



Corporate Governance & Business Code of Conduct Handbook

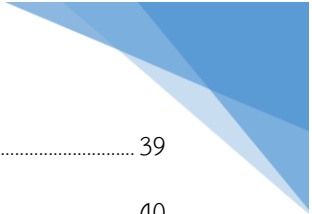
Revised Edition 2025

Northeast Rubber Public Company Limited

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Corporate Governance Policy

The Board of Directors of North East Rubber Public Company Limited (the “Company”) is committed to promoting the Company as an organization that operates with efficiency, excellence in governance, and sound management practices. The Company aims to deliver sustainable value to shareholders while considering the interests of all stakeholders. It upholds ethical business conduct, transparency, and accountability. Accordingly, the Company has established this Corporate Governance Policy in alignment with the Corporate Governance Code (CG Code) issued by the Securities and Exchange Commission of Thailand. This policy serves as a guideline for the Board of Directors, executives, and employees in performing their duties as follows:

1. The Board of Directors and executives play a vital role in defining the Company’s vision, strategy, policies, objectives, and operational plans to ensure long-term sustainability and value creation. They assess risks and impacts, both direct and indirect, and oversee resource allocation, financial reporting, and auditing systems to ensure reliability. The Company conducts its business ethically and responsibly toward society and the environment.

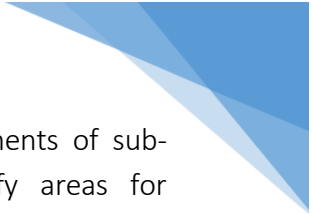
2. The Board of Directors, executives, and all employees are committed to applying the principles of good corporate governance to build trust and confidence among stakeholders and enhance the Company’s long-term competitiveness. The governance outcomes include:

- 2.1 Transparency: Accurate, complete, and timely disclosure of information to enable stakeholders to make informed decisions.
- 2.2 Accountability: Directors and executives are accountable for their decisions and actions and responsive to stakeholder inquiries and concerns.
- 2.3 Equitable Treatment: Fair and equal treatment of shareholders and stakeholders without discrimination.
- 2.4 Participation: Encouraging stakeholder involvement in decision-making and operations to foster collaboration and mutual understanding.
- 2.5 Risk Management: Effective identification, assessment, and management of risks.
- 2.6 Long-term Value Creation: Strategic planning and operations focused on sustainable value creation rather than short-term gains.
- 2.7 Ethics: Conducting business with integrity and in compliance with applicable laws and regulations.

3. The Board of Directors shall perform its duties with dedication, responsibility, and independence. The roles of the Chairman and Chief Executive Officer are clearly separated. The Board’s structure, composition, and qualifications are defined to ensure effective performance.

4. The Board and executives shall lead by example in ethical conduct and business integrity, and manage conflicts of interest and related party transactions appropriately.

5. The Board may appoint specialized committees as necessary to thoroughly review significant matters.



6. The Board shall conduct annual self-assessments, including assessments of sub-committees and individual directors, to evaluate performance and identify areas for improvement. The results shall be presented to the Board for acknowledgment.

7. The Board shall establish a Corporate Governance Handbook outlining ethical standards and codes of conduct for directors, executives, and employees to follow alongside the Company's rules and regulations.

8. The Board, executives, and employees shall ensure adequate, reliable, and timely disclosure of both financial and non-financial information. The Company shall maintain public relations and investor relations units to provide information to investors and the public and support shareholder engagement.

9. The Board shall implement a transparent and fair process for selecting qualified personnel for key management positions at all levels.

10. The Board shall establish an effective anti-corruption system to ensure that management is aware of and committed to anti-corruption measures and compliance.

11. This policy shall be reviewed annually or upon significant changes.

Corporate Governance Practices

Section 1: Shareholders' Rights


The Company recognizes the importance of the fundamental rights of all shareholders, including institutional investors, and is committed to treating all shareholders fairly and in accordance with the law. Shareholders are entitled to freely buy, sell, and transfer shares; receive dividends; attend shareholder meetings; propose meeting agenda items in advance; nominate individuals for election as directors; express opinions and raise questions constructively during meetings; and participate in key corporate decisions through voting, such as the appointment of directors and auditors.

Right to Attend Shareholders' Meetings

The Company holds its Annual General Meeting of Shareholders (AGM) in compliance with the regulations of the Stock Exchange of Thailand (SET) and the guidelines of the Securities and Exchange Commission (SEC). The Company encourages shareholders to fully exercise their rights within the appropriate scope and in accordance with SET requirements. Preparations for the AGM include:

Before the Shareholders' Meeting

The Company determines the date, time, and venue of the shareholders' meeting to encourage shareholder participation and ensure ease and convenience of access. A notice of meeting is sent to shareholders, clearly outlining the agenda items categorized as for acknowledgment, approval, or consideration, along with the Board of Directors' opinions on each item. Comprehensive supporting documents are also provided. Additionally, the



Company publishes the meeting notice on its website and through the SET Link system of the Stock Exchange of Thailand at least 14 days in advance.

The Company also provides shareholders with the opportunity to submit questions in advance and to nominate individuals for election as directors prior to the meeting. The criteria and procedures for submitting questions and nominations are communicated in advance through the Company's information disclosure channels and website. These guidelines are published on the Company's website, and submissions can be made via email at investor@nerubber.com or by post to:

Company Secretary Office

Attn: Ms. Nongyao Sikeaw

North East Rubber Public Company Limited

398 Moo 4, Khok Ma Subdistrict, Prakhon Chai District, Buriram Province 31140

Furthermore, the Company promotes the exercise of voting rights by shareholders who are unable to attend the meeting in person by allowing proxy appointments. Three types of proxy forms are provided, enabling shareholders to specify their voting preferences. These forms are included with the meeting notice and are also published on the Company's website. To ensure transparency and provide shareholders with a reliable option, the Company nominates two independent directors to serve as proxy holders.

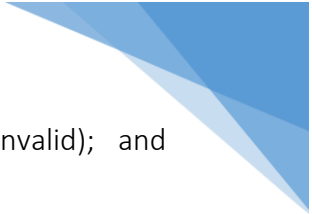
On the Day of the Shareholders' Meeting

The Board of Directors ensures that the shareholders' meeting is conducted in an orderly, transparent, and efficient manner. During the meeting, the Company discloses details regarding the quorum and the proportion of shareholders attending in person and by proxy. Voting procedures and regulations are clearly explained before the meeting begins. The Chairman of the Board presides over the meeting in accordance with the Company's Articles of Association and allocates appropriate time for each agenda item as outlined in the meeting notice. Shareholders are given the opportunity to express their opinions and raise questions on matters related to the Company. The Annual General Meeting of Shareholders is attended by the Board of Directors, as well as the external auditor, financial advisor, and legal advisor, who are present to listen to shareholders' views and respond to inquiries.

The Board promotes the use of technology to enhance transparency in the meeting process, including shareholder registration, vote counting, and result presentation. A real-time electronic voting system is employed, and independent observers are appointed to verify the vote counting process. The results are displayed immediately after counting and recorded in the meeting minutes. During the meeting, shareholders are encouraged to express their views and ask questions on relevant matters. Ballots are used for significant agenda items, such as related party transactions or the acquisition or disposal of assets, to ensure transparency and verifiability in the event of any future disputes.

Meeting Minutes and Disclosure of Resolutions

The Company prepares accurate and complete minutes of the shareholders' meeting, including the names of attending directors, executives, external auditor, and advisors; agenda



details; voting procedures; vote results (approve, disapprove, abstain, invalid); and shareholder questions and responses.

The meeting resolutions are disclosed to the public via the SET's information system and the Company's website within 14 days after the meeting.

Other Shareholder Rights

In addition to voting rights, the Company grants shareholders the following rights:

- The right to appoint a proxy to attend and vote on their behalf
- The right to express opinions and ask questions during the meeting
- The right to propose additional agenda items
- The right to nominate individuals for directorship
- The right to receive fair and equitable returns across all shareholder groups

Section 2: Equitable Treatment of Shareholders


The Company places great importance on safeguarding the interests of all shareholders individual, minority, major, institutional, and foreign by ensuring fair and equal treatment. All shareholders receive dividends at the same rate. The Company also allows shareholders to propose meeting agenda items and nominate qualified individuals for election as directors at least 90 days prior to the Annual General Meeting (AGM), with the relevant criteria published on the Company's website.

Shareholders have the right to appoint proxies to attend and vote on their behalf. They are entitled to receive proxy forms and instructions that comply with legal requirements. Once a proxy form is submitted to the meeting, the proxy holder has the same rights as the shareholder. Shareholders may also appoint the Company's independent directors as their proxies. The Company provides complete and appropriate background information on each independent director to assist shareholders in making informed decisions.

Additionally, the Company regularly updates its website with current information to ensure shareholders are informed of any significant changes and disclosures required by applicable regulations.

Insider Information Protection

The Company is committed to the accurate and timely disclosure of material information in accordance with good corporate governance principles. This commitment is documented in the Corporate Governance Handbook and the Business Code of Conduct. The Company prohibits the use of insider information for trading its securities or for personal gain. Disclosures are made equally and consistently to all shareholders within the timeframe and responsibilities defined by the Company. Customers, shareholders, investors, and interested parties may access Company information or request additional details via the Company's website. The Investor Relations and/or Company Secretary are responsible for providing general information and coordinating with relevant personnel. The Company's disclosure policy limits access to insider information to mid- to senior-level executives within relevant departments. Audited financial statements are maintained by the Deputy Chief Financial



Officer, and other confidential information is shared only with managers and above. Disciplinary action will be taken against any individual who misuses insider information and causes damage.

Supervision of Insider Securities Trading

The Company prohibits directors, executives, and employees who possess insider information from trading the Company's securities from the date they become aware of such information until it is publicly disclosed. In particular, trading is prohibited during the one-month period prior to the public release of financial statements.

Directors and executives must disclose and report any changes in their shareholdings to the Securities and Exchange Commission (SEC) in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992), including changes in shareholdings by their spouses and minor children. Reports can be submitted via the SEC's website at <https://market.sec.or.th/public/idisc/th/r59> within three business days of the transaction. The Company Secretary is assigned to provide guidance and support to directors and executives in fulfilling these reporting obligations. Directors and executives must also submit a copy of the report to the Company Secretary on the same day it is filed with the SEC.

Disclosure of Directors' and Executives' Interests

The Company requires directors and executives to disclose any personal or related party interests whenever entering into transactions with the Company. Disclosures must be made upon any change during their tenure and annually at year-end. The Company Secretary is responsible for collecting and maintaining these reports and submitting them to the Chairman of the Board and the Chairman of the Audit Committee for review and oversight in accordance with good corporate governance practices.

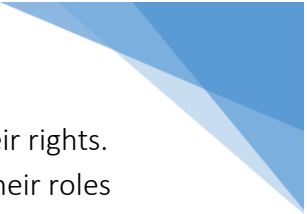
Reporting Conflicts of Interest and Related Party Transactions

To prevent conflicts of interest, the Company has established a clear policy for managing related party transactions. Approval procedures are documented in writing. Directors with a vested interest in any agenda item are not permitted to vote on that item. These practices are outlined in the Corporate Governance Handbook and the Business Code of Conduct for directors, executives, and employees.

For related party transactions, the responsible department prepares all relevant details and submits them to the Company Secretary, who then presents them through the appropriate approval process. Executives and directors with a vested interest are excluded from the approval process.

Section 3: Responsibilities Toward Stakeholders

The Company places great importance on governance and fair treatment of all stakeholder groups, including customers, employees, business partners, shareholders and/or investors, creditors, and the community. Stakeholders are protected under applicable laws



and agreements, and the Company refrains from any actions that may violate their rights. The Company also encourages stakeholder participation in ways that align with their roles and responsibilities to enhance corporate performance, ensure sustainable business operations, and deliver fair benefits to all parties. Additionally, the Company provides communication channels for stakeholders to submit suggestions or information to the Audit Committee.

The Board of Directors regularly reviews and updates policies and practices related to stakeholders, promoting collaboration to strengthen financial stability and long-term sustainability. These practices include:

1) Shareholders

The Company recognizes the fundamental rights of shareholders and ensures fair and lawful treatment. Shareholders are entitled to buy and transfer shares, receive dividends, access corporate information, attend meetings, vote on agenda items, appoint proxies, elect directors and auditors, express opinions, ask questions, propose agenda items, and nominate directors in advance. The Company strictly upholds these rights and avoids any actions that may infringe upon them.

