Assessment in its meeting no. 18/2023 on November 14, 2023. The form of Assessment was submitted to each director for assessment in the following areas:

1. Knowledge
2. Compliance
3. Communication and Coordination
4. Documentation
5. Meeting
6. Corporate Governance

The 2023 Company Secretary Assessment, evaluated in the above 6 topics, it has an excellent evaluation by obtaining average score of 98.21%.

6. Head of Internal Audit Assessment

The Audit Committee is assigned by the Board of Directors to assess performance of Head of Internal Audit annually. Results of the assessment will use to develop working performance of Head of Internal Audit and Internal Audit Office in both audit work and independent consulting on governance, risk management and other control. The form has been approved by the Audit Committee in its meeting No.4/2023 on November 14, 2023, and was submitted to each member for assessment in the following areas:

1. Purpose, Authority and Responsibility
2. Independence and Objectivity
3. Qualification and Professional
4. Continuous Improvement
5. Internal Audit Office Management
6. Knowledge and Competency

The 2023 Head of Internal Audit Assessment, evaluated in the above 6 topics, it has an excellent evaluation by obtaining average score of 98.09%.

- **Development of Directors and Management**

- **Development of Directors**

The Company specified that whenever there is a change of director, there shall be an orientation for a new director every time to get sufficient information before his or her post. In addition, director's manual, document, and useful information which shall be beneficial to the duty operation of the new director shall be provided, in order that such new director can be ready to conduct his/her duty. The Company Secretary shall be a coordinator for the orientation with the following matters:

- Matters that should be known: Nature of business, business structure, directors' structure, scope of power and duty, related laws as well as policies and practical guidelines for supervising the Company's business.
- General knowledge of the business: Business operation guidelines to enhance knowledge and understanding on business and various operations of the Company.
- Arrange to have a meeting with the Chairman and the Executive Chairman /CEO to enquire in-depth information about business operation of the Company.

In addition, to support and increase knowledgeable of the directors, the Company also encourages all directors to strengthen their skills and knowledge for performing their duties including knowledge and understanding of relevant law and standards, and other applicable obligations, risk factors, and the Company's business environment. The board should receive accurate, timely and clear information, including timely and regular updates. Periodical training will be provided especially the Director Accreditation Program (DAP) and Director Certification Program (DCP) and other programs relating to director which arranged by the Thai Institute of Directors (IOD), 1 director had joined DCP program, and 8 directors had joined DAP program. IOD training course of each director is shown in "Directors, Management, Company Secretary and Head of

Internal Audit". Each year, the Company shall submit the training courses arranged by various institutes to the Committee members for their consideration on attendance pursuant to their needs.

In 2023, the directors attended the training courses to enhance their knowledge and skills. The details are as follows:

Directors	Training courses
1. Mr. Pattarakit Techasikarn	– Advanced Audit Committee Program (AACP) 43/2022 Thai Institute of Directors (IOD)
2. Dr. Chuket Ounjitti	– Director Accreditation Program (DAP) 190/2022 Thai Institute of Directors (IOD)
3. Mr. Priyong Teerasathain	– Director Accreditation Program (DAP) 190/2022 Thai Institute of Directors (IOD)
4. Ms. Saowanee Khaoubol	– Director Accreditation Program (DAP) 190/2022 Thai Institute of Directors (IOD)

- **Development of Management**

The Company develops our management through chief executive courses to further enhance their leadership skills and knowledge, resulting in higher management efficiency. This will also prepare them for future promotions in accordance with their line of work and further enhance all lines of business in the company to be able to compete and take leading positions in their respective industry both in the present and in the future.

In 2023, there were managements attended the training courses to enhance their knowledge. The details are as follows:

Managements	Training courses
1. Mr. Chirayu Chueyam	– Wealth of Wisdom 3/2023
2. Mr. Thawee Udomkitchote	– Company valuation techniques to suit the business In the present era
3. Ms. Warunee Poodee	– Apply for renewal of license to be a casualty insurance broker no.1 – ESG Professionals Forum 2023, SET
4. Mrs. Sasakorn Suppatkul	– Successful Formulation & Execution of Strategy (SFE)
5. Mr. Praphan Somboonngern	– Organizations that drive strategy with data and artificial intelligence
6. Mr. Krissada Boontuang	– Law for business: Basic laws for business.

3.1.2 Meeting of the Board of Directors and Remuneration for Directors

- Meeting of the Board of Directors

1) The Board of Directors

The Board of Directors meeting shall be attended by at least half of all the directors to constitute a quorum. In the case of the Chairman of the Board of Directors is not present or unable to discharge his duties, if any the meeting has Vice-Chairman, he/she shall serve as a Chairman. If there is no Vice-Chairman or such Vice-Chairman is unable to discharge his duties, the directors who attend the meeting, shall elect one of their members as the Chairman of the meeting and votes. The Board of Directors set its quorum of the meeting to be at least 2/3 of all directors attending the meeting.

