



## Part 2 | Corporate Governance

## 6

## CORPORATE GOVERNANCE POLICY

## 6.1 OVERVIEW OF CORPORATE GOVERNANCE POLICIES AND PRACTICES

North East Rubber Public Company Limited, or “the Company,” recognizes the importance of good corporate governance and believes in good management system, along with a board of directors and executives who possess vision and accountability, will contribute to transparent and accountable management. Respecting the rights and equality of shareholders, as well as being responsible to stakeholders, will be key factors in enhancing value and maximizing returns for shareholders and the Company in the long term. The board is committed to promoting the Company as an efficient organization in business operations, corporate governance, and excellent management, focusing on creating sustainable benefits for shareholders while considering the overall stakeholders. The Company operates with integrity, transparency, and accountability. The corporate governance policy has been developed in accordance with the principles and practices of good corporate governance (Corporate Governance Code: CG Code) set forth by the Securities and Exchange Commission of Thailand, while also taking into account the recommendations of the Thai Institute of Directors for regular review, improvement, and development to ensure its continued appropriateness every year. This policy serves as a guideline for the board, executives, and employees in their work. Additionally, the board of directors has established a mechanism to monitor compliance with the policy to ensure that the board’s duties are performed effectively and that good corporate governance is appropriately maintained, resulting in a management and decision-making process that is systematic, accountable, and transparent.

Details can be found at:

[www.nerubber.com](http://www.nerubber.com)

<https://investor.nerubber.com/storage/downloads/cg-policy/ner-corporate-governance-and-business-code-of-conduct-handbook-th.pdf>



Alternatively, you can scan the QR code.

Furthermore, the Company has communicated this information to all employees through the Company’s Intranet and has made it available on the Company’s website

### 6.1.1 POLICIES AND PROCEDURES REGARDING THE COMMITTEE

#### SCOPE OF AUTHORITY AND RESPONSIBILITIES OF THE BOARD

The Board of Directors has conducted business operations in accordance with the objectives and efficiently, utilizing knowledge, expertise, caution, integrity, and diligence to safeguard the interests of the company and comply with laws, objectives, and regulations of the company. This includes participating in the establishment of key policies for business operations, as well as regularly reviewing and approving the company’s vision, strategies, and goals every year. The Board of Directors operates independently in decision-making for the best interests of the company and all shareholders, both in terms of performing duties responsibly and exercising careful consideration before making decisions based on honesty, transparency, and ethics, while also taking into account the interests of stakeholders. Additionally, the Board has a crucial role in monitoring the implementation of the company’s strategies. In Board meetings, it is mandated to report on performance and the execution of the company’s strategies quarterly to achieve the set goals effectively and for the utmost benefit of the company and its shareholders.

Furthermore, the company has delineated the roles, duties, and responsibilities among the Board of Directors, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainable Development Committee, and the Executive Committee, as specified in the charter of each committee.

In the fiscal year 2024, the 8th Board meeting on November 7, 2024, reviewed the vision, mission, and business objectives for the year 2024 of the company (details are provided in the annual information disclosure/annual report (Form 56-1 One Report) on pages 16-17). Additionally, a budget and funding limits for approving investments and various expenses have been established. There has been a review of the corporate governance policy, the corporate governance manual, business ethics, and important policies such as the anti-corruption policy, risk management policy, human rights policy, and sustainability development policy, among others. The environmental policy has been upgraded to an environmental policy and practice, with comprehensive environmental practices and goals added. The company has communicated this information to its boards, executives and employees through the Intranet system and internal training sessions. Furthermore, the board of directors closely monitors, supervises, and audits the executives' operations to ensure that all directors, executives, and employees comply with the established policies, aiming to achieve the company's objectives. The company has also disclosed information regarding important policies on its website under the section "Good Corporate Governance" and "Important Policies" (<https://investor.nerubber.com/th/corporate-governance/policy/other-policies>).

## 6.1.2 POLICIES AND PRACTICES RELATED TO SHAREHOLDERS AND STAKEHOLDERS

The company has established and reviewed its corporate governance guidelines to comply with the principles of good corporate governance for listed companies as set forth by the Stock Exchange of Thailand. These guidelines are divided into five categories: 1) Rights of shareholders 2) Equal treatment of shareholders 3) Role of stakeholders 4) Disclosure of information and transparency 5) Responsibilities of the board of directors. This is to ensure alignment with the current business environment and to create sustainable value for the enterprise. The details are as follows.

### • CHAPTER 1 RIGHTS OF SHAREHOLDERS

The company recognizes the importance of the fundamental rights of all shareholders, including institutional shareholders. It adheres to principles of fair treatment and compliance with the law. Shareholders have the right to freely buy, sell, and transfer shares, the right to receive dividends, the right to participate in shareholder meetings, the right to propose agenda items in advance, the right to nominate individuals for election as directors, the right to express opinions and ask questions constructively during meetings, and the right to participate in decision-making on important matters of the company through voting on various agendas, such as the appointment of the board of directors and the appointment and determination of the auditor's fees, etc.

#### (1) Right to receive profit sharing in the form of dividends

The company has a cautious dividend payment policy, taking into account its financial status, operational results, cash flow, appropriateness, and other factors related to its operations and management. This is under the condition that the company must have sufficient cash for business operations, and such actions must provide maximum benefits to shareholders

as resolved by the board of directors and/or the shareholders. The company has set a dividend payment policy for shareholders at a rate of no less than 40% of the net profit from the company's financial statements after tax and legal reserves, as well as other reserves (if any).

**(2) Right to participate in shareholder meetings**

The company has organized an annual general meeting of shareholders in accordance with the regulations of the Stock Exchange of Thailand, complying with the criteria for conducting shareholder meetings set by the Securities and Exchange Commission (SEC), and encourages shareholders to fully exercise their rights within appropriate limits and in accordance with the requirements of the stock exchange at all stages, both before, during, and after the meeting. The company has carried out all procedures correctly, resulting in the company receiving a full score of 100 in the assessment of the quality of the annual general meeting of listed companies for the year 2024 AGM Checklist.

**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**2024**

The company has provided an opportunity for shareholders to propose agenda items and names of individuals in advance for appointment as directors and to submit questions in advance from October 5, 2023, to January 5, 2024. Upon the expiration of this period, it was found that no shareholders had proposed any agenda items, names of individuals, or submitted questions in advance of the meeting. Shareholders were able to submit questions via mail addressed to the Company Secretary Department, No. 398, Moo 4, Koke Ma Subdistrict, Prakhon Chai District, Buriram Province 31140, or via email at [investor@nerubber.com](mailto:investor@nerubber.com), or by fax at 044-666-212-3.

Additionally, the company has prepared an

invitation letter for the Annual General Meeting of Shareholders 2024, along with the opinions of the Board of Directors, as well as supporting documents for various agenda items and guidelines on how to participate in the meeting, both in Thai and English, sufficiently and comprehensively to facilitate shareholders and provide information for consideration of voting on various agenda items in advance. The company has published this information through the Stock Exchange's news system and the company's website since March 8, 2024, at <https://investor.nerubber.com/th/downloads/shareholders-meeting?year=2024>. The company has assigned Thailand Securities Depository Co., Ltd., as the securities registrar, to send the invitation letters to shareholders by registered mail starting from March 22, 2024.

In 2024, the company will hold the Annual General Meeting of Shareholders in a hybrid format to support and increase participation options for shareholders. Shareholders are able to attend the meeting in person (Physical Meeting) and/or participate via electronic media (E-Meeting) in accordance with the Royal Decree on Electronic Meetings B.E. 2563 and the company's regulations, as well as other relevant laws and regulations regarding both in-person and electronic meetings. The purpose of organizing the hybrid meeting is to facilitate and encourage more shareholders to participate. The meeting will be attended by the Chairman of the Board, the Board of Directors, and the company's legal advisors. At the meeting, Mr. Chanit Chanchaianrong, the Chairman of the Board of Directors, presided over the shareholders' meeting, ensuring that the meeting was conducted in accordance with the company's regulations and appropriately allocating time for each agenda item specified in the notice of the meeting. During the meeting, all shareholders were given the opportunity to express their opinions and ask questions related to the company. The Annual General Meeting of Shareholders for the year

2024 was held on April 10, 2024, from 10:00 AM to 12:17 PM, in a hybrid format, with the meeting being conducted and broadcast live from the first-floor conference room of the company's headquarters located at 398 Moo 4, Kok Ma Subdistrict, Prakhon Chai District, Buriram Province 31140. Seven out of the total seven board members participated in the meeting, representing 100% of the entire board. Additionally, auditors and legal advisors attended the meeting to listen to shareholders' opinions and respond to their inquiries.

Shareholders attended the meeting in person and by proxy, and the company encouraged the exercise of voting rights for shareholders who could not attend by appointing proxies to participate in the meeting. Proxy forms were sent to shareholders, allowing them to specify their voting directions, which were included as attachments to the invitation to the shareholders' meeting and published on the company's website. The company proposed two independent directors to receive proxies and provided sufficient background information on the proxy directors as part of the meeting documents to offer options and ensure transparency in the proxy process for shareholders.

Furthermore, the company utilized the e-Proxy Voting service provided by the Stock Exchange of Thailand, which is an electronic proxy service for shareholders' meetings. This new method allows shareholders to appoint proxies electronically, with the system connected to the electronic tax payment system (e-Stamp) of the Revenue Department. Shareholders can pay for e-Stamp on the proxy form electronically, such as through QR Code or Internet Banking, which facilitates the process, reduces time, and lowers costs. In addition, shareholders do not need to attach documents or send proxy letters by mail to the company, as the company will retrieve information from the system for use in the shareholders'

meeting on the voting system closure date. Individual shareholders who are members of the IVP and have verified their identity with NDID (National Digital ID) can access the service through the Investor Portal (IVP). For funds managed by asset management companies and foreign legal entities overseen by custodians, access can be made through the e-Proxy Voting for Intermediaries system. The system will be available from the day the invitation letter is mailed until 5:00 PM on the business day before the meeting. Shareholders can access the service at <https://www.set.or.th/tsd/services/investors/e-services/e-proxy-voting>.

### **(3) Rights to Ask Questions and Express Opinions at the Meeting**

The company provided shareholders the opportunity to propose agenda items and nominate individuals in advance for appointment as directors, as well as to submit questions beforehand. During the meeting, the company allowed shareholders to participate in asking questions and expressing their opinions. The company thoroughly addressed shareholders' inquiries on key issues related to each agenda item before voting on those items. In the 2024 annual meeting, the company published the questions and suggestions from shareholders in the minutes of the shareholders' meeting in both Thai and English through the news system of the Stock Exchange of Thailand on April 24, 2024, and on the company's website under the section "Shareholders' Meeting" (<https://investor.nerubber.com/th/downloads/shareholders-meeting?year=2024>).

### **(4) Voting Rights in Meeting Agenda**

In the shareholders' meeting, the company granted voting rights and clearly informed shareholders prior to the commencement of the agenda that each shareholder attending the meeting would have voting rights

equivalent to the number of shares they hold, counting one share for one vote. Shareholders could cast their votes as “in favor,” “against,” or “abstain” according to their rights. The company also communicated the voting procedures to shareholders before the meeting and prior to voting on each agenda item to ensure that attending shareholders were informed. For transparency, the company allowed no less than 1 minute for voting on each agenda item. In the agenda for the election of directors, the company disclosed sufficient and complete information about the directors standing for election. During the voting for the election of directors, the company provided separate ballots and distinct voting methods for individual votes, allowing shareholders to exercise their voting rights individually. To ensure transparency in the vote counting process, the company arranged for an independent legal advisor to observe the counting of votes and announced the results of the vote counting for each agenda item to shareholders in a clear and open manner, specifying the voting results of shareholders categorized as in favor, against, abstained, and invalid ballots comprehensively.

After the conclusion of the annual shareholders’ meeting, the company published the resolutions of the shareholders’ meeting and the voting results for each agenda item through the news system of the Stock Exchange of Thailand and the company’s website on April 10, 2024, which was the same day as the shareholders’ meeting. Additionally, the company recorded audio and video of the meeting, which was disseminated through the company’s website. The company also prepared the annual shareholders’ meeting report for 2024, containing all essential information in both Thai and English, which was published

through the news system of the Stock Exchange of Thailand on April 24, 2024, and on the company’s website under the section “Shareholders’ Meeting” (<https://investor.nerubber.com/th/downloads/shareholders-meeting?year=2024>)

- **CHAPTER 2 EQUAL TREATMENT OF SHAREHOLDERS**

The company places great importance on shareholders by safeguarding their interests at all levels, whether they are individual, retail, institutional, or foreign shareholders, ensuring that they are treated equally and fairly. All shareholders receive dividends at the same rate, and the company provides opportunities for shareholders to propose agenda items for meetings and nominate qualified individuals for election as directors at least 90 days prior to the annual general meeting, with the criteria for exercising such rights published on the company’s website.

Shareholders have the right to appoint others to attend meetings and vote on their behalf. They are entitled to receive documents and guidance for legally appointing proxies. Once a proxy is submitted to the directors at the meeting, the proxy has the same rights to participate and vote as any shareholder. Shareholders may also appoint independent directors of the company to attend meetings and vote on their behalf. Shareholders have the right to receive complete and appropriate biographies and work information of each independent director for consideration.

The company accurately and comprehensively records meeting minutes and submits reports to the Stock Exchange of Thailand. The company emphasizes the importance of disclosing information accurately, completely, timely, and transparently to shareholders, with current information made available through the company’s website and various media to keep shareholders

informed of significant changes, including information disclosed by the company as required by various regulatory agencies on the company's website. Additionally, retail shareholders can directly contact the company secretary for information via email at [investor@nerubber.com](mailto:investor@nerubber.com) or by phone at 082-264-5189, 044-666-928, or 044-666-929 ext. 126.

In 2024, the company strictly adheres to policies and places importance on treating shareholders equally, ensuring that there are no violations or failures to comply with guidelines regarding preventing shareholders from communicating with the company in any way.

#### **PREVENTION OF INSIDER INFORMATION MISUSE**

The company places great importance on the accurate and timely disclosure of significant information in accordance with good corporate governance principles. This is documented in the corporate governance manual and the business ethics manual to prevent the misuse of information for trading the company's securities or for improper benefits. The company provides information that can be disclosed to shareholders equally and consistently within the timeframe and responsibilities set by the company. Customers, shareholders, investors, or interested parties can access the company's information or request additional information through the company's website. The company has assigned the investor relations team and/or the company secretary to be responsible for providing information or answering inquiries regarding general information and to serve as a central point of coordination with relevant personnel. The company has a policy on information disclosure and data that outlines restrictions on the use of insider information, limiting it to management levels from middle to senior executives within the department or company only. Audited financial statements are kept with the Senior executives of Accounting and Finance. Other confidential

information is to be used only for consultations with individuals at the managerial level and above. The company has penalties for individuals involved if insider information is used in a way that causes harm.

In 2024, the company strictly adhered to its policy and placed importance on the use of insider information, resulting in no violations or non-compliance with the company's insider information usage guideline.

#### **REGULATION OF SECURITIES TRADING**

The company has established oversight regarding the use of insider information in accordance with laws and principles of good corporate governance. The company has a policy that requires the board of directors, executives, and employees (including spouses and minor children) who have access to insider information that may affect the company's stock price, as well as the company's performance, to refrain from trading the company's securities from the date they become aware of the information until it has been publicly disclosed. Additionally, they are prohibited from using undisclosed insider information to manipulate the price of securities, particularly during the one-month period prior to the public release of financial statements, unless they are confident that they do not possess any material non-public information.

Furthermore, the company's board of directors and executives must disclose and report any changes in their holdings of the company's securities each time there is a trade or transfer of securities to the Office of the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992). They must also acknowledge the penalties under the Securities and Exchange Act B.E. 2535 (1992), including changes in securities holdings by spouses and minor children. Directors and executives can report changes in their securities

holdings through the SEC's website immediately after registering and completing their personal information for identity verification, and they are able to do so within three days after making changes to their stock holdings or by accessing the link <https://market.sec.or.th/public/idisc/th/r59>. The company has assigned the company secretary to provide guidance and support for reporting to the board and executives who require assistance in completing various processes.

All board members and executives have signed to acknowledge their responsibilities in reporting their securities holdings in the company, including those of their spouses and minor children.

In 2024, the company secretary's office notified relevant individuals via email about the blackout period for trading securities, which is one month prior to the announcement of financial statements. It was found that no directors, executives, or related employees engaged in securities trading during the period designated by the company for trading restrictions, and there were no other violations related to this matter.

### **REPORTING OF INTERESTS BY DIRECTORS AND EXECUTIVES**

The company requires directors and executives to report their interests and conflicts of interest, as well as those of related persons, whenever they enter into any transactions with the company, upon their initial appointment, and to report any changes in their interests during their tenure. Additionally, an annual report is required at the end of each year. The secretary has been assigned the responsibility of collecting and storing these reports and submitting them to the chairman of the board and the chairman of the audit committee for review and control of the interests of directors and executives in accordance with good corporate governance principles.

### **REPORTING CONFLICTS OF INTEREST AND RELATED TRANSACTIONS**

To prevent conflicts of interest, the company has established a conflict of interest prevention policy as a key policy, which is reviewed regularly, at least once a year. In 2024, the policy was approved for review at the 8th board meeting of 2024 on November 7, 2024, to ensure transparency and compliance with good corporate governance principles.

The company places great importance on considering various transactions transparently and beneficially for the company. Therefore, the company has established guidelines for directors, executives, and employees to prioritize the prevention of transactions that may lead to conflicts of interest, related transactions, or transactions between the company and its stakeholders. The key guidelines are as follows:

1. Directors and executives must inform the company of any relationships or transactions in business that may give rise to conflicts of interest.
2. Avoid engaging in transactions related to company directors, executives, or related parties that may create a conflict of interest with the company. In cases where transactions must occur, they should be presented to the Audit Committee through the company secretary for consideration and opinion before being submitted for approval to the Board of Directors and/or the shareholders' meeting of the company (as applicable) according to the criteria for related party transactions set by the Stock Exchange, the Securities and Exchange Commission, and the principles of good corporate governance.
3. Executives and employees must adhere to the company's regulations and business ethics, which are considered essential to uphold strictly, ensuring that the company

is trustworthy and reliable to all stakeholders and providing transparency in the understanding of employee conduct throughout the company.

In managing transactions that may lead to conflicts of interest, the company has established written procedures for approving related party transactions. In cases where a director has a vested interest in any agenda, that director shall not have the right to vote on that agenda.

In approving transactions between parties, the responsible department will summarize the details of the transaction and prepare all relevant information to present to the company secretary. This will then be presented according to the established procedures and approval processes, with executives and directors who have a vested interest excluded from the approval of such transactions. Additionally, the Audit Committee will jointly oversee these transactions to ensure they are necessary, reasonable, and conducted at fair prices. Details of transactions with parties that may have conflicts of interest occurring in the fiscal year 2023 and the fiscal year 2024, as of December 2024, are outlined in the 56-1 One Report under section 9.2.2 Related Party Transactions.

In the past year 2024, the company strictly adhered to the policy and placed significant importance on it, thus no violations of the company's conflict of interest policy were found

#### • **CHAPTER 3 : ROLE TOWARDS STAKEHOLDERS**

The company recognizes and values the rights of all stakeholder groups, whether they are internal stakeholders such as employees, personnel, and executives of the company, or external stakeholders such as partners, including those involved in raw materials, customer groups, shareholders or investors of the company, various financial institutions that provide support,

government agencies with which the company interacts, as well as the surrounding communities. The company is well aware of its responsibilities towards the aforementioned stakeholders and has established policies and practices regarding the non-violation of intellectual property rights, such as copyrights, patents, and trademarks. Stakeholders will be protected by the company according to the rights provided by relevant laws. The company will not engage in any actions that violate the rights of stakeholders under the law or any agreements in place. The company has considered implementing processes to promote stakeholder participation according to their roles and responsibilities in enhancing the company's performance, ensuring that the company's business operations run smoothly, while also creating sustainable stability for the business and generating fair benefits for all parties involved. Additionally, the company has established a policy for handling complaints and provides channels for stakeholders to communicate, make suggestions, or report information to the audit committee.

In 2024, the company's board of directors reviewed and improved the policies and practices towards various stakeholder groups to consider processes that promote cooperation between the company and stakeholders in creating financial stability and sustainability for the business. The company has guidelines regarding stakeholders, detailed as follows.

1. **Shareholders:** the company recognize the importance of fundamental rights of shareholders by establishing principles for fair treatment of shareholders in accordance with the law at all times. This includes the right to buy, sell, and transfer shares, the right to receive dividends, the right to access company information, the right to participate in shareholder meetings, the right to vote on various agenda items, the right to appoint proxies to attend meetings on their behalf,

the right to appoint directors and auditors, the right to express opinions and ask questions to directors at shareholder meetings, and the right to propose meeting agendas and nominate directors in advance, among others. The company ensures that shareholders receive these rights strictly and does not engage in any actions that violate or infringe upon the rights of shareholders. It maintains reliable accounting and financial systems, creating satisfaction among shareholders while considering the long-term growth of the company and providing a reasonable and continuous return.

2. **Employees:** The company values employees at all levels by treating them equally and fairly, providing compensation that is appropriate to each employee's knowledge and abilities, alongside a focus on developing their potential and skills. There is a performance management system in place, with organizational-level key performance indicators (Corporate KPIs) based on the principles of the Balanced Scorecard. The company has an effective performance evaluation system and places importance on maintaining a conducive working environment, prioritizing safety and quality of life for employees. Additionally, the company has established compensation policies for employees that align with the organization's performance and link to employee performance outcomes, both in the short and long term.

**Short-term compensation:** The company has established a compensation structure that is appropriately comparable to the general pay rates of other organizations in the same business and industry to maintain and enhance its competitive capability in human resources. Additionally, the company has set annual bonuses based on performance and operational

results, referencing the company's performance evaluation and key performance indicators (KPIs).

**Long-term compensation:** The company has established performance measurement and employee potential assessment criteria. It will provide appropriate compensation to high-skilled employees and facilitate career growth in alignment with the company's succession plan. There are also programs between employers and employees to create incentives for long-term growth within the company.

In addition to compensation, the company ensures appropriate welfare benefits for employees by regularly reviewing various benefits to align with changing economic and social conditions. This includes annual health check-ups, travel expenses, and a provident fund to provide financial security and assurance for employees after their employment ends or upon retirement.

The company provides communication and training to the board of directors, executives, and employees regarding anti-corruption policies through orientation courses for the board, executives, and employees, as well as various seminars within the company as appropriate. This aims to promote employee integrity and responsibility in their duties, ensuring that business operations adhere to ethical principles and business ethics. Communication will be facilitated through the company's bulletin board and website.

3. **Partners:** The company has a procurement policy that involves selecting partners and purchasing goods and services from them based on commercial terms. It adheres strictly to contractual agreements and complies with laws and regulations established together, in order to foster relationships that will yield long-term

benefits for both parties, grounded in ethical standards. The company promotes fair, equal, and transparent procurement practices that are auditible. Additionally, the company has established a business code of ethics to guide partners in conducting their business in alignment with the company's ethical standards and business practices. There are also sustainability supply chain projects with partners aimed at creating added value and increasing income for them, as well as contributing to social and environmental development, to achieve mutual growth and sustainability.

4. **Competitors:** The company promotes and supports ethical, transparent business practices and competition based on equality and fairness with competitors. It adheres to good competition frameworks without engaging in any actions that violate laws. The company does not seek confidential information from competitors through dishonest or inappropriate means, nor does it damage competitors' reputations through negative allegations.
5. **Customers:** The company is attentive and responsible towards its customers, ensuring accountability by producing quality products and services that meet standards, delivering goods on time to enhance customer satisfaction. It aims to build good and sustainable relationships while emphasizing fair and equitable pricing under its pricing policy. Furthermore, the company is committed to continuously improving the quality of its products and services, as well as disclosing information on community, social, and environmental projects and activities as a communication channel to maximize customer satisfaction. The company conducts customer satisfaction surveys to consider improvements in product and
6. **Creditor:** The company conducts its business with caution, treating creditors fairly and repaying debts on time as scheduled. It strictly adheres to the terms and conditions of financial agreements and ensures that funds are used for their intended purposes as communicated to creditors or financial institutions. The company has a repayment plan in place, manages asset quality, and undertakes any other actions agreed upon with creditors and other lenders. It provides accurate, transparent, and verifiable information to creditors. In cases where changes to the stipulated conditions are necessary, the company will promptly inform creditors to collaboratively consider reasonable solutions. The company is committed to maintaining sustainable relationships with creditors and fostering mutual trust to prevent any harm. Historically, the company has consistently met its debt repayment obligations on time.
7. **Government agencies and related organizations:** the company strictly complies with laws, regulations, rules, and directives from relevant government bodies in various areas, including environmental protection, safety, labor, management, taxation, finance, and accounting, as well as any related government announcements.
8. **Community, Society, and Environment:** The company places great importance on the safety, environment, and quality of life of the public, as well as its responsibility towards the neighboring community and society. It supports community welfare

service quality, ensuring greater customer satisfaction, and has established guidelines for employees. Additionally, there is a policy in place to maintain customer confidentiality, with all relevant employees being informed.

activities and works to improve the community and social environment for a better quality of life, considering appropriateness in each case.

The company has prioritized the neighboring community by engaging with it through employment, purchasing raw materials, and organizing other community development activities. It also provides knowledge, promotes, and supports local communities, while continuously monitoring the progress of projects undertaken in collaboration with the community each year.

For the year 2024, the company has been continuously implementing various projects in collaboration with the community and society, such as:

- The NER Learning Library project, which has been ongoing since 2022 and is now in its third year. The NER Electronic Learning Library project (a continuation of the Learning Library project) will also be supported in 2024. The company will continue to support and enhance the teaching and learning processes of schools in the community through the NER project, which includes a competition to develop knowledge and skills outside the classroom for primary school students at nine schools: Ban Khok Phet School, Wat Ban Khok Klang School, Wat Ban Talung Kao School, Ban Krasang School, Wat Ban Pratad Bu School, Ban Bat School, Wat Ban Tako Ta Pi School, Wat Ban Khok Yang School, and Ban Nong Muang School.
- The NER project promotes sustainable community agriculture through the Green Market initiative, providing a channel for increasing income for farmers from communities surrounding the factory. Space in front of the factory is allocated for farmers to sell their products, which include pesticide-free vegetables, agricultural produce, and

various environmentally friendly local products.

- The health check project for vulnerable community groups (Year 2) is organized by the company to conduct proactive health screenings in four communities around the factory: Ban Chai Phatthana, Takotapi Sub-district, Ban Bat, Takotapi Sub-district, Ban Krasang, Pratad Bhu Sub-district, and Ban Khok Phet, Khok Ma Sub-district, with a total of 405 people. A team of doctors and medical technicians provided health check services covering 17 items.

Additionally, the company's board recognizes the importance of caring for society and the environment by promoting knowledge and training for employees to instill a sense of social and environmental responsibility at all levels. Employees are encouraged to participate in various activities, including those related to the environment, safety, occupational health, and labor practices, such as ISO 14001:2015 requirements and internal audits, as well as environmental measurement and evaluation.

#### **ANTI-CORRUPTION AND ANTI-BRIBERY POLICY**

The company places great importance and is committed to combating corruption and bribery at all times. A policy against corruption and regulations in accordance with the anti-corruption and anti-bribery policy, as well as a written whistleblowing policy, have been established. Emphasis is placed on combating corruption and bribery through clear policies and practices, compliance, monitoring, and reporting results. There are measures for complaints and channels for whistleblowing, along with protective measures for those who report information or whistleblowing on misconduct or corruption. Whistleblowers or complainants will be cared for and their information will be kept confidential. Reports of whistleblowing will be subjected to careful, thorough, and fair investigation processes.

The company has disseminated the anti-corruption measures and whistleblowing guidelines through internal electronic communication systems (E-Mail, Line). Additionally, this information has been published on the company's website under the section "Good Corporate Governance/Anti-Corruption Policy/Whistleblowing and Complaint Policy" <https://investor.nerubber.com/th/corporate-governance/policy/whistleblowing-policy>

Furthermore, the company promotes awareness and values in combating corruption and bribery among the board of directors, executives, and employees by ensuring strict compliance with relevant laws, announcements, and regulations. The company has also declared its intention and commitment to continuous participation in the fight against bribery and corruption, so that partners, business stakeholders, investors, and those with a vested interest in the business are aware of the company's stance.