2) Employees

The Company places great importance on all levels of employees, ensuring fair and equal treatment and providing compensation that reflects each individual's knowledge and capabilities. The Company is committed to developing employee potential and competencies through an effective performance management system. Organizational performance indicators (Corporate KPIs) are established based on the Balanced Scorecard framework, and a robust performance evaluation system is in place. The Company also prioritizes maintaining a safe and healthy working environment to enhance employees' quality of life.


Short-term Compensation : The Company offers competitive remuneration comparable to industry standards to retain and attract talent. Annual bonuses are determined based on the Company's performance and individual achievements, as measured by key performance indicators (KPIs).

Long-term Compensation : The Company evaluates employee performance and potential to provide appropriate long-term rewards for high-performing individuals. Career growth opportunities are aligned with the Company's succession planning, and employer-employee incentive programs are implemented to support long-term organizational growth.

In addition to compensation, the Company provides appropriate employee welfare benefits, which are regularly reviewed to reflect changing economic and social conditions. These include annual health check-ups, travel allowances, and a provident fund to ensure financial security after employment or upon retirement.

The Company also provides training and communication to directors, executives, and employees regarding its anti-corruption policy. This is delivered through orientation programs and internal seminars as appropriate. These initiatives aim to foster integrity, responsibility, and ethical conduct in accordance with the Company's Code of Conduct. Communication is facilitated through internal bulletin boards and the Company's website.

3) Business Partners



The Company places great importance on selecting appropriate business partners and ensures that the selection and treatment processes are fair and equitable. Procurement of goods and services is conducted under commercial terms and in strict compliance with contractual agreements. The Company aims to build long-term, mutually beneficial relationships based on ethical standards and promotes fair and transparent procurement practices.

4) Competitors

The Company conducts its business ethically and transparently, maintaining fair competition with industry peers. It adheres to proper competitive practices and refrains from acquiring confidential information through dishonest or inappropriate means. The Company also avoids defaming competitors or making malicious accusations.

5) Customers

The Company is committed to delivering high-quality products and services, ensuring timely delivery, maintaining customer confidentiality, and offering fair and equitable pricing. It continuously improves product and service quality and safety standards to maximize customer satisfaction. Customer satisfaction surveys are conducted regularly to guide improvements and enhance customer experience.

6) Creditors

The Company conducts its business with prudence and treats creditors fairly, ensuring timely repayment in accordance with agreed terms. It strictly complies with contractual and financial obligations, including the purpose of fund usage, repayment schedules, collateral quality, and other agreed conditions. In cases where changes to terms are necessary, the Company promptly informs creditors to jointly determine reasonable solutions. The Company is committed to maintaining long-term, trustworthy relationships and uses approved credit facilities strictly for declared purposes.

7) Regulatory Authorities

The Company strictly complies with all applicable laws, regulations, rules, and directives issued by government agencies.

8) Community, Society, and Environment

The Company is committed to environmental responsibility and actively supports community and social development. It engages in public benefit activities and contributes to improving the quality of life in surrounding communities. This includes local employment, sourcing raw materials, and community development initiatives. The Company also provides education and support to local communities and monitors the progress of joint projects annually.

The Board of Directors recognizes the importance of social and environmental stewardship and promotes employee awareness through training programs. Employees are encouraged to participate in activities related to environmental protection, safety, occupational health, and labor practices, including compliance with ISO 14001:2015 standards, internal audits, and environmental performance evaluations.



Anti-Corruption and Whistleblowing Policy

North East Rubber Public Company Limited (the “Company”) places great importance on adhering to the principles of good corporate governance and conducting business with transparency, integrity, and accountability. The Company strictly complies with all applicable laws and regulations and ensures that its operations are auditable. Accordingly, the Board of Directors has established this Anti-Corruption and Whistleblowing Policy as follows :

Definitions

Corruption refers to any form of bribery, including offering, promising, giving, soliciting, or receiving money, assets, or any improper benefits—either directly or indirectly—to or from government officials, public or private entities, or any person in a position of responsibility, in order to induce them to act or refrain from acting in a way that secures or retains business or other improper advantages for the Company. Exceptions apply only where permitted by law, regulations, official announcements, local customs, or commercial practices.

Fraud refers to the act of unlawfully seeking benefits for oneself or others.

Anti-Corruption Policy

The Company is committed to opposing all forms of corruption and fraudulent activities, whether for direct or indirect benefit, and regardless of whether the Company is the giver, receiver, or proposer of a bribe. This includes both monetary and non-monetary forms of bribery involving public or private sector entities with which the Company conducts business. The key principles are as follows:

1. The Company does not offer, pay, solicit, agree to, or accept bribes in any form, either directly or indirectly, to gain favorable treatment or business advantages.
2. The Company does not engage in unlawful transactions involving government officials, individuals, or other entities, whether directly or indirectly.
3. The Company does not make donations or financial contributions to individuals or organizations as a means of facilitating bribery.
4. The Company does not provide financial or other benefits, directly or indirectly, to political parties, political groups, or politically affiliated individuals to gain business advantages or personal benefits.


Whistleblowing Policy

The Board of Directors has assigned the Audit Committee to receive complaints from all stakeholders. This is to ensure protection and fairness for those who report misconduct or provide information related to fraud or violations against the Company, as outlined below:

1. Objectives

1.1 To encourage directors, sub-committees, executives, employees, and all stakeholders to report any misconduct or fraud related to the Company.

1.2 To establish secure and confidential channels for reporting misconduct and fraud, enabling individuals to express concerns with confidence.



1.3 To protect whistleblowers from threats, intimidation, job reassignment, suspension, dismissal, termination of business dealings, or any unfair treatment. The identity of the whistleblower and the information provided will be kept strictly confidential.

2. Definitions

- 2.1 The Company : Refers to North East Rubber Public Company Limited.
- 2.2 Employees : All employees of the Company at every level and position, including directors, sub-committees, and executives.
- 2.3 Stakeholders : Includes employees, customers, business partners, competitors, related organizations, communities, manufacturers, vendors, subcontractors, financial institutions, shareholders, trade creditors, trade debtors, investors, etc.
- 2.4 Whistleblower : Any person who discloses information regarding misconduct or unethical behavior they have witnessed.
- 2.5 Investigation Team : A team appointed by the Company, consisting of a chairperson and members, to conduct preliminary investigations.
- 2.6 Complaint Recipient : The Chairman of the Audit Committee.

3. Eligible Whistleblowers

Any stakeholder or individual, including directors, sub-committees, executives, and employees, who witnesses violations of laws, regulations, company policies, or unethical conduct that may harm the Company. The following matters are excluded:

- 1. Job applications
- 2. Surveys or requests for company information
- 3. Donation requests
- 4. Matters beyond the Company's authority
- 5. Issues not beneficial to the Company's operations

4. Whistleblowing Channels

Whistleblowers may report concerns through the following channels:

4.1 By mail to the Chairman of the Audit Committee (Independent Director):

Mr. Ronachit Jinadit, Chairman of the Audit Committee

North East Rubber Public Company Limited

398 Moo 4, Khok Ma Subdistrict, Prakhon Chai District, Buriram 31140

Email: cac@nerubber.com

Tel: 089-7674222

4.1.2 Company Secretary


North East Rubber Public Company Limited

398 Moo 4, Khok Ma Subdistrict, Prakhon Chai District, Buriram 31140

Tel: 044-666928-9 ext. 126

4.2 Orally or in writing

4.3 Company-designated complaint boxes



4.4 Anonymous reports must include sufficient factual details or evidence to reasonably believe that a violation or fraud has occurred.

All reports will be treated with the highest confidentiality. Whistleblowers may use more than one channel and are not required to reveal their identity. However, self-identification may facilitate follow-up and resolution.

5. Investigation Procedures

5.1 The complaint recipient will conduct or assign a trusted party to conduct an independent and impartial investigation.

5.2 If a supervisor or recipient becomes aware of credible misconduct, they must notify the internal investigation team within 7 days. The team will maintain a complaint register and submit quarterly reports to the Audit Committee and Executive Committee.

5.3 Investigators may request relevant individuals or documents as needed.

5.4 If the allegation is substantiated, disciplinary or legal action will be taken.

6. Whistleblower Protection

6.1 Whistleblowers may remain anonymous but must provide sufficient factual evidence. Self-identification may expedite the investigation.

6.2 All related information will be kept confidential and disclosed only as necessary, with strict safeguards.

6.3 The Company prohibits threats, intimidation, or retaliation against whistleblowers or cooperating individuals acting in good faith.

6.4 Employees who refuse to engage in misconduct will not face demotion or penalties, even if the Company loses business opportunities.

6.5 Stakeholders involved in business transactions with the Company will also be protected.

6.6 Those who suffer damages will receive fair and appropriate remedies.

6.7 Whistleblowers and accused individuals have the right to be informed of the investigation outcome if the case is not pursued.

Disciplinary Actions

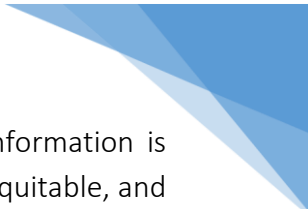
Any director, executive, employee, or staff member who violates or fails to comply with this policy will be subject to disciplinary action under the Company's regulations and may face legal consequences. Claims of ignorance of this policy or relevant laws are not acceptable excuses.

Policy Review

This policy shall be reviewed and updated at least once a year or when significant changes occur.

Section 4: Disclosure and Transparency

The Company places great importance on information disclosure. A disclosure policy has been established, reviewed, and approved to ensure the appropriateness of disclosing and



utilizing key corporate information. The Company ensures that all material information is disclosed accurately, completely, timely, and transparently through accessible, equitable, and reliable channels in accordance with legal requirements. Key information disclosed includes financial reports and non-financial information that may affect the Company's securities price, in compliance with the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

The Company ensures the quality of its financial reports by adhering to financial reporting standards and having them audited by an independent auditor approved by the SEC. Additionally, the Company discloses the following to demonstrate transparency: Board and Audit Committee performance, including meeting frequency and individual attendance ,Remuneration policies for directors and senior executives ,Corporate governance policies and performance All such information is disclosed on the Company's website: www.nerubber.com

The Board of Directors emphasizes the importance of accurate and sufficient disclosure of both financial and general information. The Investor Relations Department is responsible for preparing an annual investor relations plan and ensuring effective communication with investors, shareholders, and analysts through various channels, including : SET announcements , Company website , Online meetings , Quarterly performance briefings Annual Registration Statement / Annual Report (Form 56-1 One Report)


The Company also has a Public Relations Department responsible for regularly communicating the Company's operations and performance to shareholders, institutional investors, analysts, employees, and the public. The Investor Relations Department coordinates with investors and analysts through Analyst Meetings, Roadshows, Conference Calls, and participation in domestic and international investor events organized by institutions and the SET. Senior executives actively participate in these activities alongside the Investor Relations team.

Section 5: Responsibilities of the Board of Directors

1) Board Structure and Sub-Committees

The Board of Directors comprises qualified individuals from diverse professional backgrounds with varied experiences. The Board independently determines and approves policies that benefit the Company's operations and shareholders. Key responsibilities include: Establishing corporate governance policies, Monitoring and evaluating management performance ,Comparing actual performance against strategic plans

The Board consists of 7 members: 3 executive directors and 4 non-executive directors, of whom 4 are independent directors—exceeding one-third of the total—ensuring a proper balance of power. The Audit Committee comprises 3 independent directors, each serving a 3-year term, with clearly defined roles and responsibilities outlined in the Audit Committee Charter. All directors understand their duties and responsibilities, express their opinions



independently, and continuously update their knowledge. They perform their duties with honesty, prudence, and diligence, prioritizing the Company's best interests and fairness to all shareholders. Directors dedicate sufficient time to fulfill their responsibilities and attend Board meetings unless valid reasons prevent them.

The Board also emphasizes the importance of adequate, accurate, complete, transparent, and timely disclosure to shareholders, investors, and all stakeholders. This includes financial reports, operational results, and other relevant information that may impact the Company's securities price. Information is disseminated through various channels, including postal mail, SET and SEC platforms, and the Company's website.

Board Charter

The Board of Directors of North East Rubber Public Company Limited ("the Company") plays a vital role in defining the Company's vision, core objectives, strategies, and key business policies. The Board ensures good corporate governance to drive sustainable business growth and continuous improvement.

