



Business Code of Conduct



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1. Corporate Governance Policy

To ensure that the company's directors, executives, and employees adhere to ethical practices and conduct themselves professionally, while upholding integrity, accountability to the economy and society, and promoting good corporate governance in accordance with the Stock Exchange's governance principles—emphasizing honesty, fairness, and transparency—this policy has been established. The following governance guidelines serve as a standard framework for business operations and provide a reference for directors, executives, employees, and all relevant parties:

1. Business Ethics
2. Code of Conduct and Guidelines for Executives and Employees
3. Code of Conduct for Manufacturers/Suppliers of Goods, Raw Materials, and Services (Business Partners)
4. Shareholders' Rights and Equality
5. Charter of the Board of Directors
6. Charter of the Audit Committee
7. Charter of the Executive Committee
8. Charter of the Nomination and Remuneration Committee
9. Charter of the Risk Management Committee
10. Charter of the Chief Executive Officer
11. Charter of the Managing Director
12. Charter of the Company Secretary
13. Regulations on Transactions Involving Directors, Executives, and Related Persons
14. Key Policies and Monitoring for Compliance

2. Business Ethics

Siam East Solutions Public Company Limited is committed to ensuring that its directors, executives, and employees conduct business in accordance with ethical principles. This commitment is essential for driving sustainable and continuous business growth through the following guidelines:

1. Conduct business with honesty, integrity, and social responsibility, adhering to legal and ethical standards while striving to contribute positively to individuals, communities, society, and the environment.
2. Treat customers fairly regarding products and services without discrimination.

3. Operate with standardized processes and strong control mechanisms, utilizing expertise and caution while making decisions based on sufficient and verifiable information, and strictly complying with all relevant laws and regulations.
4. Maintain confidentiality of customer information obtained through business operations unless disclosure is required by law.
5. Provide customers with a channel to report issues regarding product and service deficiencies.
6. Accurately and comprehensively disclose product and service information.
7. Adhere to agreements and conditions with customers fairly. If unable to meet any commitments, promptly notify customers to find a mutually acceptable solution.
8. Uphold human rights policies and commit to sustainable business practices, ensuring equal and fair treatment of personnel while respecting human dignity and individual freedoms, without discrimination, in accordance with fundamental principles of international human rights law.
9. Ensure labor practices comply with international standards, the Labor Protection Act, Thai labor standards, and all related laws, regulations, and requirements.

3. Code of Ethics and Guidelines for Executives and Employees

Siam East Solutions Public Company Limited has established a code of ethics for executives and employees to adhere to in their interactions with stakeholders as follows:

• Treatment of Shareholders

The company is committed to acting as a responsible representative of shareholders in conducting business to maximize shareholder satisfaction. All executives and employees must perform their duties with honesty, integrity, caution, diligence, and broad vision. They must not seek personal or group benefits from undisclosed corporate information and must not disclose the company's confidential information to external parties. The company ensures that shareholders receive accurate, transparent, and reliable information regularly and have fair access to their rights based on human rights principles. Additionally, the company provides channels for shareholders to inquire about corporate information. Employees and executives must avoid conflicts of interest, treat both major and minor shareholders equally, and act in the best interest of all shareholders collectively.

• Treatment of Employees

All executives and employees must treat each other equally and fairly, managing without bias in accordance with human rights and labor practices. The company supports the development of employees' potential, career advancement, and work efficiency. It also promotes understanding of the ethical standards employees must uphold. Appropriate welfare benefits must be provided, and subordinates and colleagues must be treated with sincerity. The company values listening to opinions and suggestions in a fair and equitable manner. It also protects personal rights, maintains confidentiality, and ensures the proper use of personal information. Employees are encouraged to uphold corporate values while prioritizing organizational or collective benefits over personal interests, such as using company assets responsibly and conserving internal resources.

• **Treatment of Customers**

The company is committed to ensuring customer satisfaction and confidence by providing high-quality products and services at reasonable prices while maintaining good relationships. All executives and employees must treat every customer fairly and equally without discrimination. They must provide accurate, sufficient, and timely information while safeguarding customer confidentiality and avoiding misuse of customer data. The company prioritizes customer safety and well-being and has established mechanisms for customers to voice complaints or provide feedback on services and product quality efficiently. Employees must strictly follow customer service policies, deliver products that meet or exceed customer expectations under fair conditions, and respond swiftly to customer needs to maximize satisfaction.

• **Treatment of Business Partners**

All executives and employees must treat business partners fairly, refraining from soliciting or accepting any improper benefits from them. The company considers the best interests of the organization and maintains fair business relationships. Employees must ensure fair, equal, and appropriate treatment of business partners and comply with agreements based on principles of fairness and reasonableness. Any information provided about the company must be accurate, without violating or fraudulently obtaining trade secrets. The company supports a system for partners to express concerns or report irregularities and requires timely notification to partners if any contractual conditions cannot be met to find mutually agreeable solutions.

• **Treatment of Competitors**

All executives and employees must conduct business with fair and transparent competition, avoiding unfair advantages. They must engage with competitors under ethical competition principles, refraining from distorting information, violating competitor rights, or unlawfully obtaining confidential information.

• **Treatment of Society and the Environment**

All executives and employees must ensure compliance with applicable laws and regulations, uphold corporate social responsibility, and adhere to environmental protection principles. The company respects local customs and traditions where it operates, responds efficiently to environmental and community impacts, and promotes the efficient use of resources and energy conservation. Employees are encouraged to be conscious of social, community, and environmental responsibilities. The company fosters mutual understanding with local communities to establish cooperative relationships, complies with environmental laws and regulations, and supports complaint resolution mechanisms to address concerns and find joint solutions.

Siam East Solutions Public Company Limited has established these ethical guidelines for executives and employees to follow.

3.1. Guidelines for Executives

All executives are aware of their responsibilities to the company in order to ensure its success in business operations and gain recognition from all stakeholders. Therefore, the company has established a code of ethics for executives as a guideline for their conduct.

All executives must comply with the company's rules, regulations, announcements, and directives, as well as the instructions from higher-level supervisors, as follows:

1. Must support and strictly adhere to the company's policies, regulations, directives, agreements, announcements, or circulars that have been officially communicated to all employees.
2. Must perform duties in accordance with the company's business ethics with honesty, integrity, and fairness. Executives must also report any incidents that may harm the company's reputation and assets promptly. In business operations, they should make decisions and provide opinions independently and prudently for the best interest of the company, while avoiding any involvement in activities that may bring disrepute to the company.
3. Must be polite, respectful, and considerate toward colleagues.
4. Must carry out responsibilities with dedication, diligence, and adherence to the company's governance and ethical standards, serving as a role model for employees. Executives should work to advance the company in a rightful manner, performing their duties to the best of their knowledge, abilities, and experience for the company's benefit.
5. Must strictly maintain the confidentiality of company information, as well as that of clients, partners, and employees, or any other confidential business matters that should not be disclosed. The dissemination of financial, business, or personal information related to the company must follow proper procedures and be authorized. This must be done cautiously and effectively. During and after employment with the company, employees must agree to keep such confidential information private. If any disclosure, transmission, or misuse of this information occurs beyond the scope of their duties, they must take full responsibility and compensate the company for any actual damages incurred.
6. Must take necessary precautions to protect the company's assets from damage or loss, whether caused by individuals or disasters, to the best of their ability. Additionally, they must not use company equipment or assets for personal gain or for the benefit of any unrelated party.
7. Must manage operations with integrity and ethics, while fostering ethical conduct at all levels of the company. They should also monitor and address any conflicts of interest that may arise within the company.
8. Must oversee subordinates closely, ensuring fairness and impartiality without bias.
9. Must be willing to work as a team and be receptive to others' opinions.