### **COMPLAINT NOTIFICATION AND WHISTLEBLOWING REPORT ON VARIOUS MATTERS**

The Board of Directors has established channels for stakeholders to contact, file complaints, and report information regarding issues that may cause harm to the company, violations of laws, human rights abuses, breaches of regulations and business ethics, including bribery, fraud, and corruption, which may lead to reputational damage and loss of assets. Complaints or reports can be made through the five channels provided by the company, which are as follows:

**1. Postal Mail :** "Chairman of the Audit Committee"  
North East Rubber Public Company Limited  
398 Moo 4, Kok Ma Subdistrict, Prakhon Chai District, Buriram Province 31140  
"Company Secretary"

North East Rubber Public Company Limited  
398 Moo 4, Kok Ma Subdistrict, Prakhon Chai District, Buriram Province 31140

**2. Contact Phone :** Chairman of the Audit Committee, Phone: 089-767-4222  
Company Secretary, Phone: 082-264-5189, 044-666928-9 ext. 126

**3. . Email :** To "Chairman of the Audit Committee" at email [cac@nerubber.com](mailto:cac@nerubber.com)

**4. Website :** Complaints can be submitted through the company's website <https://investor.nerubber.com/th/corporate-governance/anti-bribery-and-anti-corruption>

**5. Complaint or whistleblowing drop box established by the company**  
Complainants or whistleblowers may submit complaints through more than one channel and are not required to disclose their identity. However, if the identity is disclosed, the company will be able to inform the complainant of the results of the actions taken or provide additional details regarding the complaint.

The company has established measures for reporting tips, protecting whistleblowers, safeguarding those who are complained against, the process for fact-checking, and the protection of individuals who provide information or tips regarding misconduct or corruption. The consideration of penalties, prevention, and evaluation will be conducted by the company's internal audit department, which will initially review complaints before presenting them to the

audit committee. All complaint information and tips will be protected and kept confidential. The audit committee will investigate and seek solutions, subsequently reporting to the company's board of directors, as outlined in the anti-corruption and whistleblowing manual published on the company's website: <https://investor.nerubber.com/th/corporate-governance/policy/whistleblowing-policy>

In 2024, the company elevated its participation as a partner in the fight against corruption by signing the declaration of intent as a signatory, certifying its membership in the Thai Private Sector Collective Action against Corruption (CAC) on September 30, 2024. This includes promoting and encouraging the company's business partners to also declare their intent to become members of the Thai Private Sector Collective Action against Corruption (CAC) to enhance their role as a CAC Change Agent, continuing into 2025.

#### **CHAPTER 4: DISCLOSURE OF INFORMATION AND TRANSPARENCY**

The company places great importance on information disclosure. The Board of Directors reviews and considers the policy on information disclosure and the appropriateness of disclosing and utilizing the company's significant information. The company ensures that the disclosure of important information related to the company, including business operations and financial information, is accurate, complete, timely, and transparent, in accordance with the regulations related to information disclosure of the Stock Exchange of Thailand and the Securities and Exchange Commission. This information is presented in an easily understandable format through the annual information statement/annual report (Form 56-1 One Report) on the company's website, which is accessible, equitable, and reliable. The important information is managed by the Investor Relations department, which prepares an annual investor relations plan and is

responsible for providing effective channels and information to communicate with investors, shareholders, and securities analysts. Various communication channels are used, including sending summaries of meeting dimensions, summarizing the company's performance along with explanations and analyses from management, in accordance with the criteria of the Stock Exchange and the SEC, on a quarterly basis. Information is disseminated through the system of the Stock Exchange of Thailand, the IPOS system of the SEC, and the company's website [www.nerubber.com](http://www.nerubber.com), as well as disclosed in the company's annual report (56-1 One Report).

The company ensures the quality of financial reports to be accurate, in compliance with financial reporting standards, and audited by independent auditors certified by the Securities and Exchange Commission.

The company discloses a clear shareholding structure, including the shareholdings of directors and executives of the company, both directly and indirectly. Additionally, there is a policy requiring directors to disclose reports of securities trading each time.

The company has consistently presented its performance to analysts and investors through various formats such as Opportunity Day, Analyst Meetings, Company Visits, Site Visits, as well as participating in meetings with domestic and international investors and analysts organized by various institutions. This includes activities organized by the Stock Exchange of Thailand for listed companies to meet with investors, press conferences, and newsletters that present the company's financial status. Senior executives have participated in these activities alongside the investor relations team. The main activities organized by the company in 2024 are summarized as follows:

**Table of Activities in 2023 – 2024**

Activity	2023 (Time)	2024 (Time)
Executive meetings with investors (Opportunity Day)	4	4
Analyst meetings (Analyst Meeting)	4	4
Investor meetings for information sharing (Company Visit / electronic meetings)	2	3
Shareholders and investors visiting the company's operational areas (on-site)	-	1
Press conferences / newsletters presenting the company's financial status	1	1
<b>Total</b>	<b>11</b>	<b>13</b>

## **CHAPTER 5 RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

The Board of Directors represents the shareholders and performs its duties to achieve the objectives set for the maximum benefit of the business and stakeholders. The Board understands its role and is aware of its responsibilities as leaders in overseeing the organization to ensure good governance. They must perform their duties with responsibility, caution, and integrity towards the organization to maintain the company's best interests and avoid conflicts of interest. They comply with laws, regulations, objectives of the business, board resolutions, and shareholder meeting resolutions, and ensure that information is disclosed accurately, completely, transparently, and timely to shareholders, regulatory agencies, and stakeholders.

The Board of Directors clearly separates the roles and responsibilities of the board and management. The Board is responsible for setting policies and overseeing at the policy level to ensure that business operations align with the established objectives or goals, while management is responsible for day-to-day operations in various areas according to the established policies, with integrity, transparency, efficiency, and effectiveness, within the authority delegated by the Board of Directors.

The board of directors is responsible for defining the main objectives and goals of the business operations, establishing strategies, operational policies, fostering organizational culture, and ensuring good corporate governance. This includes determining the structure and responsibilities of the board, recruiting, developing, setting compensation, and evaluating the performance of senior executives, as well as establishing the compensation structure for senior executives.

In matters where the board collaborates with management, this includes developing organizational strategies that align with the vision, mission, objectives, or main goals of the business and sustainable development, managing enterprise-level risks, defining appropriate authority for management responsibilities, allocating resources and budgets, monitoring and evaluating performance, and disclosing financial and non-financial information.

The board also plays a crucial role in corporate governance by establishing guidelines such as the structure of the board, the roles, duties, and responsibilities of the board of directors, and the subcommittees of the company. Additional information can be found in the 56-1 One Report under the section "Corporate Governance

Structure” and important information regarding the board, subcommittees, executives, employees, and others.

Furthermore, the board mandates regular monitoring of compliance with corporate governance policies and best practices, and ensures that all employees are informed about these policies and practices through the internal information system. This information is also made available to the public via the company’s website ([www.nerubber.com](http://www.nerubber.com)) under the section “Good Corporate Governance.”

## 6.2 BUSINESS ETHICS

The company’s board of directors has established a written code of business ethics to demonstrate its intention to conduct business in accordance with the principles of good corporate governance. This focuses on creating sustainable benefits for shareholders while considering the interests of all stakeholders. The code encompasses ethical standards and practices for the board, executives, and employees at all levels of the company, ensuring that they perform their duties with integrity, ethics, compliance with laws and regulations, transparency, accountability to stakeholders, and a commitment to shareholders, customers, partners, employees, the community, society, and the environment.

The company reviews and updates its business ethics regularly every year and promotes adherence to these guidelines consistently. This includes communication and raising awareness of business ethics among directors, executives and employees at all levels to ensure that all employees understand the business ethics.

In 2024, there were no violations related to the organization’s business ethics.

Additionally, the company has made its business ethics handbook available on its website ([www.nerubber.com](http://www.nerubber.com)) under the section “Good Corporate Governance Principles / Business Ethics”

Details can be found at:

[www.nerubber.com](http://www.nerubber.com)

<https://investor.nerubber.com/storage/downloads/cg-policy/ner-corporate-governance-and-business-code-of-conduct-handbook-th.pdf>



Alternatively, you can scan the QR code.

The business ethics of the company include, for example,

### THE ETHICS REGARDING RESPONSIBILITY TO SHAREHOLDERS.

The company places great importance on protecting the rights of shareholders and will not engage in any actions that would violate or diminish those rights. It treats all shareholders fairly and equally and promotes and supports shareholders in exercising their rightful entitlements. The company is committed to conducting business that thrives and creates sustainable and stable added value for shareholders in the long term.

### CODE OF ETHICS REGARDING CUSTOMER RELATIONSHIPS

The company is committed to creating satisfaction and confidence for customers by providing quality products and services that meet standards at reasonable prices. We strictly adhere to the contracts and various conditions with customers. Additionally, the company places great importance on maintaining customer confidentiality and fostering good relationships to ensure sustainability with customers. Furthermore, the company has established management and channels for customers to inquire and file complaints regarding

products and services, responding to customers promptly.

### **CODE OF ETHICS REGARDING RELATIONSHIPS WITH BUSINESS PARTNERS AND COMPETITORS**

The company values the selection of business partners, considering those with potential who produce quality products and provide services that meet standards and are suitable for the respective missions. We treat partners equally and fairly, strictly adhering to various conditions in a transparent, ethical, and verifiable manner. In cases where conditions cannot be met, the company will have a management approach to promptly inform partners in advance to acknowledge and collaboratively find appropriate solutions to the issues.

The company also promotes free and fair competition, competing within the framework of the law, and does not attempt to damage the reputation of competitors through false and unfair statements.

In 2024, the company had no disputes or lawsuits with competing companies or partners.

### **CODE OF ETHICS REGARDING TREATMENT OF CREDITORS**

The company has policies and guidelines for treating creditors with honesty, integrity, responsibility, transparency, and equality, strictly adhering to the conditions and requirements of contracts. We do not conceal information or facts that could harm creditors.

In cases where we cannot meet the conditions, requirements, contracts, or debt obligations, the company has a corrective approach to promptly inform creditors to collaboratively find solutions.

### **CODE OF ETHICS REGARDING RESPONSIBILITY TO EMPLOYEES**

The company places great importance on human resources by promoting and supporting, as well as providing equal and consistent opportunities for employees. This includes developing potential, enhancing knowledge and skills, and providing fair compensation based on performance evaluations, promotions, rewards, and disciplinary actions, without discrimination, in an equitable and appropriate manner. Additionally, the company listens to feedback and suggestions from employees at all levels equally and fairly, and strictly adheres to laws and regulations related to employees.

### **CODE OF ETHICS REGARDING RESPONSIBILITY TO SOCIETY AND THE ENVIRONMENT**

The company has policies and guidelines for conducting business with a sense of awareness and responsibility towards society and the environment. This includes complying with laws and cooperating to ensure strict adherence to various standards, utilizing resources to their fullest potential to minimize impacts or harm to society and the environment. The company also fosters a sense of social and environmental responsibility within the organization continuously and supports activities and projects that benefit society and the environment.

Furthermore, the company promotes, supports, and emphasizes the importance of partners regarding social and environmental responsibility, including policies and practices related to energy conservation, the use of renewable energy, efficient energy use, waste management, and reducing greenhouse gas emissions. The company values participation in community and social activities to foster development in the community, society, and environment.

## **CODE OF ETHICS REGARDING RESPECT FOR HUMAN RIGHTS**

The company treats employees equally and fairly based on the dignity of human beings and respects personal freedoms. It also promotes adherence to international human rights principles and strictly does not support human rights violations.

## **CODE OF ETHICS ON POLITICAL NEUTRALITY**

The company has a policy of political neutrality and will not provide support or engage in actions that favor any political party, either directly or indirectly. However, the company respects the rights and freedoms of individuals to exercise their political rights in accordance with the law as responsible citizens and within a democratic framework.

## **CODE OF ETHICS ON CHARITABLE DONATIONS AND FINANCIAL SUPPORT**

The company has a clear policy regarding charitable donations and financial support. Donations must be made to foundations, public health organizations, temples, hospitals, healthcare facilities, or reputable organizations, and must be conducted in the name of the company only. This must be done transparently, in accordance with the company's regulations, to ensure that the donated funds are used for the public benefit or in line with the purpose of the donation, and not for any dishonest purposes.

## **CODE OF ETHICS ON GIVING OR RECEIVING GIFTS, PROPERTY, OR OTHER BENEFITS**

The company has established guidelines regarding the giving or receiving of gifts, property, or other benefits in its operations to align with anti-corruption policies and to ensure that operations are conducted with orderliness and transparency.

## **CODE OF ETHICS ON CONFLICTS OF INTEREST**

The company places importance on considering various matters transparently and in a manner beneficial to the company. Therefore, the company emphasizes the prevention of matters that may lead to conflicts of interest. Related transactions or transactions between the company must be conducted for the utmost benefit of the company and its shareholders, and any actions that may create conflicts of interest should be avoided.

## **CODE OF ETHICS ON INTELLECTUAL PROPERTY RIGHTS**

The company prioritizes the protection of intellectual property and will not engage in any actions that infringe upon the intellectual property rights of others. It will comply with all laws, regulations, and contractual obligations related to the intellectual property rights of others, including patents, copyrights, trade secrets, and other proprietary information, strictly.

In addition to establishing a code of ethics, various policies have been set to align with the business ethics to serve as guidelines for the organization.

## **6.3. SIGNIFICANT CHANGES AND DEVELOPMENTS IN POLICIES, PRACTICES, AND CORPORATE GOVERNANCE SYSTEMS OVER THE PAST YEAR**

### **6.3.1. SIGNIFICANT CHANGES AND DEVELOPMENTS REGARDING THE REVIEW OF POLICIES, PRACTICES, AND CORPORATE GOVERNANCE SYSTEMS OR COMMITTEE CHARTERS OVER THE PAST YEAR**

In 2024, the company's board of directors reviewed and updated key policies during the 8th board meeting of 2024 concerning good corporate governance, the good corporate governance manual, related party transaction policies, conflict of interest prevention policies, and reporting of interests, sustainability development policies, and social and environmental policies and practices. This was done to enhance the effectiveness of governance and elevate the company's corporate governance standards, with an announcement made for everyone to be informed and adhere to these practices, including monitoring compliance, reporting results, and evaluating adherence to the aforementioned policy manual to create sustainable value for the company. During the 3rd board meeting of 2024 on May 9, 2024, a resolution was passed to appoint a new sub-committee to replace the previous sub-committee from the original nomination and sustainability development committee, establishing two new sub-committees: the "Nomination and Remuneration Committee" and the "Good Corporate Governance and Sustainable Development Committee," along with the approval of the charters for both new sub-committees.

Additionally, the company reviewed the board of directors' charter and the charters of the sub-committees, which include: 1) the Audit

Committee, 2) the Nomination and Remuneration Committee, 3) the Risk Management Committee, 4) the Good Corporate Governance and Sustainable Development Committee, and 5) the Executive Committee, to ensure alignment with the Good Corporate Governance Principles for Listed Companies 2017 (CG Code) and to enhance the company's sustainable development operations in all dimensions according to international standards. This demonstrates the company's ongoing commitment to sustainability development for stakeholders or those related to or associated with the organization, particularly in overseeing community, social, and environmental operations.

### **6.3.2. PRACTICES REGARDING OTHER MATTERS IN ACCORDANCE WITH GOOD CORPORATE GOVERNANCE PRINCIPLES**

#### **MONITORING COMPLIANCE**

The company has established guidelines for good corporate governance to serve as a framework for the board of directors, executives and employees in complying with relevant laws, regulations, and rules. All levels of management within the organization are responsible for ensuring that employees under their supervision are informed of and adhere to the good corporate governance manual and the company's code of business ethics seriously (details of the good corporate governance practices and the company's code of business ethics can be found on the company's website [www.nerubber.com](http://www.nerubber.com)). If any board member, executive, or employee violates the principles of good corporate governance and the code of business ethics as stipulated, they will face disciplinary action, and if there are actions believed to be in violation of laws, regulations, and state rules, the company will refer the matter to the relevant authorities for further action.

If employees witness any illegal actions, violations of good corporate governance principles, and/or breaches of the code of business ethics as defined, they should report complaints or allegations to the chairman of the audit committee. The company will conduct an investigation while keeping the whistleblower's identity confidential to protect against potential repercussions that may arise for the whistleblower.

#### **MATTERS NOT PRACTICED**

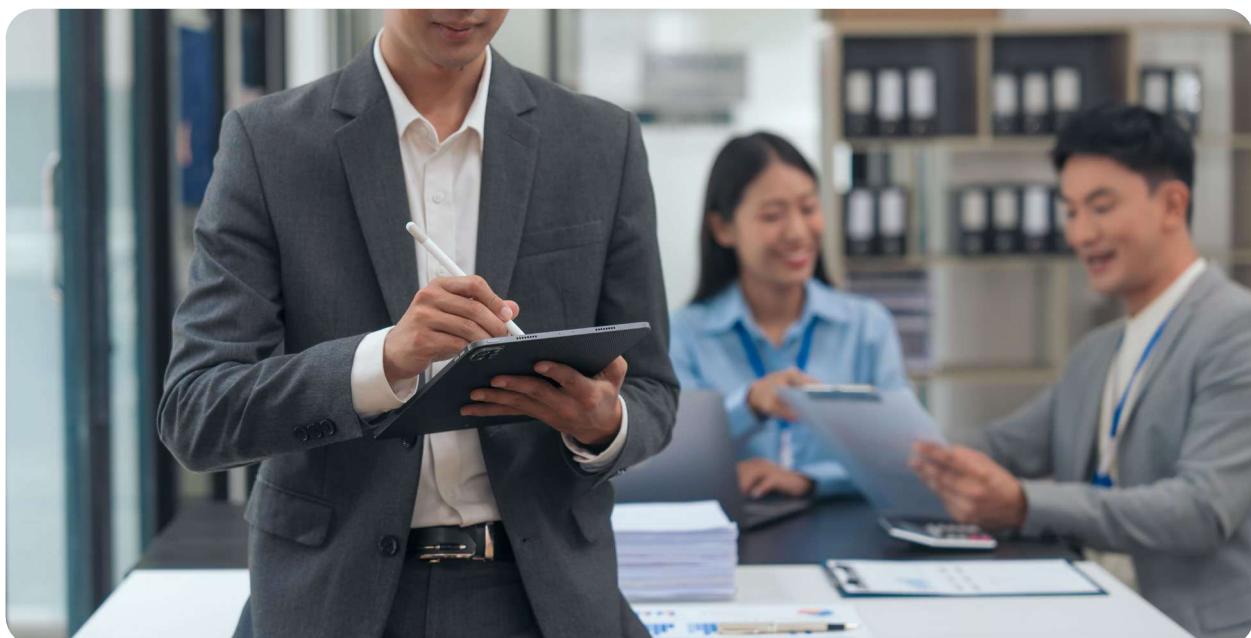
According to the Securities and Exchange Commission, the Corporate Governance Code for listed companies was issued in 2017 with the objective of enhancing good corporate governance by focusing on the application of principles to ensure that practices are appropriate and beneficial for creating sustainable value for the company.

In 2024, the board of directors reviewed compliance with the principles of good corporate governance, and there were certain aspects where the company adopted alternative measures or approaches based on the company's appropriate circumstances, resulting in the company not adhering to the good corporate governance principles in the following topics and for the reasons stated.

1. Disclosure of the Chief Executive Officer (CEO)

Compensation Details

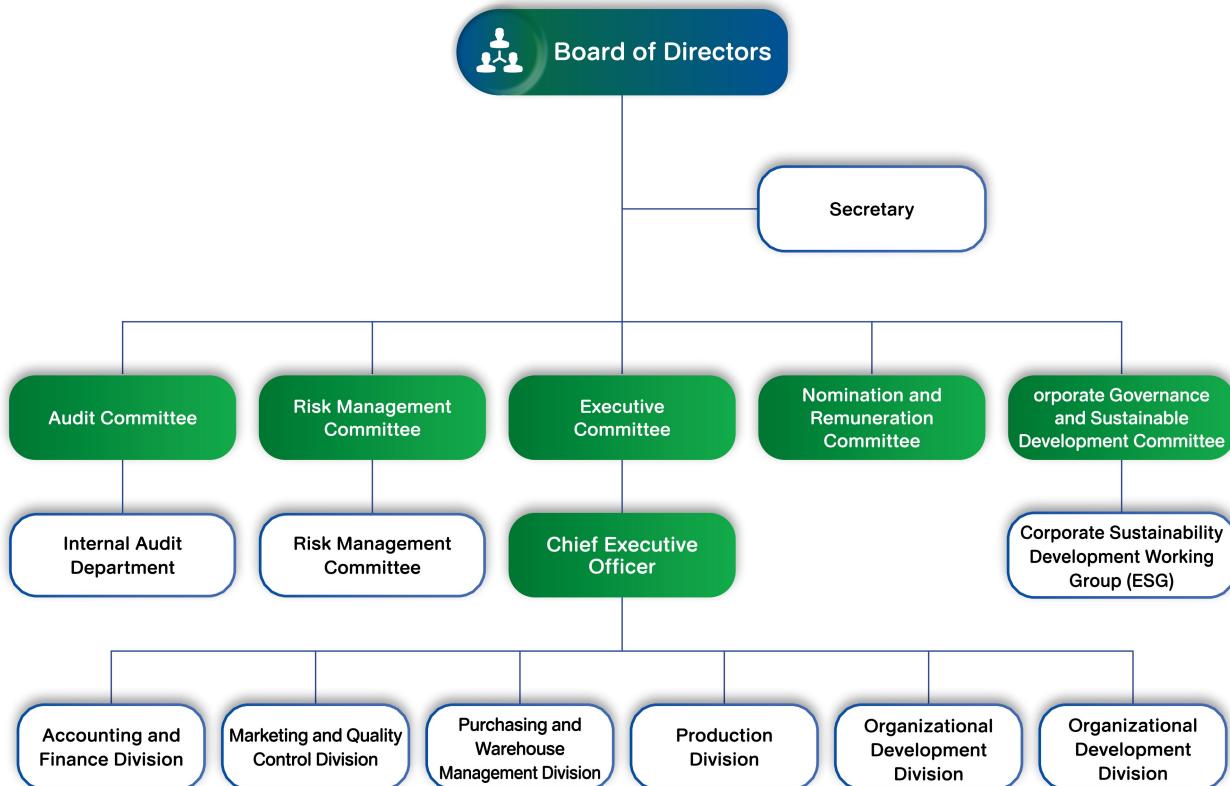
Reason: The company's board believes that compensation disclosure should be presented in monetary terms, as this is a practical issue that affects the labor market. The company has already disclosed compensation in the form of a group of senior executives. As for the disclosure of the Chief Executive Officer (CEO) compensation, the company will consider it as appropriate going forward.



## 7

## CORPORATE GOVERNANCE STRUCTURE AND IMPORTANT INFORMATION ABOUT THE BOARD, SUBCOMMITTEES, EXECUTIVES, EMPLOYEES, AND OTHERS

### 7.1. CORPORATE GOVERNANCE STRUCTURE



## BOARD OF DIRECTORS



**MR. CHANITR  
CHARNCHAINARONG**

CHAIRMAN OF THE BOARD OF  
DIRECTORS /  
CHAIRMAN OF THE CORPORATE  
GOVERNANCE AND SUSTAINABILITY  
DEVELOPMENT COMMITTEE /  
AUDIT COMMITTEE /  
INDEPENDENT DIRECTOR

**MR. RONACHIT  
JINADIT**

BOARD DIRECTOR /  
CHAIRMAN OF THE AUDIT COMMITTEE /  
NOMINATION AND REMUNERATION  
COMMITTEE /  
CORPORATE GOVERNANCE AND  
SUSTAINABILITY DEVELOPMENT  
COMMITTEE /  
INDEPENDENT DIRECTOR

**MR. TEPAKUL  
POONLARP**

BOARD DIRECTOR /  
CHAIRMAN OF THE RISK  
MANAGEMENT COMMITTEE /  
INDEPENDENT DIRECTOR



**MRS. CHANATIP  
WEERASUBPONG**

BOARD DIRECTOR /  
CHAIRMAN OF THE NOMINATION  
AND REMUNERATION  
COMMITTEE /  
AUDIT COMMITTEE /  
RISK MANAGEMENT  
COMMITTEE /  
CORPORATE GOVERNANCE  
AND SUSTAINABILITY  
DEVELOPMENT COMMITTEE /  
INDEPENDENT DIRECTOR

**MR. CHUWIT  
JUNGTANASOMBOON**

BOARD DIRECTOR /  
CHAIRMAN OF THE EXECUTIVE  
COMMITTEE /  
RISK MANAGEMENT COMMITTEE /  
NOMINATION AND REMUNERA-  
TION COMMITTEE /  
CORPORATE GOVERNANCE AND  
SUSTAINABILITY DEVELOPMENT  
COMMITTEE /  
CHIEF EXECUTIVE OFFICER (CEO)

**MR. SAKCHAI  
JONGSTAPONGPUN**

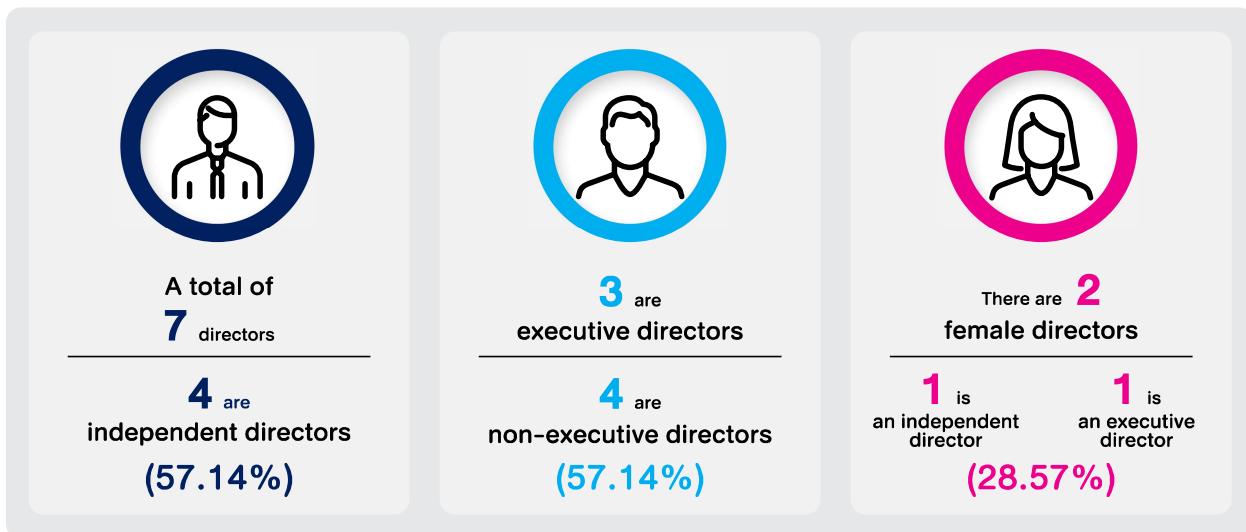
BOARD DIRECTOR /  
RISK MANAGEMENT  
COMMITTEE /  
EXECUTIVE COMMITTEE

**MISS PY  
ATTPISARN**

BOARD DIRECTOR /  
EXECUTIVE COMMITTEE

## 7.2. INFORMATION ABOUT THE BOARD OF DIRECTORS

### 7.2.1. COMPOSITION OF THE COMPANY'S BOARD OF DIRECTORS



The company's board of directors consists of personnel with knowledge, expertise, skills, and experience in various fields that can be utilized to continuously benefit and develop the company. They also possess integrity, honesty, ethics, and moral principles in conducting business, and are able to dedicate time to fulfilling their duties to the company. They meet all qualifications and are suitable, with no disqualifying characteristics under the law. As of December 31, 2024, the company's board consists of 7 directors as follows.