Board members must perform their duties with responsibility, prudence, diligence, and integrity, safeguarding the Company's interests and maximizing long-term shareholder value while addressing the expectations of all stakeholders.

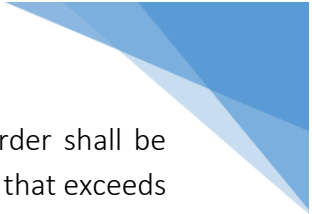
Appointed directors must meet the qualifications specified in Section 68 of the Public Limited Companies Act B.E. 2535 and the Capital Market Supervisory Board's Notification No. TorJor. 39/2559 dated September 30, 2016.

Board Composition and Nomination Criteria

The selection of directors and executives is based on the qualifications outlined in Section 68 of the Public Limited Companies Act B.E. 2535. The Company values board diversity, without discrimination based on gender, race, religion, knowledge, skills, or experience. A Board Skill Matrix is used to identify required competencies and guide the nomination process, ensuring alignment with the desired board structure and composition.

1. The Company shall have a Board of Directors to oversee its operations, consisting of no fewer than five (5) directors. At least half of the total number of directors must reside in the Kingdom of Thailand. Directors must possess the qualifications prescribed by law and may or may not be shareholders of the Company.
2. Directors shall be appointed by the shareholders' meeting in accordance with the following rules and procedures:
 - 2.1 Each shareholder shall have one (1) vote per one (1) share held.

2.2 Shareholders may cast all their votes to elect one or more persons as directors. In the case of electing multiple directors, votes may not be split among candidates.



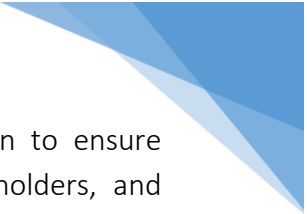
2.3 Candidates receiving the highest number of votes in descending order shall be elected as directors, up to the number of positions available. In the event of a tie that exceeds the number of available positions, the Chairman of the meeting shall cast the deciding vote.

3. At every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be evenly divided into thirds, the number closest to one-third shall retire. Retiring directors may be re-elected. In the first and second years after the Company's registration, directors to retire shall be determined by drawing lots. In subsequent years, those who have held office the longest shall retire.
4. Any director wishing to resign shall submit a resignation letter to the Company. The resignation shall be effective from the date the letter is received by the Company.
5. The shareholders' meeting may resolve to remove any director from office before the end of their term by a vote of not less than three-fourths (3/4) of the shareholders present and eligible to vote, representing not less than half of the total shares held by shareholders present and eligible to vote.
6. In the event of a vacancy on the Board of Directors for reasons other than retirement by rotation, the Board shall appoint a qualified person who does not possess any prohibited 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 the vacated position is less than two (2) months. The replacement director shall serve only for the remainder of the term of the director being replaced. Such appointment must be approved by a vote of not less than three-fourths (3/4) of the remaining directors.
7. The Board of Directors shall elect one director to serve as Chairman of the Board. If deemed appropriate, the Board may also elect one or more directors to serve as Vice Chairmen. Vice Chairmen shall perform duties as assigned by the Chairman in accordance with the Company's regulations.

Scope of Authority and Responsibilities of the Board of Directors

The Role and Responsibilities of the Board as Organizational Leaders Creating Sustainable Valu

1. Perform duties with responsibility, prudence, diligence, and integrity, while safeguarding the Company's interests and complying with applicable laws, the Company's objectives, Articles of Association, resolutions of the Board of Directors, and resolutions of the shareholders' meetings.


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2. Define the Company's vision, goals, policies, and operational direction to ensure sustainability and value creation for the Company, customers, stakeholders, and society as a whole. These shall be reviewed at least once a year or upon significant changes.
 3. Supervise, monitor, and evaluate the Company's performance to ensure alignment with the defined vision, goals, and policies, and to enhance operational efficiency and effectiveness, thereby maximizing economic value for the Company and its shareholders while ensuring fairness to all stakeholders.
 4. Be accountable to shareholders by operating in their best interests and disclosing material information accurately, completely, transparently, and in a timely manner.
 5. Establish a charter for the Board of Directors and sub-committees, and regularly review and update the Board Charter to ensure its relevance and appropriateness in light of changing regulations and circumstances. Oversee the performance of sub-committees to ensure compliance with their respective charters, with a review conducted at least annually.
 6. Define authority levels and approval limits for transactions and operations, assigning them to appropriate committees or individuals in accordance with applicable laws. These shall be documented in an authority manual and reviewed at least once a year.

Defining Objectives and Core Goals for Sustainable Business

7. Review and approve budgets, targets, business plans, and policies in collaboration with management. Oversee the Company's competitiveness at the international level and ensure that management operates in accordance with approved budgets, plans, and strategies for long-term sustainability and shareholder value.

Enhancing Board Effectiveness

8. Review the Board's structure annually, including the number of directors, the proportion of independent directors, and the diversity of qualifications to ensure alignment with the Company's objectives and goals.
9. Oversee a transparent nomination and election process for directors. Develop a Board Skills Matrix to identify the qualifications required, based on the Company's business strategy. Determine appropriate remuneration for directors and sub-committees, to be proposed for shareholder approval. Remuneration considerations include alignment with short- and long-term strategies, experience, responsibilities, industry benchmarks, and expected contributions.
10. Dedicate sufficient time to perform duties, attend Board and shareholder meetings, and notify the Chairman or Company Secretary in advance if unable to attend due to force majeure.
11. Conduct annual performance evaluations of the Board, sub-committees, and individual directors. Follow up on evaluation results to improve performance and effectiveness.

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12. Ensure that all directors understand their roles, the nature of the business, and relevant laws. Encourage continuous learning and development through training and participation in relevant courses and seminars.
 13. Appoint a Company Secretary and define their duties in accordance with the Securities and Exchange Act. The Secretary shall support the Board in ensuring compliance with applicable laws, announcements, and regulations.

Executive Recruitment, Development, and Human Resource Management

1. Review the management structure, succession plans, and key executive development plans. Oversee the annual performance evaluation of senior executives and ensure that executive compensation structures are appropriate, aligned with responsibilities and performance, and competitive with industry standards to incentivize both short- and long-term performance.
2. Oversee the establishment of appropriate compensation structures and performance evaluations. Monitor and support human resource development to ensure the Company has sufficient personnel with the necessary knowledge, skills, experience, and motivation.
3. Ensure that family business agreements, shareholder agreements, or other related arrangements do not hinder the performance of duties, and disclose any such agreements that may impact the Company (if any).

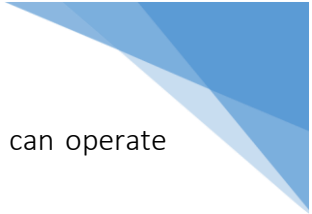
Promoting Innovation and Responsible Business Practices

Monitor the implementation of the Company's strategies and business plans, and ensure regular performance reporting. Provide policies for continuous business improvement and development.

4. Ensure that management conducts business responsibly with regard to society and the environment, and that such responsibility is reflected in the operational plan. This ensures alignment across the organization with the Company's objectives, core goals, and strategic plans, including employee development.
5. Emphasize and support innovation that adds value to the business while benefiting all stakeholders.
6. Ensure ethical business conduct and good corporate governance. Establish a written Code of Conduct as a standard for directors, executives, and employees, and monitor compliance with the Code.
7. Oversee the management of information technology and the implementation of IT security measures.


Risk Management and Internal Control

8. Establish a comprehensive risk management policy and ensure effective enterprise-wide risk management. Regularly review and assess the risk management system.

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9. Establish an Audit Committee and a Risk Management Committee that can operate independently and effectively.
 10. Implement regular evaluations of the adequacy of internal control systems for the Company and its subsidiaries to mitigate risks of fraud and abuse of power, and to ensure legal compliance.
 11. Oversee, prevent, and manage conflicts of interest among stakeholders, management, the Board, and shareholders. Ensure the proper use of Company assets and regulate transactions with related parties.
 12. Establish and enforce corporate governance policies, and promote communication of these policies throughout the organization. Continuously develop the Company's corporate governance to meet international standards and ensure compliance with governance principles and business ethics.
 13. Review, approve, and/or provide opinions on significant transactions, including asset acquisitions or disposals and related party transactions, in accordance with the Securities and Exchange Act and relevant regulations of the Stock Exchange of Thailand (SET) and the Capital Market Supervisory Board. For transactions not requiring shareholder approval, ensure compliance with applicable laws and regulations.
 14. Review, approve, and/or provide opinions on the establishment, merger, or dissolution of subsidiaries in accordance with applicable laws and regulations.
 15. Oversee the operations and investments of subsidiaries and joint ventures by establishing direct and indirect control mechanisms to ensure effective management and alignment with the Company's policies, plans, and goals. This ensures that subsidiaries and joint ventures operate as extensions of the Company and comply with relevant laws and regulations, thereby safeguarding the Company's investment and enhancing shareholder confidence.
 16. Ensure the existence of effective processes and channels for receiving and handling complaints or whistleblowing reports from all stakeholders, including mechanisms for investigation and resolution.

Maintaining Financial Credibility and Information Disclosure

17. Approve the appointment of the external auditor and the annual audit fee proposal for shareholder approval.
18. Oversee the accounting system, financial reporting, and auditing or review of financial statements to ensure compliance with relevant standards, regulations, and best practices.
19. Monitor the adequacy of financial liquidity and debt repayment capacity, including plans or mechanisms for addressing financial issues, with due consideration to stakeholder rights.
20. Prepare sustainability reports as appropriate, which may be disclosed within the Annual Registration Statement / Annual Report (One Report) in accordance with guidelines set



by the SEC and the Stock Exchange of Thailand, or as a separate Sustainability Report (SD Report).

21. Ensure the disclosure of appropriate and material information to shareholders and stakeholders, with accuracy, completeness, relevance, and timeliness. Promote the use of information technology for effective dissemination.
22. Include the Board's responsibility statement for financial reporting alongside the auditor's report in the annual report, covering key matters in accordance with the good governance practices for listed companies as prescribed by the Stock Exchange of Thailand.

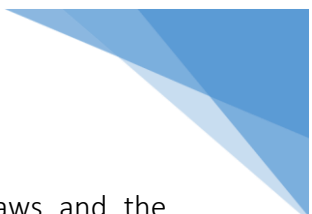
Supporting Shareholder Participation and Communication

23. Ensure that shareholders are able to participate in decision-making on significant matters of the Company.
24. Ensure that shareholder meetings are conducted in an orderly, transparent, and efficient manner, enabling shareholders to exercise their rights effectively.
25. Ensure accurate and complete disclosure of shareholder meeting resolutions and minutes. Treat all shareholders—major, minor, and stakeholders—fairly and transparently.

Chairman of the Board of Directors

1. Approve the agenda for Board meetings in consultation with the Chief Executive Officer, Company Secretary, and Audit Committee, ensuring that important matters are included.
2. Serve as the leader of the Board and preside over Board meetings.
3. Chair shareholder meetings in accordance with the agenda, Company regulations, and applicable laws. Allocate appropriate time and ensure equal opportunity for shareholders to express opinions and receive transparent responses to inquiries.
4. Oversee the effective functioning of the Board, support and advise management within the authority delegated by the Board.
5. Allocate sufficient time during Board meetings for management to present matters and for directors to deliberate thoroughly. Support and advise management within the authority delegated by the Board.
6. Foster good relations between the Board and management, and support the Chief Executive Officer and management in executing the Company's policies.
7. Promote adherence to the Board's scope of authority and responsibilities toward shareholders and stakeholders, in accordance with good corporate governance principles, ethical standards, and the Company's Code of Conduct.
8. Ensure transparency in information disclosure and conflict of interest management.