3.2. Prohibited Conduct for Executives

All executives must refrain from any actions or behaviors that could harm the reputation of the company or themselves. The prohibited actions include:

1. Using company working hours for personal matters or other activities.
2. Engaging in businesses that compete with the company, whether for personal benefit or on behalf of others, including holding controlling shares in competing businesses that may directly or indirectly harm the company.
3. Behaving in a manner that could tarnish the reputation of the company or their own position.

4. Providing false information or withholding crucial facts that should be disclosed to the company.
5. Performing duties negligently or engaging in inappropriate conduct that compromises the integrity and effectiveness of management.
6. Concealing or distorting facts for personal or third-party gain, which could lead to direct or indirect harm to the company.
7. Obstructing or interfering with the lawful duties of authorized personnel within the company or instructing employees to act unethically or improperly.
8. Violating civil or criminal laws in a way that causes harm to themselves or others, whether intentional or not.
9. Disclosing salary, wage adjustments, or other financial information related to themselves or others, whether intentionally or unintentionally.
10. Accepting or agreeing to receive money, gifts, or other benefits from customers, suppliers, partners, competitors, or any third party doing business with the company. This includes excessive entertainment unless it falls within customary business practices, such as traditional gift-giving, standard business hospitality, or promotional expenses that enhance the company's reputation. Any gifts or benefits exceeding 20,000 THB must be reported to a superior immediately.
11. Offering bribes directly or indirectly through third parties, or improperly influencing government officials, customers, or business partners, which contradicts the company's policies.
12. Altering, deleting, or modifying records or data to misrepresent business performance or accounting records intentionally, for any purpose.
13. Making payments or conducting business transactions in a way that implies or suggests that part of the payment or transaction is intended for a purpose other than what is documented.
14. Being declared bankrupt or having legal grounds to be presumed insolvent.
15. Failing to protect the company's intellectual property or information obtained during employment.
16. Plagiarizing or infringing on the intellectual property of others.
17. Engaging in unethical actions for personal or third-party gain.
18. Allowing non-procurement departments to request sponsorship from vendors or partners. (If necessary for company benefit, the relevant department must consult the procurement department, except for marketing-related collaborations managed by the Marketing and Business Development department.)
19. Neglecting or facilitating unauthorized access, exploitation, or disruption of the company's computer systems, data, or network traffic. This includes intentionally supporting or allowing actions that violate computer laws, copyright laws, or other related regulations.

3.3. Disciplinary Actions for Executives

1. **Minor Violations** : Executives who commit minor violations will receive a formal written warning detailing the nature of the violation and the reasons behind it. The executive will be given an opportunity to dispute the allegation with their superior. If the issue cannot be resolved, it will be escalated to the company's board of directors for review, and their decision will be final. If the executive repeats the violation or fails to correct

their misconduct after the first warning, stricter disciplinary action will be taken, which may include termination.

2. **Serious Violations** : Serious violations include, but are not limited to, bribery, fraud, disclosure of company secrets or intellectual property to third parties, actions that damage the company's reputation, or failing to report or concealing important information, discussions, or documents from superiors. In such cases, the company may terminate the executive's employment immediately without severance pay and without issuing a prior written warning.

3.4. Code of Conduct for Employees

To foster a productive and efficient work environment, employees should adhere to the following guidelines:

1. Employees must work with honesty, dedication, diligence, and perseverance while continuously improving their performance. They should also safeguard the company's rights and assets, ensuring their proper use without personal gain, either directly or indirectly, for the benefit of both themselves and the company.
2. Employees must comply strictly with the company's policies, rules, regulations, work orders, agreements, and announcements.
3. Employees must respect and follow the lawful instructions of their supervisors, provided they align with the company's policies and regulations.
4. Employees must maintain harmony, cooperation, and mutual support among colleagues, avoiding conflicts that could harm individuals or the company.
5. Employees must respect others' rights and privacy, refraining from disclosing or discussing work-related or personal information in a manner that could harm colleagues or the company.
6. Employees should avoid accepting gifts that may create conflicts of interest or obligations in their future duties. If unavoidable, they must report such acceptance to their supervisor immediately.
7. Employees must not use their position or professional advantages to seek personal benefits for themselves, their associates, or to engage in business activities that compete with the company.
8. Employees must treat customers and business partners with honesty, fairness, and equal respect.
9. Employees must strictly maintain the confidentiality of customer, partner, and company information.
10. Employees must promptly report to their supervisors any information they receive that could impact the company's operations or reputation.
11. Employees must take care of the company's assets and resources, ensuring their optimal use while minimizing waste, damage, or premature deterioration.
12. Employees must remain loyal to the company and maintain a positive attitude, avoiding any activities that compete with or conflict with the company's interests.
13. Employees should continuously develop their knowledge and skills while sharing their expertise and experiences with colleagues at all levels.

3.5. Employee Disciplinary Actions

In cases where an employee's actions create a conflict of interest with the company, the matter shall be reviewed based on the company's organizational structure and work regulations. Each department shall initially assess the issue and summarize the findings before forwarding them to senior management and relevant departments for further evaluation. The appropriate disciplinary action will then be determined based on the severity of the violation. However, if the conflict of interest is severe and causes significant harm beyond the department's authority to resolve, the matter shall be escalated to the company's executive management for final review and decision on appropriate penalties.

3.6. Disciplinary Actions

1. Verbal warning
2. Written warning
3. Salary deduction
4. Suspension from work
5. Termination without severance pay under labor protection laws
6. Legal action

4. Code of Conduct for Business Operations of Suppliers, Raw Material Providers, and Service Providers (Partners)

Siam East Solutions Public Company Limited is committed to conducting business sustainably, ethically, and with integrity. We pledge to operate with fairness, transparency, good governance, and a strong sense of responsibility toward all stakeholders and those affected by our business operations.

We expect that companies engaging in business with Siam East Solutions Public Company Limited will uphold and adhere to the same principles. By doing so, we can achieve success and grow sustainably together. The following are our expected business practices:

4.1. Human Rights and Labor

1. Suppliers, raw material providers, and service providers should respect human rights and treat their employees fairly in accordance with international standards and applicable laws.
2. Suppliers, raw material providers, and service providers must conduct their business without the use of forced labor and must not engage in any form of involuntary labor.
3. Suppliers, raw material providers, and service providers must operate without the use of child labor and must comply with applicable child labor or youth employment laws.
4. Suppliers, raw material providers, and service providers must conduct their business without discrimination in employment based on nationality, skin color, gender, religion, age, disability, etc.

4.2. Safety, Occupational Health, and Environment

1. Suppliers, raw material providers, and service providers should be responsible and committed to the efficient use of resources, support energy reduction initiatives, and implement effective resource management plans.
2. Suppliers, raw material providers, and service providers must strictly comply with applicable laws and regulations regarding safety, occupational health, and the environment.
3. In their production systems, suppliers, raw material providers, and service providers must ensure the installation of appropriate and safe waste disposal and management systems, air pollution controls, and wastewater treatment facilities. They should actively work to reduce greenhouse gas emissions through various mechanisms and conduct regular quality inspections.
4. Suppliers, raw material providers, and service providers must be committed to protecting and preserving biodiversity and ecosystem services efficiently.
5. Suppliers, raw material providers, and service providers must provide a safe and hygienic workplace for their employees, including supplying adequate and appropriate personal protective equipment.

4.3. Ethics and Legal Compliance

1. Suppliers, raw material providers, and service providers must conduct business with integrity, adhere to ethical standards, and strictly comply with the law.
2. Suppliers, raw material providers, and service providers must operate their business free from bribery, bid collusion, or any form of corruption.
3. Suppliers, raw material providers, and service providers must engage in fair competition.
4. Suppliers, raw material providers, and service providers must maintain accurate and complete business and accounting records related to their operations and be prepared to provide them for review upon request.
5. Suppliers, raw material providers, and service providers must protect the company's confidential information.
6. Suppliers, raw material providers, and service providers must notify the company in writing if any conflicts of interest arise between the company and themselves.