**Board of directors**

No	List of directors	Position
1.	Mr.Chanitr Charnchainarong	Director / Chairman of the Board / Audit Committee / Chairman of the Corporate Governance and Sustainable Development Committee / Independent Director
2.	Mr. Ronachit Jinadit	Director / Chairman of the Audit Committee / Nomination and Remuneration Committee / Corporate Governance and Sustainable Development CommitteeIndependent / Director
3.	Mr.Tepkul Poonlarp	Director / Risk Management Committee / Independent Director
4.	Mrs.Chanatip Weerasubpong	Director / Chairman of Nomination and Remuneration Committee / Audit Committee / Risk Management Committee / Corporate Governance and Sustainable Development Committee / Independent Director
5.	Mr.Chuwit Jungtanasomboon,	Director/Chairman of the Executive Committee /Risk Management Committee/ Nomination and Remuneration Committee / Corporate Governance and Sustainable Development Committee / Chief Executive Officer
6.	Mr.Sakchai Jongsthapongpun	Director / Risk Management Committee / Executive director
7.	Miss Py Attipisarn	Director / Executive director

- The company's board of directors consists of 7 members, including 4 non-executive directors, accounting for 57.14%, and 3 executive directors, accounting for 43.86%. Ms. Nongyao Sikiow serves as the secretary of the board.
- The board includes at least one-third independent directors, with a minimum of 3 members. Currently, there are 4 independent directors, representing 57.14%, which exceeds half of the total number of directors according to good corporate governance principles.
- The chairman of the board is an independent director with no vested interests in the company and does not hold any shares in the company.
- The chairman of the board is an independent director and is not the same person as the Chief Executive Officer.
- The board has ensured an appropriate number of directors relative to the size of the business. Currently, the company has 7 directors, of which 2 are women, representing 28.57% (as listed in positions 4 and 7).
- There were no changes to the board during the year, only a restructuring of governance, which involved separating one existing subcommittee from the Nomination and Sustainability Development Committee into two committees: (1) the Nomination and Remuneration Committee and (2) the Good Corporate Governance and Sustainability Development Committee.
- New directors must undergo orientation to understand the main objectives, vision, mission, culture, characteristics, and business operations, relevant regulations, good corporate governance policies, and other necessary information that will aid in performing their duties effectively.
- Directors must have knowledge and understanding of their roles and responsibilities and must complete at least one training course from the Thai Institute of Directors

(IOD) regarding directors, such as the Director Accreditation Program (DAP) or the Director Certification Program (DCP), or equivalent, to enhance their skills and capabilities in performing their duties consistently

## 7.2.2 AUTHORIZED SIGNATORIES

The authorized signatories representing/binding the company are Mr. Chuwit Jangthanasomboon, Mr. Sakchai Jongsthapongpun, or Ms. Pari Arthapisal. Any two of these three directors must sign together and affix the company's official seal, except for financial transactions with financial institutions, which require Mr. Chuwit Jangthanasomboon to sign together with either Mr. Sakchai Jongsthapongpun or Ms. Pari Arthapisal, totaling two persons, and affix the company's official seal.

## 7.2.3. ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

### SCOPE, AUTHORITY, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors has reviewed the company's good corporate governance policy, including the scope, authority, and responsibilities of the Board of Directors, during the 8th Board meeting of 2024 held on November 7, 2024, which is defined as follows:

### THE ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS AS ORGANIZATIONAL LEADERS WHO CREATE SUSTAINABLE VALUE FOR THE BUSINESS:

1. Perform duties with responsibility, caution, prudence, integrity, and care for the company's interests, while complying with laws, objectives, company regulations, resolutions of the Board of Directors, and resolutions of shareholders.
2. Set the vision, goals, policies, and operational direction of the company that align with sustainable value creation for the company, customers, stakeholders, and society as a

whole, and review them annually or when significant changes occur.

3. Oversee, control, and monitor the evaluation of operational performance to ensure that the company's operations align with and support the established vision, goals, and policies effectively and efficiently, maximizing economic value for the company and shareholders while being fair to all stakeholder groups.
4. Regularly be accountable to shareholders, operate while safeguarding shareholder interests, and disclose essential information to investors accurately, completely, transparently, and in a timely manner.
5. Establish a charter for the Board of Directors and its subcommittees, as well as review and amend the Board's charter to ensure it is current, appropriate to regulations, rules, and changing circumstances, and oversee the operations of various subcommittees in accordance with the established charter, reviewing the Board's charter at least once a year.
6. Define the authority and approval levels for transactions and various operations related to the company's work for committees or individuals as appropriate, ensuring compliance with relevant laws by creating an operational authority manual, which should be reviewed at least once a year.

#### **ESTABLISHING OBJECTIVES AND MAIN GOALS FOR SUSTAINABLE OPERATIONS**

7. Review the budget, targets, work plans, and policies for business operations in collaboration with management, as well as develop the company's capabilities to compete at an international level. This includes overseeing the management and administration to ensure compliance with the budget, targets, work plans, business policies, and business strategies for sustainability,

aimed at maximizing benefits for the company and its shareholders.

#### **ENHANCING AN EFFECTIVE BOARD OF DIRECTORS**

8. Regularly define and review the board structure annually, including the number of directors, the proportion of independent directors, and diverse qualifications, to ensure they are suitable and necessary for guiding the organization towards its defined objectives and goals.
9. Supervise the process of recruiting and electing individuals as company directors transparently by creating a Board Skills Matrix to define the desired qualifications of directors appropriately, considering the company's business strategy. Additionally, establish appropriate compensation for the board of directors and subcommittees to be presented for approval at the shareholders' meeting. In considering the compensation for the board, various factors must be taken into account, such as alignment with the company's short-term and long-term strategies and goals, experience, responsibilities, scope and role of responsibilities, compensation standards for directors in the same industry, and the expected benefits from each director, among others.
10. Dedicate sufficient time to perform duties, attend board meetings and shareholders' meetings, unless there are unavoidable circumstances. Directors unable to attend a meeting must notify the chairman or the company secretary in advance of the meeting.
11. The performance of the company's board of directors shall be evaluated regularly every year, including an assessment of the board's performance, the performance of subcommittees, and individual directors. Additionally, the results of the evaluations

of the board and subcommittees shall be monitored for collective consideration by the board and used for the ongoing development of their duties.

12. The board of directors shall oversee that both the board and each director have a clear understanding of their roles and responsibilities, the nature of the business operations, and the laws related to business activities. Furthermore, it shall encourage all directors to continuously develop their knowledge and capabilities in their roles by attending training or participating in courses related to their duties as directors or in seminars that enhance their operational knowledge.
13. The company shall appoint a company secretary and define the scope of the secretary's powers and duties in accordance with the laws governing securities and the stock market, to be responsible for operations and assist the board in various tasks, ensuring that the company's business operations comply with relevant laws, announcements, and regulations.

#### **RECRUITMENT AND DEVELOPMENT OF SENIOR EXECUTIVES AND HUMAN RESOURCE MANAGEMENT**

14. Consider the organizational structure, the development plan for senior executives, and the important succession plan, and oversee the regular annual performance evaluation of senior executives to ensure effectiveness. This includes reviewing the compensation structure for senior executives to ensure it is appropriate and aligned with responsibilities and performance outcomes, thereby creating incentives for both the short and long term, and allowing for comparisons with compensation standards in the same industry.
15. Oversee the establishment of an appropriate compensation structure and evaluation system, and monitor the management and

development of personnel to ensure they possess the right quantity, knowledge, skills, experience, and motivation.

16. Ensure that internal agreements within the family business, shareholder agreements, or other related agreements do not hinder the performance of duties, and implement the disclosure of any agreements that may impact the business (if any).

#### **PROMOTION OF INNOVATION AND RESPONSIBLE BUSINESS PRACTICES**

17. the implementation of the company's strategies and business plans, and track the performance measurement of management by requiring regular reporting on the company's performance, including policies for the development and improvement of business operations.
18. Ensure that management conducts business responsibly towards society and the environment, reflected in the operational plan, to guarantee that all parties within the organization operate in alignment with the company's objectives, key goals, and strategic plans, as well as the development of the company's personnel.
19. Emphasize and support the creation of innovations that add value to the business while also benefiting all stakeholders.
20. Oversee the conduct of business and operations ethically, in accordance with governance principles, and provide a written code of ethics as a standard for the operations of directors, executives, and company employees, while also ensuring compliance with the code of ethics.
21. Oversee the management of information technology and the security measures for information technology systems.

#### **ENSURING AN APPROPRIATE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM.**

22. Establish a risk management policy that

covers the entire organization and oversee effective risk management across the organization, including regular reviews and assessments of the risk management system.

23. Set up an audit committee and a risk management committee that can perform their duties effectively and independently.
24. Ensure there is a process for the regular assessment of the adequacy of the internal control systems of the company and its subsidiaries to reduce the risk of fraud and misuse of power, as well as to prevent illegal activities.
25. Oversee, control, prevent, monitor, manage, and address potential conflicts of interest that may arise between the company's stakeholders, management, the board of directors, or shareholders. Ensure measures are in place to prevent the improper use of the company's assets and transactions with related parties.
26. Establish and adhere to corporate governance policies and promote communication at all levels within the company to ensure awareness and compliance. Additionally, oversee and develop the company's governance to meet international standards as a guideline for business operations, ensuring adherence to corporate governance principles and business ethics.
27. Review, approve, and/or provide opinions on transactions that significantly impact the business, including the acquisition or disposal of the company's assets, related party transactions between the company or its subsidiaries and related persons as defined in the Securities and Exchange Act and relevant regulations of the Stock Exchange of Thailand ("SET") and the Capital Market Supervisory Board. Also, consider and provide opinions on various transactions of the company (if the transaction value does not meet the criteria requiring consideration and approval by the shareholders' meeting) to ensure compliance with laws, announcements, regulations, and related rules.
28. Review and/or provide opinions on the establishment, merger, or dissolution of subsidiaries within the framework of applicable laws, announcements, regulations, and rules.
29. Oversee the investment and operations of subsidiaries and joint ventures by establishing both direct and indirect measures and mechanisms, enabling the company to effectively control and manage the operations of subsidiaries and joint ventures at an appropriate level. This includes monitoring the management of subsidiaries and joint ventures to ensure compliance with the company's policies, plans, and objectives, as if they were part of the company itself, while adhering to the legal framework, announcements, regulations, and related rules. This oversight aims to protect the company's investment interests, thereby enhancing shareholder confidence.
30. Ensure there are processes and channels for receiving and managing complaints from those wishing to report tips or stakeholders effectively, including mechanisms for receiving complaints and addressing cases where tips are provided.

### **MAINTAINING FINANCIAL CREDIBILITY AND INFORMATION DISCLOSURE**

31. Approve the proposal for the appointment of auditors and review the annual audit fees to be presented to shareholders for approval.
32. Oversee the establishment of accounting systems, the preparation of financial reports, and the auditing or review of financial statements in accordance with relevant rules, standards, and guidelines.
33. Monitor the adequacy of financial liquidity and debt repayment capacity, as well as plans or mechanisms for problem resolution, with careful consideration of stakeholder rights.

34. Prepare sustainability reports as appropriate, which may be disclosed in the annual information statement/annual report as a single source under the One Report principle, revealing information according to guidelines set by the Securities and Exchange Commission and the Stock Exchange, or through the preparation of a Sustainability Report (SD Report).
35. Ensure appropriate disclosure of information to shareholders and stakeholders, including the accurate, sufficient, complete, appropriate, and timely disclosure of important information, while promoting the use of information technology in disseminating information.
36. Report the board's responsibility for preparing financial statements alongside the auditor's report in the annual report, covering significant matters in accordance with the principles of good practice for directors of listed companies on the Stock Exchange of Thailand.

#### **SUPPORT FOR SHAREHOLDER ENGAGEMENT AND COMMUNICATION**

37. Ensure that shareholders are involved in decision-making on important matters of the company.
38. Ensure that the proceedings on the day of the shareholders' meeting are conducted smoothly, transparently, efficiently, and facilitate shareholders in exercising their rights.
39. Ensure that the disclosure of resolutions from the shareholders' meeting and the preparation of the meeting minutes are done accurately and comprehensively, respecting the rights and treating all shareholders, both major and minor, as well as all stakeholders, fairly and transparently.

**The Board of Directors has the authority to approve** matters including:

1. The vision, mission, core objectives of the business, and the short-term, medium-term, and long-term strategic plans.
2. The annual budget and operational plans.
3. Investments, various project investments, and significant contracts of the company.
4. The appointment of committees formed during the year and the appointment of sub-committees.
5. The determination of the list of directors authorized to bind the company.
6. Significant related party transactions.
7. Monitoring and evaluating performance to ensure it aligns with the established plans.
8. Self-assessment of performance and that of the sub-committees.

**The Board of Directors collaborates with management on** the following matters:

1. Considering the direction, strategy, policies, and important annual plans to align with the vision, mission, and core objectives of the business.
2. Ensuring the adequacy of the risk management and internal control systems.
3. Defining appropriate authority for actions that align with management's responsibilities.
4. Monitoring and evaluating performance to ensure it aligns with the strategies, plans, and budgets approved by the Board of Directors.
5. Ensuring the disclosure of financial and non-financial information, such as financial statements and various disclosures, according to the criteria set by regulatory agencies through various channels.

**The Board of Directors should not engage in** the following matters:

1. Managing in accordance with the strategies, policies, and plans approved by the Board. The Board should allow management to be

responsible for operational decision-making, procurement, hiring personnel, etc., within the established policy framework and monitor the results without interfering in decision-making unless absolutely necessary.

2. Matters with prohibitive requirements, such as the approval of transactions in which directors have a vested interest or transactions that may create a conflict of interest with the company.

### **SCOPE, AUTHORITY, AND RESPONSIBILITIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

The Board of Directors has reviewed the roles and responsibilities of the Chairman of the Board of Directors, and according to the resolution of the Board of Directors meeting No. 8/2024 on November 7, 2024, the Chairman of the Board of Directors is assigned the following roles and responsibilities:

1. To approve the agenda for the Board of Directors meetings by consulting with the Chief Executive Officer, the Company Secretary, and the Audit Committee, ensuring that important matters are included in the meeting agenda.
2. To lead the Board of Directors and preside over Board meetings.
3. To lead the shareholders' meetings in accordance with the agenda, the company's regulations, and the law, allocating appropriate time and providing equal opportunities for shareholders to express their opinions, while ensuring that shareholders' questions are answered appropriately and transparently.
4. To oversee the effective functioning of the Board of Directors, supporting, advising, and assisting the management in operating within the authority granted by the Board.
5. To allocate sufficient time for Board meetings for management to present matters and for directors to discuss important issues thoroughly, while supporting, advising, and

assisting the management in operating within the authority granted by the Board.

6. To foster good relationships between the Board of Directors and management, supporting the performance of the Chief Executive Officer and management in accordance with the company's policies.
7. To promote and ensure that directors adhere to their scope of authority, responsibilities to shareholders and stakeholders, in accordance with good corporate governance principles, ethical standards, and the code of conduct of the company.
8. To oversee the disclosure of information and management in a transparent manner in cases of conflicts of interest.

Furthermore, the Chairman of the Board must not be the same individual as the Chief Executive Officer.

### **7.3. INFORMATION ABOUT THE SUBCOMMITTEES**

The Board of Directors has appointed five subcommittees, namely: (1) Audit Committee, (2) Executive Committee, (3) Risk Management Committee, (4) Nomination Committee and Compensation Consideration, and (5) Good Corporate Governance and Sustainable Development Committee. During the 8th Board of Directors meeting of the year 2567 (2024) held on November 7, 2567, the Board reviewed and revised the scope, authority, and responsibilities of the five subcommittees to ensure compliance with good corporate governance principles as follows:

#### **(1) AUDIT COMMITTEE**

The Board of Directors has appointed the Audit Committee to oversee the operations and management of the company, ensuring that they are conducted in a correct, transparent, and standardized manner to maximize benefits for all stakeholders. As of December 31, 2567, the Audit Committee consists of three members, as follows:

**Audit Committee**

Name - Surname	Position in audit committee	Position in board of director
1. Mr. Ronachit Jinadit	Chairman	Independent Director
2. Mr. Chanitr Charnchainarong	Director	Chairman of the Board/ Independent Director
3. Mrs. Chanatip Weerasubpong	Director	Independent Director

The Audit Committee is responsible for overseeing risk management, operational oversight, and internal controls. The Audit Committee Charter stipulates that the committee must consist of at least three independent directors appointed by the Board of Directors, with at least one member possessing sufficient knowledge or experience in accounting or finance to review the reliability of the financial statements. The Audit Committee member with expertise in reviewing the reliability of financial statements is Ms. Chanatip Veerasipong, who holds a Master's degree in Accounting, a Master's degree in Political Science from Thammasat University, and a Bachelor's degree in Accounting from Thammasat University and a Bachelor's degree in Law from Ramkhamhaeng University. Ms. Pirada Tonhongsak serves as the secretary of the Audit Committee.

**SCOPE, AUTHORITY, AND RESPONSIBILITIES OF THE AUDIT COMMITTEE:)**

1. Review financial reports to ensure accuracy and reliability, including adequate disclosure of information, by coordinating with external auditors and executives responsible for preparing quarterly and annual financial reports. The Audit Committee may recommend that the auditors review or examine any items deemed significant and necessary during the company's audit.
2. Review the internal control system and internal audit to ensure they are appropriate and effective according to generally accepted international methods and standards. The committee may suggest reviews or examinations of any items considered necessary and important, along with proposing recommendations for improving significant and necessary internal control systems to the Board of Directors, in collaboration with external auditors and internal auditors.
3. Review compliance with securities and stock market laws, or regulations of the stock exchange, as well as policies, rules, regulations, and other laws related to the company.
4. Consider the disclosure of the company's information in cases of related transactions, acquisition or disposal of assets, or transactions that may have conflicts of interest for the company, in accordance with the law and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, to ensure that such transactions are reasonable and in the best interest of the company.
5. Review to ensure that the company has an appropriate and effective risk management system, work processes, controls, governance in operations, and information technology that comply with international standards.
6. Oversee the establishment of a policy for handling complaints regarding fraud and misconduct that is sufficiently appropriate for the company's business operations, and review the results of fraud investigations and penalties, establish internal preventive measures, as well as review the company's internal processes related to whistleblowing and complaint handling.
7. Consider the selection, proposal for appointment, and termination of individuals who are independent and approved auditors by the Securities and Exchange Commission to serve as the

company's auditors, including reviewing the compensation of the company's auditors and evaluating the auditors' performance before presenting to the board of directors.

8. Review the company's internal audit plan according to generally accepted methods and standards, including approving the appointment, transfer, or termination of the head of internal audit and evaluating the performance of the internal audit department.
9. Consider the independence of the internal audit department by reviewing its duties and various reports, including the reporting line, and ensure that there is an evaluation of the internal audit performance according to international standards.
10. Review and provide opinions on the operations of the internal audit department and coordinate with the auditors by organizing joint meetings with the auditors without management participation at least once a year to receive updates on the quarterly financial statement review, annual financial statement audit results, internal audit findings, and discuss any issues or obstacles that may arise from the auditors' or internal auditors' operations.
11. Regularly report to the Board of Directors to keep them informed of the activities of the Audit Committee and prepare an operational report to be submitted to the Board of Directors at least once a year.
12. Prepare the Audit Committee's report, which should be disclosed in the company's annual report. This report must be signed by the Chairman of the Audit Committee and include opinions on various matters as required by the regulations of the Stock Exchange of Thailand.
13. The Audit Committee must evaluate the overall performance of the Audit Committee and its own performance regularly every year, including reviewing the Audit Committee's charter at least once a year to present to the Board of Directors for approval.
14. Perform any other duties as required by law or as assigned by the Board of Directors within the scope of the Audit Committee's duties and responsibilities.

In carrying out its duties, the Audit Committee has the authority to call upon management, executives, or relevant employees of the company to provide opinions, attend meetings, or submit documents deemed relevant or necessary, as well as the authority to hire professional consultants to provide independent opinions or advice when deemed necessary. The hiring process must comply with the company's procedures.

In 2024, the Audit Committee held a total of 9 meetings in accordance with the powers, duties, and responsibilities specified in the charter and as assigned by the Board of Directors. They also regularly reported their activities to the Board of Directors and prepared a report for shareholders in the 56-1 One Report form.

## **(2) RISK MANAGEMENT COMMITTEE**

The Board of Directors has appointed a Risk Management Committee to consider the establishment of policies and risk management practices as guidelines for the company. The committee supports the monitoring and assessment of risks to ensure confidence and credibility among stakeholders. As of December 31, 2024, the Risk Management Committee consists of 5 members as follows:

**Risk Management Committee**

Name - Surname		Position
1. Mr. Tepkul	Poonlarp	Chairman of Risk Management Committee / Independent Director
2. Mrs. Chanatip	Weerasubpong	Risk Management Committee / Independent Director
3. Mr. Chuwit	Jungtanasomboon	Risk Management Committee / Chief Executive Officer (CEO)
4. Mr. Sakchai	Jongsthapongpun	Risk Management Committee / Executive Committee
5. Mr. Natthapon	Inprakon	Risk Management Committee / Chairperson of the Risk Management Working Group

The composition of the Risk Management Committee consists of 2 independent directors, 1 Chief Executive Officer, and 2 executives. The term of office is 3 years at a time or until the term ends due to the expiration of the director's position, resignation, a resolution by the Board of Directors to remove from office, loss of qualifications as an Audit Committee member or independent director according to this charter, or according to the regulations of the Securities and Exchange Commission or the Stock Exchange of Thailand, or by court order, or death.

**SCOPE, AUTHORITY, AND RESPONSIBILITIES OF THE RISK MANAGEMENT COMMITTEE**

1. Consider the establishment of policies, strategies, risk management frameworks, prevention plans, guidelines, or measures for risk management, and oversee the risk management of the risk management working group. This includes reviewing the risk and risk management processes across the organization (Enterprise Risk Management Framework), ensuring effective working processes, controls, and governance in operations, as well as information technology and data security that comply with international standards. Present the policies and risk management frameworks to the Board of Directors for approval.
2. Monitor the results of risk management, key risk issues and information, risk trends, and overall risk, as well as assess the effectiveness of risk management and evaluate risk management outcomes. This is to ensure that risk management is conducted efficiently and effectively, can identify unexpected risks or crises, and can appropriately and timely mitigate losses, damages, and impacts, both financial and on the organization's image and reputation, while considering the acceptable level of risk (Risk Appetite), the feasibility of implementation at a reasonable cost, and alignment with established guidelines and principles of good corporate governance and checks and balances.
3. Oversee the continuous development and adherence to risk management policies and frameworks to ensure that the company has an effective risk management system throughout the organization and that compliance is maintained consistently.
4. Coordinate with the Audit Committee regarding significant risk issues and have the internal audit unit review to ensure that the company has an appropriate internal control system for risk management, including the proper application of the risk management system across the organization.
5. Consider appointing additional or replacement personnel in the risk management working group and/or related working groups as appropriate, as well as defining roles and responsibilities to facilitate the achievement of objectives.
6. Provide advice and consultation to the risk management working group and/or the executive

committee and/or the working group related to risk management, including considering appropriate approaches related to the development of the risk management system.

7. Promote and support communication regarding the importance of risk management, the transmission of knowledge, and the sharing of experiences in risk management within the organization on a regular basis. Serve as a role model in risk management to foster understanding and instill in employees a sense of ownership of risks, as well as collaborative risk management within the scope of responsibilities, especially when significant events or changes occur within the organization. Additionally, encourage the inclusion of risk-related agenda items in the company's main meetings.
8. Review and revise the charter of the risk management committee at least once a year and present it to the board of directors for approval.
9. Review the risk management reports and policies at least once a year to ensure that the organization has adequate and appropriate management of policies and risk management frameworks in line with the overall business operations of the company.
10. Report to the board of directors and the audit committee on the performance of the risk management committee, including any other matters that are necessary, appropriate, and should be brought to the attention of the board of directors.
11. Carry out any other operations related to risk management as assigned by the board of directors.

In this regard, executives and/or the risk management working group and/or relevant departments and/or working groups related to risk management must report or present relevant information and documents to the risk management committee to achieve the objectives and responsibilities assigned.

In 2024, the risk management committee held a total of 12 meetings in accordance with the powers, duties, and responsibilities specified in the charter and as assigned by the board of directors, while regularly reporting its activities to the board of directors and preparing a report for shareholders in the 56-1 One Report form.

### **(3) NOMINATION AND REMUNERATION COMMITTEE**

The company's board of directors has appointed a nomination and remuneration committee to establish policies regarding recruitment and compensation. This committee is responsible for reviewing and filtering suitable candidates for directors and/or senior executives, as well as considering the criteria for determining the compensation of directors and senior executives to ensure appropriateness and alignment with objectives. As of December 31, 2024, the nomination and remuneration committee consists of three directors as follows:

#### **Nomination and Remuneration Committee**

Name - Surname	Position
1. Mrs. Chanatip Weerasubpong	Chairman of Nomination and Remuneration Committee/ Independent Director
2. Mr. Ronachit Jinadit	Nomination and Remuneration Committee /Independent Director
3. Mr. Chuwit Jungtanasanboon	Nomination and Remuneration Committee / Chief Executive Officer

Remark: At the third meeting of the Board of Directors for the year 2024 on May 9, 2024, a resolution was passed to appoint a new subcommittee to replace the previous subcommittee from the original Nomination and Sustainability Development Committee. Two new subcommittees were established: the "Nomination and Remuneration Committee" and the "Corporate Governance and Sustainable Development Committee," and the charters for both new subcommittees were approved, effective May 10, 2024, onwards.

The charter of the Nomination and Remuneration Committee stipulates that the committee must consist of at least three members, with at least one member being an independent director. The term of office must align with the tenure of the company's board of directors.

**SCOPE, AUTHORITY, AND RESPONSIBILITIES OF THE NOMINATION AND REMUNERATION COMMITTEE:**

1. To consider the structure, size, composition of the board of directors, and the qualifications of individuals suitable for the position of director, ensuring they are appropriate for the size, type, nature of the business, and complexity of the organization.
2. To establish criteria and processes for the recruitment, selection, and nomination of suitable candidates for the positions of company director, sub-committee directors, Chief Executive Officer, Deputy Chief Executive Officer, and other executives as assigned by the board of directors, ensuring transparency and adherence to guidelines, for presentation to the board of directors and/or the shareholders' meeting for consideration and appointment.
3. To determine the criteria for evaluating the performance of the Chief Executive Officer and present it to the board of directors for consideration.
4. To assess the performance of the Chief Executive Officer by reviewing annual or more frequent performance results, using this information to consider and improve various operational aspects, while also promoting further training and knowledge enhancement in relevant fields, and presenting this to the board of directors for further consideration.
5. To establish criteria for determining the remuneration, salary adjustments, and other benefits for directors and sub-committee directors, ensuring alignment with the company's performance, and presenting this to the shareholders' meeting for approval.
6. To review and amend the charter of the Nomination and Remuneration Committee and present it to the board of directors for approval.
7. To perform any other duties as assigned by the board of directors.

In 2024, the Nomination and Remuneration Committee held four meetings to fulfill its duties as outlined in the charter and as assigned by the board of directors, while also reporting the committee's performance results to the board of directors and summarize the proposal to shareholders in the 56-1 One Report.

**(5) THE COMMITTEE ON CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT**

At the 3rd Board of Directors meeting of 2024, held on May 9, 2024, a resolution was passed to appoint a new sub-committee to replace the previous sub-committee from the original Nomination and Sustainability Development Committee. Two new sub-committees were established: the "Nomination and Remuneration Committee" and the "Corporate Governance and Sustainable Development Committee." The charters for both new sub-committees were approved.

The Good Corporate Governance and Sustainable Development Committee is responsible for promoting, supporting, and establishing policies related to good corporate governance and sustainable development to enhance the standards of corporate governance practices and develop the business sustainably, considering stakeholders throughout the value chain of the business, as well as various practices of the company to align with the principles of good corporate governance and sustainable development that publicly listed companies should adhere to. This includes encouraging the company

to consider risk issues in business operations to ensure that management is conducted transparently, efficiently, and can be audited, covering environmental, social, and governance dimensions. Additionally, it promotes the disclosure of corporate governance and sustainable development information to reflect true value and worth, fostering a culture within the organization that builds confidence among shareholders, investors, stakeholders, and all related parties. As of December 31, 2024, the Good Corporate Governance and Sustainable Development Committee consists of 4 members: 3 independent directors and 1 Chief Executive Officer, with the independent director serving as the chair of the Good Corporate Governance and Sustainable Development Committee.

### **Corporate Governance and Sustainable Development Committee**

Name - Surname	Position
1. Mr. Chanitr Charnchainarong	Chairman of Corporate Governance and Sustainable Development Committee
2. Mr. Ronachit Jinadit	Corporate Governance and Sustainable Development Committee
3. Mrs. Chanatip Weerasubpong	Corporate Governance and Sustainable Development Committee
4. Mr. Chuwit Jungtanasomboon	Corporate Governance and Sustainable Development Committee

Remark: At the third meeting of the Board of Directors for the year 2024 on May 9, 2024, a resolution was passed to appoint a new subcommittee to replace the previous subcommittee from the original Nomination and Sustainability Development Committee. Two new subcommittees were established: the "Nomination and Remuneration Committee" and the "Corporate Governance and Sustainable Development Committee," and the charters for both new subcommittees were approved, effective May 10, 2024, onwards.