The Board of Directors sets the meeting schedule in advance throughout the year and the schedule of the meeting has been set at least 6 meetings per year. The meeting schedule will be sent to each director by the Company Secretary for preparation and arrangement for meeting participation. However, additional unscheduled board meetings may be called upon appropriate notice at any time to address specific needs of the Company. The operating results will be regularly reviewed. The notice of the Board of Directors' meeting as well as meeting materials will be delivered by the Company Secretary to all directors at least 7 days prior to the meeting date for consideration. To comply with the Company's Articles of Association, unless any urgent matters, the notice of the Board of Directors' meeting will be delivered by the Company Secretary to all directors 7 working days prior to the meeting date for consideration. In addition, if directors would like to propose the agenda, they will inform prior to the meeting date or propose as other matters in the meeting.

The average length of the meeting is approximately 2 hours. In 2023, there were 22 meetings as follows:

Directors	Position	Date of appointment	Term of position (year / month)	Number of attendance / Total number of meeting
1. Mr. Supreedee Nimitkul **	Independent Director / Chairman of Audit Committee / Chairman of Nominating and Compensation Committee / Corporate Governance Committee Member	August 2, 2023	5 Month	9/9

Directors	Position	Date of appointment	Term of position (year / month)	Number of attendance / Total number of meeting
2. Mr. Priyong Teerasathain	Independent Director / Chairman of Corporate Governance Committee / Audit Committee Member / Nominating and Compensation Committee Member / Risk Management Committee Member	March 8, 2021	2 Year 9 Month	22/22
3. Ms. Natenapa Pusittanont **	Independent Director / Audit Committee Member	September 14, 2023	3 Month	6/6
4. Mr. Chirayu Chueyam **	Vice Chairman of the Board of Directors / Nominating and Compensation Committee Member / Corporate Governance Committee Member / Chairman of Risk Management Committee / Chairman of Executive Committee / Chairman of Sustainable Development Committee / Chairman of Investment Committee / Chief Executive Officer	August 2, 2023	5 Month	9/9
5. Mr. Prapat Yorkhant **	Director / Executive Committee Member / Risk Management Committee Member / Sustainable Development Committee Member	August 15, 2023	4 Month	8/8

Directors	Position	Date of appointment	Term of position (year / month)	Number of attendance / Total number of meeting
6. Mr. Issara Roungsuk-udom **	Director / Investment Committee Member / AVP – Investment	December 12, 2023	1 Month	2/2
7. Mr. Rathapol Limthongchai **	Director	March 1, 2024		0/0
8. Dr. Pakorn Apaphant *	Independent Director / Chairman of the Board of Directors / Chairman of Audit Committee / Chairman of the Nominating and Compensation Committee / Corporate Governance Committee Member	December 14, 2020	3 Year	18/19
9. Mr. Chaiwat Phithakraktham *	Director / Executive Committee Member / Investment Committee Member / Risk Management Committee Member / Sustainable Development Committee Member	December 14, 2020	3 Year 1 Month	22/22
10. Mr. Somkit Likitparinya *	Director	January 14, 2022	1 Year 11 Month	19/19
11. Dr. Chuket Ounjitti *	Independent Director / Audit Committee Member	April 28, 2021	2 Year 5 Month	16/16
12. Mr. Kanawuthi Wattanadhirach *	Chairman of Risk Management Committee / Chairman of Sustainable Development Committee /	December 14, 2020	2 Year 8 Month	14/14

Directors	Position	Date of appointment	Term of position (year / month)	Number of attendance / Total number of meeting
	Corporate Governance Committee Member / Chairman of Executive Committee / Chief Executive Officer / Chairman of Investment Committee / Nominating and Compensation Committee Member / Director			
13. Assoc.Prof.Dr.Apiwat Muttamara ^{**}	Director	June 23, 2023	2 Month	3/3
14. Mr. Sarayut Yimruen ^{**}	Director	April 25, 2023	4 Month	8/9
15. Mr. Pattarakit Techasikarn [*]	Independent Director / Audit Committee Member	April 28, 2021	2 Year 3 Month	12/12
16. Mrs. Nareerat Ngernnamchokhtanarat ^{**}	Director	April 25, 2023	2 Month	5/6
17. Mr. Bundit Sapianchai ^{**}	Vice Chairman of the Board of Directors	May 2, 2023	2 Month	3/4
18. Mr. Panom Ratanarat [*]	Director	December 14, 2020	2 Year 3 Month	5/5
19. Mr. Subhasiddhi Rakkasikorn [*]	Director	June 11, 2021	1 Year 10 Month	5/5
20. Ms. Saowanee Kaoubol [*]	Director	November 10, 2021	1 Year 2 Month	1/1