In cases where suppliers, raw material providers, and service providers violate this Code of Business Ethics, the company may issue a formal warning and reserves the right to suspend or terminate business transactions at its discretion. Suppliers, raw material providers, and service providers shall have no right to claim any compensation from the company in such instances.

5. Shareholders' Rights and Equality

The company is committed to treating all shareholders equally, in accordance with legal requirements and relevant regulatory authorities. Shareholder meetings are conducted openly, transparently, and fairly, ensuring that all shareholders have equal rights as follows:

1. The right to ownership and control of the company through the appointment of a board of directors to act on their behalf.
2. The right to buy, sell, or transfer shares.
3. The right to attend shareholder meetings, vote, express opinions, and participate in making decisions on significant company matters.
4. The right to appoint a proxy to attend meetings and vote on their behalf.
5. The right to appoint and remove board members.
6. The right to vote on the appointment and remuneration of auditors.
7. The right to receive timely and regular information regarding company performance and management policies.
8. The right to receive profit distributions equally.
9. The right to be informed about related-party transactions.

5.1. Shareholders' Meetings

1. Scheduling the Date, Time, and Venue of the Shareholders' Meeting

The Board of Directors shall schedule the shareholders' meeting at a date, time, and venue that is convenient for shareholders to attend.

2. Notice of Meeting

The company will send a notice of the meeting, agenda items, the Board of Directors' opinions, and all relevant documents with sufficient and complete information to assist shareholders in making informed decisions. This will be done in advance of the meeting, in compliance with legal and regulatory requirements.

3. Proposal for Additional Agenda Items Prior to the Meeting

All shareholders have the right to propose additional agenda items in advance of the meeting by submitting the proposed item and relevant details in writing to the company at least three days before the meeting. The Board of Directors will review the proposal and decide whether to include it in the meeting agenda.

4. Meeting Attendance and Registration

All shareholders have the right to attend and vote at the meeting or to appoint a proxy to attend and vote on their behalf. The company will allow shareholders to register for the meeting in advance and will ensure a well-organized registration system to facilitate a smooth and efficient process for all attendees.

5. Inquiries, Opinions, Voting, and Meeting Minutes

The Board of Directors ensures that all shareholders have equal rights to oversee the company's operations. During every shareholders' meeting, shareholders are given the opportunity to ask questions, express opinions, and provide suggestions freely. All decisions and voting processes are conducted independently, with each share representing one vote. The company records the meeting minutes, including questions, suggestions, resolutions, and the number of votes in favor, against, or abstained. These minutes are documented in writing and made available for shareholders and relevant parties to review. Additionally, the meeting minutes are published on the company's website after the meeting concludes.

6. Board of Directors' Participation in the Meeting

The Board of Directors prioritizes shareholder meetings and considers it their duty to attend every meeting.

They are responsible for presenting complete and transparent information, listening to shareholder opinions and suggestions, and providing accurate responses to any shareholder inquiries.

6. Charter of the Board of Directors

Siam East Solutions Public Company Limited recognizes and places great importance on corporate governance. In addition to strictly adhering to the company's regulations, the Public Limited Companies Act, securities and exchange laws, and other relevant legal requirements, the Board of Directors must diligently fulfill its duties. To reinforce corporate governance, the company has established governance policies to emphasize the roles and responsibilities of the Board of Directors in alignment with the principles of good corporate governance as defined by the Stock Exchange.

6.1. Composition of the Board of Directors

The composition of the company's Board of Directors shall be as follows:

1. According to the company's regulations, the Board of Directors must consist of no fewer than five (5) directors, with at least half of the total number of directors residing in the Kingdom of Thailand. Directors must possess the qualifications as required by law and may or may not be shareholders of the company.
2. The Board of Directors comprises executive directors, non-executive directors, and independent directors. At least one-third (1/3) of the board must be independent directors, with a minimum of three (3) independent directors, meeting the qualifications specified by the Stock Exchange.
3. The Board of Directors shall elect one of its members to serve as the Chairman of the Board, who may or may not be an executive.
4. The Board of Directors shall appoint a person to serve as the company secretary.

6.2. Scope of Authority and Responsibilities of the Board of Directors

The Board of Directors has the following duties and responsibilities:

1. Perform duties in accordance with laws, regulations, rules, or announcements of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Stock Exchange of Thailand, and other relevant regulatory bodies, as well as the company's objectives, articles of association, board resolutions, and shareholder meeting resolutions. The board must act responsibly, honestly, and prudently to protect the company's interests based on good corporate governance principles.
2. Approve the appointment of individuals who meet the qualifications and do not have disqualifications as specified in the Public Limited Companies Act B.E. 2535 (1992) and securities and exchange laws, as well as relevant rules and regulations, in cases where a board position becomes vacant for reasons other than term expiration.

3. Appoint independent directors and audit committee members, ensuring their qualifications comply with securities and exchange laws and relevant regulations, or propose such appointments to the shareholder meeting for consideration.
4. Determine and amend the list of directors authorized to sign on behalf of the company.
5. Appoint individuals to manage the company's affairs under the board's supervision or delegate authority as deemed appropriate, with the ability to revoke, withdraw, or amend such authority.
6. Ensure the appointment of a company secretary to assist the board in carrying out its duties in compliance with legal and regulatory requirements.
7. Approve transactions related to the acquisition or disposal of company assets, except for transactions requiring shareholder approval, in accordance with relevant Stock Exchange regulations.
8. Approve related-party transactions, except for those requiring shareholder approval, ensuring compliance with Stock Exchange regulations.
9. Approve interim dividend payments if the company has sufficient profits, with such payments to be reported at the next shareholder meeting.
10. Establish the company's vision, policies, and strategic direction, approve business strategies and annual budgets, and oversee management to ensure efficient and effective implementation, maximizing shareholder value and ensuring sustainable growth.
11. Uphold accountability to shareholders, act in their best interests, and ensure accurate, complete, and transparent disclosure of material information to investors.
12. Define the authority levels and approval process for business transactions and company operations, formalizing them in an operational authority manual, with an annual review.
13. Ensure the preparation of the company's balance sheet and profit and loss statement at the end of each fiscal year, signing off on these financial statements for presentation to the annual general meeting of shareholders for approval.
14. Approve the nomination of auditors and review annual audit fees for shareholder approval.
15. Seek external professional advice when necessary to support appropriate decision-making.
16. Report the board's responsibilities regarding financial reporting alongside the auditor's report in the annual report, covering key aspects as per corporate governance best practices for listed companies.
17. Appoint and oversee the performance of sub-committees in accordance with their respective charters.
18. Conduct self-assessments and evaluate the overall performance of the board.
19. Assess the performance of individual directors and senior executives.
20. Ensure the company adopts and maintains an appropriate and efficient accounting system, along with effective internal controls and internal audit mechanisms.
21. Establish a written corporate governance policy based on good governance principles and ensure its effective implementation to guarantee fairness to all stakeholders. The delegation of powers, duties, and responsibilities by the Board of Directors shall not constitute an authorization or sub-authorization that allows the board or its delegates to approve transactions in which they or related persons (as defined by the

Securities and Exchange Commission or Capital Market Supervisory Board regulations) have a vested interest or conflict of interest with the company. Exceptions may apply if such transactions are conducted in accordance with policies and criteria previously approved by the board or shareholder meeting.