Note: The Chairman of the Board shall not be the same individual as the Chief Executive Officer

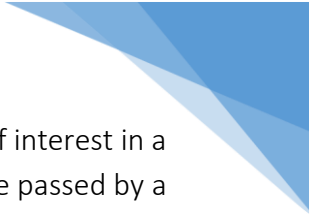


Board of Directors Meetings

1. Board meetings shall be conducted in accordance with applicable laws and the Company's Articles of Association.
2. The Company shall hold Board meetings at least once every three months and no fewer than six times per year. Each meeting shall have a clearly defined agenda prepared in advance. Special meetings may be convened to address urgent or significant matters. The Chairman of the Board and the Chief Executive Officer shall jointly consider and determine the meeting agenda, ensuring that important matters are included.
3. The Chairman of the Board shall convene Board meetings. A written notice of the meeting shall be sent by the Chairman or an assigned person to all directors at least seven days prior to the meeting date, unless an urgent matter requires a shorter notice period to protect the Company's rights or interests. The Chairman or the assigned director shall determine the date, time, and venue of the meeting, which may be held outside the Company's head office. If at least two directors request a meeting, the Chairman must schedule the meeting within 14 days from the date of the request.
4. The Chairman of the Board shall preside over Board meetings, ensuring that the meeting proceeds according to the agenda. The Chairman shall encourage active participation from all directors, including asking questions, providing comments, offering advice to management, and supporting the Company's operations.
5. The Board shall ensure that meeting minutes are properly recorded and maintained, including supporting documents. The Board shall also ensure compliance with applicable laws, the Company's Articles of Association, and shareholder resolutions, and coordinate with relevant parties as needed.
6. On average, each director should attend at least 80% of Board meetings annually, and each director should attend no fewer than 75% of the total meetings held in a year. If a director is unable to attend a meeting due to necessity, they must notify the Chairman in advance. Attendance includes participation via electronic means, where directors may join remotely and engage in discussions and decision-making.
7. The Board may invite relevant individuals—such as legal advisors, financial consultants, business advisors, or other stakeholders—to attend meetings for the purpose of discussion, clarification, or responding to inquiries.

Board Quorum

A quorum for a Board of Directors meeting requires the presence of no less than half of the total number of directors. If the Chairman of the Board is absent or unable to perform their duties, the attending directors shall elect one among themselves to preside over the meeting.



Each director shall have one vote. However, any director with a conflict of interest in a particular matter shall not be entitled to vote on that matter. Resolutions shall be passed by a majority vote. In the event of a tie, the Chairman of the meeting shall cast a deciding vote.

Term of Office for Directors

The Board of Directors, responsible for overseeing the Company's business operations, shall serve terms as specified in the Company's Articles of Association. At each Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire. If the number of directors cannot be evenly divided into thirds, the number closest to one-third shall retire. Retiring directors may be re-elected.

The election of directors shall comply with the Company's Articles of Association and applicable laws. The nomination process must be transparent and well-defined, considering the candidate's educational background, professional experience, qualifications, and absence of any prohibited characteristics. Sufficient information must be provided to support decision-making by the Board and shareholders. In addition to retirement by rotation, a director shall vacate office upon :

- Disqualification or possession of prohibited characteristics under the Public Limited Companies Act or the Securities and Exchange Act
- Resignation
- Removal by resolution of the shareholders' meeting
- Court order
- Death


If a director's position becomes vacant for reasons other than retirement by rotation, the Board shall appoint a qualified individual without prohibited characteristics under the relevant laws at the next Board meeting, unless the remaining term is less than two months.

The resolution to appoint a replacement director must be approved by at least three-fourths (3/4) of the remaining directors. The replacement director shall serve only for the remainder of the term of the director being replaced.

Disclosure of Information

The Board of Directors ensures that the Company's financial and non-financial information is disclosed accurately, reliably, consistently, and in a timely manner. All disclosures are made in strict compliance with applicable laws governing business operations, as well as the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

Directors' Remuneration



The Board of Directors shall receive remuneration that is appropriate to their duties and responsibilities, as approved by the Annual General Meeting of Shareholders.

Audit Committee Charter

The Board of Directors of Northeast Rubber Public Company Limited (the “Company”) recognizes the importance of good corporate governance. Accordingly, the Audit Committee has been established, comprising independent directors responsible for reviewing the Company’s operations and evaluating the effectiveness of internal controls. This ensures that all departments operate efficiently, lawfully, and in accordance with best practices. The Audit Committee also reviews the Company’s financial reports in collaboration with external auditors to ensure accuracy, completeness, and compliance with relevant standards and regulations. This process builds confidence and trust among investors and stakeholders, affirming that the Company is governed with fairness, transparency, and adherence to sound corporate governance principles.


The Board of Directors has therefore adopted the following Audit Committee Charter:

Composition of the Audit Committee

1. The Audit Committee shall consist of no fewer than three independent directors, appointed by the Board of Directors.
2. At least one member must possess knowledge or experience in accounting or finance.
3. The Audit Committee or the Board of Directors shall appoint one member as the Chairman of the Audit Committee.
4. The Audit Committee shall appoint a Secretary to assist with meeting arrangements, agenda preparation, document distribution, and minute-taking.

Scope of Authority, Duties, and Responsibilities of the Audit Committee

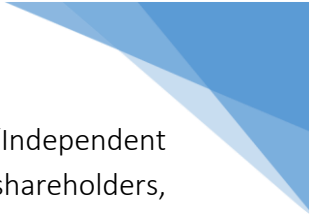
1. Review financial statements to ensure accuracy, reliability, and adequate disclosure, in coordination with external auditors and management responsible for preparing quarterly and annual reports. The Audit Committee may recommend that the auditors review or examine any significant matters during the audit.
2. Review the adequacy and effectiveness of internal control and internal audit systems in accordance with generally accepted international standards. Recommendations for improvements shall be submitted to the Board of Directors, in collaboration with external and internal auditors.
3. Review compliance with securities and exchange laws, Stock Exchange regulations, and other relevant laws, policies, rules, and regulations applicable to the Company.
4. Consider the disclosure of related party transactions, acquisitions or disposals of assets, or potential conflicts of interest to ensure compliance with laws and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Committee shall ensure that such transactions are reasonable and in the best interest of the Company.

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5. Review the Company's risk management system, operational processes, controls, governance, and information technology to ensure appropriateness and effectiveness in alignment with international standards.
 6. Oversee the implementation of a whistleblower policy and procedures for reporting fraud and misconduct. Review investigation results and disciplinary actions, propose preventive measures, and evaluate the Company's internal processes for receiving and handling complaints.
 7. Select, appoint, or dismiss independent external auditors approved by the Securities and Exchange Commission. The Committee shall also determine the auditors' remuneration and evaluate their performance before submitting recommendations to the Board of Directors.
 8. Review the Company's internal audit plan in accordance with generally accepted methods and standards. Approve the appointment, transfer, or dismissal of the Head of Internal Audit, and evaluate the performance of the internal audit department.
 9. Assess the independence of the internal audit function by reviewing its operations, reports, reporting lines, and ensure that internal audit performance evaluations are conducted in accordance with international standards.
 10. Review and provide opinions on the operations of the internal audit department and coordinate with external auditors. Arrange joint meetings with external auditors at least once a year without the presence of management to discuss quarterly and annual financial reviews, internal audit findings, and any challenges encountered during the audit process.
 11. Regularly report to the Board of Directors to keep them informed of the Audit Committee's activities and submit an annual performance report to the Board.
 12. Prepare the Audit Committee's report for disclosure in the Company's annual report. This report must be signed by the Chairman of the Audit Committee and include opinions on matters as required by the Stock Exchange of Thailand.
 13. Conduct an annual self-assessment of the Audit Committee's performance and review the Audit Committee Charter at least once a year for submission 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 responsibilities.

In performing its duties, the Audit Committee shall have the authority to summon management, executives, or relevant employees to provide opinions, attend meetings, or submit necessary documents. The Committee may also engage independent professional advisors to provide opinions or consultation when deemed necessary, in accordance with the Company's procedures.

Qualifications of the Audit Committee

The Company has established qualifications for Audit Committee members to ensure they meet the criteria of independent directors in accordance with good corporate governance



principles and the guidelines of the Securities and Exchange Commission. An “Independent Director” refers to a director who is independent from management and major shareholders, and who has no business relationships that could impair their independent judgment. The qualifications include:

1. Holding no more than 1% of the total voting shares of the Company, major shareholders, or controlling persons, including shares held by related persons of the independent director.
2. Not being or having been an executive director, employee, salaried advisor, or controlling person of the Company, major shareholders, or controlling persons, unless such relationship ended at least two years prior to the date of application to the SEC. This does not include cases where the independent director was a government official or advisor to a government agency that is a major shareholder or controlling person.
3. Having no familial relationship (by blood or legal registration) such as parent, spouse, sibling, child, or child’s spouse with executives, major shareholders, controlling persons, or individuals proposed to be executives or controlling persons of the Company.
4. Having no current or past business relationship with the Company, major shareholders, or controlling persons that may interfere with independent judgment. This includes not being a significant shareholder or controlling person of entities having such relationships, unless such relationship ended at least two years prior to the date of application to the SEC.

Note: Business relationships include regular commercial transactions, property leases, asset or service-related transactions, financial assistance such as loans or guarantees, or similar arrangements resulting in liabilities of 3% or more of the Company’s net tangible assets or at least THB 20 million, whichever is lower. This includes liabilities incurred within one year prior to the business relationship.

5. Not being or having been an auditor of the Company, major shareholders, or controlling persons, and not being a significant shareholder, controlling person, or partner of the audit firm associated with the Company, unless such relationship ended at least two years prior to the date of application to the SEC.
6. Not being or having been a professional service provider (e.g., legal or financial advisor) receiving fees exceeding THB 2 million per year from the Company, major shareholders, or controlling persons, and not being a significant shareholder, controlling person, or partner of such service provider, unless such relationship ended at least two years prior to the date of application to the SEC.
7. Not being a director appointed as a representative of the Company’s directors, major shareholders, or related shareholders.
8. Not holding more than 1% of the total voting shares of any other company that operates a business substantially similar to and in direct competition with the Company.
9. Not possessing any other characteristics that would impair the ability to express independent opinions regarding the Company’s operations.

Audit Committee Meetings

The Audit Committee shall convene at least once every three months to review quarterly and annual financial statements and other matters within its authority. Meetings shall be held with external auditors, internal auditors, and management to review financial statements and report findings to the Board of Directors. In cases where management intends to enter into related party transactions or transactions involving the acquisition or disposal of assets, the Audit Committee shall assess the appropriateness, reasonableness, and best interests of the Company in accordance with the relevant regulations issued by the Stock Exchange of Thailand.

Meeting notices shall be sent by the Chairman of the Audit Committee or the Secretary of the Audit Committee, as instructed by the Chairman, to all members at least seven days in advance, unless urgent circumstances require otherwise. Each meeting shall have a clearly defined agenda and supporting documents shall be distributed in advance to allow sufficient time for review and preparation. Meetings may be conducted via electronic media, allowing participants to discuss and express opinions remotely, in accordance with applicable rules and procedures.

The Audit Committee shall hold meetings on matters within the scope of duties defined in this Charter.

Quorum of the Audit Committee

A quorum shall consist of no fewer than half of the total number of Audit Committee members appointed by the Board of Directors. If the Chairman is absent or unable to perform duties, the attending members shall elect one among themselves to preside over the meeting.

Decisions shall be made by majority vote. Each member has one vote, except for any member with a conflict of interest in the matter being considered, who shall not vote. In the event of a tie, the Chairman of the meeting shall cast the deciding vote.

The Audit Committee may invite relevant individuals—including directors, management, executives, internal or external legal counsel, advisors, or employees—to attend meetings for discussion, clarification, or to answer questions.

Meeting minutes shall be prepared by the Secretary of the Audit Committee or a designated person, and must be approved by the Audit Committee. The Chairman shall report the meeting outcomes to the Board of Directors.

Term of Office of Audit Committee Members

Audit Committee members shall serve a term of three years. One year is defined as the period between the Annual General Meeting (AGM) of shareholders in the year of appointment and the AGM of the following year. Members completing their term may be reappointed.

In addition to term expiration, a member shall vacate office upon:

- Resignation
- Termination of directorship
- Resolution of the Board of Directors
- Loss of qualifications as an Audit Committee member or independent director under this Charter or relevant regulations

- Court order
- Death

A resigning member shall submit a resignation letter to the Chairman of the Board with reasonable advance notice and reasons for resignation, allowing time for the Board to appoint a qualified replacement.

If a member resigns or is removed before the end of the term, the Company must notify the Stock Exchange of Thailand (SET) immediately and submit a copy of the resignation letter. The Company must also update the Securities and Exchange Commission (SEC) with accurate information.

If the entire Audit Committee vacates office, the outgoing members shall continue to perform duties until the new committee assumes office.