Remark ^{*} Directors retire by rotation and resign from the position

- Mr. Chaiwat Phithakraktham resigned from the director on March 1, 2024
- Dr. Pakorn Apaphant resigned from the director on December 11, 2023
- Mr. Somkit Likitparinya resigned from the director on December 11, 2023

- Dr. Chuket Ounjitti resigned from the director on September 14, 2023
- Mr. Kanawuthi Wattanadhirach resigned from the director on August 22, 2023
- Assoc.Prof.Dr.Apiwat Muttamara resigned from the director on August 22, 2023
- Mr. Sarayut Yimruen resigned from the director on August 15, 2023
- Mr. Pattarakit Techasikarn resigned from the director on July 27, 2023
- Mrs. Nareerat Ngernnamchokhtanarat resigned from the director on June 28, 2023
- Mr. Bundit Sapiancha resigned from the director on June 22, 2023
- Mr. Panom Ratanarat expiration of term of directorship on March 14, 2023
- Mr. Subhasiddhi Rakkasikorn resigned from the director on April 28, 2023
- Ms. Saowanee Kaoubol resigned from the director on February 2, 2023

**** Directors appointed to the position**

- Mr. Rathapol Limthongchai has been appointed as a Director of the company on March 1, 2024
- Mr. Issara Rounsuk-udom has been appointed as a Director of the company on December 12, 2023
- Ms. Natenapa Pusittanont has been appointed as a Director of the company on September 14, 2023
- Mr. Prapat Yorkhant has been appointed as a Director of the company on August 15, 2023
- Mr. Chirayu Chueyam has been appointed as a Director of the company on August 2, 2023
- Mr. Supreede Nimitkul has been appointed as a Director of the company on August 2, 2023
- Assoc.Prof.Dr.Apiwat Muttamara has been appointed as a Director of the company on June 23, 2023
- Mr. Bundit Sapiancha has been appointed as a Director of the company on May 2, 2023
- Mr. Sarayut Yimruen has been appointed as a Director of the company on April 25, 2023
- Mrs. Nareerat Ngernnamchokhtanarat has been appointed as a Director of the company on April 25, 2023

In 2023, the Board of Directors considered the following agendas:

- Approved the Company's financial statement
- Consider and approve the appointment of sub-committees to replace those whose terms have expired
- Consider and approve the appointment of Chief Financial Officer
- Consider and review the vision, mission and approve the annual budget. And the company's business plan for 2024
- Consider reviewing / amending / adding corporate governance policies. Business Ethics and Charter
- Consider and approve salary increase rates. Determination of bonuses and bonus payment policy
- Consider and approve the disposal of investments in Hinsitsu (Thailand) Public Company Limited.
- Consider and approve the establishment of a subsidiary company
- Consider approving the deduction of investments in digital assets (HUB Coins)
- Consider and approve directors' liability insurance and executive officers of the company

- Consider and approve the transfer of the Company's business to One to One Professional Company Limited (subsidiary company)
- Consider and approve the disposal of investments in Phyigital Space Development Co., Ltd. (subsidiary) and the termination of being a subsidiary
- Consider and approve changes in authority to sign financial documents
- Consider and approve the appointment of the Vice Chairman of the Board of Directors
- Consider and approve the increase of the Company's registered capital in the amount of THB 50,000,000 from the original registered capital of THB 839,999,995 to the new registered capital of THB 889,999,995 by issuing the newly ordinary shares of 50,000,000 shares at a par value of THB 1 and the amendment of Memorandum of Association in Clause 4 to be in line with the registered capital increase of the Company
- Consider and approve the issuance and offering of debentures in the amount not exceeding THB 2,000,000,000
- Consider and approve calling the Extraordinary General Meeting of Shareholders No. 1/2023 and setting the date for determining the names of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date)
- Consider approving the sending of a letter to the relevant agency to request an investigation of stock trading transactions that have unusual characteristics.
- Consider approving the increase in registered capital of One to One Professional Company Limited
- Consider and approve the appointment of persons to the position of accounting supervisor (accountant)
- Consider and approve requests for study and investment in wind power plants in Vietnam. and placing a deposit
- Consider and approve the granting of loans to Wow Factor Public Company Limited
- Consider and approve granting of investment loan amounts to Inno Hub Company Limited (subsidiary company)
- Consider and approve the issuance and allocation of warrants to purchase the Company's ordinary shares No.2 ("OTO-W2 Warrants") to be allocated to the Company's existing shareholders in proportion to their shareholding (Rights Offering)
- Consider and approve the date, time, and location of the Extraordinary General Meeting of Shareholders No. 1/2024

The minutes for all meetings had been taken, kept and been ready for verification by the directors or any related parties.

In addition, the minutes of the meeting were written and approved by the Board of Directors. Then, such approved minutes were kept for further examination by the Board of any related parties.