6.3. Election of Directors and Term of Office

The election of the company's directors shall be conducted at the shareholders' meeting under the following principles:

1. Each shareholder has voting rights equivalent to one vote per share held.
2. The election of directors may be conducted either on an individual basis or as a group, as deemed appropriate by the shareholders' meeting. However, in each voting instance, shareholders must use their total voting rights as per Clause 1 and cannot split their votes among multiple candidates. This means shareholders cannot distribute their votes in varying amounts among different candidates, as per Section 70, Paragraph 1 of the Public Limited Companies Act B.E. 2535 (1992). The company follows a **non-cumulative voting system**.
3. Candidates receiving the highest votes in descending order shall be elected as directors until the required number of directors is fulfilled. In the event of a tie that results in exceeding the required number of directors, the chairman of the meeting shall cast the deciding vote.
4. The Board of Directors, responsible for managing the company's business operations, shall have a term of office as stipulated in the company's regulations. At every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors is not divisible by three, the closest number to one-third shall retire. Retiring directors may be re-elected. For special committees, such as the Audit Committee, Executive Committee, and the Nomination and Remuneration Committee, the term of office shall be three years. One year is defined as the period from the annual general meeting of shareholders in which the director was elected until the next annual general meeting. Directors whose terms expire may be re-nominated and reappointed.
5. In addition to retirement by term expiration, a director shall vacate office upon:
 - (a) Death.
 - (b) Resignation.
 - (c) Disqualification or falling under legal prohibitions under the Public Limited Companies Act or securities and exchange laws.
 - (d) A resolution passed by the shareholders' meeting with a vote of not less than **three-fourths (3/4)** of the shareholders present and eligible to vote, holding at least half of the shares represented at the meeting.
 - (e) A court order for removal.
6. A director wishing to resign must submit a resignation letter to the company, which becomes effective upon receipt. The resigning director may also notify the Registrar of their resignation.
7. If a director's position becomes vacant for reasons other than term expiration, the Board of Directors shall appoint a qualified individual who meets legal requirements to fill the vacancy at the next board meeting unless the remaining term is less than two months. The appointed director shall serve only for the remaining

term of the predecessor. This appointment requires a vote of at least **three-fourths (3/4)** of the remaining directors.

8. Any director intending to serve as a director in another company must obtain prior approval from the Board of Directors.

6.4. Meetings of the Board of Directors

Board meetings shall be conducted as follows:

1. The Board of Directors must convene at least once every three months to review the company's performance. During these meetings, directors are expected to express their opinions and exercise independent judgment. Directors should attend all meetings unless there are unavoidable circumstances, in which case prior notice must be given to the Board Secretary. The company shall disclose the attendance record of directors in the annual report. To ensure all directors are informed in advance, the Board Secretary shall send a meeting invitation to all directors, specifying the date, time, location, and agenda at least seven (7) days prior to the meeting. The Board Secretary is also responsible for collecting relevant documents from directors and management and distributing them in advance. These documents must contain sufficient information to facilitate independent decision-making by the Board. The Board Secretary must record key discussion points from the meeting and prepare comprehensive and complete meeting minutes within five (5) days of the meeting's conclusion. The minutes must be submitted to the Chairman of the Board for signature and properly archived for easy retrieval and confidentiality.
2. Any director with a conflict of interest in a particular matter shall not have voting rights on that matter.
3. In Board meetings, the Chairman has the right to vote, and resolutions shall be passed based on a majority vote of attending directors. In the event of a tie, the Chairman shall cast an additional deciding vote. However, if any director disagrees with the majority decision, their dissenting opinion must be recorded in the meeting minutes.

7. Charter of the Audit Committee

The Board of Directors of **Siam East Solutions Public Company Limited** recognizes the importance of a good corporate governance system and has therefore appointed an Audit Committee consisting of independent directors. The committee is responsible for reviewing the company's operations and evaluating the effectiveness of internal controls to ensure that all business activities are conducted efficiently, in compliance with legal requirements, and in alignment with best practices. The Audit Committee also ensures that corporate governance is conducted in an appropriate, efficient, and effective manner. Additionally, the Audit Committee is responsible for reviewing the company's financial reports in collaboration with the external auditor to ensure that the company's financial statements are reliable, fully and accurately disclosed, and comply with applicable standards and regulations.

By performing these duties, the Audit Committee enhances investor confidence and trust among stakeholders, ensuring that the company undergoes thorough oversight, operates fairly and transparently, and adheres to principles of good

corporate governance. In view of this, the Board of Directors has deemed it appropriate to establish the Audit Committee Charter as follows.

7.1 Composition of the Audit Committee

The Audit Committee of the company must be composed of the following:

1. The Audit Committee shall consist of at least three independent directors of the company.
2. Members of the Audit Committee must possess the necessary skills and expertise appropriate to their assigned responsibilities. At least one member must have knowledge, understanding, or experience in accounting or finance.
3. The Board of Directors shall appoint one member of the Audit Committee as the Chairman of the Audit Committee.
4. The Head of the Internal Audit Department shall serve as the Secretary of the Audit Committee by default.

7.2 Qualifications of the Audit Committee

The Audit Committee members must meet the following qualifications as independent directors:

1. Appointment: Must be appointed by the Board of Directors.
2. Legal Compliance: Must possess the qualifications as required by public company laws, securities and exchange laws, and stock exchange regulations.
3. Accounting & Finance Expertise: At least one member must have knowledge or experience in accounting or finance.
4. Independent Director Qualifications: Audit Committee members must qualify as independent directors, meeting the following conditions:
 - 1) Shareholding Limit: Must hold no more than 1% of the total voting shares of the company, its parent company, subsidiaries, affiliates, major shareholders, or controlling entities. This includes the shareholdings of related persons of the independent director.
 - 2) Non-Executive Status: Must not be or have been a director involved in management, employee, staff, salaried advisor, or controlling person of the company, its parent company, subsidiaries, affiliates, major shareholders, or controlling entities. Exceptions apply if the individual has ceased such positions for at least two years prior to appointment. This restriction does not apply to government officials or advisors serving major shareholders or controlling entities.
 - 3) No Close Relatives in Management: Must not be related (by blood or legal registration) as parents, spouses, siblings, children, or spouses of children of executives, major shareholders, controlling persons, or individuals nominated for such roles in the company or its subsidiaries.
 - 4) No Business Ties Affecting Independence: Must not have or have had business relationships with the company, parent company, subsidiaries, affiliates, major shareholders, or controlling entities that could compromise independence. This includes not being a significant shareholder or

- controlling person of an entity that has business ties with the company unless such relationships ended at least two years prior to appointment.
- 5) Not an Auditor: Must not be or have been an auditor of the company, parent company, subsidiaries, affiliates, major shareholders, or controlling entities. Additionally, must not be a significant shareholder, controlling person, or partner of an audit firm providing services to the company unless such affiliations ended at least two years before appointment.
 - 6) No Professional Service Provider Relationship: Must not be or have been a professional service provider (including legal or financial advisory services) receiving fees exceeding 2 million THB per year from the company, parent company, subsidiaries, affiliates, major shareholders, or controlling entities. Also, must not be a significant shareholder, controlling person, or partner in such service firms unless the relationship ended at least two years before appointment.
 - 7) Not a Representative of Major Shareholders: Must not be appointed as a director representing major shareholders or individuals related to major shareholders.
 - 8) No Competitive Business Interests: Must not engage in any business activities that are in direct competition with the company or subsidiaries. Additionally, must not hold more than 1% of the voting shares in a competing company, nor serve as an executive, employee, staff member, or salaried advisor of a competing company.
 - 9) No Other Conflicts of Interest: Must not have any other characteristics that would hinder the ability to provide an independent opinion on the company's operations.
5. Independence in Duties: Must be able to perform duties, express opinions, and report findings independently without influence from executives, major shareholders, related persons, or close relatives.
 6. Credibility & Reputation: Must be a trustworthy and widely accepted professional.
 7. Time Commitment: Must be able to dedicate sufficient time to fulfill the duties of the Audit Committee effectively.