### **DUTIES AND RESPONSIBILITIES OF THE CORPORATE GOVERNANCE AND SUSTAINABILITY DEVELOPMENT COMMITTEE**

#### **DUTIES AND RESPONSIBILITIES REGARDING CORPORATE GOVERNANCE**

1. Consider and establish objectives, goals, strategies, and management frameworks, along with providing policies and operational guidelines to align with the company's goals and strategies, as well as applicable laws, regulations, and practices both domestically and internationally, with a review conducted annually.
2. Recommend best practices, provide advice and consultation on good corporate governance, operational risk management, and internal controls, compliance with laws, organizational regulations, as well as measures against corruption and fraud, according to the principles of good corporate governance to the board of directors and management, to be established as organizational policies and practices in compliance with relevant laws, regulations, criteria, and both domestic and international standards and best practices.
3. Establish policies and frameworks for governance, support, and monitoring to ensure the implementation of good corporate governance practices, operational risk management, internal controls, compliance with laws, organizational rules, and anti-corruption measures, including the handling of complaints, reporting of fraud, and non-compliance with laws and organizational regulations, and report to the board.

## SUSTAINABILITY DEVELOPMENT DUTIES AND RESPONSIBILITIES

4. Consider establishing strategic policies and reviewing and improving the company's sustainability development goals, covering environmental, social, economic, and governance dimensions (Environmental, Social and Governance: ESG) according to principles and standards for sustainability development at both local and international levels as appropriate, to achieve the vision, core objectives, and business strategies, while considering the company's long-term growth and factors affecting sustainability, including opportunities and risks related to the company's business operations, and present to the board of directors.
5. Monitor and oversee the operations of management and the sustainability working group to ensure compliance with sustainability policies for the organization's sustainability. This includes organizing meetings to track progress, inquire about information, provide direction and recommendations to management, incorporating these issues into the annual strategy and work plan, establishing appropriate success indicators that reflect the implementation of business strategies for sustainability, and setting a timeline for monitoring to improve operational approaches and define future work plans.
6. Consider reviewing and appropriately and consistently improving sustainability practices and presenting them to the board of directors to achieve the organization's goals in the short, medium, and long term, taking into account resources throughout the business value chain, technology, innovation, adaptation to change, and key factors driving strategy, to promote and support the creation of values and organizational culture in both operational and ethical aspects, and to meet the expectations of stakeholders comprehensively, ensuring alignment with business operations and consistency with international practices and those of the Stock Exchange of Thailand.
7. Support and promote knowledge and skills for the board of directors and various subcommittees to enhance the knowledge and expertise of the board and subcommittees through various formats, focusing on the organization's sustainability operations.
8. Regularly report progress and performance results to the board of directors.
9. Review and amend the charter of the corporate governance and sustainability committee annually, and if there are significant improvements, present them to the board of directors for approval.
10. Oversee the disclosure of information regarding good corporate governance and sustainability through the annual report and/or prepare the report of the corporate governance and sustainability committee to be included in the company's annual report.
11. Perform other duties as assigned by the board of directors.

In 2024, the corporate governance and sustainability committee held three meetings to fulfill its duties within the scope of authority and responsibilities outlined in the charter and as assigned by the board of directors, while also reporting the performance results of the corporate governance and sustainability committee to the board of directors and summarizing them for shareholders in the 56-1 One Report format.

### (6) EXECUTIVE COMMITTEE

The board of directors has appointed an executive committee to support the operations of the board in accordance with the company's policies, goals, business strategies, and operational plans to achieve maximum efficiency and benefits in all aspects. As of January 31, 2025, the executive committee consists of 7 members as follows:

**Executive Committee**

Name – Surname		Position in the Executive Committee
1. Mr. Chuwit	Jungtanasomboon	Chairman of the Executive Committee
2. Mrs. Phanida	Jungtanasomboon	Executive Committee
3. Mr. Sakchai	Jongsthapongpun	Executive Committee
4. Miss Kesnaree	Jongchotsirikul	Executive Committee
5. Miss Py	Attpisarn	Executive Committee
6. Miss Suhailee	Yitaso	Executive Committee
7. Mrs. Jarunee	Jongwatthanasak	Executive Committee

Remark : Mrs.Jarunee Jongwatthanasak has been appointed as the acting chair of the executive committee, replacing Mr. Parinya Leenatham, who resigned on January 21, 2025.

**SCOPE, AUTHORITY, AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE**

1. Perform duties within the scope of the law, the company's objectives, and regulations, as well as resolutions of the board and shareholders' meetings, with integrity (Duty of Loyalty), caution (Duty of Care), accountability, and ethics, while considering the interests of shareholders equally and fairly towards all stakeholders.
2. Define the vision, mission, strategies, goals, policies, and business operation plans of the company that align with sustainable value creation for the company, to be presented to the board of directors, and to be reviewed annually or when significant changes occur.
3. Oversee the management's operations by continuously monitoring and evaluating the management's performance to ensure alignment with the established policies, vision, mission, strategies, and goals, aimed at developing the organization for sustainable growth, while considering the environment, society, governance, and stakeholders.
4. Consider the delegation of authority and approval levels for individuals appropriately and ensure the separation of duties that may lead to fraud, including establishing procedures and methods for transactions with major shareholders, directors, executives, or related parties appropriately to prevent conflicts of interest, and present to the board of directors for principle approval, as well as control compliance with the approved principles.
5. Review the company's annual budget, investment projects, and investment budgets according to the authority in the operational authority manual to present to the board of directors, and oversee expenditures according to the budget approved by the board of directors, reporting the operational results to the board of directors.
6. Manage the company's business and investments to achieve the objectives, regulations, vision, mission, strategies, and policies of the board of directors, in accordance with the law, conditions, regulations, and the company's rules, as well as relevant regulatory agencies.
7. Promote innovation development in all areas and commit to research and development to enhance the diversity of finished products, driving business growth sustainably.
8. Consider approving financial transactions with financial institutions for opening and closing accounts, borrowing, withdrawing funds from all company accounts, providing loans, utilizing various financial services, as well as using the company's securities as collateral for such debts, whether registered or unregistered, for the benefit of the company's operations. This includes determining the

authorized signatories and the limits in the company's bank account payment authorization procedures.

9. Authority to approve legal transactions, submit applications, proposals, contact, and engage in legal acts with government agencies as required by regulations or related matters, to acquire various rights of the company and/or any actions related to the aforementioned matters until completion within the specified limits and/or according to the powers, duties, and responsibilities assigned and/or applicable laws and regulations and/or the company's regulations.
10. Responsible for ensuring that the company has sufficient important information to support the decision-making of the board of directors and shareholders, including preparing reliable financial reports that meet good standards and transparency.
11. Consider the company's profits and losses and propose the payment of annual dividends or interim dividends to the board of directors.
12. Consider new business operations, business restructuring, establishing subsidiaries, joint ventures, divestments, mergers and acquisitions (M&A), and present these to the board of directors.
13. Consider approving matters that require the board of directors' approval, except for activities that the board has already delegated to other subcommittees.
14. Regularly report significant operational results to the board of directors, including important issues that the board should be informed of, as well as any resolutions or significant actions within the scope of the executive committee's responsibilities for the board's acknowledgment in the next board meeting.
15. Ensure that executives, employees, and relevant individuals attend executive committee meetings or provide information related to matters discussed in the executive committee meetings, including having the authority to request information from various departments of the company to support further consideration of various issues.
16. Approve the appointment of various sub-committees to support the duties of the Executive Committee, granting the sub-committees the authority, responsibilities, and obligations as outlined in their charters.
17. Approve the appointment of qualified representatives to act on behalf of the company in accordance with the relevant regulations and laws.
18. Procure consultants or individuals with independent opinions to provide insights or recommendations as necessary and appropriate for various departments or projects.
19. Conduct annual self-assessments of performance to allow the committee to jointly review results and make improvements, leading to sustainable organizational development.
20. Carry out any other actions within the authority and responsibilities or as assigned by the Board of Directors.

The delegation of authority and responsibilities of the Executive Committee as mentioned above does not include the authority and/or delegation of authority to approve any items in which they or the delegated representatives or individuals may have a conflict of interest (as defined in the announcement by the Securities and Exchange Commission) that conflicts with the company. Such approvals must be presented to the Board of Directors and/or the shareholders' meeting (as applicable) for consideration and approval in accordance with the company's regulations or relevant laws.



## EXECUTIVE BOARD



**MR. CHUWIT  
JUNGTANASOMBOON**

CHIEF EXECUTIVE OFFICER  
(CEO)

**MR. SAKCHAI  
JONGSTAPONGPUN**

DEPUTY CHIEF EXECUTIVE  
OFFICER OF ACCOUNTING  
AND FINANCE (CFO)

**MISS PY  
ATTPISARN**

DEPUTY CHIEF EXECUTIVE  
OFFICER OF SUSTAINABILITY  
DEVELOPMENT

**MRS. PHANIDA  
JUNGTANASOMBOON**

DEPUTY CHIEF EXECUTIVE  
OFFICER OF PROCUREMENT  
AND WAREHOUSE



**MISS KESNAREE  
JONGCHOTSIRIKUL**

DEPUTY CHIEF EXECUTIVE  
OFFICER OF MARKETING  
AND QUALITY CONTROL

**MISS SUHAILEE  
YITORSOR**

DEPUTY CHIEF EXECUTIVE  
OFFICER OF PRODUCTION

**MRS. JARUNEE  
JONGWATTANASAK**

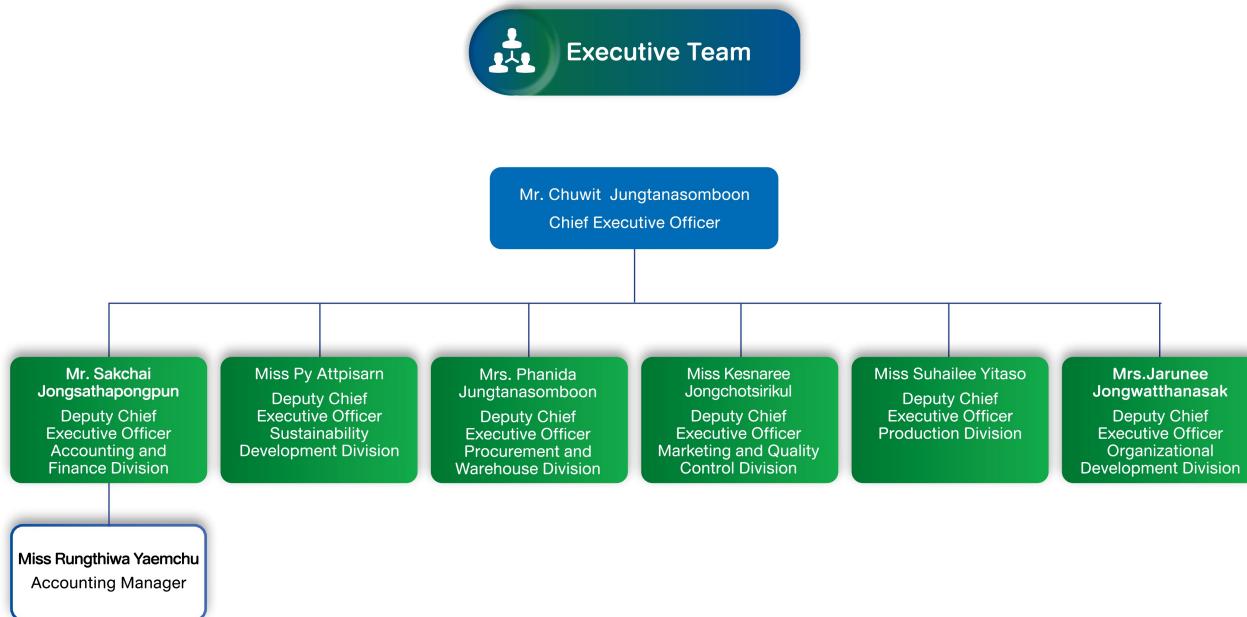
ACTING DEPUTY CHIEF  
EXECUTIVE OFFICER OF  
CORPORATE DEVELOPMENT

**MISS RUNGTIWA  
YAMCHOO**

ACCOUNTING  
MANAGER

## 7.4. INFORMATION ABOUT EXECUTIVES

### 7.4.1. EXECUTIVE TEAM



As of January 31, 2025, the executive committee consists of 8 members as follows:

#### Executive Team

Name – Surname	Position
1. Mr. Chuwit Jungtanasomboon	Chief Executive Officer (CEO)
2. Mr. Sakchai Jongsthapongpun	Deputy Chief Executive Officer of Accounting and Finance (CFO)
3. Miss Py Attipisarn	Deputy Chief Executive Officer of Sustainability Development
4. Mrs. Phanida Jungtanasomboon	Deputy Chief Executive Officer of Procurement and Warehouse
5. Miss Kesnaree Jongchotsirikul	Deputy Chief Executive Officer of Marketing and Quality Control
6. Miss Suhailee Yitaso	Deputy Chief Executive Officer of Production
7. Mrs. Jarunee Jongwatthanasak	Acting Deputy Chief Executive Officer of Corporate Development
8. Miss Rungthiwa Yaemchu	Accounting Manager

Remark : • The executive committee refers to the positions of Chief Executive Officer/Deputy Chief Executive Officer, including the Accounting Manager. None of the 8 executives mentioned above have any disqualifying characteristics as follows:

1. No criminal record related to property offenses committed in good faith.
2. No history of transactions that may create a conflict of interest with the company in the past year.

• Ms. Jarunee Jongwatthanasak has been appointed as the acting member of the executive committee to replace Mr. Parinya Leenatham, who resigned on January 21, 2025.

**SCOPE, AUTHORITY, AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER (CEO)**

1. Manage the company in accordance with the policies set by the Board of Directors, including considering improvements to the company's business plan to ensure it aligns with the vision, mission, goals, and objectives of the business.
2. Define the vision, mission, goals, objectives of the business, business strategies, and business plans as proposed by the Chief Executive Officer, taking into account relevant business factors, to present and seek approval from the Board of Directors.
3. Consider the determination of authority and approval levels for each individual to be appropriate and ensure the separation of duties that may lead to fraud, including establishing procedures and methods for transactions with major shareholders, directors, executives, or related parties appropriately to prevent the transfer of benefits, and present to the Board of Directors for principle approval, as well as control compliance with the approved principles.
4. Review the company's annual budget, investment projects, and investment budgets according to the authority in the operational authority manual, to propose to the Board of Directors and oversee expenditures according to the budget approved by the Board of Directors, and report the operational results to the Board of Directors.
5. Consider and approve the normal business transactions according to the approved investment budget or budget from the Board of Directors, with the amount for each item as specified in the authority manual.
6. Consider and approve the regulations, rules, management policies, and business operations of the company, or any actions that are binding on the company.
7. Consider contracts that bind the company according to the authority in the authority manual.
8. Ensure that the company has sufficient important information to support the decision-making of the Board of Directors and shareholders, including the preparation of reliable financial reports that meet good standards and transparency.
9. Consider the company's profits and losses and propose the annual dividend or interim dividend to the Board of Directors.
10. Consider new business operations, business termination, establishment of subsidiaries, joint ventures, divestments, mergers and acquisitions (M&A), and present them to the Board of Directors.
11. Consider and approve the operational manual to ensure that various operations are conducted systematically.
12. Procure consultants or individuals with specific expertise or independent advisors to provide necessary opinions or recommendations as appropriate.
13. Supervise the procedures for employees to report any unusual incidents or illegal actions to the Executive Board in a timely manner, and in cases where such incidents have significant impacts, they must be reported to the Audit Committee and the Board of Directors for consideration and rectification within a reasonable timeframe.
14. Report to the Board of Directors on the performance of the Executive Board, including any other matters that are necessary, appropriate, and should be presented to the Board of Directors for acknowledgment.
15. Take any actions to support the aforementioned operations or as per the opinions of the Board of Directors or as authorized by the Board of Directors.

The delegation of powers and responsibilities of the aforementioned executive committee shall not include the authority and/or delegation of authority to approve any items in which they or the delegated representatives or individuals who may have a conflict of interest (as defined in the announcement of the Securities and Exchange Commission) have a stake or any other conflicting interests with the company. The approval of such items must be presented to the board of directors and/or the shareholders' meeting (as the case may be) for consideration and approval in accordance with the company's regulations or applicable laws.

#### **7.4.2 POLICY ON COMPENSATION FOR THE CHIEF EXECUTIVE OFFICER AND EXECUTIVES**

The board of directors has established a compensation policy for the Chief Executive Officer and executives to ensure appropriateness under clear and transparent criteria. The Nomination and Sustainability Development Committee will review both short-term and long-term compensation to propose to the board of directors for approval, establishing corporate key performance indicators (Corporate KPIs) based on the principles of the Balanced Scorecard. This will consider performance results aligned with the company's goals in both the short and long term, business strategy, and the company's operational performance that will lead the organization toward sustainability in all dimensions, including economic aspects such as revenue, profit, customer satisfaction, and personnel development, as well as social and environmental aspects such as community and societal engagement, the use of renewable energy in factories, reduction of greenhouse gas emissions, etc. Additionally, it aims to enhance competitiveness and sustainable business operations in the long term, leading to sustainable success under transparent criteria and the scope of responsibilities of the positions that reflect the associated risks and competitive capabilities.

In addition, the company's board of directors, specifically the independent directors, has established an evaluation form for the performance of the Chief Executive Officer (CEO) and executives on an annual basis, referencing evaluation criteria based on the organization's Key Performance Indicators (Corporate KPIs). This evaluation data is compiled, analyzed, and presented to the Nomination and Sustainability Development Committee to inform their consideration of appropriate compensation adjustments. In 2024, the non-executive board members evaluated the performance of the CEO, and the results indicated that the CEO and executives met the targets set by the board of directors.

The evaluation results of the CEO and executives' performance will be considered carefully, clearly, and transparently, taking into account the appropriateness and alignment with the scope of responsibilities of the directors, as well as comparisons with similar businesses or industries at comparable levels. Additionally, considerations will include the company's business expansion and profit growth, which must be sufficient to attract and retain qualified directors. These results will be presented to the board of directors for approval and subsequently submitted to the annual general meeting of shareholders for further consideration and approval.

Furthermore, the board of directors has a policy that the CEO will evaluate the performance of the executives by establishing criteria and factors for performance evaluation, including the development of criteria and factors for performance evaluation for the entire organization.

### 7.4.3. TOTAL COMPENSATION AMOUNT

For the fiscal year ending December 31, 2024, the company has paid compensation to the executive team, with details as follows:

<b>Total compensation for executives</b>				Unit : Baht
Compensation	2022	2023	2024	
Salary	12,781,426.00	16,650,076.00	20,119,068.00	
Bonus and others	3,904,815.00	3,723,443.98	4,900,939.82	
Contributions to the provident fund	456,215.00	506,604.00	685,419.00	
Social security	37,800.00	64,500.00	72,000.00	
<b>Total</b>	<b>17,180,256.00</b>	<b>20,944,623.98</b>	<b>25,777,426.82</b>	

Remark: The executive team refers to the positions of Chief Executive Officer/Deputy Chief Executive Officer, including the Accounting Manager. In the years 2022, 2023, and 2024, there were 6, 8, and 8 individuals, respectively

## 7.5. EMPLOYEE INFORMATION

As of December 31, 2024, the company has a total of 941 executives and employees.

### Number of Employees (persons)

Level	2022	2023	2024
Executive Level	5	7	7
Management Level	27	26	24
Supervisor Level	70	84	88
Operational Level	943	917	822
<b>Total</b>	<b>1,045</b>	<b>1,034</b>	<b>941</b>

### SIGNIFICANT CHANGES IN THE NUMBER OF EMPLOYEES OVER THE PAST 3 YEARS

Due to the company's adjustment of its workforce plan to align with management operations, aiming for sustainable development in all aspects, the company had 941 employees in 2024, compared to 1,034 employees in 2023 and 1,045 employees in 2022.

### EMPLOYEE COMPENSATION

The company has a policy to provide appropriate compensation to employees, which is also aligned with performance results both in the short term, such as bonuses linked to the company's performance, and in the long term, such as the provident fund, which serves as a financial security benefit for employees.

Employees receive compensation in the form of salaries, shift allowances, night shift allowances, overtime pay, travel allowances, attendance bonuses, special performance bonuses, and other benefits. Additionally, employees have the right to apply for membership in the “Company Employee Provident Fund.” In 2024, a total of 441 employees joined the provident fund, accounting for 46.18% of all employees. The summary of employee compensation from 2022 to 2024 is as follows.

## 7.6. OTHER IMPORTANT INFORMATION

Employee Compensation				Unit : Baht
Compensation	2022	2023	2024	
Salary	171,712,951.35	194,423,013.85	179,530,235.66	
Over time	1,484,754.00	2,161,550.00	854,155.38	
Bonus	16,389,338.00	16,915,238.17	15,003,786.59	
Contributions to the provident fund	1,425,740.00	1,845,642.00	2,190,747.00	
Social security	5,080,952.00	7,656,462.00	6,092,057.00	
<b>Total</b>	<b>196,093,735.35</b>	<b>223,001,906.02</b>	<b>203,670,981.63</b>	

### 7.6.1. LIST OF INDIVIDUALS ASSIGNED RESPONSIBILITY AS FOLLOWS.

#### (1) COMPANY SECRETARY

In accordance with the Securities and Exchange Act, Sections 89/15 and 89/19 of the Public Company Act B.E. 2535, the Board of Directors is required to appoint a Company Secretary responsible on behalf of the company or the Board of Directors. At the 7th Board of Directors meeting of the year 2023, it was resolved to appoint Ms. Nongyao Seekiew to the position of Company Secretary, effective from November 6, 2566, onwards. Details of her biography are included in Attachment 1.

#### ROLES, DUTIES, AND RESPONSIBILITIES OF THE COMPANY SECRETARY

According to the provisions of Section 89/15 of the Public Company Act B.E. 2535, the Board of Directors must appoint a Company Secretary responsible on behalf of the company or the Board of Directors. The roles, duties, and responsibilities of the Company Secretary are as follows:

1. Perform duties with responsibility, caution, and integrity, and comply with the law, objectives, company regulations, resolutions of the Board of Directors, as well as shareholders' resolutions, and refrain from any actions that conflict with the interests of the company.
2. Prepare and maintain the following documents:
  - (1) Register of Company Directors
  - (2) Notices of meetings and minutes of the Board of Directors meetings, including the company's annual report
  - (3) Notices of shareholders' meetings and minutes of shareholders' meetings
3. Ensure that the directors and executives prepare reports on their own interests and those of related parties in accordance with legal requirements, maintain such reports, and provide copies to the Chairman of the Board and the Chairman of the Audit Committee.
4. Coordinate and carry out various activities for the organization of Board of Directors meetings and shareholders' meetings, adhering to the principles of good corporate governance, regulations,

company bylaws, and other relevant laws, as well as ensuring compliance with the resolutions of the Board of Directors and shareholders' meetings.

5. Ensure the disclosure of various information complies with the requirements of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, and other relevant regulatory agencies, as well as the principles of good corporate governance.
6. Provide information and ensure that the board of directors complies with laws, regulations, and rules related to good corporate governance, maintaining the status of a registered company on the Stock Exchange of Thailand, and various regulations concerning listed companies, while monitoring compliance accurately and consistently, including the responsibility to keep track of new regulations relevant to the company.
7. Support the arrangement for directors and/or executives to gain knowledge and participate in training courses related to the duties of company directors and subcommittees.
8. Organize evaluations of the performance of the board of directors and all subcommittees, including self-assessments, and report the evaluation results to the board of directors.
9. Communicate with shareholders and stakeholders to keep them informed about company news and the rights of shareholders and stakeholders.
10. Continuously undergo training and develop knowledge in areas such as law, accounting, or the duties of a company secretary.
11. Oversee the activities of the board of directors and carry out other matters as required by law, as assigned by the board of directors, or as stipulated by the Securities and Exchange Commission.

#### **IN THE EVENT THAT THE COMPANY SECRETARY IS REMOVED FROM OFFICE OR UNABLE TO PERFORM THEIR DUTIES**

In the event that the company secretary is removed from office or unable to perform their duties

1. The board of directors shall appoint a new company secretary within 90 days from the date the previous company secretary is removed from office or unable to perform their duties.
2. The board of directors has the authority to delegate one of its members to perform the duties temporarily during the period when the company secretary is removed from office or unable to perform their duties.
3. The chairman of the board shall notify the Securities and Exchange Commission of the name of the company secretary within 14 days from the date a responsible person is appointed to that position.
4. Notify the Securities and Exchange Commission of the location where documents are stored.

#### **(2) THE PERSON ASSIGNED DIRECT RESPONSIBILITY FOR OVERSEEING ACCOUNTING**

The company has assigned Ms. Rungtiwa Yamchoo, the accounting manager, to be directly responsible for overseeing the accounting from November 6, 2023. Details of her background are provided in Attachment 1.

#### **(3) THE POSITION OF HEAD OF INTERNAL AUDIT OF THE COMPANY**

In the board of directors meeting No. 1/2024 on February 27, 2024, the meeting resolved to appoint Mr. Paisarn Phuratcharoenchai, managing director of Success Company Limited, which is an external audit office (Outsource) that is independent and possesses knowledge, expertise, and experience in internal audit operations of the company according to good corporate governance principles, risk

assessment, internal control, and reporting to ensure transparency and build confidence among the company's shareholders. Details of his background are provided in Attachment 3. In the internal audit of the company, Mrs. Pirada Tonahongsa, assistant deputy chief executive officer of organizational development/secretary of the audit committee, has been assigned to coordinate the internal audit of the company.

The consideration and approval of the appointment, change, or removal of the person holding the position of head of internal audit of the company must be approved by the audit committee and the board of directors.

## 7.6.2 LIST OF INVESTOR RELATIONS OFFICERS

The company has assigned Ms. Asra Numnuansri to the position of Investor Relations. In case investors and related parties have inquiries or need to ask questions, they can contact her at phone number 065-992-2388 or via email: [investor@nerubber.com](mailto:investor@nerubber.com)

Investor Relations is responsible for communicating important information to shareholders, investors, and securities analysts. The company places great importance on disclosing accurate, complete, transparent, and equitable information, including informing investors about the company's performance regularly every quarter through the Opportunity Day event organized by the Stock Exchange of Thailand. Information is also disseminated through the company's website ( [www.nerubber.com](http://www.nerubber.com) ) under the Investor Relations section <https://investor.nerubber.com/th/home>, as well as through the annual information statement/annual report and other published documents

## 7.6.3. AUDITOR COMPENSATION

### AUDITOR COMPENSATION (AUDIT FEE)

The company has paid audit fees to MR & Associates Co., Ltd., which is the annual auditor for the fiscal year 2024 and has been approved by the Securities and Exchange Commission. The auditing firm and the auditor have no relationship or conflict of interest with the company, its executives, major shareholders, or related parties.

The total audit fees for the annual financial statements and the quarterly financial statement reviews for the company, as well as the annual financial statements for the fiscal year 2024, amount to 2,500,000 Baht, detailed as follows:

Auditor Compensation				Unit : Baht
Compensation	2022	2023	2024	
Quarterly financial statement review fees for the company	990,000	990,000	990,000	
Annual financial statement audit fees for the company	1,400,000	1,400,000	1,510,000	
<b>Total</b>	<b>2,390,000</b>	<b>2,390,000</b>	<b>2,500,000</b>	

### OTHER SERVICE FEES (NON-AUDIT FEE)

- None -

## 8.1. SUMMARY OF THE BOARD'S PERFORMANCE IN THE PAST YEAR

The company's board of directors is committed to promoting the company as an efficient organization in business operations, corporate governance, and excellent management. The focus is on creating sustainable benefits for shareholders while considering all stakeholders. The board emphasizes ethical business practices, transparency, and accountability. Therefore, it has established a policy for good corporate governance in accordance with the principles and practices outlined in the Corporate Governance Code (CG Code) of the Securities and Exchange Commission, as well as the regulations of other relevant agencies.