2) Sub-Committees

In 2023, numbers of each meeting and time attendance of each member were summarized below:

Directors / Executive	Number of Attendance / Total Number of Meeting						
	Audit Committee	Executive Committee	Corporate Governance Committee	Nominating and Compensation Committee	Risk Management Committee	Sustainable Development Committee	Investment Committee
1. Mr. Supreedee Nimitkul ⁹⁾	2/2						
2. Mr. Priyong Teerasathain			2/2	11/11	2/2		
3. Ms. Natenapa Pusittanont ⁶⁾	1/1						
4. Mr. Chirayu Chueyam ¹⁰⁾		8/8	1/1	4/4	1/1	2/2	9/9
5. Mr. Prapat Yorkhant ⁷⁾		6/6			1/1		
6. Mr. Issara Rounsuk-udom ⁸⁾							6/6
7. Mr. Chaiwat Phithakraktham ¹⁾		19/19			2/2		16/16
8. Dr. Pakorn Apaphant ²⁾	4/4		2/2	10/10			
9. Dr. Chuket Ounjitti ⁵⁾	3/3						
10. Mr. Pattarakit Techasikarn ¹¹⁾	2/2						
11. Mr. Kanawuthi Wattanadhirach ¹²⁾		9/9	1/1	6/6	1/1	2/2	6/6
12. Mr. Thawee Udomkitchote ¹³⁾		10/13					
13. Ms. Warunee Poodee ¹⁴⁾		3/6				4/4	
14. Ms. Chutima Insawang ⁴⁾		13/13				3/3	
15. Mr. Thanachote Phisphahutharn ³⁾							10/11

Remark ¹⁾ Resigned from the position of Executive Committee Member, Risk Management Committee member, Sustainability Development Committee member and Investment Committee member on February 1, 2024

- ²⁾ Resigned from the positions of Chairman of Audit Committee, Corporate Governance Committee Member, Chairman of the Nominating and Compensation Committee member on December 11, 2023
- ³⁾ Resigned from the position of Investment Committee member on October 1, 2023
- ⁴⁾ Resigned from the position of Executive Committee Member, Sustainability Development Committee member on September 20, 2023
- ⁵⁾ Resigned from the position of Audit Committee member on September 14, 2023
- ⁶⁾ Approved the appointment as an Audit Committee member on September 14, 2023
- ⁷⁾ Approved the appointment as an Executive Committee Member, Risk Management Committee member, Sustainability Development Committee member and Investment Committee member on September 14, 2023
- ⁸⁾ Approved the appointment as an Investment Committee member on September 14, 2023
- ⁹⁾ Approved the appointment as an Audit Committee member on August 2, 2023
- ¹⁰⁾ Approved the appointment as Nominating and Compensation Committee Member, Corporate Governance Committee Member, Chairman of Risk Management Committee, Chairman of Executive Committee, Chairman of Sustainable Development Committee, Chairman of Investment Committee on August 2, 2023
- ¹¹⁾ Resigned from the position of Audit Committee member on July 27, 2023
- ¹²⁾ Resigned from the position of Chairman of Executive Committee, Corporate Governance Committee Member, Nominating and Compensation Committee Member, Chairman of Risk Management Committee, Chairman of Sustainable Development Committee, Chairman of Investment Committee on July 1, 2023
- ¹³⁾ Approved the appointment as an Executive Committee Member on May 9, 2023
- ¹⁴⁾ Resigned from the position of Executive Committee Member on May 9, 2023

3) Meeting among members of non-executive directors

In 2023, non-executive directors convened non-executive directors' meeting without any participation of management to discuss any management issue freely before started the Board of directors meeting.

All sub-committees carried out their duties assigned by the Board of Directors, regularly report the performance to the Board of Directors, and provide annual performances report to shareholders in the Annual Report.

- **Remuneration for Directors**

The remuneration of the directors and Non-Executive Directors consist of meeting allowance and bonus by which the meeting allowance was approved from shareholders meeting and only pay to the director who attend the meeting. Member of the Board of Directors and Audit Committee receive the same rate of meeting allowance while the Chairman receives 1 time more than other members. Chairman of the Nominating and Compensation Committee and the Chairman of Corporate Governance Committee receive 50 percent more than the committee member. There is no meeting allowance for Executives Committee, Risk Management Committee and Sustainable Development Committees because the members of these

committees are the company executives. Bonus is determined by considering the various appropriations and compared to the organization in the same industry and similar size of business together with company operation result, performance and responsibility of the directors and overall business conditions.