7.3 Scope of Authority and Responsibilities of the Audit Committee

1. Review the accuracy and adequacy of the company's financial reporting.
2. Examine the effectiveness of the internal control system and internal audit system to ensure they are appropriate and efficient. This includes evaluating the independence of the internal audit function and approving the appointment, transfer, or dismissal of the head of internal audit and/or engaging an external audit firm or any other entity responsible for internal audits.
3. Ensure the company complies with the Securities and Exchange Act, Stock Exchange regulations, and all other relevant laws governing the company's business.
4. Select and propose the appointment of an independent external auditor to the Board of Directors for shareholder approval, including determining their compensation. The Audit Committee must also meet with the auditor at least once a year without management present.

5. Review related-party transactions or transactions with potential conflicts of interest to ensure compliance with the law and stock exchange regulations, ensuring such transactions are reasonable and beneficial to the company.
6. Prepare an Audit Committee Report, which must be disclosed in the company's annual report and signed by the Chairman of the Audit Committee. The report must include at least the following:
 - 1) Opinion on the accuracy, completeness, and reliability of the company's financial statements.
 - 2) Opinion on the adequacy of the internal control system.
 - 3) Opinion on compliance with the Securities and Exchange Act, stock exchange regulations, and relevant business laws.
 - 4) Opinion on the appropriateness of the external auditor.
 - 5) Opinion on transactions with potential conflicts of interest.
 - 6) Number of Audit Committee meetings and attendance record of each member.
 - 7) Overall observations or comments derived from fulfilling the Audit Committee's duties as per its Charter.
 - 8) Any other matters that shareholders and investors should be informed of within the scope of the Audit Committee's responsibilities.
7. Report to the Board of Directors if the Audit Committee identifies or suspects any of the following issues that could significantly impact the company's financial position or operations:
 - 1) Conflicts of interest in transactions.
 - 2) Fraud, irregularities, or significant deficiencies in internal controls.
 - 3) Violations of securities laws, stock exchange regulations, or other business-related laws.If the Board of Directors or management fails to take corrective action within the specified timeframe, any member of the Audit Committee may report the matter to the Securities and Exchange Commission (SEC) or the Stock Exchange of Thailand (SET).
8. Perform any other duties as assigned by the Board of Directors with the consent of the Audit Committee.
9. Review the company's regulations and past performance at least once a year.
10. Ensure the company sets clear and measurable business objectives and implements a system to track and report performance, facilitating effective management to achieve corporate goals.
11. Review and assess the company's internal audit plan according to generally accepted auditing standards.

7.4 Term of Office

The term of office for the Audit Committee is as follows:

1. The Audit Committee shall serve a three-year term. One year is defined as the period between the date of the Annual General Meeting (AGM) in the year of appointment and the date of the AGM in the following year. An Audit Committee member whose term expires may be reappointed for another term.
2. Apart from completing the term, an Audit Committee member's tenure will also end in the following circumstances:

- (a) Death
 - (b) Resignation
 - (c) Loss of qualifications required for the Audit Committee, as per this charter or the Stock Exchange regulations.
 - (d) Termination of the Board of Directors' membership, as the role of an Audit Committee member is tied to board membership.
3. If an Audit Committee member wishes to resign, they must submit a resignation letter to the Chairman of the Board at least one month in advance, stating the reason for resignation. The resignation must be approved by the Board of Directors, and the company must notify the Stock Exchange of Thailand (SET) along with a copy of the resignation letter. In the case where the entire Audit Committee resigns, they must continue to serve in a caretaker role until a new Audit Committee is appointed and assumes office.
 4. If an Audit Committee position becomes vacant for any reason other than term completion, the Board of Directors must appoint a qualified replacement within 90 days to maintain the required number of Audit Committee members. The newly appointed member shall serve only for the remainder of the term of the outgoing Audit Committee member.

7.5 Audit Committee Meetings

The guidelines for Audit Committee meetings are as follows:

1. The Audit Committee shall hold meetings at least four times per year to review financial statements, internal audit reports, and other matters. Meetings should be scheduled at least three days before the Board of Directors' meeting. The Chairman of the Audit Committee may also call special meetings if urgent matters arise.
2. Any Audit Committee member who has a conflict of interest in a particular matter shall not have voting rights on that matter.
3. Resolutions at Audit Committee meetings shall be passed by a majority vote. In the event of a tie, the Chairman of the meeting shall have the casting vote. However, if any Audit Committee member disagrees with the majority decision, their dissenting opinion shall be recorded and presented to the Board of Directors.
4. The Chairman of the Audit Committee shall report the meeting results to the Board of Directors in the next scheduled meeting.
5. The Secretary of the Audit Committee or a designated individual shall be responsible for recording the minutes of the meeting.
6. A meeting shall be considered quorum if at least half of the total Audit Committee members are present.
7. The Audit Committee has the authority to request relevant information or invite directors, company officers, or external auditors to attend meetings as necessary. Any person invited must be directly related to or responsible for the matters being discussed.

7.6 Reporting by the Audit Committee

1. The Audit Committee shall report its performance and findings to the Board of Directors during Board meetings.
2. If, during the course of its duties, the Audit Committee identifies or suspects any of the following issues that may significantly impact the company's financial position and operations, it shall report to the Board of Directors and recommend corrective action within a reasonable timeframe:
 - (1) Conflicts of interest in company transactions
 - (2) Fraud, irregularities, or material weaknesses in the internal control system
 - (3) Violations of laws, stock exchange regulations, or other relevant legal requirements
3. If the Audit Committee has reported a significant issue to the Board of Directors and discussed corrective actions with both the Board and management, but after the agreed timeframe, no action has been taken without a valid reason, any member of the Audit Committee may report the matter directly to the Securities and Exchange Commission (SEC) or the Stock Exchange.

7.7 Reporting by the Listed Company to the Stock Exchange

1. Appointment of the Audit Committee

1.1 Report the Board of Directors' resolution on the appointment of the Audit Committee to the Stock Exchange, along with submitting the notification form detailing the committee members and their scope of responsibilities as required by the Stock Exchange regulations.

1.2 Submit a certification letter and the profiles of the appointed Audit Committee members, along with the resolution of their appointment, to the Stock Exchange within 3 days from the date of the Board's resolution.

2. Changes in Audit Committee Members

2.1 Report the Board of Directors' resolution on any changes in the Audit Committee's membership to the Stock Exchange in accordance with its regulations.

2.2 Submit a certification letter and the profiles of newly appointed Audit Committee members, along with the resolution of their appointment, to the Stock Exchange.

3. Changes in Duties and Scope of the Audit Committee. Report the Board of Directors' resolution regarding any changes to the duties and scope of the Audit Committee to the Stock Exchange, in compliance with its regulations, within 3 days from the date of the Board's resolution approving such changes.

8. Charter of the Executive Committee

The Board of Directors of Siam East Solutions Public Company Limited has passed a resolution to appoint the Executive Committee as a subcommittee of the company. The purpose of this committee is to manage and oversee the company's operations as assigned by the Board of Directors.

Therefore, the Board of Directors deems it appropriate to establish the Charter of the Nomination and Remuneration Committee as follows.

8.1. Composition of the Executive Committee

The Executive Committee shall consist of no fewer than three (3) members. The executive committee members do not necessarily have to be members of the Board of Directors.

8.2. Qualifications of the Executive Committee Members

Members of the Executive Committee must meet the following qualifications:

1. Appointed by the Board of Directors.
2. Possess knowledge, skills, integrity, and business ethics, while also having sufficient time to dedicate their expertise and perform their duties for the company.
3. Meet the qualifications and not have any prohibited characteristics as prescribed by the Public Limited Companies Act and other relevant laws.
4. Must not engage in or become a partner or director of another entity that operates a similar business and competes with the company, whether for personal gain or the benefit of others, unless such involvement has been disclosed to the shareholders' meeting prior to appointment.