In 2024, the company's board of directors participated in defining the medium to long-term vision and mission of the company. The company has short-term and medium-term plans to expand the production capacity of the rubber sheet factory, Phase 3, and to research and develop a diverse range of finished rubber products that can be expanded to various customer groups. Additionally, there are plans for investment abroad. In 2024, the company established a subsidiary in Côte d'Ivoire named NORTH EAST RUBBER COTE D'IVOIRE, abbreviated as "NER-Cl," with the objective of expanding the production base of rubber in new, high-potential production areas, increasing the company's production capacity, and better meeting global market demands. The focus is on developing the business to grow sustainably for all stakeholders to enhance competitiveness and create long-term value for the company. The company also supports the implementation of its strategies across all departments and reports to the board of directors. Furthermore, there is an emphasis

on driving an ethical corporate culture and conducting business according to principles of good governance and oversight. The structure and responsibilities of the board of directors and various subcommittees have been defined through a review of each committee's charter to ensure greater appropriateness. In 2024, during the third board meeting of the year on May 9, 2024, a resolution was passed to appoint a new subcommittee to replace the previous one from the Nomination and Sustainability Development Committee. Two new subcommittees were established: the "Nomination and Remuneration Committee" and the "Governance and Sustainable Development Committee," which elevate the standards of good governance and sustainable development. The roles and responsibilities regarding good governance and sustainable development are clearly and comprehensively outlined in the charters. In addition, the company has reviewed and improved its corporate governance policy, the corporate governance manual, the related party transaction policy, the conflict of interest prevention policy, and the reporting of interests policy, as well as the human rights due diligence (HRDD) policy, environmental policies and practices, social policies and practices, sustainability development policy, and enhanced the company's sustainable development operations in all dimensions according to international standards. This demonstrates that the company continues to prioritize and is committed to sustainable development for stakeholders or those related to or associated with the organization, particularly in overseeing operations related to community, society, environment, and governance (Environmental Social and Governance: ESG). In preparing the annual information disclosure form for 2024 (56-1 One Report) and the 2024 sustainability report, the company has elevated

its information disclosure by referencing the GRI Standard.

The company continues to review and improve various important policies to enhance efficiency and elevate the standards of corporate governance. The company has also announced these policies to the board of directors, executives, and employees, ensuring they are acknowledged and adhered to. This includes monitoring performance, reporting results, and evaluating compliance with the policy guidelines. Additionally, the company reviews and approves the authority manual for the board and management as appropriate, ensuring that any delegation of authority to management does not allow them to consider or approve matters in which they have a vested interest or a conflict of interest.

In addition to disclosing performance results according to the principles of good corporate governance for listed companies in 2017 (CG Code), the company has also disclosed information on its adherence to good corporate governance principles, including the annual sustainability assessment for 2024 SET ESG Rating in the agriculture and food industry sector from the Stock Exchange of Thailand, the quality assessment of the annual general meeting of shareholders (AGM Checklist) from the Thai Investor Association, and the disclosure of information under the project promoting industrial factories to be socially and community responsible sustainably (CSR-DIW to achieve SDGs) for the year 2024 from the Department of Industrial Works.

Based on the evaluation results in 2024, the company received various awards for transparent disclosure of organizational operations, including:

1. The Corporate Governance Report (CGR) assessment award with an “Excellent” rating (5 stars) for the fourth consecutive year.
2. Recognition for meeting sustainability

evaluation criteria and being listed in the 2024 SET ESG Ratings under the Agriculture and Food Industry category (rated “A”) by the Stock Exchange of Thailand.

3. A perfect score of 100 points (5 shields) in the AGM Checklist for annual general meetings, with the distinction of “Outstanding and Exemplary,” awarded by the Thai Investors Association.
4. The CSR-DIW Award 2024 in the CSR-DIW Continuous Award category for promoting sustainable social and community responsibility in industrial factories (CSR-DIW to achieve SDGs).
5. Certification as a member of the Thai Private Sector Collective Action Against Corruption (CAC Certification).

### **8.1.1. RECRUITMENT, DEVELOPMENT, AND EVALUATION OF THE PERFORMANCE OF THE COMMITTEE**

#### **(1) QUALIFICATIONS OF INDEPENDENT DIRECTORS**

The company has defined the term “independent director” in accordance with the principles of good corporate governance and the practices of the Securities and Exchange Commission. Therefore, the term “independent director” refers to a director who is independent from management and controlling shareholders, and who has no business relationships with the company that would limit their ability to express independent opinions. An independent director must meet the following qualifications:

1. Owns no more than one percent (1%) of the total voting shares of the company, major shareholders, or controlling persons of the company. This includes shares held by related parties of that independent director.
2. Is not or has not been a director involved in management, an employee, a salaried consultant, or a controlling person of the company, major shareholders, or controlling persons of the company, unless they have

ceased to hold such positions for at least 2 years prior to the date of application for approval to the Securities and Exchange Commission. This prohibition does not include cases where the independent director has previously been a government official or advisor of a government agency that is a major shareholder or controlling person of the company.

3. Is not a person who has a blood relationship or legal registration as a father, mother, spouse, sibling, or child, including the spouse of a child, of executives, major shareholders, controlling persons, or individuals proposed to be executives or controlling persons of the company.
4. There is no or has never been a business relationship with the company, major shareholders, or controlling persons of the company in a manner that may hinder the independent exercise of judgment, and has not been or is not a significant shareholder or controlling person of those who have a business relationship with the company, major shareholders, or controlling persons of the company, unless such status has been terminated for at least 2 years prior to the date of application for permission to the Office of the Securities and Exchange Commission.

/1 A business relationship includes transactions conducted in the ordinary course of business, leasing or renting real estate, transactions related to assets or services, or providing or receiving financial assistance through loans, guarantees, or providing assets as collateral for debts, including similar circumstances that result in the company or contracting party having a debt obligation to the other party of at least 3% of the company's net tangible assets or at least 20 million baht, whichever amount is lower. The calculation of such debt obligations shall be in accordance with the

method for calculating the value of related transactions as prescribed by the Capital Market Supervisory Board regarding the criteria for related party transactions. However, in considering such debt obligations, any debts incurred within one year prior to the business relationship with the same individual shall be included.

5. Has not been or is not currently an auditor of the company, major shareholders, or controlling persons of the company, and is not a significant shareholder, controlling person, or partner of an auditing firm that has auditors of the company, major shareholders, or controlling persons of the company affiliated with it, unless such status has been terminated for at least 2 years prior to the date of application for permission to the Office of the Securities and Exchange Commission.
6. Not being or having ever been a provider of any professional services, including legal or financial consulting services, that received fees exceeding 2 million baht per year from the company, major shareholders, or controlling persons of the company, and not being a significant shareholder, controlling person, or partner of such professional service providers, unless at least 2 years have passed since ceasing to have such characteristics prior to the date of submitting the application for permission to the Office of the Securities and Exchange Commission.
7. Not being a director appointed to represent the directors of the company, major shareholders, or shareholders who are related to major shareholders.
8. Not engaging in business that is of the same nature and is materially competitive with the business of the company, nor being a significant partner in a partnership or a director involved in management, employee, staff, or consultant receiving a regular salary or holding more than 1% of the total voting

shares of another company that engages in business of the same nature and is materially competitive with the business of the company.

9. Not having any other characteristics that would prevent the ability to provide an independent opinion regarding the operations of the company.

## **(2) RECRUITMENT AND APPOINTMENT OF DIRECTORS AND SENIOR EXECUTIVES**

The selection of individuals to be appointed as directors or executives of the company must be individuals who meet the qualifications as specified in Section 68 of the Public Limited Companies Act B.E. 2535. The company places importance on the diversity of the board structure (Board Diversity) that is not limited by gender, race, or religion, and has established knowledge, skills, and experience requirements, as well as a Board Skills Matrix to define the desired qualifications of directors to be recruited. This will consider the necessary skills that are still lacking, as well as define appropriate qualifications that align with the composition and structure of the board, with the following components and criteria for recruitment.

1. The company shall have a board of directors to manage the company's affairs, consisting of at least five (5) members, with no less than half of the total number of directors residing in the Kingdom. The directors of the company must meet the qualifications as prescribed by law, and the directors may or may not be shareholders of the company.
2. The shareholders' meeting shall appoint the board of directors according to the following criteria and procedures:
  - 2.1. Each shareholder shall have one (1) vote for each one (1) share held.
  - 2.2. Each shareholder may use all of their votes as per the total number of shares held under clause 2.1 to elect one or

more individuals as directors. In the case of electing multiple individuals as directors, votes cannot be divided among them.

- 2.3. Individuals receiving the highest votes in descending order shall be elected as directors up to the number of directors to be appointed or elected at that time. In the event that individuals receiving the next highest votes have equal votes exceeding the number of directors to be appointed or elected at that time, the chairman of the meeting shall cast the deciding vote.
3. At each annual general meeting of shareholders, one-third (1/3) of the current directors shall retire from their positions. If the number of directors cannot be evenly divided into three parts, the closest number to one-third (1/3) shall retire. Directors who retire from their positions may be re-elected. The directors to retire in the first and second years after the company's registration shall be determined by drawing lots, while in subsequent years, the director who has served the longest shall retire.
4. Any director wishing to resign from their position must submit a resignation letter to the company, and the resignation shall take effect from the date the letter is received by the company.
5. The shareholders' meeting may vote to remove any director from their position before their term is due, with a vote of no less than three-quarters (3/4) of the shareholders present and entitled to vote, holding not less than half of the total shares held by the shareholders present and entitled to vote.
6. In the event that a director's position becomes vacant for reasons other than the expiration of their term, the board shall select a qualified individual who does not

have any disqualifying characteristics under the Public Limited Companies Act or the Securities and Exchange Act to fill the vacancy at the next board meeting, unless the remaining term of that director is less than two (2) months. The individual appointed to replace the director shall serve only for the remaining term of the director they are replacing, and the resolution of the board as stated in the first paragraph must be supported by at least three-quarters (3/4) of the remaining directors.

### **POLICY ON DIVERSITY OF BOARD STRUCTURE (BOARD DIVERSITY)**

North East Rubber Public Company Limited (“the Company”) recognizes the importance of diversity in the composition of the board of directors (Board Diversity) and believes that diversity in the board structure is a key factor that enhances the balance of ideas, quality of work, and decision-making efficiency of the board, which benefits the Company’s operations. The objectives are:

1. To promote increased discussion in board meetings.
2. To foster creative initiatives from the board that benefit the Company.
3. To enhance the effectiveness of the board’s performance.
4. To serve as criteria for the selection of board members.

Therefore, the Company has established that the board of directors should consist of individuals with knowledge, skills, experience, and diverse expertise that align with the Company’s business strategy, as well as ethics and integrity, a positive attitude towards the organization, leadership qualities, a broad vision, and the ability to dedicate sufficient time. There are no restrictions

based on gender, race, religion, experience, knowledge, professional skills, or other specific expertise. Additionally, the Company has defined the necessary skill qualifications for selecting board members (Board Skill Matrix) across ten areas as follows:

- 1) Rubber industry
- 2) Marketing and competition strategy
- 3) Economics, financial accounting, and banking
- 4) International marketing
- 5) Business-related laws
- 6) Risk management
- 7) Crisis management
- 8) Good corporate governance
- 9) Information technology and innovation
- 10) Sustainability

Therefore, the company has established the composition of the board of directors to include individuals with diverse knowledge, skills, experience, and expertise that align with the company’s business strategy, as well as ethics and integrity, a positive attitude towards the organization, leadership qualities, a broad vision, and the ability to dedicate sufficient time. This is regardless of gender, race, religion, experience, knowledge, professional skills, or other specialized expertise.

Additionally, the company has defined the necessary skill qualifications for the recruitment of directors by creating a Board Skills Matrix consisting of 10 areas, which includes at least one person with legal knowledge and at least one person with accounting and finance knowledge. The evaluation results are shown in the table.

List of Directors		1. Rubber Industry	2. Marketing and Competitive Strategy	3. Economics, Financial Accounting, and Banking	4. Business-Related Laws	5. Risk Management	6. International Marketing	7. Crisis Management	8. Good Corporate Governance	9. Information Technology and Innovation	10. Sustainable Development
1. Mr. Chanitr	Charnchainarong	✓	✓	✓		✓			✓		✓
2. Mr. Ronachit	Jinadit	✓	✓	✓	✓	✓	✓	✓	✓		✓
3. Mrs. Chanatip	Weerasubpong	✓		✓	✓	✓		✓	✓	✓	✓
4. Mr. Tepkul	Poonlarp	✓	✓			✓			✓		✓
5. Mr. Chuwit	Jungtanasomboon	✓	✓		✓	✓	✓	✓	✓		✓
6. Mr. Sakchai	Jongsthapongpun	✓	✓	✓		✓	✓	✓	✓		✓
7. Miss Py	Attpisarn	✓			✓	✓		✓	✓		✓
Total		6	5	4	4	7	3	5	7	1	7

In 2024, the company provided an opportunity for shareholders to propose qualified individuals for consideration to be elected as directors. However, no shareholders proposed anyone for consideration for election as directors. Therefore, the Nomination and Sustainability Development Committee considered directors whose terms were due, taking into account their educational qualifications, skills, work experience, and performance in the past year, as well as their commitment, time dedication, and devotion to the board, along with the consideration of various qualifications that align with the company's business strategy.

Furthermore, in the event that the company needs to recruit additional new directors, the company will consider the qualifications, knowledge, skills, and necessary experience of the desired directors according to the Board Skills Matrix, including the use of a professional search firm or a director pool as part of the consideration for recruiting new directors.

#### APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER

The Nomination and Sustainability Development Committee is responsible for selecting the Chief Executive Officer (CEO) through the following recruitment process and criteria:

1. The CEO shall be nominated by the Executive Committee, selecting from individuals who are currently members of the Executive Committee at the time of selection, to be presented to the Board of Directors for approval of the appointment of the nominated individual as the CEO.
2. The qualifications of the CEO must include knowledge, skills, and experience in managing the company, as well as experience in the company's core business operations. The individual should

possess specialized expertise beneficial to the company's business and align with the company's business strategy, without discrimination based on gender, age, race, or religion.

3. The CEO must demonstrate leadership qualities, have a broad vision, possess ethics and morals, and maintain a positive attitude towards the organization. The individual should be able to dedicate sufficient time beneficial to the company's business operations.

#### **TERM OF OFFICE FOR DIRECTORS**

The Board of Directors, responsible for managing the company's business operations, shall have a term of office as stipulated in the company's regulations. Specifically, at each annual general meeting of shareholders, one-third (1/3) of the directors in office shall retire. If the number of directors cannot be evenly divided into three parts, the closest number to one-third (1/3) shall retire. Directors who have retired may be re-elected to serve again. The Board of Directors has established a policy that independent directors may serve for a maximum of 3 consecutive years, not exceeding 9 years from the date of their first appointment as independent directors.

In addition to retiring by term, a director shall vacate their position upon:

- Death
- Resignation
- Loss of qualifications or having disqualifying characteristics under the Public Limited Companies Act and the Securities and Exchange Act
- A resolution by the shareholders' meeting to remove them
- A court order for removal

If a director's position becomes vacant for reasons other than the expiration of their term, the Board of Directors shall select an individual

who meets the qualifications and does not have disqualifying characteristics under the Public Limited Companies Act and the Securities and Exchange Act to fill the vacancy at the next Board meeting. Unless the term of the outgoing director is less than two months remaining.

#### **TERM OF OFFICE FOR THE AUDIT COMMITTEE**

The Audit Committee has a term of office of three years. Here, one year refers to the period from the date of the annual general meeting of shareholders in the year of appointment until the date of the annual general meeting of shareholders in the following year. An Audit Committee member who has completed their term may be nominated and reappointed to serve again. In addition to the completion of the term as mentioned above, an Audit Committee member shall cease to hold office when:

- 1) They resign.
- 2) They are no longer in office as a company director.
- 3) The board of directors resolves to remove them from office.
- 4) They no longer meet the qualifications of an Audit Committee member or an independent director as per this charter or according to the regulations of the Securities and Exchange Commission or the Stock Exchange of Thailand.
- 5) A court orders their removal.
- 6) They pass away.

Any Audit Committee member wishing to resign must submit a resignation letter to the chairman of the board of directors, providing reasonable advance notice in writing along with the reasons for resignation, so that the board of directors can consider appointing another qualified individual to replace the resigning member.

In the event that an Audit Committee member resigns or is removed from office before the completion of their term, the company must

immediately notify the Stock Exchange and send a copy of the resignation letter to the Stock Exchange, as well as provide information to the Office of the Securities and Exchange Commission (SEC) to update the database in the list of directors and executives accurately.

If the entire Audit Committee is removed from office, the outgoing Audit Committee must continue to act in their position to carry out their duties until the new Audit Committee takes office.

In cases where the position of the Audit Committee is vacated for reasons other than the completion of the term, the board of directors must appoint a qualified individual without disqualifying characteristics to fill the position within 90 days from the date the number of members is insufficient, to ensure that the Audit Committee has the required number of members as stipulated by law and the board of directors, and to maintain continuity in the operations of the Audit Committee. The individual appointed to replace the Audit Committee member may

only serve for the remaining term of the member they are replacing.

### **POLICY ON THE POSITIONS OF COMPANY DIRECTORS AND CHIEF EXECUTIVE OFFICER**

The Board of Directors has established a policy regarding the positions of company directors, including the Chief Executive Officer, allowing them to hold positions in no more than 5 other listed companies. Additionally, the company has a policy that permits the Chief Executive Officer to hold other positions in subsidiary companies and joint ventures, provided that it does not hinder the performance of their duties or create conflicts of interest. Any proposal for holding positions in other companies will be submitted for approval by the Board of Directors.

### **ORIENTATION FOR NEW DIRECTORS**

The company has organized an orientation for new directors, which includes presentations and visits to the company's operations. The presentations cover essential topics such as organizational structure and executives, the roles





and responsibilities of directors, business operations, regulations, relevant laws, good corporate governance policies, as well as requirements from the Securities and Exchange Commission and the Stock Exchange of Thailand. This is to ensure that the new directors understand the company's operations and are aware of their roles and responsibilities as directors or independent directors, with the company secretary coordinating the process.

### **DEVELOPMENT OF DIRECTORS AND EXECUTIVES**

The Board of Directors supports and promotes continuous knowledge enhancement for all board members, senior executives, and the company secretary by encouraging participation in training related to corporate governance. This includes both internal training and programs from external institutions such as the Stock Exchange of Thailand, the Securities and Exchange Commission, or the Thai Institute of Directors (IOD).

As of now, 4 directors have completed the Directors Certification Program (DCP) and 3 directors have completed the Director Accreditation Program (DAP) organized by the Thai Institute of Directors (IOD), totaling 7 out of 7 directors, which represents 100%. Furthermore, in 2024, the company directors will participate in training programs aimed at enhancing their operational knowledge from the Thai Institute of Directors and other institutions, summarized as follows.

#### **Development of Directors and Executives**

Name	Position	Lists	Organized by
Mr. Chanitr Charnchainarong	Board Director / Chairman of the Board / Chairman of the Corporate Governance and Sustainable Development Committee / Audit Committee / Independent Director	The Role of Directors, Executives, and Employees in Combating Corruption	Thai CAC / Thai Institute of Directors @North East Rubber Public Company Limited
Mr. Ronachit Jinadit	Board Director / Chairman of the Audit Committee / Nomination and Remuneration Committee / Corporate Governance and Sustainable Development Committee / Independent Director	ESG in the Boardroom: A Practical Guide for Board; ESG 1/2024 (On – Site)	Thai Institute of Directors
		Strategic Board Master Class (SBM) Class 14/2024	Thai Institute of Directors
		The Life Long Lens (LLL 2024) Starting Right for Transformation	DCC SYNERGY Limited
		The Role of Directors, Executives, and Employees in against Corruption	Thai CAC / Thai Institute of Directors @North East Rubber Public Company Limited
		When AI Dominates the World, How Will Humanity Survive?	Prof.Dr. Worsak Kanok-Nukulchai (Royal Society) @North East Rubber Public Company Limited

Name	Position	Lists	Organized by
Mrs.Chanatip Weerasubpong	Board Director/ Chairman of the Nomination and Remuneration Committee / Audit Committee / Risk Management Committee / Corporate Governance and Sustainable Development Committee / Independent Director	ESG in the Boardroom: A Practical Guide for Board; ESG 1/2024 (On – Site)	Thai Institute of Directors
		Ethical Leadership Program (ELP) Class 35/2024	Thai Institute of Directors
		The Role of Directors, Executives, and Employees in againsting Corruption	Thai CAC / Thai Institute of Directors @North East Rubber Public Company Limited
		Phillar 2 Global Anti-Base Erosion Model Rules(Global Minimum Tax)	NYC MANAGEMENT CO.,LTD.
Mr.Tepkul Poonlarp	Board Director/ Chairman of the Risk Management Committee / Independent Director	ESG in the Boardroom: A Practical Guide for Board; ESG 1/2024 (On – Site)	Thai Institute of Directors
		The Role of Directors, Executives, and Employees in againsting Corruption	Thai CAC / Thai Institute of Directors @North East Rubber Public Company Limited
Mr.Chuwit Jungtanasomboon	Board Director / Chief Executive Officer / Risk Management Committee / Nomination and Remuneration Committee / Corporate Governance and Sustainable Development Committee / Chairman of the Executive Committee	High-Level Executive Relief Course (DTP-BS) Class 1	Sunnatavihara Foundation Military Education Innovation Center National Defence Studies Institute
		CEO Learning Through Experience Course Class 5	Digital Economy Promotion Agency (DEPA)
		National Security Management Course (NSMC) Class 17	National Intelligence Agency By Intelligence Institute
		The Role of Directors, Executives, and Employees in againsting Corruption	Thai CAC / Thai Institute of Directors @North East Rubber Public Company Limited
		When AI Dominates the World, How Will Humanity Survive?	Prof.Dr. Worsak Kanok-Nukulchai (Royal Society) @North East Rubber Public Company Limited



Name	Position	Lists	Organized by
Mr. Sakchai Jongsthapongpun	Board Director/ Risk Management Committee / Deputy Chief Executive Officer of Accounting and Finance (CFO)	Insight in Set Class 1/67  The Role of Executives and Employees in againsting Corruption	The Stock Exchange of Thailand  Thai CAC / Thai Institute of Directors
		ESG in the Boardroom: A Practical Guide for Board (ESG) Class 3/2024	Thai Institute of Directors
		Phillar 2 Global Anti-Base Erosion Model Rules(Global Minimum Tax)	NYC MANAGEMENT CO.,LTD.
		Yuanta Thailand's Investment Insights	YUANTA SECURITIES (THAILAND) COMPANY LIMITED
		When AI Dominates the World, How Will Humanity Survive?	Prof.Dr. Worsak Kanok-Nukulchai (Royal Society) @North East Rubber Public Company Limited
Miss Py Attpisarn	Board Director / Deputy Chief Executive Officer of Sustainability Development	Digital Jumpstart Course Class 1	Digital Economy Promotion Agency
		SET Sustainability Forum 2/2024: Scaling up Synergies and Solutions for Net-Zero	The Stock Exchange of Thailand
		Strategic Supply Chain	The Stock Exchange of Thailand
		ESG Risk Management	The Stock Exchange of Thailand
		Climate Action Training	Thai Institute of Directors
		GRI Standards 2021 Reporting Standards	MTP Solution Company Limited
		The Role of Directors, Executives, and Employees in againsting Corruption.	Thai CAC / Thai Institute of Directors @North East Rubber Public Company Limited
		Readiness and Survival of the Thai Industry under EUDR	The Federation of Thai Industries
		E-learning ESG DNA: ESG101	The Stock Exchange of Thailand
		E-learning ESG DNA: P01	The Stock Exchange of Thailand
		When AI Dominates the World, How Will Humanity Survive?	Prof.Dr. Worsak Kanok-Nukulchai (Royal Society) @North East Rubber Public Company Limited

Name	Position	Lists	Organized by
Miss Kesnaree Jongchotsirikul	Deputy Chief Executive Officer of Marketing and Quality Control	Training Course for CEOs: Learning Through Experience, Class 5 LTE 5/2024	Digital Economy Promotion Agency, Ministry of Digital Economy and Society, in collaboration with Noname IMC Co., Ltd.
		Training Course: ESG Risks Management Workshop	The Stock Exchange of Thailand
Miss Suhaillee Yitaso	Deputy Chief Executive Officer of Production	Live Seminar: Risk Management "Corporate Value Enhancement via Risk Management"	The Stock Exchange of Thailand
		Leadership Development Program	Speaker: Dr. Amnat Watchinda @ North East Rubber Public Company Limited
		Risk Management is the process of applying an organization's risk management service to risk related to the environment, society, and governance (ESG)	Speaker: Mr. Decha Sirisutthidecha Certificate no. 240504
		ESG Integration for Sustainable Business Success	The Stock Exchange of Thailand
		The Role of Directors, Executives, and Employees in againsting Corruption.	Thai CAC / Thai Institute of Directors @North East Rubber Public Company Limited
		Course: How to Develop a Risk Management Plan HRP, Class 40/2024	Thai Institute of Directors
		Training Topic: How to Manage for Sustainability (GRI Standard Reporting)	Speaker: Assistant Professor Phonchan MPT SOLUTION CO., LTD.
		Training Course: Guidelines for Annual Energy Management Assessment 2024	Speaker: Associate Professor Dr. Jenchira Piamdee Piam Energy Conservation Co., Ltd.
		E-learning ESG DNA: ESG101	The Stock Exchange of Thailand
		E-learning ESG DNA: P01	The Stock Exchange of Thailand
		When AI Dominates the World, How Will Humanity Survive?	Prof.Dr. Worsak Kanok-Nukulchai (Royal Society) @North East Rubber Public Company Limited



Name	Position	Lists	Organized by
Mr. Parinya Leenatham	Deputy chief executive officer of Organizational Development	Thailand HR Strategy Conference 2024	PMAT & TAS Consulting Partner
		Occupational Safety, Health, and Environmental Committee of Enterprises	Safe Siri (Thailand) Co., Ltd.
		Live Seminar: "Preventing and Combating Inappropriate Behavior of Listed Companies"	The Stock Exchange of Thailand
		ESG Integration for Sustainable Business Success	Thai Institute of Directors (IOD)
		Live Seminar: Risk Management "Creating Organizational Value Through Risk Management (Corporate Value Enhancement via Risk Management)"	The Stock Exchange of Thailand
		Risk Management	Mr. Decha Sirisutthidecha @ North East Rubber Public Company Limited
		E-learning ESG DNA: ESG101	The Stock Exchange of Thailand
		E-learning ESG DNA: P01	The Stock Exchange of Thailand
		Course on Applying AI in Work	HRD MAX Co., Ltd
		E-learning: Value and Resilience Through Risk Management	The Stock Exchange of Thailand
		E-learning: CFO02 Carbon Footprint for Organization	The Stock Exchange of Thailand
		Sustainability Report (GRI & One Report)	BSI Academy
		The Role of Directors, Executives, and Employees in againsting Corruption.	Thai CAC / Thai Institute of Directors @North East Rubber Public Company Limited
		E-learning: S01 Setting Sustainable Development Goals for Business	Ignifier Co., Ltd. (Assistant Professor Phonchan)
		Sustainability In Action	Ignifier Co., Ltd. (Assistant Professor Phonchan)
		When AI Dominates the World, How Will Humanity Survive?	Prof.Dr. Worsak Kanok-Nukulchai (Royal Society) @North East Rubber Public Company Limited

Name	Position	Lists	Organized by
Mrs.Jarunee Jongwatthanasak	Acting Deputy chief executive officer of Organizational Development	The Role of Directors, Executives, and Employees in againsting Corruption.	Thai CAC / Thai Institute of Directors @North East Rubber Public Company Limited
		E-learning ESG DNA: ESG101	The Stock Exchange of Thailand
		E-learning ESG DNA: P01	The Stock Exchange of Thailand
		When AI Dominates the World, How Will Humanity Survive?	Prof.Dr. Worsak Kanok-Nukulchai (Royal Society) @North East Rubber Public Company Limited

## **EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS AND SUBCOMMITTEES**

### **• SELF-ASSESSMENT OF THE BOARD**

The Board of Directors conducts a self-assessment of its performance at least once a year to review its operations, achievements, as well as problems and obstacles encountered in the past year. This serves as a guideline for improving and enhancing the efficiency of collaboration among directors. The company has developed a self-assessment form based on the evaluation framework provided by the Securities and Exchange Commission (SEC). The assessment is divided into evaluations of the performance of the Board of Directors both collectively and individually, as well as evaluations of subcommittees, including the Audit Committee, Risk Management Committee, and Nomination and Sustainability Development Committee. The Chief Executive Officer is also evaluated regularly to reflect the true processes and perspectives from the entire board, which can be used for collaborative review to plan operations that are more aligned and appropriate. The assessment form consists of three main sets as follows:

#### **1. Self-Assessment Form for the Board of Directors by Committee (31 items)**

Assessment Topics:

- Structure and Qualifications of the Board: Evaluate the appropriateness of the number of directors, the diversity of knowledge and experience, and the suitability of independent directors.
- Board Meetings: Evaluate the management of meetings, such as advance notice of schedules, the appropriateness of the frequency and duration of meetings, preparation of documents in advance, and the atmosphere during meetings.
- Roles, Duties, and Responsibilities of the Board: Evaluate corporate governance, financial statement preparation, risk management, and monitoring of management's performance.
- Relationship between the Board and Management: Evaluate non-interference in management's duties and the self-development of directors.