The remuneration of directors of the Company and Committees' members was approved from the 2023 Annual General Meeting of Shareholders at the amount of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus without other benefits. The meeting allowance was fixed and paid to directors attending the meeting as following:

Board of Directors and Audit Committee

- Chairman	Baht	20,000	per meeting
- Director	Baht	10,000	per meeting

Nominating and Compensation Committee and Corporate Governance Committee

- Chairman	Baht	15,000	per meeting
- Director	Baht	10,000	per meeting

Cash Remuneration

In 2023, the Company paid remuneration to the directors and sub-committees which the Company has not paid remuneration to directors and executive committee members who are directors in subsidiary, with the following details:

(Unit: Baht)

Directors	Meeting Allowance				Bonus	Total Remuneration paid to each Director
	Board of Directors	Audit Committee	Nominating and Compensation Committee	Corporate Governance Committee		
Mr. Supreedee Nimitkul	90,000	20,000	-	-	-	110,000
Mr. Priyong Teerasathain	220,000	-	110,000	30,000	-	360,000
Ms. Natenapa Pusittanont	60,000	10,000	-	-	-	70,000
Mr. Chirayu Chueyam	90,000	-	40,000	10,000	-	140,000

Mr. Chaiwat Phithakraktham	220,000	-	-	-	-	220,000
Mr. Prapat Yorkhant	80,000	-	-	-	-	80,000
Mr. Issara ROUNGSUK- UDOM	20,000	-	-	-	-	20,000
Dr. Pakorn Apaphant	360,000	80,000	150,000	20,000	-	610,000
Mr. Somkit Likitparinya	190,000	-	-	-	-	190,000
Dr. Chuket Ounjitti	160,000	30,000	-	-	-	190,000
Mr. Kanawuthi Wattanadhirach	140,000	-	60,000	10,000	-	210,000
Assoc.Prof.Dr.Apiwat Muttamara	30,000	-	-	-	-	30,000
Mr. Sarayut Yimruen	80,000	-	-	-	-	80,000
Mr. Pattarakit Techasikarn	120,000	20,000	-	-	-	140,000
Mrs. Nareerat Ngernnamchokhtanarat	50,000	-	-	-	-	50,000
Mr. Bundit Sapianchai	30,000	-	-	-	-	30,000
Mr. Panom Ratanarat	50,000	-	-	-	-	50,000
Mr. Subhasiddhi Rakkasikorn	50,000	-	-	-	-	50,000
Ms. Saowanee Kaubol	10,000	-	-	-	-	10,000
Total	2,050,000	160,000	360,000	70,000	-	2,640,000

3.1.3 Supervision of subsidiaries and associated companies

The Board of Directors supervises the operations of subsidiaries and associated companies as follows:

Before establishment of any new company, the responsible managing department shall propose such matter to the meeting of the Board of Directors for consideration and approval before the registration of the new company is arranged. The Board of Directors shall consider on appointment of the executives who shall hold positions of director and management of such subsidiary and the associated company including scope of authority and responsibility of the directors and the management who shall be the Company's representatives in such company. The management of the subsidiary and the associated company shall report business performance of the Company they are responsible to the Executive Committee every month. Any investments or substantial operations as per specified in the delegation of authorities must be performed pursuant to the policies specified and they must be presented to the meeting of the Executive Committee as well. The management of the subsidiary and the associated company must present the annual business plan to the meeting of Executive Committee and the Board of Directors for consideration and approval every year. If performance of any company has not achieved as per the targeted plan, the management must clarify to the meeting of Executive Committee. In case business operation encountered a lot of problems, the management is required to clarify to the Executive Committee as the watch list so that precaution and corrective measures can be closely monitored and taken.

The subsidiary and the associated company must have the internal control system or measure that the Company's Internal Audit Department can audit and report to the Audit Committee and the Executive Committee. If internal control system of any company is defective which may likely cause risks and damage to the Company, the Executive Committee shall order such company to make good and rectify defects in such internal control system immediately. In addition, if the subsidiary has to conduct any transaction which is required to comply with the regulations of the Company or of the relevant laws and which is required to be approved from the shareholders' meeting of such subsidiary, i.e., capital increase, capital decrease or dissolution of subsidiary and etc., such transaction shall be proposed for the Executive Committee's consideration and approval on voting guideline during the shareholders' meeting of such subsidiary.

For establishment of a new company or investing in significant portion in other businesses between 20% and 50% of shares with voting rights, and the amount of investment or may have to more invest significantly, the Board of Directors should ensure that shareholder agreements or other agreements are in place to enable

the Company's performance monitoring and participation in management, including for approval of significant transactions and decisions. This is to ensure that the Company has sufficient, accurate, and timely information for the preparation of its financial statements that conform to the relevant standards.

In the event where the subsidiary performs any transaction about acquisition or disposal of assets, the Company shall treat the same way as criteria on acquisition and disposal of assets of its own which must be pursuant to criteria on undertaking the significant transaction on asset acquisition or disposal as per specified by the Capital Market Supervisory Board. In case the subsidiary has performed any transaction with its related persons, the Company shall not involve in such matter, except the subsidiary has performed any transaction with the related person of the Company, then the Company shall comply with the criteria on related transaction announced by the Capital Market Supervisory Board.

