



## Corporate Governance Policy

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## Corporate Governance Policy

The Board of Directors of CMO Public Company Limited has recognized the value of good governance and corporate social responsibility because they are confident that it will play a significant role in ensuring the Company's business operations are successful and that there is an effective, transparent, auditable management system that helps foster confidence among shareholders, investors, stakeholders, and related parties, which will promote quality and sustainable growth and can add the value of the business.

### 1. Overview of Corporate Governance Policy and Guidelines for Corporate Governance

Corporate governance policy has been formulated by the Board of Directors and covers the main principles of rights of shareholders, equitable treatment of shareholders, consideration of the role of stakeholders, disclosure of information, transparency, and accountability of the Board of Directors as a guideline for managing the business to achieve its objectives, understanding the roles and responsibilities of corporate governance. It is a system that provides processes and structures for corporate leadership and control to provide accountability with transparency and build competitiveness in order to preserve capital and enhance long-term shareholder value within the framework of good morals and ethics. The Board of Directors has reviewed such policy at least once a year to ensure completeness, clarity, and compliance with the Corporate Governance Code (CG Code) of the Securities and Exchange Commission.

#### 1.1 Policies and guidelines related to the Board of Directors

The Board of Directors consists of qualified persons with knowledge and skills that are beneficial to the Company's operations and independent in making decisions for the best interests of the Company and its shareholders. The Board of Directors will play an important role in setting policies, strategies and the overall picture of the organization. Participating in the consideration of the Company's annual work plan and budget by

assigning the management to present and the Board of Directors to express opinions and discuss with the management to achieve mutual agreement, including supervising the management to ensure that they are in accordance with the established policies, strategies, business plans and budgets with efficiency; overseeing the adequacy of the internal control system; financial reporting and monitoring the performance regularly.

### **Board structure**

The Company has stipulated that the composition of the Board of Directors must consist of independent directors at least one-third of the total number of directors and at least three independent directors who are representatives of minority shareholders by performing duties check and balance the management of the Company's affairs in order to proceed properly, fairly and for the utmost benefit of the shareholders.

The Board of Directors promotes diversity in the structure of the Board of Directors by comprising qualified persons with diverse knowledge, experience, and expertise that are beneficial to business operations, adhering to morality and honesty regardless of gender, race, religion, age, professional skills or other specific qualifications.

In addition, the Board of Directors has appointed various sub-committees to help supervise the Company's business, namely the Audit Committee, the Nomination and Remuneration Committee and Executive Committee. However, in the future, the Company may recruit other sub-committees to perform their duties as assigned to ease the management burden of the Board of Directors.

### **Term of office of the Board of Directors**

At every annual general meeting of shareholders, one-third of the directors must retire from office at that time. The retired directors may be proposed to the shareholders' meeting for re-election.

For audit committee, there will be a term of office for 3 years each. Audit committee who retires by rotation according to the Company's regulations may be reappointed. In the event that the position of the Audit

Committee becomes vacant for any other reason, apart from the expiration of the term, the Board of Directors shall appoint a fully qualified person to be the Audit Committee so that the number of Audit Committee members can be completed as determined by the Board of Directors.

The Company has truly determined the qualifications of persons to be independent directors that are suitable for the specific characteristics of the Company, whereby independence must comply with the rules and regulations of the SEC and the SET. Under the Company's policy, independent directors can serve continuously for no longer than 9 years from the date of first appointment as an independent director. However, if the Company has a necessity to appoint that independent director to remain in office, the Board of Directors may do so, but must consider reasonably and clarify such necessity.

#### **Roles and responsibilities of the Chairman of the Board of Directors**

The Chairman of the Board of Directors is responsible as the leader of the Board of Directors and is responsible for chairing the Board meetings and shareholders' meetings. In addition, the Chairman of the Board of Directors is responsible for the Board of Directors in managing it in accordance with the guidelines and policies of the Board of Directors.

#### **Roles, Duties and Responsibilities of the Board of Directors**

The Company requires that the Board of Directors comply with the best practices for directors of listed companies in accordance with the guidelines of the Stock Exchange of Thailand, whereby the Board of Directors must understand and know their roles and responsibilities and must perform their duties in accordance with the law, objectives and regulations of the Company as well as resolutions of the meeting with honesty and consideration for the benefit of the Company and shareholders. In this regard, the Board of Directors determines policies, business goals, business plans and budgets of the Company and supervises the management to ensure efficiency and effectiveness in accordance with the policies, goals, plans and budgets set for the utmost benefit of the Company and shareholders as a whole.

## Board Meeting

The Board of Directors' meetings are in accordance with the Company's Articles of Association, laws related to public limited companies, and regulations of the Stock Exchange of Thailand, and special meetings can be arranged as necessary. Board meetings are scheduled at least 6 times a year to be able to monitor the operations of the Company effectively

The Audit Committee will hold meetings at least 4 times a year. The Company secretary will prepare the annual meeting schedule and send it to the Board of Directors in advance within December of every year so that the directors can allocate time and schedule meetings in advance. Before each meeting, the Company secretary will send the meeting notice together with the meeting agenda and meeting documents to the Board of Directors at least 7 days in advance so that the Board of Directors has sufficient time to study the information before attending the meeting; Unless it is urgent to protect the Company's benefits, the meeting may be called by other methods and an earlier meeting date may be set. Two or more directors may request the chairman of the board to call a board meeting by setting the date of the meeting within 14 days from the date of request.