#### **2. Self-Assessment Form for Subcommittees by Committee (36 items)**

Assessment Topics:

- Structure and Qualifications of Subcommittees: Evaluate the appropriateness of the number of directors, knowledge and experience, and the suitability of independent directors.
- Subcommittee Meetings: Evaluate the management of meetings, such as advance notice of

schedules, the appropriateness of the frequency and duration of meetings, preparation of documents in advance, and the atmosphere during meetings.

- Role, duties, and responsibilities of the subcommittee: Evaluate corporate governance, financial statement preparation, risk management, and monitoring the management's performance.

### 3. Self-assessment form for the board of directors/subcommittee, individual (11 items)

Assessment topics:

- Structure and qualifications of the board: Evaluate the qualifications, knowledge, and experience of the directors.
- Board meetings: Evaluate the preparation before meetings, contributions during meetings, and abstention from attending meetings in cases of conflicts of interest.
- Role, duties, and responsibilities of the committee: Evaluate the performance of duties according to the law, the dedication of time in carrying out responsibilities, and the oversight of the management's work.

The company secretary collects the assessment results and presents them to the board of directors for consideration of the evaluation results and to use as a guideline for improving operational efficiency. In 2024, the summary of the evaluation results of the board of directors and subcommittees is as follows:

#### Evaluation results of the board and subcommittees

Board of Directors / Subcommittee	Evaluation results of the board as a whole (As a Whole)	Self-assessment results (Self-assessment)
Board of Directors	98.96%	99.68%
Audit Committee	98.75%	99.24%
Risk Management Committee	99.65%	100.00%
Nomination and Remuneration Committee	98.68%	100.00%
Corporate Governance and Sustainable Development Committee	97.92%	99.43%



- **Evaluation of the performance of the Chief Executive Officer and executives**

The Nomination Committee determines the remuneration and governance and evaluates the performance of the Chief Executive Officer, while the Chief Executive Officer evaluates the performance of the company's senior executives. This information is compiled, analyzed, and reported to the board of directors for consideration in determining appropriate remuneration for the Chief Executive Officer and senior executives, based on performance results compared to targets set in the Balanced Scorecard, considering both financial and non-financial performance as follows.

1. **Business performance** such as the increase in revenue/sales of the company.
2. **Performance results according to the policies and/or strategies** assigned by the Board of Directors, considering comparisons against each target, which have established criteria for evaluation as a percentage of success according to the goals, such as sustainable growth strategies, sustainability operational strategies, promoting increased income for communities or farmers without harming the environment, etc.
3. **Customer-related aspects** comparing against the established targets, such as customer satisfaction.
4. **Organizational development** comparing against targets for the development and improvement of the organization, such as employee skill training/customer satisfaction.

The evaluation results of the Chief Executive Officer and senior executives's performance will be considered carefully, clearly, and transparently, taking into account the appropriateness and alignment with the scope of responsibilities of the directors and comparing references from companies in the same business and industry type at a similar level, including considerations of the company's business expansion and profit growth.

#### **SUCCESSION PLAN FOR THE CHIEF EXECUTIVE OFFICER AND SENIOR EXECUTIVES.**

The company places importance on sustainable corporate governance; therefore, the Board of Directors has developed a succession plan policy to serve as a guideline for organizational practice.

#### **OBJECTIVES OF THE SUCCESSION PLAN:**

- 1) To ensure continuity in operations and organizational management.
- 2) To prepare for workforce readiness and reduce the impact of workforce shortages in critical operations of the organization.
- 3) To prepare personnel in terms of knowledge, skills, and necessary capabilities to hold key positions within the organization.

#### **PROCEDURES AND CRITERIA OF THE SUCCESSION PLAN.**

The company recognizes the importance of effective and efficient management, as well as the continuous operation of its business. Therefore, it has established a policy to create a succession plan for the Chief Executive Officer and senior executives. The company has set criteria and procedures for selecting personnel to take on key executive positions within the organization, ensuring that the process is appropriate and transparent. This is to ensure that the company has executives with the necessary qualifications, skills, experience, and capabilities, as assessed by the Nomination and Sustainability Development Committee and the Board of Directors.

The process for determining the qualifications of senior executives is transparent and considers knowledge, abilities, experience, and ethics. In selecting successors for these positions, the company will choose a Chief Executive Officer and executives who possess the following knowledge, skills, and abilities:

1. Necessary knowledge and skills in the business, including knowledge of business processes, strategic planning, project management, budget management, marketing and sales management, risk and crisis management, accounting and finance, human resource management, organizational development and innovation, and information technology management, among others.
2. Core competencies desired by the organization, including a commitment to fulfilling responsibilities in line with the organization's expectations, the ability to manage customer needs and satisfaction, adherence to fairness and ethics, a collaborative team spirit, and a focus on the company's best interests.
3. Management capabilities, including the ability to plan, allocate, and manage various resources appropriately, problem-solving and decision-making skills, and the ability to manage change.

### **8.1.2. PARTICIPATION IN MEETINGS AND INDIVIDUAL BOARD MEMBER COMPENSATION**

#### **Board of Directors meetings**

According to the company's regulations, the minimum number of attendees required for a quorum must not be less than half. However, to support the company in adhering to good corporate governance principles, the Board has established the following practices:

1. Board meetings shall be conducted in accordance with legal requirements and the company's regulations.
2. The company shall hold board meetings at least once every three months and no fewer than six times a year. Each meeting will have a clearly defined agenda set in advance, and there may be special meetings to consider important or urgent matters. In determining the meeting agenda and considering items for inclusion, the Chairman of the Board and the Chief Executive Officer will jointly review and ensure that important matters are included in the meeting agenda.
3. The Chairman of the Board is responsible for calling board meetings. When calling a board



meeting, the Chairman or a designated person must send a notice of the meeting to the directors at least seven days prior to the meeting date, or as specified in the company's regulations. However, in urgent cases to protect the rights or interests of the company, notice may be given by other means, and the meeting date may be set sooner. The Chairman or the designated director will determine the date, time, and location of the board meeting, which may be held at a location other than the headquarters if two or more directors request a meeting. The Chairman must set the meeting date within 14 days from the date of the request.

4. The Chairman of the Board serves as the meeting chair, overseeing the board meetings in accordance with the agenda and encouraging all directors to participate, such as by asking questions or making observations, providing advice, and offering suggestions to executives, or supporting the company's business operations.
5. The board must ensure that minutes are recorded and meeting reports are prepared, and that meeting documents are stored. This supports the board in fulfilling its duties in accordance with the law, regulations, and resolutions of the shareholders' meeting, as well as coordinating with relevant parties.
6. In each year's board meetings, an average of at least 80% of directors should participate, and each director should attend at least 75% of the total meetings held throughout the year. In cases where a director cannot attend a meeting for any reason, that director must inform the Chairman of the Board of the reason prior to the meeting.

Participation in the company board meetings includes meetings conducted via electronic media organized by the company, allowing directors who are not in the same location to consult and express their opinions with one another.

7. The board of directors may invite relevant parties, such as legal advisors, financial consultants, business advisors, and/or other related individuals, to attend meetings for discussions, clarifications, or to answer inquiries.

Additionally, the company has prepared a meeting schedule in advance for the entire year and has informed the board of directors to allocate time for participation in meetings. This also allows the board to monitor operational performance and provide feedback on matters related to operations, vision, mission, strategy, important policies, risks, and other issues for implementation. In 2024, there will be a total of 9 board meetings as follows:

**Board Meeting Attendance Schedule for the Year 2024** (Unit: Times)

Director Name	Position	Attendance at Company Board Meetings			Attendance at the Annual General Meeting of Shareholders 2024
		Total	In Person (Onsite)	Via Electronic Media	
1. Mr.Chanitr Charnchainarong	Chairman	9/9	4	5	1/1
2. Mr. Ronachit Jinadit	Director	9/9	7	2	1/1
3. Mrs.Chanatip Weerasubpong	Director	9/9	4	5	1/1
4. Mr.Tepkul Poonlarp	Director	9/9	2	7	1/1
5. Mr.Chuwit Jungtanasomboon	Director	9/9	4	5	1/1



6. Mr. Sakchai Jongsthapongpun	Director	9/9	9	-	1/1
7. Miss Py Attpisarn	Director	9/9	8	1	1/1
<b>Summary of Attendance Rates for Committees in 2024</b>			100%		100%

Remark: The company has set a policy that the board meetings each year should have an average attendance of no less than 80%. In 2024, the board of directors attended meetings at a rate of 100%.

#### Attendance Schedule for Subcommittee Meetings for the Year 2024

(Unit: Times)

Director Name	Audit Committee	Nomination and Sustainability Development Committee	Risk Management Committee	Compensation and Remuneration Committee	Corporate Governance and Sustainable Development Committee
1. Mr.Chanitr Charnchainarong	9/9				3/3
2. Mr. Ronachit Jinadit	9/9	4/4		4/4	3/3
3. Mrs.Chanatip Weerasubpong	9/9	4/4	12/12	4/4	3/3
4. Mr.Tepkul Poonlarp			12/12		
5. Mr.Chuwit Jungtanasomboon		4/4	12/12	4/4	3/3
6. Mr. Sakchai Jongsthapongpun			12/12		
<b>Summary of Attendance Rates for Subcommittees in 2024</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

Remark: • At the third meeting of the Board of Directors for the year 2024 on May 9, 2024, a resolution was passed to appoint a new subcommittee to replace the previous subcommittee from the original Nomination and Sustainability Development Committee. Two new subcommittees were established: the "Nomination and Remuneration Committee" and the "Corporate Governance and Sustainable Development Committee," and the charters for both new subcommittees were approved, effective May 10, 2024, onwards.

#### Meeting of Non-Executive Directors

The company has organized a meeting among the non-executive directors without the management team present, to discuss various issues and important management matters, and to provide an opportunity for non-executive directors to express their opinions freely without the management's participation. In 2024, there was one meeting of the board of directors without the executive directors present, held on December 12, 2024, to discuss the approach to reviewing financial statements, intercompany transactions, internal audit guidelines, and inventory counting methods of the company. The results of the meeting were communicated to the Chief Executive Officer for acknowledgment.

#### COMPENSATION FOR COMPANY DIRECTORS

The Nomination and Sustainability Development Committee has established a compensation policy for the company's board of directors and subcommittees, considering practices used by listed companies in the same industry, as well as principles of good corporate governance, business expansion, business size, performance results, company growth, and the responsibilities of the board in the past year. Economic growth data has also been taken into account in the considerations. The payment of directors' compensation must be approved by the annual general meeting of shareholders of the company.

### (1) Monetary Compensation

The annual general meeting of shareholders for 2024, held on April 10, 2024, approved the monthly compensation rates for the chairman of the board, the board of directors, and meeting allowances for the chairman of the board and subcommittees. Additionally, the total compensation for directors was set at no more than 7,000,000 baht per year, which is the same rate as in 2023 until the board proposes and seeks approval from the shareholders' meeting for any changes. Directors assigned additional duties and responsibilities will receive increased compensation to reflect those responsibilities. Furthermore, directors involved in management have opted not to receive compensation (meeting allowances), with details as follows.

#### Compensation Rates for the Company's Board of Directors and Subcommittees (Unit: Times)

Director Compensation	Company Board of Directors		Audit Committee	Risk Management Committee	Nomination and Sustainability Development Committee	Nomination and Compensation Committee	Corporate Governance and Sustainable Development Committee
	Monthly Compensation	Meeting Allowance (paid per meeting)					
Chairman	60,000	50,000	40,000	40,000	40,000	40,000	40,000
Director	40,000	45,000	35,000	35,000	35,000	35,000	35,000

Remarks : 

- Directors involved in management have waived their right to receive annual director compensation for the year 2024.
- At the third meeting of the Board of Directors for the year 2024 on May 9, 2024, a resolution was passed to appoint a new subcommittee to replace the previous subcommittee from the original Nomination and Sustainability Development Committee. Two new subcommittees were established: the "Nomination and Remuneration Committee" and the "Corporate Governance and Sustainable Development Committee," and the charters for both new subcommittees were approved, effective May 10, 2024, onwards.

#### Individual Director Compensation for the year 2024 (Unit: Times)

Director Name	Board of Directors		Audit Committee	Risk Management Committee	Nomination and Sustainability Development Committee	Nomination and Compensation Committee	Good Corporate Governance and Sustainable Development Committee	Total
	Total Monthly Compensation	Meeting Allowance						
Mr.Chanit Charnchainarong	720,000	450,000	315,000	-	-	-	120,000	1,605,000
Mr.Ronachit Jinadit	480,000	405,000	360,000	-	140,000	140,000	105,000	1,630,000
Mrs.Chanatip Weerasubpong	480,000	405,000	315,000	385,000	160,000	160,000	105,000	2,010,000
Mr.Tepkul Poonlarp	480,000	405,000	-	440,000	-	-	-	1,325,000
<b>Total</b>	<b>2,160,000</b>	<b>1,665,000</b>	<b>990,000</b>	<b>825,000</b>	<b>300,000</b>	<b>300,000</b>	<b>330,000</b>	<b>6,570,000</b>

Remarks : 

- The company has a total of 7 directors, of which 3 directors involved in management have waived their right to receive director compensation for the year 2024.
- At the company board of directors meeting No. 3/2567 on May 9, 2024, a resolution was passed to appoint new subcommittees to replace the previous ones. The former Nomination and Sustainability Development Committee was replaced by two new subcommittees: the "Nomination and Remuneration Committee" and the "Corporate Governance and Sustainable Development Committee." The charters for these two new subcommittees were approved, effective May 10, 2024, onwards.

## (2) Other Compensation

The company has provided group health and accident insurance for its directors.

### **8.1.3. OVERSIGHT OF SUBSIDIARIES AND ASSOCIATED COMPANIES**

As of December 31, 2024, the company has only one subsidiary, which was registered on September 12, 2024, under the name “North East Rubber Côte d’Ivoire” or abbreviated as “NER-Cl.” To ensure that subsidiaries and associated companies operate efficiently and in alignment with the company’s core policies, as well as comply with relevant laws and regulations, the following main governance guidelines are established:

#### **1. Governance by the Board of Directors**

The Board of Directors plays a crucial role in monitoring and overseeing subsidiaries and associated companies to ensure their operations align with the company’s core policies, as well as with the laws and regulations of regulatory agencies such as the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The operations of subsidiaries and associated companies must not conflict with securities laws and capital market requirements.

#### **2. Appointment of Representatives in Subsidiaries and Associated Companies**

The company has a policy of appointing directors or executives to oversee subsidiaries and associated companies in proportion to shareholding, especially in cases where the subsidiary or associated company conducts core business directly related to the company. Additionally, appointees must be reviewed and approved by the Board of Directors before their appointment, with clearly defined scopes of authority, duties, and responsibilities.

#### **3. Internal Control and Risk Management Systems**

The company places significant importance on internal control and risk management, requiring subsidiaries and associated companies to have effective internal control systems, comprehensive risk management measures, and appropriate fraud prevention. The Board of Directors will regularly monitor and review the operations of subsidiaries and associated companies to ensure that their activities align with the company’s plans, budgets, and policies, as well as with laws and good corporate governance practices.

#### **4. Disclosure of Important Information and Transparency**

Subsidiaries and associated companies must disclose important information regarding their financial position, operational results, related party transactions, and transactions that may present a conflict of interest to regulatory agencies such as The Stock Exchange of Thailand and the general investors. The disclosed information must be complete, accurate, and timely to ensure transparency and compliance with governance principles.

#### **5. Related Party Transactions and Significant Transactions**

In cases where a subsidiary engages in related party transactions or acquires or disposes of assets, the company requires the subsidiary to comply with the rules and regulations of The Stock Exchange of Thailand and the Securities and Exchange Commission (SEC), just as the company itself does. This is to prevent conflicts of interest and promote transparency in business operations.

#### **6. Transactions Impacting Financial Position and Performance**

If a subsidiary or associated company plans to undertake transactions or actions that significantly impact its financial position and operational

results, the company mandates that approval must be obtained from the company's board of directors or the shareholders' meeting before proceeding. This must be done in accordance with relevant laws and the requirements of regulatory agencies.

Additionally, the company has disclosed its investment policy and governance of associated companies and subsidiaries on its website ([www.nerubber.com](http://www.nerubber.com)) under the section on important policies.

#### **8.1.4. MONITORING COMPLIANCE WITH POLICIES AND PRACTICES IN CORPORATE GOVERNANCE**

The company's board of directors, upon the recommendation of the Nomination and Sustainability Development Committee, has reviewed the implementation of the Corporate Governance Code for Listed Companies 2017 (CG Code). The company secretary presented this to the board of directors at the 7th meeting of 2024 on November 7, 2024, for the board to review, consider, and acknowledge the roles, responsibilities, and importance of adhering to the CG Code.

The company places significant importance on good corporate governance by establishing relevant policies and practices in its corporate governance and business ethics policies, while also promoting genuine implementation to build trust among all stakeholders. Over the past year, the company has monitored compliance with good corporate governance in four additional areas as follows:

##### **(1) Prevention of Conflicts of Interest**

To prevent conflicts of interest, the company has clearly defined a policy for reporting conflicts of interest, outlining the approval process for transactions involving the company or individuals

who may have conflicts, documented in writing. This includes a system for monitoring and verifying that transactions are conducted according to the correct procedures, as well as the disclosure of information in such reports, in accordance with the regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

##### **Reporting of Directors' and Executives' Interests.**

The company has established that directors and executives must report their interests and conflicts of interest, as well as those of related persons, when entering into any transactions with the company. This reporting is required upon first taking office and must be updated whenever there are changes in the interest information during their tenure. Additionally, it is mandated that information about individuals who may have conflicts of interest be reported to the Audit Committee for consideration and reported to the Board of Directors on a regular quarterly basis, in order to monitor and control the interests of directors and executives according to good corporate governance principles. The company secretary has been assigned the responsibility of collecting and storing these reports. In the year 2024, reports were presented at the Audit Committee meetings for consideration and reported to the Board of Directors once per quarter, totaling four times.

For the approval of related party transactions, the responsible department will summarize the details of the transactions and prepare all relevant information to present to the company secretary. This will then be presented according to the established approval process. Directors and executives with interests in the transactions will not participate in the approval of such transactions. Furthermore, the Audit Committee will jointly oversee these related party transactions to ensure they are necessary and conducted at fair prices.

In the past year 2024, the company did not find any reports of actions that violated the conflict of interest policy.

### **(2) Use of insider information for personal gain**

The company has established a policy for the disclosure of information and data as a preventive measure against the improper use of insider information by related persons, which includes the Board of Directors, senior executives of the company, and employees in departments related to the information (including spouses and minor children of such individuals).

1. Individuals involved are prohibited from trading the company's securities within one month prior to the disclosure of quarterly and annual financial statements and within 24 hours after the disclosure of such financial statements (Blackout Period). Additionally, individuals who have received insider information are prohibited from disclosing that information to external parties or individuals who do not have relevant duties, in order to prevent the misuse of insider information.
2. The board of directors and executives, as well as the company's auditors, must report any changes in their securities holdings, as well as those of their spouses and underage children, to the Office of the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992) and acknowledge the penalties under the Securities and Exchange Act B.E. 2535. Furthermore, directors and executives must submit a copy of such reports to the company on the same day they report to the SEC, which requires notification within three business days, to be submitted to the company secretary and reported to the board of directors' meeting.

3. Confidential information and/or insider information of the company must not be disclosed or used for personal gain or for the benefit of any other party, whether directly or indirectly, and regardless of whether any compensation is received.

In the past year of 2024, there were no instances where directors, executives, and related parties, including employees in departments related to financial statement information or information that may impact the price of securities, engaged in trading the company's securities during the periods designated by the company as trading restrictions.

### **(3) Anti-Corruption**

The company has always placed importance on combating corruption and bribery. A written anti-corruption policy and guidelines have been established, emphasizing the fight against corruption in terms of operational processes, monitoring and reviewing, complaint measures, and channels for reporting misconduct, along with protective measures for whistleblowers. Whistleblowers or complainants will receive care and their information will be kept confidential. Reports received will be subjected to careful, thorough, and fair investigation processes. The anti-corruption policy and whistleblowing guidelines have been disseminated through the organization's internal electronic communication system (e-mail). Additionally, they have been published on the company's website ([www.nerubber.com](http://www.nerubber.com)) under the section on Good Corporate Governance/Anti-Corruption and Whistleblowing Guidelines <https://investor.nerubber.com/th/corporate-governance/policy/whistleblowing-policy>.

The company has established a framework for monitoring and evaluating compliance with the guidelines to prevent involvement in corruption as follows:

1. An internal audit department is established to review the internal control system, risk management, and good corporate governance, providing continuous recommendations by conducting audits according to the annual audit plan approved by the audit committee. Significant audit findings and recommendations will be reported to the audit committee.
2. If an investigation reveals that information from the audit or complaints contains evidence that reasonably suggests there are items or actions that may significantly impact the company's financial position and operational results, including violations of laws or doubts in financial reports or internal control systems, the audit committee will report to the board of directors for corrective action within a timeframe deemed appropriate by the audit committee.

In 2024, the company encountered two cases of employee corruption. One case involved the use of company assets for personal purposes, and the other involved the sale of company assets to external parties. The company conducted an investigation and gathered evidence in collaboration with the organizational development department and government officials. It was found that the offenses were indeed committed. Consequently, the company took legal action and immediately terminated the employment of the involved employees in both cases.

#### **(4) Whistleblowing and Complaint Reporting**

The company's board of directors has established channels for stakeholders to contact, file complaints, and report tips regarding issues that may cause harm to the company, violations of the law, human rights abuses, as well as breaches of the company's regulations and business ethics that could lead to reputational damage and loss of assets. Complaints or reports can be made through the channels provided by the company, specifically at <https://investor.nerubber.com/th/corporate-governance/policy/whistleblowing-policy> or by emailing the chairman of the audit committee at [cac@nerubber.com](mailto:cac@nerubber.com).

The company has set measures for handling tip reports, protecting whistleblowers, investigation procedures, consideration of penalties, and prevention. The company has a policy to protect those who file complaints or reports or provide tips, ensuring that such information is kept confidential. Additional information is available on the company's website at [www.nerubber.com](http://www.nerubber.com) under the section on good corporate governance.

In 2024, the company received reports of employee corruption involving embezzlement in two cases, as previously mentioned in section (3) on anti-corruption measures. The company has implemented preventive measures to reduce the risk of such employee corruption. These measures include strict monitoring of entry and exit points, reducing the number of entry points from two to one, and installing CCTV cameras at various locations around the company to mitigate the risk of asset theft. Additionally, security personnel are required to inspect the belongings of visitors, employees, and the surrounding areas 24 hours a day. Furthermore, the company has communicated additional information to ensure that employees are aware of and adhere to the anti-corruption policy, including disciplinary actions for violations, to ensure strict compliance.

## 8.2. REPORT ON THE PERFORMANCE OF THE AUDIT COMMITTEE AND OTHER SUBCOMMITTEES

### 8.2.1 ANNUAL REPORT OF THE AUDIT COMMITTEE FOR 2024

The Audit Committee of North East Rubber Public Company Limited consists of three qualified independent directors: Mr. Ronachit Jinadit, Chairman of the Audit Committee, Mr. Chanitr Charnchainarong, and Mrs. Chanatip Weerasubpong, Audit Committee members, with Ms. Pirada Tonhongsa serving as the Secretary of the Audit Committee.

In 2024, the Audit Committee performed its duties as assigned by the Board of Directors and in accordance with the Audit Committee's charter, which aligns with the Securities and Exchange Act. The committee adhered to principles of good corporate governance, implemented adequate risk management processes, and established sufficient internal control processes, focusing on being a transparent organization based on sustainable business practices. The company has engaged an external internal auditor (outsourced) to enhance the quality of its internal audits, which can create value for the company while considering the needs of all stakeholder groups comprehensively as follows:

1. Establish policies and review internal audit processes to align effectively and efficiently with stakeholder expectations, ensuring reliability. The focus is on performance and effectiveness audits, as well as enhancing the role of providing advice and consultation to add value to the company, along with continuous improvement of operational processes.
2. Promote the elevation of internal control processes, good governance, and risk management processes, including compliance with laws, regulations, and rules. Emphasis is placed on management's focus on raising

awareness among employees to act with caution and prudence, as well as reviewing regulations related to operations to ensure they are appropriate for the organization's context, alongside overseeing operations according to internal control processes to ensure rigor. Additionally, concrete measures and operational guidelines are established for both the short and long term to prevent the occurrence of non-compliance with regulations.

3. Provide recommendations to management in the organization's operational processes for oversight and monitoring of the various departments' operations, such as the management of Reputation Risk, the process for handling complaints and reporting fraud (Whistleblowing), and the process for auditing and overseeing transparency in transactions with third parties, among others. Additionally, enhance the organization's operations to ensure that the company has reliable and robust processes in place for sustainable business operations moving forward.

In 2024, the Audit Committee held a total of 9 meetings, with all three committee members attending every meeting.

Key responsibilities of the Audit Committee:

#### 1. Review of Financial Reports

The Audit Committee reviewed the quarterly and annual financial reports for 2024 of North East Rubber Public Company Limited in conjunction with management, internal auditors, and external auditors. They inquired with the auditors regarding the accuracy and completeness of the financial reports, significant accounting adjustments, as well as accounting estimates that impact the financial reports. They assessed the adequacy and appropriateness of accounting methods and the scope of the audit, ensuring that disclosures were accurate, complete, and sufficient, as well as the independence of the

auditors. This was to ensure that the preparation of financial reports complied with legal requirements and accounting standards under generally accepted accounting principles, and that they were reliable and timely, with sufficient disclosures beneficial to the users of the financial reports.

## **2. Review of Related Party Transactions or Potential Conflicts of Interest**

The Audit Committee reviewed related party transactions and potential conflicts of interest. The reports from the relevant directors indicated that these transactions were reasonable and disclosed to The Stock Exchange of Thailand accurately and within the specified timeframe.

## **3. Review of Internal Control Systems and Internal Audits**

The Audit Committee reviewed the effectiveness and efficiency of internal control processes with internal auditors on a quarterly basis, focusing on operations, resource utilization, asset management, prevention or reduction of errors and damages, reliability of financial reports, and compliance with laws, regulations, and rules. No significant issues or deficiencies were found, and the results of the internal control assessment complied with the Securities and Exchange Act.

## **4. Review of Risk Management**

The Audit Committee reviewed the effectiveness and efficiency of the risk management processes, plans, and strategies that impact the company's performance, providing recommendations for risk management to the Risk Management Committee for the development and improvement of processes to be prepared for unforeseen circumstances.

## **5. Maintaining the Quality of the Audit Committee**

The Audit Committee has reviewed the appropriateness of its charter and evaluated the performance of the Audit Committee as a whole, as

well as individually and cross-individually, according to the "Best Practices of The Stock Exchange of Thailand." This is to ensure that the Audit Committee operates effectively and achieves the set objectives. The Audit Committee has reported its annual performance to the Board of Directors.

## **6. Consideration of the Appointment of Auditors and Audit Fees for the Year 2024**

The Audit Committee has selected M.R. & Associates Co., Ltd. for consideration and review to be presented to the Board of Directors and the shareholders' meeting for approval, taking into account independence, capability, quality of work, service proposals, audit methods, and compliance with the practice of rotating the Key Audit Partner as per the announcement of the Securities and Exchange Commission. The performance results from the previous year were satisfactory; the auditors demonstrated independence, skills, knowledge, and experience in auditing the company's business and provided relevant insights beyond auditing. The Audit Committee proposed to the Board of Directors to seek approval from the shareholders' meeting to appoint Mr. Akkaradech Pheansakul, licensed auditor No. 5389, or Mr. Phisit Chiwaraengroth, licensed auditor No. 2803, or Ms. Krathip Wanichwiseskul, licensed auditor No. 6947, from M.R. & Associates Co., Ltd. as the company's auditors.