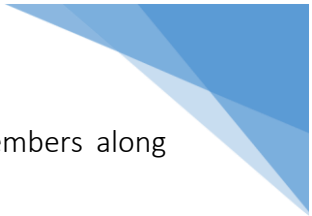
If a vacancy arises for reasons other than term expiration, the Board shall appoint a qualified and eligible person to fill the vacancy within 90 days to maintain the required number of members and ensure continuity. The new member shall serve only the remaining term of the predecessor.

Audit Committee Reporting

1. The Audit Committee shall report its performance to the Board of Directors during Board meetings.
2. If the Audit Committee discovers or suspects any of the following issues that may significantly affect the Company's financial position or performance, it shall report to the Board for corrective action within a timeframe deemed appropriate:
 1. Conflicts of interest
 2. Fraud, irregularities, or significant deficiencies in internal control
 3. Violations of securities laws, SET regulations, or other applicable laws
3. If the Audit Committee has reported such issues and discussed them with the Board and management, and corrective action is not taken within the agreed timeframe without reasonable cause, any Audit Committee member may report the matter directly to the SEC or SET.

Reporting to the Stock Exchange of Thailand

1. Appointment of Audit Committee Members
 - Report the Board resolution on the appointment and submit the notification form specifying the names and scope of duties as required by the SET.
 - Submit certification and profiles of the appointed members to the SET within three days of the Board resolution.
2. Changes in Audit Committee Membership
 - Report the Board resolution on changes in membership to the SET in accordance with SET regulations.

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- Submit certification and profiles of newly appointed members along with the resolution.

3. Changes in Duties and Scope

- Report any changes in the duties and scope of the Audit Committee to the SET within three days of the Board resolution.

Risk Management Committee Charter

The Risk Management Committee is appointed by the Board of Directors to establish enterprise-wide risk management policies and oversee the implementation of risk management frameworks and processes. The objective is to mitigate potential impacts on the Company's business to an acceptable level.

This Charter defines the scope of the Company's risk management operations, including the roles, duties, and responsibilities of the Risk Management Committee and relevant stakeholders. It aims to ensure that the Company achieves its objectives and goals in alignment with international enterprise risk management principles and maintains a systematic approach to risk governance.

Composition of the Risk Management Committee


1. The Risk Management Committee shall consist of no fewer than three directors. An Independent Director or the Chief Executive Officer shall serve as the Chairperson of the Committee by position.
2. Members must possess knowledge and understanding of the Company's business or have expertise in areas critical to achieving the Company's objectives.
3. Members must be able to dedicate sufficient time to fulfill their responsibilities.
4. The Committee shall appoint a Secretary to assist with meeting arrangements, agenda preparation, document distribution, and minute-taking.

Appointment of the Risk Management Committee

1. The Risk Management Committee is appointed by the Board of Directors and serves a term concurrent with their directorship.
2. The Committee shall elect one of its members to serve as Chairperson.
3. The Company may propose an employee to serve as Secretary, subject to the Committee's approval.

Scope, Authority, and Responsibilities of the Risk Management Committee

1. Review and propose risk management policies, strategies, frameworks, preventive plans, and mitigation measures. Oversee the enterprise risk management framework, including operational, IT, and information security controls, ensuring alignment with international standards. Submit policies and frameworks to the Board for approval.
2. Monitor risk management performance, key risk issues, trends, and overall risk exposure. Evaluate the effectiveness of risk management practices to ensure timely identification and mitigation of risks or crises, minimizing financial and reputational



impact. Consider risk appetite, cost-effectiveness, and alignment with good corporate governance and checks and balances.

3. Oversee the continuous development and implementation of risk management policies and frameworks to ensure enterprise-wide effectiveness and compliance.
4. Coordinate with the Audit Committee on significant risk issues. Internal Audit shall review and ensure the adequacy of internal controls and the proper integration of risk management practices across the organization.
5. Appoint or replace members of the risk management working group or related teams as appropriate, and define their roles and responsibilities to support the Committee's objectives.
6. Provide guidance and consultation to the risk management working group, executive committees, or other relevant teams. Consider appropriate approaches for developing the risk management system.
7. Promote and support communication on the importance of risk management, knowledge sharing, and internal awareness. Serve as a role model to foster a risk ownership mindset among employees, especially during significant organizational changes. Encourage the inclusion of risk topics in key company meetings.
8. Review and update the Risk Management Committee Charter at least once a year and submit it to the Board for approval.
9. Review risk management reports and policies at least annually to ensure adequacy and relevance to the Company's overall business context.
10. Report the Committee's performance and other relevant matters to the Board of Directors and the Audit Committee.
11. Perform any other risk-related duties as assigned by the Board of Directors.

Risk Management Committee Meetings

1. A quorum for a Risk Management Committee meeting shall consist of no fewer than half of the total members. The Chairperson of the Committee shall preside over the meeting. If the Chairperson is absent, the attending members shall elect one among themselves to act as Chairperson for that meeting.
2. The Committee should meet at least once every three months and may convene additional meetings as deemed necessary by the Chairperson.
3. Resolutions shall be passed by a majority vote of the attending members. Each member has one vote. In the event of a tie, the Chairperson shall cast the deciding vote.
4. The Committee may invite executives, employees, or relevant individuals to attend meetings or provide clarifications on related matters.

Term of Office of Risk Management Committee Members

Members shall serve terms concurrent with their positions as directors and/or executives/employees of the Company. Upon completion of their term, members may be reappointed as deemed appropriate by the Board of Directors.

In addition to term expiration, a member shall vacate office upon:

- Termination of their position as director or executive/employee of the Company
- Resignation
- Resolution of the Board of Directors
- Loss of qualifications as defined in this Charter or by law
- Court order
- Death

A resigning member shall submit a written resignation to the Chairman of the Board in advance, stating the reason, to allow time for the appointment of a qualified replacement.

Reporting by the Risk Management Committee

1. The Committee shall report meeting outcomes, necessary corrective actions, or other relevant matters to the Board of Directors at the next Board meeting.
2. The Chairperson of the Committee shall report risk management activities in the Company's annual report to shareholders.

Nomination and Remuneration Committee Charter


The Nomination and Remuneration Committee is appointed by the Board of Directors to establish policies on nomination and remuneration, screen qualified candidates for directorship and/or senior executive positions, and determine appropriate criteria for director and executive compensation in alignment with the Company's goals.

Composition, Qualifications, and Term of the Nomination and Remuneration Committee

1. The Committee shall consist of at least three directors, with at least one being an independent director.
2. Members must be appointed by the Board of Directors and possess the capability, experience, and business ethics beneficial to the Company.
3. The term of office shall align with that of the Board of Directors. Members completing their term may be reappointed by the Board.

Scope, Authority, and Responsibilities

1. Review the structure, size, and composition of the Board and qualifications of candidates to ensure alignment with the Company's business size, type, and complexity.
2. Establish criteria and processes for nominating and selecting candidates for the Board, sub-committees, CEO, Deputy CEO, or other executives as assigned by the Board. Propose nominations to the Board and/or shareholders for approval.
3. Define performance evaluation criteria for the CEO and present them to the Board.
4. Evaluate the CEO's performance annually or more frequently, and recommend improvements and relevant training to the Board.

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5. Determine criteria for director and sub-committee remuneration, salary adjustments, and other benefits in alignment with Company performance. Submit proposals to the shareholders for approval.
 6. Review and revise the Committee Charter and submit it to the Board for approval.
 7. Perform other duties as assigned by the Board.

Meetings

1. A quorum shall consist of no fewer than half of the total members. If the Chairperson is absent or unable to perform duties, the attending members shall elect one among themselves to preside over the meeting.
2. Each member has one vote. Resolutions shall be passed by majority vote. Members with conflicts of interest shall not vote. In the event of a tie, the Chairperson shall cast the deciding vote.
3. The Committee should meet at least once per quarter.

Corporate Governance and Sustainability Development Committee Charter

The Corporate Governance and Sustainability Development Committee is established by the Board of Directors to promote, support, and formulate policies related to good corporate governance and sustainable development. The Committee aims to elevate the Company's governance standards and foster long-term business sustainability, considering stakeholders across the entire value chain. It ensures that the Company's practices align with internationally recognized principles of corporate governance and sustainability, and encourages the Company to address business risks transparently, effectively, and accountably across environmental, social, and governance (ESG) dimensions. The Committee also promotes disclosure of governance and sustainability information to reflect true value and foster a culture of trust among shareholders, investors, stakeholders, and all relevant parties.


1. Composition, Qualifications, and Term of Office

- 1.1 The Committee shall consist of at least three directors, with no fewer than half being independent directors.
- 1.2 Members must be appointed by the Board of Directors and possess appropriate knowledge, expertise, experience, and qualifications.
- 1.3 The term of office shall align with the term of the Board of Directors. Members completing their term may be reappointed by the Board.
- 1.4 In the event of a vacancy, the remaining members shall continue to perform duties until a replacement is appointed at the next Board meeting, unless exceptional circumstances prevent timely appointment.

2. Duties and Responsibilities

2.1 Corporate Governance Responsibilities

- 2.1.1 Define objectives, goals, strategies, and management frameworks. Establish policies and operational guidelines aligned with the Company's strategic



direction and applicable laws, regulations, and best practices, both domestic and international. Conduct annual reviews.


- 2.1.2 Recommend best practices, provide guidance and consultation on governance, operational risk management, internal controls, legal compliance, and anti-corruption measures. Submit recommendations to the Board and management for policy adoption.
- 2.1.3 Establish policies and frameworks to support and monitor governance practices, operational risk management, internal controls, legal compliance, and anti-corruption. Oversee whistleblower mechanisms and report findings to the Board.

2.2 Sustainability Development Responsibilities

- 2.1.1 Define and review sustainability strategies and goals covering environmental, social, economic, and governance (ESG) dimensions. Align with local and international standards to support long-term growth and address opportunities and risks. Submit proposals to the Board.
- 2.1.2 Monitor and oversee management and sustainability teams to ensure alignment with sustainability policies. Conduct meetings to review progress, provide direction, and integrate sustainability into strategic planning and annual work plans. Establish performance indicators and timelines for improvement.
- 2.1.3 Regularly review and update sustainability practices to achieve short-, medium-, and long-term goals. Consider resources across the value chain, technology, innovation, adaptability, and strategic drivers. Promote organizational values and ethics, and respond to stakeholder expectations in alignment with international and SET standards.
- 2.1.4 Support and enhance knowledge and skills of the Board and sub-committees through various formats, focusing on sustainability operations.
- 2.1.5 Report progress and performance to the Board regularly.
- 2.1.6 Review and revise the Committee Charter annually. Significant changes must be submitted to the Board for approval.
- 2.1.7 Oversee disclosure of governance and sustainability information in the annual report and/or prepare a dedicated committee report for inclusion.
- 2.1.8 Perform other duties as assigned by the Board.

3. Meetings

- 1. The Committee shall meet at least once per quarter and may convene additional meetings as deemed necessary by the Chairperson. A quorum requires at least half of the members to be present. The Chairperson shall preside over the meeting.
- 2. If the Chairperson is unable to perform duties, they may delegate another member or the attending members may elect a substitute Chairperson.
- 3. The Committee Secretary must attend all meetings. If unavailable, the Company may assign a substitute.

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4. Resolutions shall be passed by majority vote. Each member has one vote. In case of a tie, the Chairperson shall cast the deciding vote.
 5. The Committee may invite relevant individuals to attend or provide clarification.
 6. External experts may be invited as advisors at the Company's expense.
 7. Members with conflicts of interest shall abstain from voting on related matters.
 8. The Secretary is responsible for scheduling meetings, preparing agendas, distributing documents, and recording minutes. Invitations and documents should be sent at least seven days in advance, unless urgent circumstances require otherwise.
 9. Meetings, invitations, and documents may be conducted or delivered electronically.

4. Reporting by the Corporate Governance and Sustainability Committee

1. The Corporate Governance and Sustainability Committee shall report to the Board of Directors on the outcomes of meetings or any other matters deemed necessary for the Board's awareness at the next Board meeting.
2. The Chairperson of the Corporate Governance and Sustainability Committee shall report to shareholders in the annual report regarding the Committee's adherence to principles of good corporate governance and sustainability development.