In 2023, associated companies or subsidiaries comply with the policy of supervising subsidiaries and associated companies. And no actions that cause conflicts of interest including the preparation of financial reports and important transactions can be carried out and disclosed in their entirety accurately and within the specified time.

3.1.4 Monitoring of compliance with the corporate governance policy and guidelines

1) Conflict of Interest

To prevent conflicts of interest, the Company has drawn out guidelines for directors and employees in the Company's Business Ethics to follow:

1. Avoid all actions that may cause conflicts of interest with the Company.
2. In case that directors or employees commit any action related to the Company, the particular director and employee will be treated like an outsider and will play no part in decision-making process.
3. Refuse to use Company's information obtained in their posts for an opportunity to derive personal benefits by creating rivalry with the Company or involving in related businesses.
4. Refuse to use Company's information for securities purchase for personal benefits or to leak Company's information to outsiders for their benefits. Any trading of the Company's securities within 1 month prior to disclosure of either the Company's financial performance or any other information that may affect securities' price is prohibited.
5. Refuse to reveal Company's classified information e.g., electronic information, financial situation, work's plans, business information, Company's future plans and others.

On any conflict-of-interest transaction, before entering the transaction, the Company specified that the Board of directors, Managements, Employees, and relevant parties must disclose the transactions with interest to the Audit Committee to consider the appropriateness of such transactions. The Audit Committee will carefully review prior to submit with opinion either on such conflict or connection to the Board of Directors for further review and to ensure that the transaction has to be complied with the SET's regulations, information of the transaction i.e., value of transaction, party involved and necessity etc., has been disclosed in the Company's Annual Report and 56-1 One Report. The auditor's note in the financial statements. Any consideration of the connected transaction, the directors who may have conflict of interest will neither participate nor vote in such meeting both in the Board of Director's and the Shareholders' Meeting. Details of the transactions which may have any conflict of interest in 2023 are provided under "Related Transactions".

2) Inside Information Control

The Company set criteria about inside information usage control for personal advantage, undisclosed and confidential leak to public or be used from unauthorized for personal benefit. IT system has been implemented for a secure access for all users inside and outside the firewall in conjunction with the Company's own user authentication and security system. In addition, the Company sets as policy that all employees shall acknowledge and sign the agreement of non-disclosure confidential information, non-violation of concealment of computer related and non-infringement of intellectual property. New employee shall sign this agreement together with employment contact. It was also set forth in the Company's Corporate Governance Policy and Business Ethics to refuse the directors, management and employees of the Company to use Company's inside information for personal benefits. Any trading of the Company's securities within one month prior to disclosure of either Company's financial performance or any other information that may affect securities' price is prohibited. To ensure that the policy is acknowledge and complied, the Company will notify the year plan schedule of such periods in advance to all directors and executives. Every quarter, the Company has also delivered such notice to directors and executives to acknowledge. In 2023, there is no case of insider trading from the Company's directors and executives. The press releases for the corporate governance are published on via email, tips and poster in the Company's promotion board.

The Directors and management of the Company had been informed on their duties and punishment regarding to report on securities and derivative holdings of themselves, their spouse, cohabiting couple and any minor children, including a juristic person whose shares exceeding thirty percent of the total voting rights are held by directors and executives, including their spouse or cohabiting couple, and minor children to the Stock Exchange of Thailand (SET) within 3 days from the transaction date according to

the Securities and Exchange Act B.E. 2535. Any change in securities and derivative holdings, such directors and managements have to report the Company Secretary for coordination and preparing report submit to the Securities and Exchange Commission (SEC). In addition, the Company has set as a policy to report on securities and derivative holdings of directors in every meeting of the Board of Directors. In case that any director or managements violates the regulations, the warning notice will be made to that director or management to avoid re-misconduct.

In case of conflict of interest, it is the Company's Policy to have the directors, management, employees, and related parties to disclose such interests to the Audit Committee for consideration of the transaction to be complied to the SET's regulations and any governing laws and regulations prior to further submit for consideration of either the Board of Directors or the shareholders. The directors who have conflict of interest will not participate in any agenda that they have conflict of interest. Moreover, any conflict-of-interest transactions with the connected persons will be disclosed in "Connected Transaction".

General practices for conflict-of-interest protection have been set not only in the Company's Business Ethics but also in "5. Roles and Responsibilities of the Board of Directors" under the topic of "Conflict of Interest". Such practices have been delivered to all directors, management, and employees. The Corporate Governance Committee will monitor and ensure that Company's regulations, Corporate Governance Policy, and Business Ethics have been strictly and continually complied.