8.3. Scope, Authority, and Duties of the Executive Committee

The Executive Committee has the following scope of authority and responsibilities:

1. Propose business objectives, policies, and strategic plans, including annual budgets, business expansion strategies, financial planning, and human resource management policies. The committee also reviews and screens management proposals before presenting them to the Board of Directors for approval.
2. Oversee and monitor the company's business operations to ensure compliance with established policies, plans, objectives, and approved budgets.
3. Approve normal business transactions and supporting activities within the budget approved by the Board of Directors or in accordance with the board's pre-approved principles. The committee must also comply with the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) regarding connected transactions and asset acquisitions/disposals. Additionally, the Executive Committee has the authority to approve expenditures up to 100 million baht.
4. Review the company's profit and loss statements and propose interim dividend payments for approval by the Board of Directors.
5. Consider and propose annual dividend payments for approval by the Board of Directors before further submission to the shareholders' meeting.
6. Delegate authority to individuals or groups to carry out specific tasks under the supervision of the Executive Committee. The committee may grant such authority as deemed appropriate and within a set timeframe. It also retains the right to revoke, withdraw, amend, or adjust any delegated authority as necessary. However, delegation of authority must not allow the authorized individuals to approve transactions where they or any related persons (as defined by the SEC, SET, or relevant regulatory bodies) have a conflict of interest with the company. Such transactions must be presented to the Board of Directors and/or the shareholders' meeting

for approval unless they are classified as part of normal business operations under standard commercial terms per relevant regulations.

7. Perform other duties as assigned by the Board of Directors from time to time.

8.4. Term of Office

Executive Committee members shall serve a term of no more than three (3) years. For this purpose, one (1) year is defined as the period from the date of the Annual General Meeting of Shareholders (AGM) in the year of appointment until the next AGM in the following year. Executive Committee members who complete their term may be re-nominated and reappointed for another term.

8.5. Executive Committee Meetings

The Executive Committee shall determine the frequency of meetings as deemed appropriate to effectively perform its assigned duties. However, meetings shall be held at least once per quarter.

8.6. Reporting on the Performance of the Executive Committee

The Executive Committee is responsible for regularly reporting its performance to the Board of Directors. Significant matters and resolutions from Executive Committee meetings should be reported to the Board of Directors at every meeting.

9. Charter of the Nomination and Remuneration Committee

The Board of Directors of Siam East Solutions Public Company Limited has resolved to establish the Nomination and Remuneration Committee as a subcommittee of the company. This committee is responsible for: Nominating suitable candidates for the positions of Director, Chief Executive Officer (CEO), and Managing Director. Determining the structure and criteria for remuneration of the Directors, CEO, and Managing Director. To ensure alignment with good corporate governance principles, the Board of Directors deems it appropriate to establish the Charter of the Nomination and Remuneration Committee as follows.

9.1 Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee must be composed as follows:

1. The committee shall consist primarily of independent directors, and the Chairman of the Nomination and Remuneration Committee should be an independent director to ensure transparency and independence in performing its duties.
2. Other members of the Remuneration Committee, apart from the independent directors, should be non-executive directors to ensure they have sufficient time to fulfill their responsibilities. If it is necessary to include an executive director, they should represent only a minority of the committee. Furthermore, any

executive director on the committee should not participate in determining the remuneration of the Managing Director.

3. The Chairman of the Board of Directors should not serve as the Chairman or a member of the Nomination and Remuneration Committee to ensure the committee's independence.

9.2 Qualifications of the Nomination and Remuneration Committee Members

Members of the Nomination and Remuneration Committee must meet the following qualifications:

1. Appointed by the Board of Directors.
2. Possess knowledge, experience, and expertise in the company's business, legal matters, or other relevant fields.
3. Demonstrate maturity, stability, independence, and the courage to express differing opinions.
4. Be able to dedicate sufficient time to performing their duties effectively.

9.3 Scope of Authority and Duties of the Nomination and Remuneration Committee

Nomination Responsibilities

1. Establish methods for selecting qualified candidates for director and sub-committee positions, ensuring alignment with the organization's nature and business operations. This includes defining the necessary qualifications, expertise, and knowledge required for each role.
2. Nominate directors when positions become available by submitting candidates to the Board of Directors for consideration. The nomination process may involve: Reappointing existing directors, Accepting nominations from shareholders, Engaging external recruitment firms, Reviewing professional director databases, or Allowing board members to propose suitable candidates.
3. Evaluate the qualifications and suitability of nominated individuals against the predefined criteria.
4. Ensure that nominated individuals comply with legal and regulatory requirements.
5. Approach potential candidates who meet the qualifications to confirm their willingness to accept a directorship if appointed by shareholders.
6. Submit the final list of nominees to the Board of Directors for approval and inclusion in the shareholders' meeting agenda for formal appointment.
7. Oversee the selection of the Chief Executive Officer (CEO) and Managing Director, as assigned by the Board of Directors.

Remuneration Responsibilities

8. Review and establish remuneration criteria for directors, sub-committee members, the Chief Executive Officer (CEO), Deputy CEO, and Managing Director. This involves assessing the appropriateness of existing compensation structures by comparing industry benchmarks and ensuring that the criteria are fair, performance-driven, and aligned with business success.

9. Evaluate all forms of compensation, including fixed salaries, performance-based incentives, and meeting allowances, while considering industry standards, company performance, business size, and the responsibilities, expertise, and experience required for directors, the CEO, and the Managing Director.
10. Determine performance evaluation criteria for the CEO, Deputy CEO, and Managing Director, as assigned by the Board of Directors.
11. Set the annual compensation for the CEO, Deputy CEO, and Managing Director based on approved remuneration policies and present it to the Board of Directors for approval. Director compensation proposals will be submitted to shareholders for approval at the general meeting.
12. Assess and approve the fairness of new securities offerings to directors and employees, ensuring equitable treatment for shareholders. The goal is to motivate directors and employees, enhance long-term shareholder value, and retain high-caliber talent effectively.

9.4. Term of Office

The Nomination and Remuneration Committee members shall serve a term of no more than three (3) years. In this context, one (1) year refers to the period from the Annual General Meeting (AGM) of shareholders in the year of appointment to the AGM of the following year.

Committee members who complete their term may be re-nominated and reappointed for another term.

9.5. Meetings of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall determine the number of meetings as appropriate to effectively perform its assigned duties. However, the committee must hold at least one (1) meeting per year.

9.6. Reporting of the Nomination and Remuneration Committee's Performance

The Nomination and Remuneration Committee is responsible for regularly reporting its performance to the Board of Directors. Significant matters and resolutions from the committee meetings shall be reported to the Board of Directors after each Nomination and Remuneration Committee meeting. Additionally, the committee shall report its performance for the past year in the company's annual report and at the shareholders' meeting.

10. Charter of the Risk Management Committee

The Board of Directors of Siam East Solutions Public Company Limited recognizes the importance of risk management in both administration and operations. The company aims to establish risk management as part of the organizational culture for all employees. Effective risk management not only helps the company achieve its core objectives and goals but also enhances value creation in a tangible manner.

To ensure that all departments within the company align with a unified risk management approach, the Board of Directors has established the Risk Management Committee.

10.1 Composition of the Risk Management Committee

The Risk Management Committee consists of executive directors, business unit managers, or other qualified individuals as determined by the company.

10.2 Qualifications of the Risk Management Committee Members

Members of the Risk Management Committee must meet the following qualifications:

1. Appointed by the Board of Directors.
2. Possess knowledge, experience, and expertise in risk management across various aspects of the company's business.
3. Demonstrate maturity, stability, and the ability to express differing opinions.
4. Be able to dedicate sufficient time to fulfill their duties.