5. Performance Evaluation

The Corporate Governance and Sustainability Committee shall conduct an annual self-assessment and report the evaluation results, including any challenges or obstacles that hinder the achievement of the Committee's objectives, to the Board of Directors.

6. Remuneration of Committee Members


Members of the Corporate Governance and Sustainability Committee shall receive remuneration commensurate with their duties and responsibilities, as approved by the Annual General Meeting of Shareholders.

Charter of the Executive Committee

The Board of Directors of Northeast Rubber Public Company Limited has assigned the Executive Committee to oversee the operations of the management team in accordance with the policies, strategies, plans, and goals set by the Board. These operations must comply with applicable laws and align with principles of good corporate governance. The Executive Committee is also responsible for reporting management performance and other essential information to the Board. To ensure the Executive Committee operates effectively and builds trust among stakeholders, the Board has approved this Executive Committee Charter.

Composition of the Executive Committee

1. The Executive Committee shall consist of directors (excluding independent directors) and/or the Chief Executive Officer and senior executives of the Company.
2. The composition of the Executive Committee shall reflect diversity in terms of age, gender, status, ethnicity, nationality, domicile, knowledge, skills, expertise, and professional experience.

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3. The number of Executive Committee members shall be determined by the Chairperson of the Executive Committee based on operational needs and context, with a minimum of five members.
 4. The Executive Committee shall appoint a secretary, who may be a manager or another individual deemed appropriate, to support the Committee's operations, prepare meeting documents, coordinate the implementation of resolutions, and carry out assigned tasks.

Qualifications of Executive Committee Members

1. Must possess qualifications and not have any prohibited characteristics under the Public Limited Companies Act and other relevant laws.
2. Must not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, or other relevant laws, and must not exhibit traits that indicate untrustworthiness in managing a publicly held company, as defined by the Securities and Exchange Commission.
3. Must have knowledge, capabilities, and experience beneficial to the Company's business operations.
4. Must demonstrate honesty, integrity, ethical business conduct, diligence in fulfilling responsibilities, and the ability to dedicate sufficient time to ensure the Committee's objectives are achieved.


Appointment and Termination

Appointment:

1. The Chairperson of the Executive Committee shall be appointed by the Board of Directors.
2. The initial Executive Committee shall be appointed by the Board of Directors. Subsequent appointments shall be made by resolution of the Executive Committee.


Termination:

1. An Executive Committee member shall vacate office upon:
 - Death
 - Resignation
 - Disqualification or possession of prohibited characteristics under relevant laws
 - Resolution by the Board of Directors
2. A member wishing to resign shall submit a resignation letter to the Chairperson of the Board. The resignation becomes effective upon receipt by the Company.
3. If a vacancy occurs for reasons other than term expiration, the Board of Directors shall appoint a qualified individual to fill the position unless the remaining term is less than two months, in which case the Board may choose not to appoint a replacement. The new appointee shall serve for the remainder of the predecessor's term.



Authority, Duties, and Responsibilities

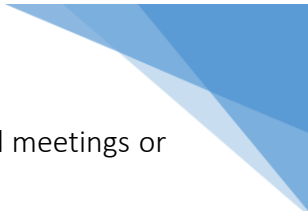
1. Perform duties within the scope of applicable laws, the Company's objectives and regulations, and resolutions of the Board and shareholders' meetings, with loyalty, care, accountability, and ethics, ensuring fairness and equal treatment of shareholders and stakeholders.
2. Define the Company's vision, mission, strategies, goals, policies, and business plans to promote sustainability and value creation, and present them to the Board for approval. These shall be reviewed annually or upon significant changes.
3. Oversee and evaluate management performance regularly to ensure alignment with approved policies, vision, mission, strategies, and goals, promoting sustainable organizational growth with consideration for environmental, social, governance (ESG), and stakeholder interests.
4. Determine appropriate authority levels and approval limits for individuals, ensure segregation of duties to prevent fraud, and establish procedures for transactions with major shareholders, directors, executives, or related parties. These principles shall be submitted to the Board for approval and enforced accordingly.
5. Review and propose the Company's annual budget, investment projects, and investment budget to the Board, and monitor expenditures in accordance with approved budgets, reporting performance to the Board.
6. Manage the Company's business and investments to achieve objectives, comply with laws, regulations, and the Company's policies, and adhere to relevant regulatory requirements.
7. Promote innovation and research to diversify finished products and foster sustainable business growth.
8. Approve financial transactions with financial institutions, including account openings/closures, loans, withdrawals, credit usage, and financial services. This includes pledging Company assets as collateral, whether registered or not, and defining authorized signatories and limits for bank account transactions.
9. Approve legal transactions, applications, proposals, and interactions with government agencies as required to secure Company rights and complete related processes within defined limits and responsibilities, in accordance with laws, regulations, and Company policies.
10. Ensure the Company provides sufficient essential information to support decision-making by the Board of Directors and shareholders, including the preparation of reliable financial reports that comply with high standards and transparency.
11. Review the Company's profit and loss and propose annual or interim dividend payments to the Board of Directors.
12. Consider new business operations, business discontinuation, establishment of subsidiaries, joint ventures, divestitures, and mergers and acquisitions (M&A), and present recommendations to the Board of Directors.
13. Approve matters requiring the Board of Directors' resolution, except for those delegated to other sub-committees by the Board.

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14. Regularly report significant operational outcomes and key issues to the Board of Directors, including resolutions or actions taken within the Executive Committee's scope of authority, at the next Board meeting.
 15. Facilitate the participation of executives, employees, and relevant individuals in Executive Committee meetings or provide necessary information for discussions. The Committee also has the authority to request additional information from various departments for further consideration.
 16. Approve the establishment of sub-committees to support the Executive Committee's functions, with clearly defined authority, duties, and responsibilities as outlined in their respective charters.
 17. Approve the appointment of qualified representatives to act on behalf of the Company in accordance with applicable rules, regulations, and laws.
 18. Engage consultants or independent experts to provide opinions or recommendations as necessary and appropriate for specific functions or projects.
 19. Conduct an annual self-assessment to evaluate performance and identify areas for improvement, contributing to the sustainable development of the organization.
 20. Perform any other duties within the scope of authority and responsibility, or as assigned by the Board of Directors.

Note: The delegation of authority and responsibilities to the Executive Committee does not include the power to approve transactions in which the Committee or its delegates may have a conflict of interest, as defined by the Capital Market Supervisory Board. Such transactions must be submitted to the Board of Directors and/or shareholders' meeting for approval, as required by the Company's regulations or applicable laws.

Meetings

1. The Executive Committee shall meet at least once a month. Additional meetings may be convened at the discretion of the Chairperson. In urgent cases, the Chairperson may cancel a scheduled monthly meeting.
2. The Chairperson may call a special meeting if deemed necessary or upon request by the Chief Executive Officer or the Chairperson of the Board when there are urgent matters to discuss.
3. A quorum requires the attendance of more than half of the total Executive Committee members.
4. If a member cannot attend in person, the Chairperson may allow participation via teleconference or video conference.
5. The Chairperson of the Executive Committee shall preside over meetings. If the Chairperson is absent or unable to perform duties, the attending members shall elect one among them to chair the meeting.
6. Decisions shall be made by majority vote. Each member has one vote. In the event of a tie, the Chairperson shall cast the deciding vote. Members with a conflict of interest in any agenda item shall not vote on that item.

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7. The Committee may invite management or relevant individuals to attend meetings or provide information as needed.
 8. The Committee Secretary shall send meeting invitations and related documents to members at least three (3) days in advance, unless urgent matters require shorter notice to protect the Company's interests.


Reporting

The Executive Committee shall report its performance comprehensively and transparently to the Board of Directors and relevant sub-committees on a regular basis. An annual performance report shall also be presented to shareholders in the Company's annual report.

Company Secretary Charter

In accordance with Section 89/15 of the Public Limited Companies Act B.E. 2535, the Board of Directors must appoint a Company Secretary responsible for the following duties on behalf of the Company or the Board:

1. Prepare and maintain the following documents:
 1. Register of Directors
 2. Notices and minutes of Board meetings, and the Company's annual report
 3. Notices and minutes of shareholders' meetings
2. Maintain reports of interests submitted by directors or executives and deliver copies to the Chairperson of the Board and the Chairperson of the Audit Committee within seven (7) business days from the date of receipt.
3. Establish a document and evidence retention system for the following disclosures, ensuring accuracy, completeness, and auditability for at least five (5) years. This includes digital or other secure formats:
 1. Information supporting shareholder meeting resolutions
 2. Financial statements and reports on the Company's financial status and performance, or other disclosures required under Sections 56, 57, 58, or 199 of the Securities and Exchange Act
 3. Company opinions on tender offers made to shareholders
 4. Any other information or reports disclosed to shareholders or the public as required by the Capital Market Supervisory Board
4. Perform other duties as prescribed by the Capital Market Supervisory Board.
5. Directors must perform their duties with responsibility, due care, and integrity. They must act in accordance with applicable laws, the Company's objectives, articles of association, resolutions of the Board of Directors, and resolutions of shareholders, and must refrain from any actions that significantly conflict with the interests of the Company.
6. Directors must perform their duties with responsibility and prudence, as a reasonable businessperson would under similar circumstances, by:
 - (1) Making decisions in good faith and with reasonable belief that such decisions are in the best interest of the Company.

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- (2) Making decisions based on information reasonably believed to be sufficient.
 - (3) Ensuring that decisions are made without any direct or indirect personal interest in the matter.

In the event that the Company Secretary vacates the position or is unable to perform duties:

1. The Board of Directors shall appoint a new Company Secretary within 90 days from the date the previous Secretary vacates the position or becomes unable to perform duties.
2. The Board of Directors may assign any director to temporarily perform the duties of the Company Secretary during the vacancy or incapacity.
3. The Chairperson of the Board shall notify the Securities and Exchange Commission (SEC) of the appointment within 14 days from the date of assignment.
4. The Company shall notify the SEC of the location where corporate documents are stored.

2) Term of Office

The Board of Directors, responsible for managing the Company's business operations, shall serve terms as specified in the Company's articles of association. At each Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire. If the number of directors cannot be evenly divided into thirds, the number closest to one-third shall retire. Retiring directors may be re-elected.

Independent directors may serve for a term of up to three (3) consecutive years, not exceeding a total of nine (9) years from the date of their initial appointment.

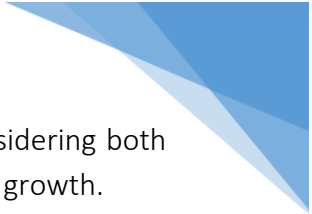
- In addition to retirement by rotation, directors shall vacate office upon:
- Resignation
- Death
- Disqualification or possession of prohibited characteristics under the Public Limited Companies Act and the Securities and Exchange Act
- Removal by resolution of the shareholders' meeting
- Court order

If a director's position becomes vacant for reasons other than retirement by rotation, the Board shall appoint a qualified individual without prohibited characteristics at the next Board meeting, unless the remaining term is less than two months.

3) Guidelines for Determining Remuneration for Directors and Executives

The Board of Directors shall determine remuneration for directors and executives based on their duties, responsibilities, individual performance, and the Company's overall performance. Remuneration shall be aligned with market and industry standards. Director remuneration must be approved by the shareholders' meeting.

The Board has established a clear and transparent policy for determining the remuneration of the Chief Executive Officer and senior executives. The Nomination, Remuneration, and Corporate Governance Committee shall review both short-term and long-term remuneration and propose it to the Board for approval. Corporate Key Performance



Indicators (KPIs) based on the Balanced Scorecard approach shall be used, considering both short-term and long-term business goals and performance to ensure sustainable growth.

4) Development of Directors and Executives

The Board of Directors shall provide orientation for newly appointed directors to ensure understanding of the Company's business and relevant regulations. The Board also promotes continuous training for all directors, senior executives, and the Company Secretary through internal programs and external institutions such as the Stock Exchange of Thailand, the SEC, or the Thai Institute of Directors (IOD).

5) Board Self-Assessment

The Board of Directors shall conduct an annual self-assessment to review performance, identify challenges, and improve effectiveness. The Company uses assessment forms based on the SEC's guidelines, covering both collective and individual evaluations, as well as assessments of sub-committees and the Chief Executive Officer.