Moreover, the Corporate Governance Committee has been established to ensure that good corporate governance is being conducted continuity at all levels in accordance with legal requirement and the Company's Articles of Associations.

3) Anti-Corruption

The company places importance on good corporate governance, believing that good corporate governance and management within the framework of transparent corporate governance can be checked, help preserve the interests of all stakeholders. The company has established policies and guidelines "Anti-corruption" and announcements for executives and employees at all levels to adhere. There is a scope of anti-corruption management system covering every step. Every work process of the company and its subsidiaries that is involved in procurement work including other work steps that are at risk of corruption. The Company has announced its intention to join as a member of Thailand Private Sector Collective Action Coalition Against Corruption (CAC) on November 24, 2022 to participate in the evaluation in requesting certification of membership of CAC, which will be in 2023. The company tries to follow the process of participating in the evaluation to request certification of membership of CAC with

an audit committee. Internal Audit Department and the CAC committee appointed by the company as the main working group.

1. Responsibilities

1.1 Board of Directors Has duties and responsibilities as follows:

- Setting policies and supervising to have a system that supports effective anti-corruption efforts to ensure that the Executive Committee is aware and give importance to fighting corruption and cultivated until it becomes the culture of the organization for employees at all levels of the company Understand and realize the importance of problems arising from corruption. In the event that the Audit Committee has reported acts of corruption that affect the company. The Board of Directors is responsible for giving advice and recommendations. Consider penalties and work together to find solutions to the problems for the Chief Executive Officer and the Executive Board.
- Follow the anti-corruption policy and guidelines. And there are penalties when non-compliance occurs. The punishment for directors retirement When there is a report on the results of an internal audit or there are complaints about acts of corruption.

1.2 Audit Committee Has duties and responsibilities as follows:

- Consider policies and guidelines for anti-corruption measures to be appropriate for the business model. Company environment corporate culture and present to the Board of Directors for consideration and approval.
- Consider and review the appropriateness of the change. Anti-corruption policy and practice guidelines and present to the Board of Directors for consideration and approval.
- Review financial and accounting reporting systems, internal control system, internal audit system and risk management system to ensure that it meets international standards. It is concise, appropriate, modern and efficient.
- Receive information on whistleblowing. Actions resulting from corruption that people in the organization are involved and check the facts as informed and present the matter to the Executive Committee to jointly consider punishing or resolving such problems.

1.3 Internal audit department has duties and responsibilities as follows:

- Check and review operations according to the established audit plan that it is correct, consistent with policies, operating guidelines, regulations and laws to ensure that there is a control system that is appropriate and adequate for potential corruption risks and reported to the Audit Committee.

- Perform tasks as assigned by the Audit Committee. In the matter of investigating corruption related to the organization in addition to the specified inspection plan.

1.4 Good Corporate Governance Committee has duties and responsibilities as follows:

- Establish a framework for overseeing the company's anti-corruption operations.
- Provide suggestions and guidance. Monitor and evaluate operations related to anti-corruption.

1.5 Sustainability Development Committee have duties and responsibilities. In determining appropriate guidelines and operational plans for sustainable development. In line with the company's anti-corruption policy and guidelines.

1.6 Risk Management Committee have duties and responsibilities to supervise and support the implementation of corruption risk management. By assessing the risk of corruption and review anti-corruption measures to be adequate and appropriate.

1.7 The Executive Committee and executives have duties and responsibilities as follows:

- Require an assessment of corruption risks. In the work process that may cause corruption.
- Set up a promotion and support process. Anti-corruption policies and guidelines and communicated to employees and all involved departments.
- Adopt a policy and framework to prevent corruption. Implemented continuously throughout the organization.
- Review the suitability of procedures and preventive measures. To comply with changes in business, rules, regulations and legal requirements.

2. Anti-Corruption Policy

The Company operates a business by adhering to good corporate governance. Consequently, the anti-corruption policy is established to be the guidance for all related parties such as directors, executives/management, and employees to strictly follow. The major principles of the anti-corruption policy are specified as below.

2.1 Political Impartiality and Code of Conduct

The Company has the policy to operate a business with political impartiality that covers compliance with the laws and democratic governance with the King as Head of State. Thereby, directors, executives/management, and employees, who have political rights and liberties pursuant to the laws, commit not to perform any acts including resource usage that cause the

loss of impartiality or damages from the involvement in political activities. In addition, the Company also has the policy to operate a business with ethics, integrity, and management with transparency by implementing in the organizational culture of the Company.

2.2 Donation for Charity and Supporting Fund

The Company promotes community and social development for quality-of-life improvement through business processes or donations for the charity that shall be supported by completed evidence and in line with the Company's rules, which specify that the donation and the fund shall be applied for business support and public charities.