10.3 Scope, Authority, and Duties of the Risk Management Committee

The Risk Management Committee has the following scope, authority, and responsibilities:

1. Establish the company's overall risk management policy and structure, covering key risk types such as financial risk, investment risk, and reputational risk. These policies are to be presented to the Board of Directors for approval and must align with the risk management guidelines of the Stock Exchange and the Institute of Internal Auditors of Thailand.
2. Define strategies and guidelines for the company's risk management in accordance with the risk management policy, ensuring that risks are assessed, monitored, and controlled within acceptable levels, with participation from relevant departments.
3. Oversee and monitor the implementation of risk management policies based on the approved guidelines and policies set by the Board of Directors.
4. Establish risk assessment criteria and acceptable risk thresholds for the company.
5. Develop appropriate risk management measures in response to prevailing conditions.
6. Assess organizational risks and determine management methods to keep them within acceptable levels, ensuring compliance with the defined risk management processes.
7. Regularly review and improve the risk management policy to maintain efficiency and effectiveness in risk control.
8. Have the authority to summon relevant individuals for clarification or to assign responsibilities to employees at all levels to ensure proper risk management, with reports submitted to the Risk Management Committee to achieve the objectives.
9. Report on the company's risk management operations, risk status, changes, and necessary corrective actions to the Audit Committee for presentation to the Board of Directors on a regular basis.
10. Develop a Risk Management Handbook.
11. Identify various risks, analyze, and assess potential risks and their impact on the company.

12. Develop plans to prevent or mitigate risks.
13. Evaluate and prepare reports on risk management performance.
14. Implement an integrated risk management system linked to the company's information systems.
15. Carry out any other duties as assigned by the Board of Directors.

10.4 Term of Office

The Risk Management Committee members shall serve a term of no more than three years. In this context, one year is defined as the period between the date of the Annual General Meeting of Shareholders in the year of appointment and the date of the Annual General Meeting of Shareholders in the following year. Members whose terms have expired may be re-nominated and reappointed for another term.

10.5 Risk Management Committee Meetings

The Risk Management Committee shall determine the frequency of its meetings as appropriate to effectively fulfill its assigned duties. However, meetings shall be held at least once per year.

10.6 Reporting on the Performance of the Risk Management Committee

The Risk Management Committee is responsible for regularly reporting its performance to the Board of Directors. It may also report significant matters and resolutions from its meetings to the Board of Directors whenever a Risk Management Committee meeting is held.

11. Charter of the Chief Executive Officer

The Board of Directors of Siam East Solutions Public Company Limited is responsible for appointing the Chief Executive Officer (CEO) and defining the CEO's scope of authority and responsibilities as follows:

1. Oversee the overall operations of the company to ensure alignment with the company's business objectives and as assigned by the Board of Directors.
2. Develop business strategies and plans to be presented to the Board of Directors and execute them to achieve the approved strategic and business goals.
3. Execute tasks assigned by the Board of Directors in accordance with the company's policies.
4. Issue regulations, announcements, and memorandums to ensure that operations comply with company policies.
5. Approve and/or delegate authority to enter into legal agreements binding the company for its normal business transactions, including transactions authorized by the Board of Directors, provided they do not directly encumber the company's assets.
6. Coordinate with executives and employees to ensure compliance with business policies and strategic directions set by the Board of Directors.
7. Seek new business and investment opportunities related to the company's core business and subsidiaries to enhance company revenue.
8. Review and approve the utilization of company rights and assets for any commitments with individuals,

- companies, businesses, or financial institutions, subject to the approval of the Board of Directors.
9. Approve operational expenses within the limits authorized by the Board of Directors.
 10. Approve investments in financial instruments and securities within the limits authorized by the Board of Directors.
 11. Provide initial approval for business expansion investments and joint ventures with other enterprises and present them to the Board of Directors for final approval in the next meeting.
 12. Approve capital expenditures outlined in the annual budget or pre-approved in principle by the Board of Directors.
 13. Supervise employees to ensure compliance with company policies, regulations, and corporate governance principles.
 14. Promote the development of employees' skills, knowledge, and capabilities to enhance the organization's overall potential.
 15. Appoint necessary consultants for the company's operations.
 16. Approve related-party transactions that are conducted under normal commercial conditions, such as buying and selling products at market prices, charging service fees at standard rates, and offering normal credit terms, following policies approved by the Board of Directors as specified in the authority manual.
 17. Have the authority to hire, appoint, transfer, and determine the scope of responsibilities and appropriate remuneration for employees at different levels, as well as dismiss employees as necessary, as outlined in the authority manual.
 18. Execute any other duties assigned by the Board of Directors on a case-by-case basis. The CEO does not have the authority to approve non-standard related-party transactions, major asset acquisitions or disposals, or any transactions in which the CEO or related persons have conflicts of interest with the company or its subsidiaries. Exceptions apply only to transactions conducted under pre-approved policies and guidelines set by the Board of Directors and approved by shareholders, ensuring compliance with Stock Exchange regulations regarding related-party transactions and significant asset acquisitions or disposals.

12. Charter of the Managing Director

The Board of Directors of Siam East Solutions Public Company Limited is responsible for appointing the Managing Director to oversee the company's operations. The scope of authority and responsibilities of the Managing Director is defined as follows:

1. Supervise the company's operations, formulate strategic plans, and manage the company's daily business activities.
2. Make key business decisions, establish the company's mission, objectives, strategies, and policies, and oversee the management of various business functions.
3. Hold the authority to direct, communicate, instruct, and sign legal agreements, contracts, orders, and official documents as specified in the Authority Manual.

4. Have the authority to hire, appoint, transfer, determine responsibilities, set appropriate compensation, and dismiss employees at different levels as deemed appropriate, in accordance with the Authority Manual.
5. Determine commercial terms and conditions for the company's benefit, as outlined in the Authority Manual.
6. Evaluate new business investments or business discontinuations for submission to the Board of Directors.
7. Approve and appoint necessary business consultants to support company operations.
8. Execute tasks assigned by the Board of Directors.

The Managing Director does not have the authority to approve transactions in which they or related persons have conflicts of interest, vested interests, or other conflicts with the company or its subsidiaries.

13. Charter of the Company Secretary

The Board of Directors of Siam East Solutions Public Company Limited recognizes the significance of the role, duties, and responsibilities of the Company Secretary. Therefore, the Board has appointed a Company Secretary to support the Board's various activities and to ensure that both the Board of Directors and the company fulfill their duties in compliance with legal frameworks and in alignment with good corporate governance principles set forth by the Stock Exchange. Accordingly, the Board of Directors has deemed it appropriate to establish the following Charter of the Company Secretary.

13.1. Scope of Authority and Duties of the Company Secretary

The Company Secretary must perform duties with responsibility, diligence, and integrity in accordance with the Securities and Exchange Act (No. 4) B.E. 2551, which specifically outlines the roles, duties, and responsibilities of the Company Secretary as follows:

1. Prepare and maintain the following documents:
 - (a) Register of Directors
 - (b) Notices and minutes of Board meetings, as well as the company's annual report
 - (c) Notices and minutes of Shareholders' meetings
2. Keep records of reports on conflicts of interest as submitted by directors or executives.
3. Submit copies of reports on conflicts of interest, in accordance with Section 89/14, to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date the company receives such reports. The company must also establish a system for document retention, ensuring that relevant documents and evidence related to disclosure are accurately maintained, complete, and accessible for verification for a period of no less than 10 years from the date of document creation.
4. Carry out other duties as prescribed by the Capital Market Supervisory Board.