1. Board and Sub-Committee Evaluation (Collective):

Covers six areas:

- Board structure and qualifications
- Board meetings
- Roles, duties, and responsibilities
- Director performance
- Relationship with management
- Director and executive development

2. Individual Director Evaluation:

Covers five areas:

- Board structure and qualifications
- Board meetings
- Compliance with laws, regulations, and charters
- Dedication and commitment
- Oversight of management

Scoring System:

- 0 = Strongly disagree or no action taken
- 1 = Disagree or minimal action taken
- 2 = Agree or moderate action taken
- 3 = Mostly agree or good action taken
- 4 = Strongly agree or excellent action taken

Evaluation Criteria:

- 85% = Excellent
- 75–85% = Good
- 65–75% = Fair

- 50–65% = Acceptable
- <50% = Needs improvement

Assessment Process: The Company Secretary distributes the assessment forms to directors for annual evaluation. Each director completes the self-assessment for their respective committees. The completed forms are returned to the Secretary, who compiles and analyzes the results and reports them to the Board for review and improvement.

6) CEO and Senior Executive Performance Evaluation

The Nomination, Remuneration, and Corporate Governance Committee evaluates the performance of the Chief Executive Officer, while the CEO evaluates the performance of senior executives. The results are compiled, analyzed, and reported to the Board for consideration in determining appropriate remuneration.

Evaluation Criteria Based on Balanced Scorecard:

1. Business Performance : Revenue and sales growth
2. Strategic Execution : Achievement of assigned strategic goals, such as sustainable growth and community development without environmental harm
3. Customer Perspective : Customer satisfaction
4. Organizational Development : Employee skill development and satisfaction


7) Succession Plan for the Chief Executive Officer and Senior Executives

The Board of Directors recognizes the importance of effective and efficient management, as well as the continuity of operations. Therefore, the Company has established a transparent succession plan for the Chief Executive Officer and senior executives. The selection process considers knowledge, capabilities, experience, and ethics. Successors must possess the following qualifications:

1. **Essential Business Knowledge and Skills** – Including understanding of business processes, strategic planning, project and budget management, human resources and organizational management, marketing and sales, computer literacy, and English proficiency.
2. **Core Competencies Required by the Organization** – Commitment to fulfilling responsibilities to meet organizational expectations, customer-oriented mindset, adherence to integrity and ethics, teamwork spirit, and strong communication skills.
3. **Leadership and Management Abilities** – Including planning and organizational skills, team management, problem-solving and decision-making, change management, and emotional self-regulation.

8) Orientation for New Directors

The Company provides orientation for newly appointed directors, which includes presentations and site visits. The orientation covers essential topics such as organizational structure and management, business operations, core products, relevant regulations, corporate governance policies, and requirements from the SEC and the Stock Exchange of



Thailand. The Company Secretary coordinates the orientation to ensure new directors understand the Company's operations and their roles and responsibilities as directors or independent directors.

9) Non-Executive Directors' Meetings

The Company arranges meetings for non-executive directors at least once a year or as appropriate. These meetings provide an opportunity for non-executive directors to discuss issues within the Company and propose recommendations for operational improvement.

Section 6: Code of Conduct for Directors, Executives, and Employees

1. Code of Conduct and Guidelines for Directors and/or Executives


Directors and/or executives must adhere to all aspects of the Company's code of conduct as employees. They are expected to set a good example and act as role models for ethical behavior. The guidelines for directors and/or executives include:

Conduct Toward the Company

- 1.1 Perform duties in accordance with applicable laws, the Company's objectives, articles of association, corporate governance principles, business ethics, and resolutions of the shareholders' meeting.
- 1.2 Act with honesty, integrity, caution, diligence, and vision. Avoid seeking personal or group benefits from undisclosed organizational information.
- 1.3 Attend all meetings unless there are valid and necessary reasons. Exercise independent and careful judgment in all matters, allocate sufficient time for thorough consideration and discussion, and actively contribute opinions and suggestions.
- 1.4 Maintain confidentiality of Company information and avoid disclosing sensitive data to unauthorized parties, except as required by law.
- 1.5 Avoid any actions that may create conflicts of interest with the Company, including:
 - Not seeking improper benefits from work, directly or indirectly.
 - Not using information obtained from duties for personal or others' gain.
 - Not engaging in management of other companies that may harm the Company's interests.
 - Not engaging in activities that compete with the Company's business.
 - Not having interests in Company contracts.
 - Not accepting gifts or benefits that conflict with the Company's interests.

Conduct Toward Stakeholders


- 1.1 Ensure no violation of legal rights of stakeholders, including employees, partners, society, competitors, and creditors.
- 1.2 Ensure all Company operations are based on good corporate governance principles, legal compliance, and ethical standards.

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- 1.3 Strictly maintain confidentiality and avoid using internal or sensitive information for personal gain or actions that may cause conflicts of interest.
 - 1.4 Treat employees fairly, manage without bias, support career development, promote understanding of ethical conduct, provide appropriate welfare, and listen to feedback reasonably.
 - 1.5 Maintain a positive working environment and support organizational excellence.
 - 1.6 Treat customers by strictly protecting their confidential information and ensuring it is not leaked or misused.
 - 1.7 Treat partners fairly, avoid requesting or accepting improper benefits, and notify partners in advance if any conditions cannot be met to find solutions together.
 - 1.8 Compete fairly and avoid dishonest means of obtaining competitors' confidential information.
 - 1.9 Ensure compliance with laws and regulations, take responsibility for society, and participate in community and social activities.
 - 1.10 Avoid giving or receiving gifts, entertainment, or benefits from partners or stakeholders unless for fair business purposes or customary occasions, and within reasonable value. Gifts exceeding THB 3,000 should be declined and returned.
 - 1.11 Do not ignore or overlook suspected corruption. Report concerns to supervisors or designated channels and cooperate in investigations as per Company regulations.

2. Code of Conduct and Guidelines for Employees

To promote effective and efficient work performance, employees should adhere to the following guidelines:

- 2.1 Understand the principles and practices outlined in the Code of Conduct, especially those related to their duties and responsibilities.
- 2.2 Perform duties with honesty, diligence, and continuous improvement for personal and organizational benefit.
- 2.3 Strictly comply with the Company's rules and regulations.
- 2.4 Respect and follow the instructions of supervisors, provided they are in accordance with Company policies and regulations.
- 2.5 Respect the rights and dignity of others. Avoid disclosing or criticizing others' personal or work-related information in a way that could cause harm to individuals or the Company.
- 2.6 Avoid accepting gifts that may create discomfort or bias in future duties. If unavoidable, immediately report to a supervisor.

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- 2.7 Use Company assets and resources economically and efficiently, and help maintain them to prevent loss or deterioration.
 - 2.8 Maintain strict confidentiality of Company operations and information, and do not use internal or confidential information for personal gain.
 - 2.9 Do not exploit one's position or job for personal or group benefit, or engage in business that competes with the Company.
 - 2.10 Treat customers and partners with fairness and honesty. Maintain confidentiality and do not use their information for personal or related parties' benefit.
 - 2.11 Promptly report to a supervisor any information that may affect the Company's operations or reputation.
 - 2.12 Protect and preserve the Company's assets and benefits to ensure optimal use, avoid waste, damage, or premature deterioration.

Section 7: Business Ethics

1. Ethics in Dealing with Stakeholders


The Company values fair treatment of all stakeholders. All stakeholders should be treated according to their legal rights or agreements with the Company. Directors, executives, and employees must act with honesty, integrity, fairness, and quality in accordance with contracts, agreements, and conditions.

1.1 Treatment of Shareholders

- (1) Strive to achieve strong business performance and sustainable profit growth to enhance competitiveness and long-term shareholder value.
- (2) Act with honesty and fairness toward all shareholders.
- (3) Perform duties and make decisions with competence and care, applying knowledge, experience, and management skills to the best of their ability.
- (4) Report financial performance and status to shareholders accurately, equally, and regularly.
- (5) Avoid seeking undisclosed personal or related-party benefits that may cause conflicts of interest

1.2 Treatment of Employees

- (1) Treat employees with respect for their dignity and human rights.
- (2) Ensure equal employment opportunities without discrimination based on gender, race, religion, age, disability, or other unrelated factors.
- (3) Provide fair and appropriate compensation based on knowledge, experience, position, responsibility, and performance, aligned with Company performance and economic conditions.
- (4) Offer appropriate welfare and benefits comparable to industry standards and legal requirements, such as provident funds.


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- (5) Support continuous development of employees' knowledge, skills, and potential for career advancement.
 - (6) Maintain a safe and healthy working environment.
 - (7) Promote better quality of life and sustainable self-reliance for employees and their families, in line with the sufficiency economy philosophy.
 - (8) Encourage employee participation and respect their right to organize and contribute to work-related decisions and agreements.
 - (9) Promote understanding of the Code of Conduct and roles to foster ethical behavior and a shared culture and values, leading to organizational unity.
 - (10) Manage with care and avoid unfair actions that may affect job security.
 - (11) Comply with labor laws and regulations regarding employment, termination, and employee welfare.
 - (12) Provide channels for employees to report legal or regulatory violations, governance issues, business ethics breaches, or suspected fraud, and ensure protection for whistleblowers and related parties from retaliation.

1.3 Treatment of Customers

- (1) Deliver quality products and fulfill contractual obligations transparently and fairly. If unable to do so, promptly negotiate with customers to find solutions.
- (2) Strive to ensure customer satisfaction and confidence through excellent service, safety, and appropriate technology, while continuously improving standards.
- (3) Provide complete, accurate, and timely service information without distortion, and maintain long-term relationships.
- (4) Establish customer service systems and communication channels for complaints, and respond promptly to improve products and services.
- (5) Consistently protect customer confidentiality and avoid using such information for personal or related-party benefit.
- (6) Regularly evaluate and improve products to ensure quality and compliance with standards, specifications, and relevant laws.

1.4 Treatment of Business Competitors

- (1) Conduct business with competitors in accordance with the principles of fair and ethical competition.
- (2) Refrain from acquiring confidential information of competitors through dishonest, inappropriate, or illegal means.
- (3) Avoid intentionally damaging the reputation of competitors through unfounded accusations or defamatory statements.
- (4) Do not infringe upon the intellectual property or copyrighted works of others or competitors.
- (5) Do not solicit, accept, or offer any dishonest benefits in dealings with competitors.



1.5 Treatment of Business Partners


- (1) Treat business partners fairly and equitably, based on mutual benefit. Strictly adhere to contractual agreements and promptly notify partners in case of any inability to fulfill obligations, to jointly seek reasonable solutions.
- (2) Do not accept or agree to receive any assets or benefits beyond the scope of the commercial agreement.
- (3) If there is evidence of dishonest solicitation or acceptance of assets or benefits, disclose the information to the partner without delay to resolve the issue together.
- (4) Implement policies or measures to screen and evaluate business partners, including manufacturers and contractors, and support partnerships with those who operate ethically, respect human rights, and uphold social responsibility.
- (5) Avoid doing business with partners engaged in illegal activities or those that violate public order and moral standards.
- (6) Promote and support sustainable business practices among partners, emphasizing social and environmental responsibility.

1.6 Treatment of Creditors

- (1) Strictly comply with contractual terms and obligations, including liabilities and guarantees. In case of default or inability to meet obligations, promptly inform creditors and seek reasonable solutions to prevent damage.
- (2) Manage financial resources with an appropriate structure to support business operations and maintain creditor confidence.
- (3) Provide accurate and clear information to creditors, including opportunities for site visits and meetings with management.
- (4) Do not cooperate with or support individuals or organizations engaged in illegal activities or those that pose a threat to society and national security.
- (5) Strive to maintain sustainable and trustworthy relationships with creditors.

1.7 Treatment of Society, Community, and Environment

- (1) Promote education and training for employees to instill a sense of responsibility toward the community, society, and environment, and encourage participation in company-organized activities.
- (2) Support and participate in activities that preserve cultural traditions and values, and consistently sponsor religious events as responsible members of society.
- (3) Support educational initiatives, sports development, and professional skill enhancement for sustainable self-reliance.
- (4) Engage in social responsibility efforts related to public welfare, environmental conservation, and community development, including initiatives to improve the quality of life for the underprivileged, elderly, children, and youth.
- (5) Participate in anti-drug campaigns to protect youth from substance abuse and foster strong, safe, and drug-free communities.
- (6) Instill environmental and social responsibility in employees, promoting efficient and intelligent use of energy and resources.