In summary, the Audit Committee has fulfilled its duties and responsibilities as outlined in its charter, utilizing knowledge, skills, caution, thoroughness, and sufficient independence, while providing opinions and recommendations for the benefit of all stakeholders equally. The Audit Committee believes that the financial statements of North East Rubber Public Company Limited are accurate, reliable, and in accordance with generally accepted accounting standards. North East Rubber Public Company Limited operates in compliance with laws and obligations related to

its business activities. Including having a good corporate governance process, a risk management process, and sufficient internal control processes.

of uncertainties in the business environment, instilling confidence and credibility among shareholders and stakeholders in the company's operations that it has a risk management system capable of addressing risks in all areas.

**Mr. Ronachit Jinadit**  
Audit Committee

## **8.2.2 REPORT OF THE RISK MANAGEMENT COMMITTEE FOR THE YEAR 2024**

The company has assessed significant risks and developed a risk management plan for potential occurrences, placing importance on strategic risks that may significantly impact the business and operational risks by establishing a process that aligns with the operational framework according to the international standards COSO ERM 2017 and COSO ESG 2018. The focus is on comprehensive risk management covering the four main types of risks: strategic, operational, financial, compliance, and fraud, while expanding the scope of risk management to include environmental, social, and governance (ESG-related Risks) risks and emerging risks, such as new risks arising from the European Union's Deforestation Regulation (EUDR), risks from the transition to a low-carbon society, and risks from foreign investments, among others. This also includes uncertainties and new risk factors that are likely to intensify, which are critical factors for the company's operations. Therefore, risk management is an essential part that helps mitigate impacts, enabling the company to achieve its set objectives.

The Risk Management Committee has supported the work of the Board of Directors under the principles of good corporate governance to ensure that the company's risk management is effective and efficient in achieving business goals, aligning with the organization's vision and direction. Additionally, it helps reduce the impact

In 2024, the Risk Management Committee held regular meetings every month, totaling 12 meetings, summarizing key issues as follows:

1. The Risk Management Committee reviews the charter of the Risk Management Committee to ensure alignment with good corporate governance principles. It considers and filters risk management policies, establishes a risk management plan, and continuously monitors it according to the risk management process outlined in the organization's risk management manual. Emphasis is placed on adhering to the COSO risk management framework (The Committee of Sponsoring Organizations of the Treadway Commission) or ERM COSO (2017), covering the four main categories of risk: strategic, operational, financial, compliance, and fraud. Additionally, the scope of risk management is expanded to include environmental, social, and governance (ESG-related Risks) and emerging risks.
2. The Risk Management Committee monitors significant global events that may impact the company's business operations, continuously tracking risk issues and approving the Business Continuity Plan (BCP) to serve as a guideline for managing the business to ensure continuity, even in the face of severe incidents or emergencies. A comprehensive risk management plan is developed to address various scenarios.
3. The Risk Management Committee recognizes the importance of risk management by monitoring and analyzing the organization's performance in terms of production volume, actual operating expenses incurred each month, and comparing these with costs and

gross profits. It estimates sales revenue against Forward Contracts, which helps the business hedge against exchange rate risks, as well as continuously tracking projects and inventory reports.

4. The Risk Management Committee provides advice and consultation to the risk management working group, with the Chair of the Risk Management Committee participating in meetings with the working group to consider appropriate strategies for controlling risk factors and further developing the organization's risk management system.
5. The Risk Management Committee has reviewed the risk management report to monitor significant risks and has taken action to ensure that the organization manages risks adequately and appropriately, including any other necessary matters that must be presented and reported to the Audit Committee and the Board of Directors.

In summary, the Risk Management Committee has fulfilled its duties as outlined in the charter. Risk management has been conducted systematically, in line with good corporate governance practices, enabling the business operations to achieve their objectives and create sustainable added value for the company, shareholders, and stakeholders.

**Mr.Tepkul Poonlarp**

Chairman of the Risk Management Committee

### **8.2.3 Report of the Nomination and Remuneration Committee for the Year 2024**

The Nomination and Remuneration Committee has performed its duties as assigned by the Board of Directors in accordance with good corporate governance principles and the charter established by the Nomination and Remuneration Committee. In 2024, the Nomination and Remuneration Committee consists of 3 members, including 2 independent directors, with Ms. Chanatip Weerasipong serving as the Chairperson of the Nomination and Remuneration Committee, Mr Ronachit Jinadit, and Mr. Chuwit Jungtanasomboon as members of the Nomination and Remuneration Committee, and Ms. Pirada Tonhongsak serving as the Secretary of the Nomination and Remuneration Committee.

In 2024, the Nomination and Remuneration Committee held a total of 4 meetings, and the summary of its activities is as follows:

#### **1. Recruitment and Selection of Directors and Senior Executives**

- Consider proposing names of directors to serve on subcommittees, taking into account the composition of the specific committee and the qualifications of individual directors as per the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, the company's regulations, and the charters of each subcommittee. Additionally, consider their knowledge, expertise, diversity of skills (Skill Matrix), and specific experience that would benefit the performance of their duties, and propose suitable director candidates to the board of directors.
- Recruit individuals to fill the positions of directors whose terms have expired, allowing minority shareholders to propose candidates for election as directors during the period from October to December. It was found that no shareholders proposed any names; therefore,

the existing directors, Mr. Chanitr Charnchainarong and Mr. Sakchai Jongsthapongpun, were proposed to continue serving for another term. Both individuals possess qualifications that align with the company's business strategy and do not have any disqualifying characteristics under applicable laws and regulations, receiving approval from the board of directors and subsequently presenting to the annual general meeting of shareholders.

## **2. Determination of Compensation**

- Consider proposing to the board of directors the determination of compensation for the board of directors and subcommittees for the fiscal year 2024, based on the evaluation of the board's performance, economic conditions, and the company's financial results, compared to compensation surveys of directors in similar industries and businesses, as well as the responsibilities of the board of directors. The annual general meeting of shareholders for the fiscal year 2024 approved the proposal.
- Review the annual compensation for 2024 of the Chief Executive Officer (CEO) and the board of directors, considering their performance results and the responsibilities assigned, to present to the board of directors.

## **3. Evaluation of the Performance of the Board of Directors and Senior executives for the Year 2024**

- Consider reviewing and improving the performance evaluation form for the Board of Directors for the year 2024, both for the entire board and individual members, to ensure that the evaluation form is comprehensive, up-to-date, and aligned with the principles of good corporate governance for listed companies (CG Code). The evaluation results will be used as part of the consideration for determining the annual compensation of directors, in addition to the company's performance results.

- Consider the annual performance evaluation for 2024 of the Chief Executive Officer (CEO) to be presented to the Board of Directors by establishing corporate-level performance indicators (Corporate KPI) for 2024 with a distribution of KPI weighting to be presented at the Board meeting.

## **4. Improvement and Development of Duties**

- Establish a plan for holding meetings of the Nomination and Remuneration Committee in advance throughout the year, with at least one meeting per quarter, and additional meetings may be arranged as necessary to review and acknowledge operations and/or report recommendations to the Board of Directors.
- Review the charter of the Nomination and Remuneration Committee to ensure it is current and aligned with any changing criteria.
- Review the definition of skills, experience, professional qualifications, and the diversity of skills as well as specific experiences necessary for the business operations of the Board of Directors to align with the CG Code and best practices of the Thai Institute of Directors (IOD).

## **5. Provide recommendations on human resource management in line with organizational direction and plans**

- Establish corporate-level performance indicators in the annual metrics to align with sustainability goals.
- Review the Board Skills Matrix to ensure that the composition of the Board of Directors is diverse in knowledge, capabilities, and experiences that can provide valuable advice for the company's business operations.
- Consider the criteria for selecting successors for senior positions in each department that are essential to the organization and support ongoing training and development to ensure sustainability.

The Nomination and Remuneration Committee is committed to performing its duties to ensure that operations are conducted transparently and in accordance with established criteria, following the principles of good corporate governance for the utmost benefit that will lead to sustainable long-term value creation for the company.

**Mrs. Chanatip Weerasubpong**

Chairman of the Nomination and  
Remuneration Committee

#### **8.2.4 REPORT OF THE CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT COMMITTEE**

The Board of Directors of North East Rubber Public Company Limited has appointed the Corporate Governance and Sustainable Development Committee, with Mr. Chanit Charnchainarong as the Chairperson, Mr. Ronachit Jinadit, Mr. Chuwit Jungtanasomboon, and Mrs. Chanatip Weerasubpong as committee members, and Ms. Warunee Sihanan as the committee secretary.

The company is committed to conducting its business in accordance with the principles of good corporate governance and business ethics, placing importance on sustainable development that encompasses environmental (Environment), social (Social), and governance (Governance) dimensions, or ESG, to align with the company's vision, mission, and goals aimed at driving the business to be a transparent organization that does not tolerate any form of corruption. The company adheres to the principles of good corporate governance and develops the organization's capacity to meet ethical standards and business ethics, as well as enhancing

sustainability management standards to continuously improve efficiency, thereby building trust among all stakeholders and jointly promoting important policies through management to develop towards sustainability throughout the value chain.

The Corporate Governance and Sustainable Development Committee has been assigned by the Board of Directors to define and review policies and practices related to good corporate governance and sustainable development, as well as to enhance the corporate governance processes for the utmost benefit of shareholders and stakeholders. This is in accordance with the principles of good corporate governance set forth by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), including recommendations from the Corporate Governance Report for Thai Listed Companies (CGR) and various standards under the ISO system, such as ISO 14001: Environmental Management Standards and ISO 45001: Occupational Health and Safety Management Standards.

In 2024, the Corporate Governance and Sustainable Development Committee held a total of three meetings, with all current members attending each meeting. They fulfilled their duties as outlined in the charter and as assigned by the Board of Directors comprehensively. The results of their activities were regularly summarized and reported to the Board of Directors to monitor operations and evaluate performance according to the corporate governance plan, compliance with laws and organizational regulations, anti-corruption measures, sustainability management, and corporate social responsibility (CSR) concerning society, communities, and the environment. The key points are summarized as follows.

### 1. Responsibilities of the Board of Directors

- Enhance the skills and knowledge of directors as organizational leaders to be effective in achieving goals, both short-term, medium-term, and long-term, as well as guiding the organization towards sustainability. This includes encouraging the board to participate in various training programs to develop their knowledge, capabilities, and expertise in performing their duties, such as the Thai Institute of Directors program and other relevant courses, as well as organizing internal lectures by inviting experts related to the board's operations.
- Ensure regular communication of good corporate governance policies to the board of directors, while emphasizing the roles and responsibilities of directors, such as the use of insider information, reporting conflicts of interest and related party transactions, and reporting securities trading, during board meetings continuously.

### 2. Role of Stakeholders

- Monitor reports of whistleblowing or complaints through the internal audit department. In 2024, there were two reports of complaints regarding corruption or ethical misconduct submitted through the internal audit department via the complaint box and the electronic mail CAC@nerubber.com. The company has followed the investigation management process according to the procedures regarding the complaints.

### 3. Disclosure of Information and Transparency

- Prepare an annual information statement (56-1 One Report) and a sustainability report, as well as disclose the company's performance quarterly and important information for shareholders, investors, and the general public, ensuring that the information is complete, sufficient, reliable,

and timely, referencing the GRI Standard for information disclosure through various channels continuously, such as the system of The Stock Exchange of Thailand and the company's website, with the investor relations and corporate communications departments as the main units for disseminating information.

- Regularly announce performance results and company information, including future trends, to analysts and investors both domestically and internationally every quarter to disclose information regarding performance and business trends to analysts and investors.

### 4. Good Corporate Governance and Anti-Corruption

- Consider approving the improvement of the anti-corruption policy and the good corporate governance manual, ethical standards, and business conduct guidelines, including the operational plan and anti-corruption measures, as well as setting goals to be implemented at all levels. Continuous monitoring and guidance will be provided to elevate the company's corporate governance standards to international levels.
- The company places importance on and emphasizes the anti-corruption policy to everyone within the organization to enhance good corporate governance and establish a strong standard for conducting business with all stakeholders fairly and equitably.
- Consider approving the application for certification as a member of the Thai Private Sector Collective Action against Corruption (CAC Certificate), as well as promoting and encouraging the company's business partners to declare their intention to become members of the Thai Private Sector Collective Action against Corruption (CAC) to further elevate the collective action against corruption at the CAC Change Agent level.

## 5. Sustainability Development

- The company has integrated sustainability management with a dedicated sustainability development department that presents corporate sustainability strategies to align with organizational goals. It also prepares a Sustainability Report following the GRI Universal Standards 2021 (Global Reporting Initiative) and conducts sustainability performance assessments (Benchmarking) based on international sustainability evaluation criteria, including the Supply Chain Sustainability index from EcoVadis, the SET ESG Rating, and the Financial Times Stock Exchange: FTSE Russell.
- Approval has been given for the annual sustainability management plan for 2024 to demonstrate responsibility towards society and the environment, contributing to the organization's goal of achieving carbon neutrality by 2030. There is a systematic follow-up on performance and continuous consulting.
- Support is provided for social initiatives aimed at community development, alongside processes that foster community engagement to enhance community capabilities towards long-term sustainability. Additionally, efforts are made to ensure that youth have access to quality education and nutritious food through various company programs and activities, serving as a vital foundation for national advancement. This includes raising awareness of environmental conservation in society, such as the Green Market project, which opens factory grounds for the community to sell seasonal produce, generating income for nearby communities. The project also includes an information corner on utilizing biogas sludge from byproducts of the biogas production system for cultivation, as well as proper waste segregation practices, among others.

## 6. Award of Pride

With a steadfast commitment and determination to operate based on good corporate governance, social responsibility, and sustainable management, in order to continuously elevate operational standards, in 2024, the company received awards and recognition both domestically and internationally, including:

- Achieving a bronze medal ranking from EcoVadis, an evaluator and ranking organization for sustainability in business supply chain sustainability, recognized internationally.
- Receiving an "A" rating in the sustainable stock assessment (SET ESG Ratings) in the agriculture industry for the year 2024 from The Stock Exchange of Thailand, reflecting corporate governance that considers stakeholders and a commitment to creating sustainability for business, society, and the environment.
- Being ranked as "Excellent" (Excellent CG Scoring) or 5 stars in the Corporate Governance Report (CGR) for listed companies in 2024 from the Thai Institute of Directors and The Stock Exchange of Thailand (SET).
- Certification as a member of the Thai Private Sector Collective Action Against Corruption at the 2-star level.
- Achieving a full score of 100 in the assessment of the quality of the annual general meeting of shareholders for listed companies in 2024 from the Thai Investor Association and the Thai Capital Market Business Council.
- Being selected as one of the ESG100 securities companies with outstanding operations in environmental, social, and governance aspects for the year 2024 from the Thai Institute of Directors.
- Award for industrial factories that have implemented CSR-DIW Continues standards under the project to promote industrial factories to be socially and community responsible from the Department of Industrial Works.

- Award for establishments that have passed the environmental governance assessment criteria for the year 2024 from the Ministry of Industry.

**Mr. Chanitr Charnchainarong**

Chairman of the Corporate Governance and Sustainable Development Committee

### **8.2.5 Report of the Executive Committee for the Year 2024**

The Executive Committee has been appointed by the Board of Directors to oversee and manage the operations of the company in accordance with the policies and strategies established by the Board of Directors. This includes ensuring compliance with business ethics and relevant laws related to the company's operations. In 2024, the Executive Committee held a total of 12 meetings to discuss various important matters of the company and reported the meeting outcomes, along with recommendations and suggestions for the Board of Directors to consider, which can be summarized as follows:

1. Regular monthly reports on the company's performance.
2. Presentation of business goals, strategies, annual plans, and medium-term plans to the Board of Directors, as well as being responsible for managing the company's operations in line with the established policies, directions, and goals, particularly focusing on sustainable organizational growth.
3. Review and approve the company's business plan, annual budget, and investments to be presented to the Board of Directors.
4. Carefully consider transactions with related parties and the acquisition or disposal of

assets, ensuring reasonableness in terms of price and other relevant conditions, prioritizing the interests of the company and its shareholders. This is reviewed in the Executive Committee meetings before being presented to the Audit Committee and the Board of Directors for approval on significant transactions.

5. Ensure the preparation of financial reports for auditors to review or examine, and approve these financial statements before presenting them to the Audit Committee and the Board of Directors in sequence. Additionally, monitor the operations of each department of the company regularly every month, providing suggestions for further efficiency improvements.
6. Review the Executive Committee's charter to ensure that the guidelines for performing duties are appropriate for the current situation, as well as establish and review policies and regulations regarding the operations of various departments and the company's authority manual to align with the current circumstances.
7. Support and promote employees to continuously innovate both products and methods to achieve effective work development.
8. Carry out various matters as assigned by the Board of Directors.

The Executive Committee is committed to performing its duties to the best of its ability for the utmost benefit and equality for all shareholders and stakeholders, in order to lead the organization to grow steadily and sustainably.

**Mr. Chuwit Jungtanasomboon**

Chief Executive Officer

### 8.3 Report on changes in securities holdings of the Board of Directors and executives.

#### Changes in shareholding of directors and executives, both direct and indirect.

List of Directors and Executives	Number of Shares					Increase/ (Decrease)	% of Shareholding	
	As of December 31, 2023		As of December 31, 2024		Direct	Indirect		
	Direct	Indirect	Direct	Indirect				
Mr. Chanitr Charnchainarong	-	-	-	-	-	-	-	
Mr. Ronachit Jinadit	-	-	-	-	-	-	-	
Mrs. Chanatip Weerasubpong	500,000	-	500,000	-	-	-	0.03%	
Mr. Tepkul Poonlarp	960,000	-	960,000	-	-	-	0.05%	
Mr. Chuwit Jungtanasomboon	505,135,800	-	505,135,800	-	-	-	27.34%	
Mr. Sakchai Jongsthapongpun	-	-	-	-	-	-	-	
Miss Py Attipisarn	-	-	-	-	-	-	-	
Mrs. Phanida Jungtanasomboon	5,376,000	-	5,376,000	-	-	-	0.29%	
Miss Kesnaree Jongchotsirikul	126,400	-	126,400	-	-	-	0.01%	
Miss Suhailee Yitaso	-	-	-	-	-	-	-	
Mrs. Jarunee Jongwatthanasak	-	-	-	-	-	-	-	
Miss Rungthiwa Yaemchu	-	-	-	-	-	-	-	



**9****INTERNAL CONTROL AND RELATED PARTIES TRANSACTION****9.1 INTERNAL CONTROL**

North East Rubber Public Company Limited operates internal control in accordance with international standards set by The Committee of Sponsoring Organizations of the Treadway Commission (COSO) to achieve the objectives of internal control in three areas: Operations, Reporting, and Compliance with laws and regulations related to the company's business operations.

North East Rubber Public Company Limited has considered and approved the appointment of an internal auditor from Aim To Prosperity Company Limited, which is an external audit firm (Outsource). Aim To Prosperity Company Limited has assigned Mr. Paisarn Phuratcharoenchai as the internal auditor of the company to perform the internal control system audit. The internal auditor will present the internal audit report to the Audit Committee and prepare an annual internal audit plan for the Audit Committee's consideration and approval, to be used for monitoring and verifying the accuracy of operations in accordance with the operational plan and policies set by the company. The Audit Committee believes that Aim To Prosperity Company Limited has the appropriate qualifications to serve as the internal auditor of the company due to its history and experience in auditing companies listed on the stock exchange and its credibility. Details regarding the head of the internal audit and the head of operational oversight of the company are in Attachment 3.

The board of directors conducts an annual review of the adequacy of the internal control system. In 2024, during the 8th board meeting of the year 2024 on November 7, 2024, the board considered the adequacy of the company's internal control system based on the assessment form from the Securities and Exchange Commission (SEC) as

applied by the executives and reviewed by the Audit Committee, which concluded that the company's internal control system is adequate and appropriate, with no significant deficiencies that could impact the achievement of the organization's main objectives. The company has established sufficient processes and personnel to ensure that operations under the internal control system are effective, and the reports generated are accurate and reliable. The operation of the company is conducted in accordance with applicable laws and regulations, and protects the company's assets from misuse by the board of directors, executives, and employees.

In 2024, the company has developed operational procedures and various systems to enhance internal control and facilitate the auditing process to identify problems or risks more effectively and quickly. The key points are summarized according to the components of internal control based on the international COSO standards as follows:

**1. CONTROL ENVIRONMENT**

The board of directors and executives support a corporate culture that emphasizes integrity and ethical conduct in operations, while overseeing the company's business activities to align with its vision and mission. There is a good and sufficiently appropriate internal control environment for the efficiency and effectiveness of business operations, as follows:

- The board of directors and executives have established policies for good corporate governance and business ethics, ensuring that operations comply with laws, regulations, and have policies and practices to combat fraud and corruption. The company has mandated that all executives and employees must be aware of and strictly adhere to these policies.

- The company raises awareness and understanding of ethics and business conduct among executives and employees through internal training courses, employee orientation, emails, public relations, and various activities. For example, communication regarding business ethics and good corporate governance culture is provided to employees in each department by senior executives of that department. Additionally, information about good corporate governance and business ethics is published on the company's website to promote awareness among stakeholders, including partners and investors, encouraging them to conduct business ethically.
- The board of directors is responsible for overseeing the overall business operations and providing insights into the company's strategic direction to serve as a guideline for developing business plans and operational plans. They also monitor the company's performance and the performance of specific committees regularly to ensure that the company's operations can achieve the set goals. Additionally, the company is committed to driving sustainable business practices in the long term, placing importance on environmental, social, and governance (ESG) factors alongside the principles of a circular economy, in line with the Sustainable Development Goals. In 2024, the company has set goals and established guidelines to enhance the quality of life by transitioning towards carbon neutrality by 2030.
- The company has structured its organization by business type and function with shared goals to ensure effective management and alignment across the entire organization. There is a review process to maintain agility, appropriateness, and alignment with current circumstances. Key functions are separated to create a balance of power, and responsibilities are clearly defined and delegated appropriately according to the organizational structure, ensuring that all employees are aware of their roles, powers, and responsibilities.
- The company defines the qualifications for each position as criteria for recruiting and developing personnel who align with the organization's values. There is a succession plan for key positions, a standardized and systematic performance evaluation process, and encouragement for regular discussions. Performance against goals is tracked quarterly, and goals can be reviewed to ensure fair rewards and motivation for personnel in their work. The company aims to be a learning organization and promotes skill and knowledge development for all employees.
- The company incorporates concepts of governance, risk management and internal control, as well as compliance with laws and regulations, into its operations to ensure confidence that operations are conducted effectively and efficiently.

## 2. RISK ASSESSMENT

The board of directors and executives have prioritized risk management to build confidence in guiding the organization toward both short-term and long-term goals. Therefore, a Risk Management Committee has been established, appointed by the board of directors, along with a risk management working group that reports directly to the Risk Management Committee to enhance agility in direct management and closely monitor various situations. This risk management structure is designed to ensure that the company's risk management is conducted appropriately, efficiently, and effectively. The Risk Management Committee is tasked with reviewing the risk management policy and supporting operations to align with business strategies and goals by analyzing risks

based on both internal and external factors related to the company. All types of risks that may impact business operations are identified and analyzed. Risk is a crucial component of every business process and must be interconnected at all levels. Therefore, a risk management policy and risk management manual have been established to ensure that all executives and employees are informed and comply with them. An organizational-level risk assessment is conducted, identifying and analyzing all relevant risks for each department, including existing controls and additional controls to reduce the acceptable level of risk (Risk Appetite). Risks are continuously monitored, and risk reports are provided to enable management to implement preventive measures in a timely manner.

- The company has a systematic and continuous integrated risk management policy across the organization, referencing risk management guidelines based on operational frameworks and internationally recognized practices. Risk assessments consider changes from both current and future risk factors related to business operations, as well as emerging risk factors and opportunities for fraud and corruption. Additionally, risk management strategies are established to keep risks at acceptable levels, with regular processes for reviewing risks and monitoring the implementation of risk management measures. To enable the organization to achieve its short-term and long-term goals, the company has linked Key Risk Indicators (KRI) with Key Performance Indicators (KPI) to assess the effectiveness of its short-term and long-term strategies and to monitor changes in various risk factors. Additionally, it has established supplementary measures to respond promptly to these changes. In 2024, the company will improve its Risk Matrix to clarify the prioritization of risks, as well as refine the criteria for assessing the likelihood and

impact of risks to evaluate the risks associated with achieving business and strategic objectives in 2024.

### 3. CONTROL ACTIVITIES

- The company has established control activities, taking into account the principles of good internal control, such as the segregation of duties and a systematic delegation of approval authority to employees. This ensures that there is a system of checks and balances in place, along with policies and practices related to transactions that may have or could have conflicts of interest, conducting transactions transparently, audibly, and fairly, with approvals considering the best interests of the company.
- The company has created charters, policies, requirements, manuals, and procedures in writing, clearly defining the scope of authority and responsibilities of the Chief Executive Officer, the Deputy Chief Executive Officer, executives, and employees at each level, as well as the operational procedures. This serves as a guideline for operations, and there is a regular review of compliance with regulations, policies, requirements, and various operational manuals.
- The company has established controls for the security of information technology systems in accordance with the standards of information security management systems or frameworks and practices that are internationally recognized. It also reviews and updates the requirements regarding information security policies to ensure they are current and cover significant activities. Furthermore, training and communication are regularly provided to employees about risks and the prevention of new information technology threats, aiming to elevate the organization's information security standards in line with changing circumstances.

## 4. INFORMATION & COMMUNICATION

The company places great importance on the quality of its information and communication technology systems, which are crucial for ensuring effective internal controls. The management approach for information and communication is as follows:

- The company manages data by defining levels of data confidentiality, establishing guidelines for the storage of important documents and controlled documents, as well as information used in operations both internally and externally. This ensures that critical information related to the company's business operations is accurate, complete, sufficient for operational needs, and timely for use. The company has implemented software to process business data, helping to reduce data redundancy across the numerous existing information systems, and enabling quick reporting to executives.
- The company requires that significant content related to its performance and meeting documents be sent to the board of directors in advance of board meetings. This allows the board to analyze the information adequately before making decisions. The board is able to request additional information from relevant management to support their considerations.
- The company ensures effective communication throughout the organization so that employees receive complete information through various channels, such as the company website, announcements, communications from executives and supervisors to employees at all levels, and email. This fosters a unified direction and emphasizes the importance of performing duties to their fullest potential, thereby enhancing an organizational culture that promotes collaboration.

- The company provides multiple channels for communication with stakeholders, such as the website, Facebook, and Line, to ensure that customers, partners, shareholders, investors, and the general public receive important updates about the company regularly. These channels also serve as a means of communication for inquiries or suggestions, facilitating accurate, swift, and comprehensive communication. The company has established a system for receiving feedback, suggestions, complaints, and reports of fraud through designated complaint channels, with the confidentiality of the complainants' information maintained according to the company's policies. In addition, measures have been established to protect whistleblowers who act in good faith, which serves as a tool to help detect violations or non-compliance with the company's policies, regulations, laws, rules, and business ethics.

## 5. MONITORING ACTIVITIES

The company has a process for monitoring and assessing the adequacy of internal controls, along with guidelines for development and improvement to ensure that the company's internal control system is effective and efficient as follows:

- The company evaluates the enterprise-level internal control system and assesses the process-level internal controls through annual evaluations conducted by external agencies. There is a review of the adequacy and appropriateness of these evaluations, which is reported to the audit committee, along with recommendations for improvement if any deficiencies in internal controls are found. Additionally, internal auditors from external agencies have a process for reporting identified deficiencies to management in a timely manner, including follow-up to ensure that corrections are completed within the specified



timeframe. The external internal audit agency operates independently and is confident that the existing internal controls are adequate, appropriate, and consistently implemented. They have examined and assessed the effectiveness of internal controls for various activities according to the audit plan approved by the audit committee. This audit plan aligns with the company's strategic direction and the significant risks affecting operations, while also providing recommendations to support internal controls. Management is informed and required to make corrections based on these recommendations and regularly reports the audit results to the audit committee every quarter. In the area of accounting and finance, audits and reviews are conducted by external auditors, who present the audit and review results to the audit committee for quarterly and annual consideration.

- The company has continuously monitored and reported on compliance with laws, regulations, and rules to improve these processes through various assessment for Miss In 2024, evaluations will be conducted at the process level, and relevant legal, regulatory, and rule-related information will be compiled to serve as a database and guideline for employees to study and apply in their work.
- The company has been certified as a member of the Thai Private Sector Collective Against Corruption (CAC) and has established a working group to promote anti-corruption measures to evaluate anti-corruption practices.