13.2. Principles for the Performance of Duties by the Company Secretary

The Company Secretary must perform duties with responsibility, diligence, and integrity, while ensuring compliance with laws, the company's objectives, articles of association, board resolutions, and shareholder resolutions by adhering to the following principles:

- 2.1. Decisions must be made based on information that is reasonably and honestly believed to be sufficient.
- 2.2. Decisions must be made without any direct or indirect conflict of interest in the matter being decided.
- 2.3. Actions must be taken in good faith, with the company's best interests as the top priority.
- 2.4. Actions must be legitimate and appropriate, avoiding any conduct that significantly conflicts with or contradicts the company's interests.
- 2.5. Confidential company information must not be misused for personal gain, unless such information has already been publicly disclosed. Additionally, company assets or business opportunities must not be exploited in a way that violates the rules and guidelines set by the Capital Market Supervisory Board.
- 2.6. No agreements or contracts should be entered into that may create a Conflict of Interest with the company, its employees, or its clients, as such actions would contradict the proper execution of duties.

13.3. In Case the Company Secretary Vacates the Position or Is Unable to Perform Duties

The procedures to be followed in the event that the Company Secretary vacates the position or is unable to perform duties are as follows:

- 3.1. The Board of Directors must appoint a new Company Secretary within 90 days from the date the previous Company Secretary vacates the position or becomes unable to perform duties.
- 3.2. The Board of Directors has the authority to assign any director to temporarily assume the responsibilities of the Company Secretary until a new appointment is made.
- 3.3. The Chairman of the Board must notify the Securities and Exchange Commission (SEC) of the newly appointed Company Secretary within 14 days from the date of appointment.
- 3.4. The company must inform the SEC about the location where company documents (as specified in Sections 1.1 and 1.2) are stored.

14. Regulations on Transactions Involving Directors, Executives, and Related Persons

The company maintains a strict policy to prevent directors, executives, and related persons from exploiting their positions for personal gain. To ensure transparency and fairness, the following rules apply to directors, executives, and related persons associated with the company:

1. Avoid engaging in related-party transactions that could create conflicts of interest with the company.
2. If a related-party transaction is necessary for the benefit of the company or its subsidiaries, it must be conducted under fair commercial terms, as if it were with an independent third party. Additionally, any director, executive, or related person with a vested interest in the transaction must not be involved in the approval process.
3. If a transaction qualifies as a related-party transaction under Stock Exchange regulations, the company must strictly comply with all relevant rules, procedures, and disclosure requirements, including:
 - 3.1. Transactions must be conducted under fair commercial terms, similar to those made with independent third parties under comparable circumstances, with arms-length negotiations free from any influence due to the person's position as a director, executive, or related party. Approval for such transactions,

including transaction limits, must be obtained from the Board of Directors or follow pre-approved guidelines set by the Board.

3.2. A summary report of transactions that meet the criteria outlined in 3.1 must be submitted to the Board of Directors every quarter, or as required by the Board.

4. If a related-party transaction does not conform to the commercial terms outlined in 3.1, it must receive prior approval from the Board of Directors and/or the shareholders' meeting (as required) before execution.

15. Key Policies and Compliance Monitoring

15.1 Internal Control and Internal Audit Policy

The company is committed to establishing an effective and efficient internal control system. The Board of Directors and management are directly responsible for maintaining and reviewing the effectiveness of internal controls to safeguard shareholders' investments and company assets. Internal control measures cover financial control, operational control, regulatory compliance, and risk management. The company's internal control system ensures reasonable assurance that objectives and goals are met, particularly in terms of accurate and reliable financial reporting:

1. Compliance with regulations, policies, company procedures, and applicable laws.
2. Proper management, storage, and safeguarding of company assets.
3. Efficient operations and resource optimization.
4. Achievement of company objectives and strategies effectively.

Internal Audit

Since 2014, the company has implemented a structured internal audit system by engaging an external audit firm. The internal audit function reports directly to the Audit Committee and is responsible for consulting, evaluating internal controls, and risk management systems to ensure adequacy and effectiveness in corporate governance processes.

15.2 Risk Management Policy

The company established a comprehensive enterprise risk management policy on December 3, 2014, and set up a Risk Management Committee to formulate policies, assess risks, and develop appropriate management measures. The company also conducts training and workshops to enhance employees' awareness of risk management. The risk management process includes:

- 1. Policy and Criteria Development:** Establishing objectives, scope, responsibilities, and guidelines to align with business strategies and plans, with regular annual reviews.
- 2. Risk Identification:** Assessing risks from internal and external factors, such as legal, financial, IT systems, investment, reputation, human resources, and security risks. High-risk areas are prioritized for further analysis.
- 3. Risk Analysis:** Evaluating residual risks after control measures are considered, categorizing risks based on severity, and determining mitigation strategies.

4. **Risk Management:** Implementing measures to control, transfer, avoid, exploit, or accept risks.
5. **Monitoring and Review:** The Risk Management Committee tracks and reports risk management outcomes to senior executives and the Audit Committee.

15.3 Human Rights and Labor Practices Policy

The company mandates that all employees adhere to human rights policies, promoting sustainable business growth and equal treatment. The company upholds human dignity, personal freedom, and non-discrimination in accordance with international human rights laws and labor standards. Compliance with labor protection laws and relevant regulations is strictly enforced.

15.4 Information Disclosure Policy

The Board of Directors is responsible for ensuring the disclosure of both financial and non-financial information in a complete, sufficient, reliable, and timely manner, ensuring that all shareholders receive equal access to information. Company disclosures must be clear, concise, and transparent, avoiding misleading information. A designated public relations unit manages communications with shareholders, investors, and stakeholders.

15.5 Accounting and Financial Policy

The company emphasizes accurate and complete financial reporting in a timely and reasonable manner for management, shareholders, government agencies, and other stakeholders. All employees must comply with accounting and financial control procedures, company policies, and generally accepted accounting principles, ensuring:

1. **Accuracy of Records:** All business transactions must be recorded completely and verifiably, adhering to recognized accounting standards and legal requirements.
2. **Financial Statements:** Accounting and financial transactions must be clear, contain sufficient material information, and be disclosed appropriately according to standard financial regulations. The accuracy of financial statements is a shared responsibility of the Board, management, and relevant employees.

15.6 Compliance with Laws

All employees must comply with relevant laws and regulations, both domestic and international. Before performing any action subject to legal requirements, thorough review and verification must be conducted to ensure compliance.

15.7 Information Technology Policy

The company mandates the responsible use of IT systems, including communication networks, software, hardware, and data. The IT policy ensures security, efficiency, and legal compliance:

1. Integrating IT into all business operations and continuously developing employee capabilities.
2. Using IT systems strictly for company purposes, avoiding misuse for personal gain or ethical violations.

3. Employees are responsible for ensuring that information shared via IT systems complies with legal and ethical standards.
4. Using only licensed and standardized software.
5. IT systems must be approved and used according to company regulations.
6. Protecting IT systems and sensitive business data from external threats and cyber risks.
7. IT administrators must implement robust security measures and ensure compliance with IT regulations.

15.8 Compliance Monitoring

Siam East Solutions Public Company Limited assigns the responsibility to all directors, executives, and employees to acknowledge, understand, and strictly adhere to the policies and guidelines outlined in this manual.

Executives at all levels are responsible for ensuring that their subordinates are informed and comply with the company's Code of Ethics. Any director, executive, or employee who violates corporate governance principles as stipulated will be subject to disciplinary action. In cases where the violation is believed to breach the law, regulations, or government rules, the company will refer the matter to the relevant authorities for further action.

If employees witness any illegal activities and/or violations of corporate governance principles as outlined in this manual, they should report complaints or allegations to the Chairman of the Board, the Chairman of the Audit Committee, the Managing Director, or the Executive Committee. The company will conduct an investigation while keeping the identity of the whistleblower confidential to protect them from any potential repercussions.