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- (7) Create and support activities that contribute to the conservation and sustainable use of natural resources, the environment, and energy.
 - (8) Avoid actions that may harm the reputation of the nation, natural resources, or the environment.
 - (9) Do not cooperate with or support individuals or organizations engaged in illegal activities or those that threaten social stability and national security.
 - (10) Ensure strict compliance with relevant laws, regulations, and standards.
 - (11) Listen to community feedback and establish grievance mechanisms for issues affecting the community. Investigate and resolve concerns promptly, and communicate outcomes to demonstrate the company's commitment to sustainable coexistence.
 - (12) Operate in accordance with standards of quality, safety, occupational health, environmental protection, and energy management, while promoting efficient energy conservation for the benefit of future generations.

2. Code of Conduct on Legal Compliance

The company places great importance on compliance with applicable laws, regulations, and international business ethics. Directors, executives, and employees must act within the legal framework and must not be involved in, assist with, or engage in any actions that violate laws or related regulations.


3. Code of Conduct on Human Rights

- 3.1 Treat employees equally and fairly, respecting human dignity and individual freedoms.
- 3.2 Ensure fair, transparent, and equitable processes in recruitment, training, and compensation, focusing on knowledge, skills, and experience without discrimination based on race, nationality, language, religion, social status, gender, age, or education.
- 3.3 Respect the privacy of directors, executives, employees, debtors, creditors, partners, and shareholders by safeguarding personal data and disclosing it only with consent or in accordance with company policy or legal requirements.
- 3.4 Promote adherence to international human rights principles and refrain from supporting activities that violate human rights, such as child labor.

4. Code of Conduct on Intellectual Property Protection

The company is committed to protecting its intellectual property. Employees must not reproduce, modify, or use the company's intellectual property for personal or third-party benefit without prior authorization.

- 4.1 Refrain from any actions that infringe upon the intellectual property rights of others. If any potential or actual infringement is observed, it must be reported to supervisors or relevant departments through designated company channels.

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- 4.2 Comply with all applicable laws, regulations, and contractual obligations related to the intellectual property rights of others, including patents, copyrights, trade secrets, and proprietary information.
 - 4.3 Any copyrighted work or intellectual property created by employees in the course of their duties shall be the property of the company.
 - 4.4 Only legally licensed software may be used within the company's IT systems. Unauthorized copying of software is strictly prohibited unless permitted by the software provider.

5. Code of Conduct on Political Neutrality


The company maintains a policy of political neutrality and does not support or engage in political activities, either directly or indirectly. However, the company respects the legal rights of employees to participate in political activities as responsible citizens under a democratic system.

- 5.1 The company emphasizes political neutrality and does not support or engage in activities that benefit any political party or politician, nor does it seek business advantages through political influence.
- 5.2 The company does not participate in political campaigns or advertisements, and prohibits the use of company resources or premises for such purposes.
- 5.3 Employees are encouraged to comply with laws and uphold democratic principles. They may exercise their political rights outside of working hours as private citizens.
- 5.4 Employees may engage in political activities in their personal capacity, but must not use their position, the company's name, or logo to solicit support or donations for any political party or politician.
- 5.5 The company prohibits any form of coercion or persuasion by employees or supervisors to participate in political activities, as such actions may cause internal conflict and harm the company's reputation.

6. Code of Conduct on Charitable Donations and Sponsorships

The company has a clear policy on charitable donations and sponsorships. Donations must be made transparently in the name of the company and only to credible organizations such as foundations, public health institutions, temples, hospitals, or other trusted entities. All donations must comply with company regulations and be used for public benefit or the intended purpose.

- 6.1 Donations to organizations with social benefit objectives must be made transparently in the company's name, following company procedures and legal requirements, with monitoring and verification to ensure proper use.
- 6.2 Sponsorships must aim to promote the company's business or image, and must clearly display the company's name or logo. All sponsorships must be conducted transparently and in accordance with company regulations and legal standards.
- 6.3 The company has established clear authority levels and approval procedures for donations and sponsorships. All approvals must be documented and



recorded by the accounting department, and subject to internal and external audits to ensure transparency and integrity.

7. Code of Conduct on Giving and Receiving Gifts, Assets, or Other Benefits


The company has established guidelines for giving and receiving gifts, assets, or other benefits to align with its anti-corruption policy and ensure transparency in operations.

- 7.1 Employees, their families, friends, or acquaintances must not solicit or accept gifts, assets, or benefits from contractors, subcontractors, customers, vendors, business partners, or stakeholders, whether personally or on behalf of others, if such actions may influence decision-making, cause bias, or create conflicts of interest. Bribes or similar benefits must not be given to company directors, executives, employees, or external parties, especially government officials. Any gifts or benefits given must comply with local laws and customs.
- 7.2 In cases where gifts cannot be refused, such as during cultural or festive occasions, or promotional activities, employees must report and hand over the items to their supervisors.
- 7.3 Gifts, entertainment, and service expenses must be provided in the company's name and only by authorized representatives. Such actions must be necessary, customary in business practices, or part of promotional activities.
- 7.4 Departments interacting with partners, customers, or stakeholders must regularly inform them of this code of conduct.
- 7.5 Any director, executive, or employee who intentionally or negligently violates these guidelines may be subject to investigation or disciplinary action in accordance with the company's personnel policies.

8. Code of Conduct on Conflict of Interest

The Company places great importance on transparency and prioritizes the best interests of the organization. Therefore, it is committed to preventing transactions that may lead to conflicts of interest or related-party transactions. All such transactions must be conducted for the maximum benefit of the Company and its shareholders, and any actions that may result in a conflict of interest should be avoided.

- 8.1 Directors and executives must disclose any relationships or related transactions that may lead to a conflict of interest.
- 8.2 Avoid engaging in transactions with directors, executives, or related persons that may cause a conflict of interest with the Company, whether through business dealings or the use of opportunities or information obtained from employment for personal gain or competing business activities, including any external work that affects their duties.
- 8.3 All business transactions must be conducted with integrity, reasonableness, and independence, within ethical boundaries and with consideration for the Company's best interests.



8.4 Executives and employees must strictly adhere to the Company's regulations and business code of conduct to maintain credibility and trust among all stakeholders. The Company shall disseminate guidelines to ensure understanding and compliance throughout the organization.

9. Code of Conduct on Related-Party Transactions


The Company recognizes its duty to comply with regulations concerning inter-company or related-party transactions as stipulated by the Capital Market Supervisory Board, the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand (SET).

- 9.1 The Board of Directors must perform their duties in accordance with the Securities and Exchange Act, relevant regulations, announcements, orders, and requirements of the SET, including disclosure of related-party transactions and acquisition or disposal of significant assets in accordance with accounting standards set by the Federation of Accounting Professions.
- 9.2 All related-party transactions under SET regulations must strictly follow the prescribed criteria, procedures, and disclosure requirements.
- 9.3 The Company must disclose any transactions that may involve conflicts of interest or related-party transactions in accordance with the regulations of the Capital Market Supervisory Board, SEC, and SET.
- 9.4 Such disclosures must be included in the annual registration statement, annual report, or other relevant reports, and must be reported to the SET in accordance with accounting standards.
- 9.5 In cases where self-related transactions are necessary, the Company must prioritize its own interests and treat such transactions as if they were conducted with external parties. Directors, executives, and employees involved must not participate in the approval process.

10. Code of Conduct on Confidentiality and Use of Insider Information

The Company is committed to fair and equal disclosure of information to all stakeholders, including shareholders. Insider information or material news that may affect the price of securities and has not yet been made public is considered confidential and vital to business operations. Disclosure of such information may impact the Company, especially its stock value and reputation. Therefore, the Company has established measures and systems to safeguard insider information. Directors, executives, and employees must maintain confidentiality and refrain from using such information for personal gain, even after their employment ends.

- 10.1 Maintain the confidentiality of the Company's information and/or insider data.
- 10.2 Do not disclose or exploit confidential and/or insider information for personal benefit or for the benefit of others, whether directly or indirectly, and regardless of compensation.
- 10.3 Do not engage in the trading, transfer, or acceptance of Company securities using confidential and/or insider information, or enter into any legal agreements that may harm the Company.

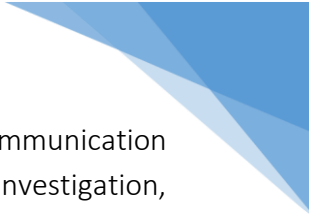


10.41 Directors, executives, and auditors must disclose and report changes in securities holdings, including those of their spouses and minor children, to the SEC in accordance with Section 59 of the Securities and Exchange Act B.E. 2535. A copy of such reports must be submitted to the Company on the same day as the SEC submission, which must be made within three business days.

11. Code of Conduct on Information Technology Usage

The Company provides information technology systems to support business operations and enhance work efficiency in compliance with laws, policies, and procedures. The Company has established governance and management frameworks for IT that align with its organizational needs.

- 11.1 Directors, executives, and employees must use licensed software only. When working on external computers, software licenses must be verified. Unauthorized software installation or use within the Company is strictly prohibited.
- 11.2 Passwords must be kept confidential and not shared. Avoid accessing unfamiliar websites that may compromise the Company's IT systems. Do not use computers to harm, violate, or disrupt others' work. The Company ensures IT security in accordance with international standards, and all personnel are responsible for maintaining system security.
- 11.3 Do not use computers to spy on, alter, or access others' files, or create false evidence that may lead to data theft. Personal use of IT and communication devices is permitted within reason, but must not be used for personal business or disrupt Company operations or productivity.
- 11.4 Use Company-provided email and internet services cautiously and solely for business purposes. Do not tarnish the Company's reputation or use its name or logo on public electronic media.
- 11.5 Do not copy copyrighted software from others.
- 11.6 Directors, executives, and employees must supervise external parties' access to files and programs only as necessary for work, and strictly comply with IT laws. Violations confirmed through investigation will result in disciplinary and/or legal action as appropriate.
- 11.7 Directors, executives, and employees of the Company shall use the provided email and internet services strictly for business purposes, with due care and responsibility. They must refrain from any actions that could damage the Company's reputation and shall not use the Company's name or logo on public electronic media without authorization.
- 11.8 Directors, executives, and employees of the Company must not copy or use copyrighted software without proper licensing or permission.
- 11.9 Directors, executives, and employees of the Company are responsible for supervising external parties in accessing files and software only to the extent necessary for work-related purposes. They must strictly comply with



applicable laws and regulations concerning information and communication technology. If any violation is found and confirmed through investigation, disciplinary and/or legal actions will be taken as appropriate.

12. Code of Conduct on Workplace Safety and Hygiene

- 12.1 Operate in compliance with all applicable laws, standards, and regulations related to health, safety, and the working environment to help prevent or mitigate potential impacts.
- 12.2 Immediately report to supervisors any irregularities observed in machinery, equipment, or workplace areas that may affect health and safety.
- 12.3 Maintain preparedness for emergency situations by conducting regular drills and continuously improving emergency response plans to prevent or minimize loss of life and damage to the Company's assets, employees, partners, and other stakeholders.
- 12.4 Promote, support, and provide consultation to employees and stakeholders to ensure safe work practices and risk reduction, thereby ensuring business continuity.
- 12.5 Foster a culture of safety and continuously build knowledge and positive attitudes toward safe working practices.
- 12.6 Encourage the development of an effective occupational health, safety, and environmental management system that meets relevant standards.

13. Code of Conduct for Investor Relations

In addition to complying with the Company's general employee code of conduct, Investor Relations personnel must also adhere to the following principles:

1. Disclose essential information and news accurately, clearly, timely, and fairly to all parties, while ensuring that no misunderstandings or misinterpretations occur.
2. Provide opportunities for all relevant stakeholders to access and inquire about information.
3. Maintain the confidentiality of the Company's information and refrain from using insider information for personal gain.
4. Perform duties with full knowledge, capability, and professionalism.
5. Build trust, enhance the Company's image and reputation, and foster positive relationships with all stakeholders.
6. Comply with the Company's quiet period policy prior to financial statement announcements and adhere to the Company's guidelines on securities trading.

This Corporate Governance and Business Ethics Manual was reviewed and approved at the Board of Directors' Meeting No. 8/2024 on November 7, 2024, and shall be effective from November 8, 2024, onward.



- Mr. Chanitr Charnchainarong -
(Mr. Chanitr Charnchainarong)
Chairman of the Board of Directors/
Corporate Governance and Sustainable Development Committee