2.3 Receiving or Giving Gifts, Gratuities, Assets or Other Benefits.

Improper receiving or giving gifts, gratuities, assets, or other benefits causes the support or obligation that affects decision-making for business operations, which incur damages or losses to the Company. Thereby, the Company does not support such kind of the operations and determines that directors, executives / management, employees, and relevant persons shall adhere to the following key principles:

- Conduct the receiving or giving ethically and legally by being aware of laws, rules or traditions of each country or locality that may contain different conditions or practices and strictly following them. The rules include the hiring of a government employee in term of consultant or permanent staff of the Company by defining transparent and suitable employment conditions
- Conduct the receiving or giving appropriately and honestly by covering the transactions with government agencies
- Not conduct the receiving or giving to any persons who intend to persuade others to perform inappropriate activities or omit to perform the right actions.
- Not conduct the receiving or giving that has the influence in unfair decision making for operating responsible duties
- Conduct the receiving or giving with low value and suitable for each occasion and report to supervisor in case of necessity in conducting the transactions whose value are higher than business usual
- Conduct the receiving or giving according to the rules specified by external agencies in case of being assigned from supervisor to support the external agencies

- Conduct the spending of expenses for business entertainment and other expenses which are directly relevant to abiding business contracts reasonably
- Conduct the document keeping of the financial evidence that clearly present the value of the receiving or giving and are auditable as requested

Practice Guidelines

1. Risk Management

The Company clearly structures risk management by establishing the Board of directors and executives to oversee their management and their employees in all levels to apply the practice guidelines consistent with the Company's policy. In addition, the committee for risk management is also set for overseeing the managing of relevant risks to be conducted in appropriate manners.

2. Building a Preventive Organizational Culture

The Company supports directors, executives/management and employees at all levels to perform their operations with no fraud and no corruption including adhering to ethics, integrity, and management with transparency as well as be responsible for all stakeholders by giving fair compensations and rewards to outstanding staff together with punishing the staff who violates the Company's policies and rules.

3. Training Arrangement and Communication

The Company arranges the staff training to promote honestly and inform the practice guidelines for the standard of good behavior, Code of Conduct and business ethics. The training and communications are performed via new employee orientation and additional training during employment as well as electronic communications such as websites and applications.

4. Reporting

The Company encourages directors, executives/management, employees and stakeholders to report the violation of the Company's policy as well as unfair practices by providing reporting channels to inform any traces of improper activities, which include the breach of good governance, code of conduct/business ethics, policy and rules of the Company or laws. Thereby, the Company provides mail and e-mail as reporting channels directly to the internal Audit department and protects informers by not disclosing their name to any persons.

5. Monitoring of Policy Compliance

The Company establishes the Internal Audit department to monitor the policy compliance of each business unit as risk base basis in Order to ensure that the Company has the appropriate internal control systems. In case that the deficiencies, which incur significant damages to the Company, are found from inadequate internal control systems of any business units, the Internal Audit department will report the audit results directly to the Audit Committee and the Board of Directors, respectively.

6. Penalty

Any actions that directly or indirectly violate this policy will be considered disciplinary punishment according to the rules set by the Company as well as legal penalties in case of illegal acts.

In summary, the Company brings the mentioned policies and practice guidelines of Internal Control, Risk Management and Anti-Corruption into practice appropriately. And for the past year 2023, the company has not had any corruption occur, whether directly or indirectly.

4) Whistle Blowing

- **Suggestions and complaints**

The Board of Directors respects the importance of all stakeholders in participation of the Company's success and discloses related important information to stakeholders sufficiently and transparently. The Company provides channels for all stakeholders to send suggestions and complaints that is beneficial to the Company. Those channels consist of direct mail or E-mail as informed at the Company's website (www.onetoonecontacts.com)

Mailing Address: Internal Audit Department
Peer for you Public Company Limited
99/26 Moo 4 Software Park Building,
9 Fl. Chaengwattana Rd., Klong Gluar.
Pak-kred, Nonthaburi 11120 Thailand

or E-mail address: auditcommitteesecretary@Peerforyou.co.th

The Internal Audit Department will collect the suggestion and complain, then, inspect and analyze the information according to the procedures and methods on "Notifying the information on misconduct and the protection of the informant"

- **Procedures and methods on "Notifying the information on misconduct and the protection of the informant"**

The Company adheres to good corporate governance principles and encourages its stakeholders to examine and oversee any action which is against the corporate governance principles, ethics, rules and regulations of the Company, laws, corruption or any action which might cause damages to the Company including rights violation. If such action is found, the stakeholders can notify the clue on misconduct behavior to the Company by sending information and/or document and/or concerned evidence (as the Company's form to notify the information on misconduct) to Internal Audit Department. If the name and surname of the informant is specified, it will be more beneficial to the Company for convenience on enquiry and/or contact for more information.

In the year 2023, the company has "no" complaints or corruption or legal disputes that may have a significant impact on the Company's business in any way.