## 9.2 RELATED PARTIES TRANSACTION

### 9.2.1 RELATIONSHIP

The company has transactions with individuals who may have conflicts of interest. The Related Parties Transactions that occurred involve dealings with directors and/or executives and/or major shareholders, as well as related companies where individuals with conflicts of interest serve as directors and/or executives and/or major shareholders of the company. These transactions took place in the accounting period of 2023, ending December 31, 2023, and in the accounting period of 2024, ending December 31, 2024. The details are as follows:

Company / Individuals who may have conflicts of interest	Relationship	Related Parties Transaction (Yes = ✓ / No = x)	
		2023	2024
1. N.E. Agitech Company Limited Engaged in the wholesale of agricultural machinery and equipment and provides agricultural machinery repair services.  The company has one director, Miss Sirinya Jungtanasomboon (sister of Mr. Chuwit Jungtanasomboon)	<ul style="list-style-type: none"> <li>Mr. Jirayut Jungtanasomboon (son of Mr. Chuwit Jungtanasomboon) holds an 86.67% stake in the registered/paid-up capital of N.E. Agitech Company Limited and is a shareholder of the company with a 3.47% stake in the paid-up capital of the company on December 31, 2024.</li> <li>Mr. Narin Jungtanasomboon (father of Mr. Chuwit Jungtanasomboon) holds an 8.00% stake in the registered/paid-up capital of N.E. Agitech Company Limited.</li> <li>Mrs. Chum Jungtanasomboon (mother of Mr. Chuwit Jungtanasomboon) holds a 5.33% stake in the registered/paid-up capital of N.E. Agitech Company Limited</li> <li>Miss Sirinya Jungtanasomboon (sister of Mr. Chuwit Jungtanasomboon) is a director of the company.</li> </ul>	✓	✓
2. S.K. Petroleum Company Limited operates a fuel service station.  The company has one director such as Miss Wilasini Jungtanasomboon	<ul style="list-style-type: none"> <li>Miss Wilasini Jungtanasomboon (daughter of Mr. Chuwit Jungtanasomboon) is a director and holds 90% of the registered/paid-up capital of S.K. Petroleum Company Limited. Miss Wilasini Jungtanasomboon holds 0.11% of the paid-up capital of the company on December 31, 2024,</li> <li>Mr. Jirayut Jungtanasomboon (son of Mr. Chuwit Jungtanasomboon) holds 5% of the registered/paid-up capital of S.K. Petroleum Company Limited. Mr. Jirayut Jungtanasomboon holds 3.47% of the paid-up capital of the company on December 31, 2024,</li> <li>Miss Mathucha Jungtanasomboon (daughter of Mr. Chuwit Jungtanasomboon) holds 5% of the registered/paid-up capital of S.K. Petroleum Company Limited. Miss Mathucha Jungtanasomboon holds 0.63% of the paid-up capital of the company on December 31, 2024,</li> </ul>	✓	✓



Company / Individuals who may have conflicts of interest	Relationship	Related Parties Transaction (Yes = ✓ / No = X )	
		2023	2024
3. Chuwit Farm (2019) Public Company Limited  Engages in the business of broiler chicken farming.  The company has 7 directors, which are:  1) Miss Sarinya Jungtanasomboon 2) Miss Mathucha Jungtanasomboon 3) Mr. Churat Jungtanasomboon 4) Mrs. Sirirak Khawchaimaha 5) Mr. Tepakul Poonlarp 6) Mr. Amnat Yousukh 7) Mr. Chanon Chingchayanurak  Chuwit Farm (2019) Public Company Limited was established from the merger of 4 companies on December 19, 2019, as follows:  1. Chuwit Farm Company Limited 2. Thanasomboon Farm Company Limited 3. North East Poultry Business Company Limited 4. Vichayut Poultry Company Limited	<ul style="list-style-type: none"><li>Miss Mathucha Jungtanasomboon (daughter of Mr. Chuwit Jungtanasomboon) is a director of the company and holds 40.89% of the registered/paid-up capital of Chuwit Farm (2019) Public Company Limited. Miss Mathucha Jungtanasomboon holds 0.63% of the paid-up capital of the company on December 31, 2024</li><li>Miss Sarinya Jungtanasomboon (sister of Mr. Chuwit Jungtanasomboon) is a director of the company and holds 0.72% of the registered/paid-up capital of Chuwit Farm (2019) Public Company Limited.</li><li>Mr. Chuwit Jungtanasomboon holds 3.59% of the registered/paid-up capital of Chuwit Farm (2019) Public Company Limited. Mr. Chuwit Jungtanasomboon holds 27.34% of the paid-up capital of the company on December 31, 2024,</li><li>Mrs. Phanida Jungtanasomboon (spouse of Mr. Chuwit Jungtanasomboon), who is an executive director and Deputy Chief Executive Officer of Supply Chain of the company, holds 3.11% of the registered/paid-up capital of Chuwit Farm (2019) Public Company Limited and holds 0.29% of the paid-up capital of the company on December 31, 2024.</li><li>Miss Wilasini Jungtanasomboon (daughter of Mr. Chuwit Jungtanasomboon) holds 12.51% of the registered/paid-up capital of Chuwit Farm (2019) Public Company Limited. Miss Wilasini Jungtanasomboon holds 0.11% of the paid-up capital of the company on and as of December 31, 2024</li><li>Mr. Jirayut Jungtanasomboon (son of Mr. Chuwit Jungtanasomboon) holds 12.51% of the registered/paid-up capital of Chuwit Farm (2019) Public Company Limited. Mr. Jirayut Jungtanasomboon holds 3.47% of the paid-up capital of the company on December 31, 2024.</li><li>Mr. Narin Jungtanasomboon (father of Mr. Chuwit Jungtanasomboon) holds 0.72% of the registered/paid-up capital of Chuwit Farm (2019) Public Company Limited.</li><li>Mrs. Chum Jungtanasomboon (mother of Mr. Chuwit Jungtanasomboon) holds 0.72% of the registered/paid-up capital of Chuwit Farm (2019) Public Company Limited.</li><li>Mr. Churat Jungtanasomboon (younger brother of Mr. Chuwit Jungtanasomboon) is a director of Chuwit Farm (2019) Public Company Limited.</li></ul>	✓	✓
4. N.E.Hemp Company Limited engaged in the import, production, and sale of hemp products.  The company has 2 directors:  1) Mr. Chuwit Jungtanasomboon 2) Mr. Pirasak Saririntrachai	<ul style="list-style-type: none"><li>Mr. Chuwit Jungtanasomboon holds 74.00% of the registered/paid-up capital of N.E.Hemp Company Limited, and Mr. Chuwit Jungtanasomboon holds 27.34% of the paid-up capital on December 31, 2024.</li></ul>	✗	✗

Company / Individuals who may have conflicts of interest	Relationship	Related Parties Transaction (Yes = ✓ / No = ✗)	
		2023	2024
5. Buriram Beef Farm Co.,Ltd. Engaged in livestock/cattle farming. Registered on April 11, 2024.  Engaged in livestock/cattle farming. The company has 2 directors: 1) Mr. Chuwit Jungtanasomboon 2) Mrs. Phanida Jungtanasomboon	<ul style="list-style-type: none"> <li>Mr. Chuwit Jungtanasomboon is a director and holds 30.00% of the registered/ paid-up capital of Buriram Beef Farm Company Limited, and Mr. Chuwit Jungtanasomboon holds 27.34% of the paid-up capital as on December 31, 2024.</li> <li>Mrs. Phanida Jungtanasomboon is a director and holds 25.00% of the registered/ paid-up capital of Buriram Beef Farm Company Limited, and Mr. Chuwit Jungtanasomboon holds 0.29% of the paid-up capital on December 31, 2024.</li> <li>Miss Wilasini Jungtanasomboon (daughter of Mr. Chuwit Jungtanasomboon) holds 15% of the registered/paid-up capital of Buriram Beef Farm Company Limited, and Miss Wilasini Jungtanasomboon holds 0.11% of the paid-up capital on December 31, 2024.</li> <li>Mr. Jirayut Jungtanasomboon (son of Mr. Chuwit Jungtanasomboon) holds 15% of the registered/paid-up capital of Buriram Beef Farm Company Limited, and</li> <li>Mr. Jirayut Jungtanasomboon holds 3.47% of the paid-up capital on December 31, 2024.</li> <li>Miss Mathucha Jungtanasomboon (daughter of Mr. Chuwit Jungtanasomboon) holds 15% of the registered/paid-up capital of Buriram Beef Farm Company Limited, and Miss Mathucha Jungtanasomboon holds 0.63% of the paid-up capital as of December 31, 2024.</li> </ul>	✗	✓
6. North East Rubber Cote d'Ivoire (NER-Cl) Engaged in agriculture and agricultural industry  The board of directors consists of 5 members: 1) Mr. Chuwit Jungtanasomboon 2) Mr. M'BAYE PAPA SOULEYE 3) Mr. NIAMKE MOSSOU IGNACE 4) Miss Kesnaree Jongchotsirikul 5) Mr. Jirayut Jungtanasomboon	<ul style="list-style-type: none"> <li>North East Rubber Cote d'Ivoire (NER-Cl) is a subsidiary of North East Rubber Public Company Limited, holding 100% of the registered capital on December 31, 2024.</li> <li>Mr. Chuwit Jungtanasomboon is a director of North East Rubber Cote d'Ivoire (NER-Cl) and holds 27.34% of the paid-up capital on December 31, 2024.</li> <li>Miss Ketanaree Jongchotsirikul is a director of North East Rubber Cote d'Ivoire (NER-Cl) and holds 0.007% of the paid-up capital on December 31, 2024.</li> <li>Mr. Jirayut Jungtanasomboon is a director of North East Rubber Cote d'Ivoire (NER-Cl) and holds 3.47% of the paid-up capital on December 31, 2024.</li> </ul>	✗	✓
7. Mr. Chuwit Jungtanasomboon	Board of Director, Authorized Director, Chief Executive Officer, and shareholder of the company holding 27.34% of the paid-up capital on December 31, 2024.	✓	✓
8. Mr. Churat Jungtanasomboon	Younger brother of Mr. Chuwit Jungtanasomboon and shareholder of the company holding 0.007% of the paid-up capital on December 31, 2023.	✗	✗
9. Mrs. Srikorn Jinadit	Spouse of Mr. Ronachit Jinadit, who is the Chairman of the Audit Committee/Independent Director of the company, and Mrs. Srikorn Jinadit is a shareholder of the company holding 0.03% of the paid-up capital on December 31, 2024.	✓	✓

Company / Individuals who may have conflicts of interest	Relationship	Related Parties Transaction (Yes = ✓ / No = ✗)	
		2023	2024
10. Mr. Jirayut Jungtanasomboon	Son of Mr. Chuwit Jungtanasomboon and shareholder of the company holding 3.47% of the paid-up capital on December 31, 2024.	✗	✗
11. Miss Mathucha Jungtanasomboon	Daughter of Mr. Chuwit Jungtanasomboon and shareholder of the company holding 0.63% of the paid-up capital on December 31, 2024.	✗	✓
12. Miss Wilasini Jungtanasomboon	Daughter of Mr. Chuwit Jungtanasomboon and shareholder of the company holding 0.11% of the paid-up capital on December 31, 2024.	✗	✗
13. Mrs. Phanida Jungtanasomboon	Spouse of Mr. Chuwit Jungtanasomboon and Executive Director, Deputy Chief Executive Officer of the Purchasing and Warehouse Division, and shareholder of the company holding 0.29% of the paid-up capital on December 31, 2024.	✗	✗
14. Mr. Sakchai Jongsathapongpan	Director of the company, Authorized Director, Executive Director, and Deputy Chief Executive Officer of the Accounting and Finance Division.	✗	✗
15. Miss Py Attpisarn	Director of the company, Authorized Director, Executive Director, and Deputy Chief Executive Officer of the Sustainability Development Division.	✗	✗
16. Miss Kesnaree Jongchotsirikul	Executive Director and Deputy Chief Executive Officer of the Marketing and Quality Control Division, and shareholder of the company holding 0.007% of the paid-up capital on December 31, 2024.	✗	✗



## 9.2.2 DETAILS OF RELATED PARTIES TRANSACTION

The company has transactions with individuals who may have conflicts of interest, which are related party transactions involving directors and/or executives and/or major shareholders, as well as affiliated companies that have individuals with conflicts of interest serving as directors and/or executives and/or major shareholders of the company. These transactions occurred in the fiscal year 2023, ending December 31, 2023, and in the fiscal year 2024, ending December 31, 2024. The details are as follows.

Individuals who may have conflicts of interest	Related Parties Transaction	Related Parties Transaction Values (Million Baht)		Necessity and Reasonableness
		2023	2024	
1. N.E. Agitech Company Limited	Buy Vehicles	4.27	-	The company has terminated the lease agreement for 5 vehicles, canceling it before the lease expiration date, and has purchased them as company assets at a price agreed upon by comparing with market prices.  <u>Opinion of the Audit Committee</u> opined that the transaction is reasonable, with price references compared to the local market, and is in the interest of the company's business operations.
	Lease Expense Write-off	1.15	-	The company has leased 5 vehicles for the purpose of transporting executives and employees, as well as for transporting raw materials, at a price agreed upon by comparing with market prices.  <u>Opinion of the Audit Committee</u> The Audit Committee has reviewed and opined that this transaction is a mutual lease with normal pricing and conditions, and the company has a policy not to engage in further leasing in the future.
	CSR Activity Expenses	-	16.25	The company purchased a tractor at a price comparable to market prices, which is the same as the price for general public transactions, to donate to a rubber plantation cooperative participating in the community and social development project under the investment promotion measures for community and social development. <a href="https://www.boi.go.th/upload/content/1_2567.pdf">https://www.boi.go.th/upload/content/1_2567.pdf</a>  <u>Opinion of the Audit Committee</u> The Audit Committee has reviewed and opined that this transaction is a purchase of goods aimed at maximizing business benefits in supporting the company's CSR activities, conducted as part of normal business operations. The products purchased by the company from related companies align with the needs and business operations of the company. The purchase price from related companies is consistent with the terms agreed upon in the contract, which provides commercial benefits to both the company and the related companies without any intention of transferring benefits between them or any special transactions.



Individuals who may have conflicts of interest	Related Parties Transaction	Related Parties Transaction Values (Million Baht)		Necessity and Reasonableness
		2023	2024	
1. N.E. Agitech Company Limited (Continue)	<b>Agricultural Machinery Repair Expenses</b> - Repair service costs for agricultural tractors, as the company has purchased tractors from N.E. Agitech Company Limited and requires repairs when the tractors are damaged.	1.27	0.023	The company utilizes repair services for agricultural tractors to ensure that these assets are properly maintained and operate at full efficiency. The repair costs are at standard pricing and payment terms, consistent with services from other providers.
	<b>Maintenance costs for equipment and tools</b>	0.05	0.008	The company utilizes repair services for vehicle spare parts and tools to ensure optimal maintenance and functionality.
	<b>Vehicle rental expenses</b>	-	0.032	
	<b>Other operating expenses</b>	-	0.022	The company rents vehicles along with fuel costs for business operations in cases where the available vehicles are insufficient, at an agreed price.
	<b>Other payables</b>			<u>Opinion of the Audit Committee</u>
	- Outstanding payables for spare parts and maintenance of vehicles	0.73	0.015	The Audit Committee has reviewed and opined that the use of repair and maintenance services for agricultural tractors from N.E. Agitech Company Limited is necessary and reasonable, with pricing and service terms being standard and payment conditions similar to those of other providers, serving the interests of the company's business operations.
2. S.K. Petroleum Company Limited	<b>Fuel Costs</b> <b>Fuel and Toll Costs</b> - Fuel costs for vehicle travel and operations	22.40	15.35	The company purchases fuel for vehicle travel and operations, as well as fuel for transporting goods and receiving raw materials, including the use of tractors and water pumps for planting Napier grass. The prices and payment terms are based on market rates compared to services from other providers.
	<b>Other Consumable Materials Costs</b>			<u>Opinion of the Audit Committee</u>
	- Purchase cost of gasoline for the lawnmower	0.008	-	The Audit Committee has reviewed and opined that the purchase of vehicle fuel from SK Petroleum Co., Ltd. is reasonable, with prices being standard and payment terms not differing from others, and it serves the business interests of the company.
	<b>Other Creditors</b>			
	- Outstanding creditors from fuel transactions	1.02	0.59	

Individuals who may have conflicts of interest	Related Parties Transaction	Related Parties Transaction Values (Million Baht)		Necessity and Reasonableness
		2023	2024	
3. Chuwit Farm (2019) Public Company Limited	<b>Lease-related expenses</b> Assets under lease awaiting accounting – net <b>Liabilities under lease - net</b>	0.31 0.36 0.37	– – –	The company is undertaking a biogas production project and needs to procure raw materials to be used as a mixture for biogas fermentation at an agreed price, which is the farm gate price excluding transportation costs. <u>Opinion of the Audit Committee</u> The Audit Committee has reviewed and opined that the aforementioned items are reasonable, with prices not differing significantly from general market prices and with payment terms that are standard and customary, serving the interests of the company's business operations.
	<b>Other creditors</b> – Outstanding creditors from vehicle rental expenses	0.03	–	
	<b>Costs of raw materials for biogas and transportation:-</b> – Purchase cost of biogas raw materials (chicken manure, sawdust) – Transportation service fees for chicken manure and sawdust	6.25 0.86	– –	
4. Buriram Beef Farm Co.,Ltd.	<b>Other Income</b> – Income from the sale of agricultural products	–	2.32	The company sells Napier grass to Buriram Beef Farm Company Limited at market prices charged to external parties. <u>Opinion of the Audit Committee</u> The Audit Committee has considered and opined that the transaction is reasonable, with price references compared to the local market, and is in the interest of the company's business operations.



Individuals who may have conflicts of interest	Related Parties Transaction	Related Parties Transaction Values (Million Baht)		Necessity and Reasonableness	
		2023	2024	2023	2024
5. Mr.Chuwit Jungtanasomboon	Buy Vehicles	2.85	-	The company has terminated the lease agreement for 2 vehicles on July 31, 2023, canceling it before the lease's expiration date and purchasing them as company assets at an agreed price compared to market value.	
	<u>Opinion of the Audit Committee</u>			The Audit Committee has reviewed and opined that this transaction is reasonable, referencing market prices for comparison, and is in the interest of the company's business operations.	
	<b>Lease Expense Write-off</b>	0.49	0.41	As the company is undertaking an energy crop planting project to use as raw materials for the biogas project, it is necessary to secure land for planting Napier grass. The company has leased land from Mr. Chuwit Jungtanasomboon for planting Napier grass in three plots: 60 rai, 160 rai, and 181 rai, with the rental rates being in accordance with market rates, referencing rental prices in nearby areas.	
	<u>Opinion of the Audit Committee</u>			The Audit Committee has reviewed and opined that this transaction is reasonable, referencing market prices in nearby areas from external parties, and is in the interest of the company's business operations.	
	<b>Assets under lease agreement - net</b>	0.92	0.51	The company sells finished rubber sheets to Mr. Chuwit Jungtanasomboon's cattle farm at market prices applicable to external customers, with payment terms identical to those for general customers.	
	<b>Liabilities under lease agreement - net</b>	0.86	0.44	<u>Opinion of the Audit Committee</u>	
	<b>Revenue from the sale of finished rubber products</b>	1.25	-	The Audit Committee has reviewed and opined that this transaction is reasonable, with selling prices and payment terms not differing from those for general customers, and is in the interest of the company's business operations.	
	<b>- Revenue from the sale of finished rubber sheets (cow bedding)</b>				

Individuals who may have conflicts of interest	Related Parties Transaction	Related Parties Transaction Values (Million Baht)		Necessity and Reasonableness
		2023	2024	
5. Mr. Chuwit Jungtanasomboon (Continue)	<b>Revenue from the sale of agricultural products</b> - Revenue from the sale of chopped Napier grass	3.27	-	The company rents vehicles for the transportation of executives and employees at an agreed price compared to market rates. The company sells tractors to Phanomrung Beef Farm (Mr. Chuwit) at an agreed price based on market comparisons, which were originally tractors rented by the company.
	<b>Other receivables</b> - From the sale of chopped Napier grass - From the sale of unfinished rubber sheets (cow bedding)	1.05 0.48	-	<u>Opinion of the Audit Committee</u> The Audit Committee has reviewed and opines that the transactions are reasonable, with price references compared to the local market, and are in the interest of the company's business operations.
	<b>Other payables</b> Outstanding payables from vehicle rental expenses	0.46	-	
	<b>Other income</b> - Income from the sale of tractors - Rental of Tractors (Apr.-Jun. 2023)	0.41 0.11	-	
	<b>Income from Executive Housing Rent</b> - Income from renting land with buildings for use as residence for the Chief Executive Officer.	0.27	0.27	The company has provided the Chief Executive Officer with a lease for land and buildings, which consists of a three-story single-family house located at 398, Moo 4, Kok Ma Subdistrict, Prakhon Chai District, Buriram Province 31140, within the factory premises owned by the company for residential use. The rental rate is 22,500 baht per month for a lease term of 3 years, with the rental rate based on the appraised value of the property by an appraiser listed among the asset valuation companies in the capital market and principal appraisers approved by the Securities and Exchange Commission.
				<u>Opinion of the Audit Committee</u> The Audit Committee has reviewed and opined that the transaction is necessary and reasonable, as the rental rate has been compared with market prices, which were prepared by the appraiser listed among the asset valuation companies in the capital market and principal appraisers approved by the Securities and Exchange Commission



Individuals who may have conflicts of interest	Related Parties Transaction	Necessity and Reasonableness			
		Related Parties Transaction Values (Million Baht)		2023	2024
6. Mrs.Srikkorn Jinadit	<b>Purchase of Bonds:</b> The company issued bonds for the first time in 2022, Series 1, with a maturity of 5 years and an interest rate of 5.65% per annum. Ms. Srikkorn purchased bonds from the company amounting to 3.00 million Baht. - Bond Interest - Accrued Bond Interest	3.0	3.0	The company issued bonds for the first time in 2022 with a maturity of 5 years and an interest rate of 5.65% per annum, with a total offering value of 1,161.50 million Baht. These bonds were offered to institutional investors and/or major investors. Mr. Srikkorn, who is classified as a major investor according to the definition of the Securities and Exchange Commission, purchased bonds from the first issuance of 2022, Series 1, amounting to 3.00 million, which has the same price, interest rate, and other conditions as those offered to other general investors. <u>Opinion of the Audit Committee</u> The Audit Committee considered and opined that the transaction is reasonable, priced according to market rates, and the other conditions are not different from those of other bond subscribers.	
7. Miss Mathucha Jungtanasomboon	Purchase of Cup Rubber Raw Materials	-	0.69	The company is purchasing cup rubber raw materials - EDUR for use in the production of rubber blocks by the company, with prices in accordance with the announced purchasing prices for rubber and payment terms that are not different from those of general customers, aimed at benefiting the company's business operations <u>Opinion of the Audit Committee</u> The Audit Committee has considered and opined that the purchase of the aforementioned raw materials is intended to maximize benefits for business operations and aligns with the company's business needs. Furthermore, the purchasing price is not different from market prices, and the payment terms are standard, making this a reasonable transaction.	
8. North East Rubber Cote d'Ivoire (NER-Cl)	Investment in Subsidiary	-	0.565	The company registered the establishment of its subsidiary NER-Cl on September 12, 2024, to engage in the production and sale of smoked sheet rubber, block rubber, and compounded rubber. It was established and registered as a limited company under the laws of Côte d'Ivoire, with a registered capital of 10 million CFA francs (565,400 baht). <u>Opinion of the Audit Committee</u> The Audit Committee has reviewed and opined that the registration of the subsidiary will be a transaction conducted in the ordinary course of business as usual, with no special items involved. There is no transfer of benefits between the company, the subsidiary, related companies, and shareholders, which is disclosed in related party transactions in accordance with the regulations of the Securities and Exchange Commission, as well as in compliance with accounting standards regarding the disclosure of information related to related parties or entities.	

Investors can review the information on related party transactions as detailed in the financial statements and the notes to the financial statements under the section on transactions with related individuals and companies.

### 9.2.3 OPINION OF THE AUDIT COMMITTEE

The company's audit committee has considered and provided opinions regarding Related Parties Transactions of the company with other companies or with individuals who may have conflicts of interest, have vested interests, or may have future conflicts of interest, in accordance with the announcement from the Securities and Exchange Commission. In the meeting, it was concluded that the various Related Parties Transactions are reasonable and comply with fair commercial terms, treated similarly to transactions with unrelated parties in general, and there is no transfer of benefits between the company.

### 9.2.4 MEASURES AND PROCEDURES FOR APPROVING RELATED PARTIES TRANSACTIONS

In cases where there are Related Parties Transactions of the company with individuals who may have conflicts of interest, have vested interests, or may have future conflicts of interest, these transactions should be conducted in a manner similar to what a prudent person would do with general counterparties in the same circumstances. This should be done with bargaining power free from influence due to the status of being a director, executive, or related person, and under normal trading conditions or market prices, within reasonable terms that can be verified and do not result in the transfer of benefits. The executives of the company are able to proceed normally under the principles that the Board of Directors has considered and approved, and prepare a summary report to inform the Audit Committee on a quarterly basis.

In cases where there are Related Parties Transactions that are not ordinary commercial transactions, the company will provide an opinion from the Audit Committee regarding the necessity and appropriateness of such transactions. If the Audit Committee lacks expertise in considering

potential Related Parties Transactions, the company will consider appointing an independent appraiser, a specialized independent expert, or an auditor to provide opinions on the Related Parties Transactions to the Audit Committee. This is to assist the Audit Committee in making decisions and providing opinions to the Board of Directors or shareholders, as the case may be, for the approval of such transactions before they are executed. Furthermore, the consideration and approval of Related Parties Transactions must comply with the laws on securities and the stock market, as well as the regulations, announcements, orders, or requirements of the Stock Exchange of Thailand, whereby those who may have conflicts of interest or vested interests in the Related Parties Transactions will not have the right to vote on those transactions.

### 9.2.5 FUTURE POLICIES OR TRENDS REGARDING RELATED PARTIES TRANSACTIONS

In the future, if the company needs to engage in Related Parties Transactions with individuals who may have conflicts of interest with the company, the company will establish various conditions to align with normal business practices and market prices that can be referenced and compared with the terms or prices occurring in similar businesses that the company conducts with external parties. The company will have the Audit Committee provide opinions regarding the price, compensation rates, as well as the necessity and appropriateness of such Related Parties Transactions. In cases where the Audit Committee lacks expertise in evaluating potential Related Parties Transactions, the company will consider having an independent appraiser, a specialized independent expert, or the company's auditor provide opinions regarding the Related Parties Transactions to assist the Audit Committee in making decisions and providing opinions to the Board of Directors or shareholders as appropriate. The company will disclose Related Parties Transactions in the notes



to the financial statements audited by the company's auditor, as well as disclose such Related Parties Transactions in the annual information report/annual report (Form 56-1 One Report) in accordance with the regulations and laws concerning securities and the stock market, and the rules, announcements, orders, or requirements of the Stock Exchange of Thailand.

Potential Related Parties Transactions in the future must comply with the criteria set by the Office of the Securities and Exchange Commission of Thailand, and directors must not approve any transactions in which they or individuals who may have conflicts of interest in any other manner with the company are involved. They must disclose such transactions to the Board of Directors for consideration. The company must comply with the laws concerning securities and the stock market, as well as the rules, announcements, orders, or requirements of the Stock Exchange of Thailand, including adherence to the requirements regarding the disclosure of related party transactions and the acquisition or disposal of the company's assets, and comply strictly with the accounting standards set by the Association of Accountants. Additionally, the company will not engage in related party transactions with affiliated companies that are not part of the company's normal business operations.

## 9.2.6 INVESTOR PROTECTION MEASURES

To protect investors, in the future, if there are Related Parties Transactions of the company with individuals who may have conflicts of interest, have vested interests, or may have future conflicts of interest, the company will ensure that such transactions are presented at the Audit Committee meeting and the Board of Directors meeting, which includes the participation of the Audit Committee members (except for Related Parties Transactions that have commercial agreements with general trading conditions, which the Board of Directors has already approved in principle to allow executives to proceed). This is to ensure that Related Parties Transactions are conducted fairly and that there is a policy for setting appropriate prices, with the Board of Directors required to perform its duties in accordance with the laws on securities and the stock market, as well as the regulations, announcements, and requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. This includes strict compliance with disclosure requirements regarding related transactions and the acquisition or disposal of significant assets of listed companies. Additionally, the company discloses Related Parties Transactions in the notes to the audited financial statements.