At a meeting of the Board of Directors, at least two-thirds of the total number of directors must be present to constitute a quorum for which the Board of Directors can vote. And every director must have a proportion of attending at least 75% of the Board of Directors' meetings throughout the year and an aggregate average of not less than 80% of all Board of Directors' meetings held during the year. In this regard, the Company has written minutes of meetings and kept minutes of meetings approved by the Board of Directors ready for the Board of Directors and related persons to review.

The Board of Directors has set a policy for non-executive directors to have the opportunity to meet among themselves as appropriate or at least once a year without executive directors, or the management participating in the meeting to discuss issues both related to the business of the Company or other matters in interest.

## Remuneration for Directors and Executives

The Board of Directors has carefully considered and has established a policy on the remuneration of directors of the Company, whereby the remuneration is at the same level as the industry and high enough to attract and keep qualified directors. Factors to be considered include experience, duties, scope of roles and responsibilities. In this regard, the remuneration of the Company's directors must be approved by the shareholders' meeting of the Company. As for the remuneration of executives, it will be in accordance with the principles and policies set by the Board of Directors. It will consider the duties, responsibilities, performance of the Company

## Board Report

The Board of Directors is responsible for the preparation of financial reports which include the Company's financial statements, consolidated financial statements of the Company and its subsidiaries and financial information appearing in the annual report. Such financial reports have been prepared in accordance with generally accepted accounting standards in Thailand by choosing appropriate accounting policies that are acceptable and consistently practiced, as well as using careful discretion in preparing and ensuring that important information is adequately disclosed in the notes to the financial statements.

## Self-evaluation of directors

The Board of Directors arranges for self-evaluation of directors annually in 3 forms: 1) individual, 2) as a whole, and 3) sub-committees at least once a year so that the Board of Directors can review the work, problems and obstacles in operation during the past year in order to make corrections and increase work efficiency. The evaluation of the performance of the Board of Directors as a whole and sub-committees shall be based on the evaluation guidelines recommended by the Stock Exchange of Thailand and adjusted to suit business operations.

## **Development of directors and executives**

The Company encourages the Board of Directors and executives to attend training, seminars, courses that are beneficial to their duties. The courses that company directors should attend are at least courses organized by the Thai Institute of Directors Association (IOD), which are Directors Certification Program (DCP) or Directors Accreditation Program (DAP) or Audit Committee Program (ACP) or from relevant regulatory agencies on a regular and continuous basis. The Board of Directors has assigned the Company Secretary to coordinate with the Board of Directors to inform the various training courses in order to develop knowledge and experience to continuously develop the Company. At least 1 director of the Company must attend the training in order to develop, increase knowledge, understanding and roles and responsibilities of directors.

## **Orientation for new directors**

The Board of Directors shall provide an orientation for newly appointed directors. The Company secretary is assigned to prepare the Company's information and other necessary information to create knowledge and understanding of the business and operations of the Company for new directors to acknowledge the roles and responsibilities of directors, policies and guidelines for corporate governance of the Company to prepare for the performance of duties of directors

## **Policy on Directorship in Other Companies for Directors, Managing Directors and Senior Executives**

In order to comply with the principles of good corporate governance, the Board of Directors has set a policy to limit the number of positions of directors in other companies listed on the stock exchange of not more than 5 companies.



### **Position succession plan**

To ensure that the Company has continuity in management, and the Board of Directors has realized the necessity and importance of job succession, the Company has prepared a succession plan for senior executives by identifying individuals to act instead. In the event that there is no person who can act as a replacement or cannot accept the duty immediately, the Company has set up a human resource development system in the lower order to prepare, including external recruitment. This is to maintain confidence among investors, organizations, and employees that the operations of the Company will be continued in a timely manner.

### **Interest reporting**

The Board of Directors has established guidelines for reporting the interests of directors and executives of the Company for transparency and prevention of problems that may cause conflicts of interest as follows:

- Directors or executives including family members who are involved or are shareholders of the Company must prepare and submit a report of interest to the Company. The Company's secretary is assigned to keep reports of interest and review such reports annually.
- Directors or executives have a duty to prepare and report the holding of the Company's securities when there is a change in the holding of securities to the Office of the Securities and Exchange Commission (SEC) within 3 days from the date of change.

### **Nomination and Appointment of Directors and Top Executives**

#### **Nomination and Appointment of Independent Directors**

The Nomination and Remuneration Committee will jointly consider the preliminary qualifications of persons to be appointed as independent directors based on the qualifications and prohibited

characteristics of directors under the Public Limited Company Act, Securities and Exchange Law, Notification of the Securities and Exchange Commission, Announcement of the Capital Market Supervisory Board, Notification of the Stock Exchange of Thailand including relevant announcements and/or regulations. In addition, the Board of Directors will consider selecting independent directors from qualified people with work experience and suitability in other fields, including considering the necessary skills that are still lacking in conjunction with the strategic direction of the Company that will proceed to achieve diversity in structure, and present to the shareholders' meeting for consideration and appointment as a director of the Company. The Company has a policy to appoint independent directors at least one-third of the total number of directors of the Company, but not less than three. The qualifications of independent directors are as follows:

- 1) Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, including the shares held by related persons of such independent director as well.
- 2) Not being or used to be an executive director, employee, advisor who receives regular salary or controlling person of the Company, parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or of a controlling person of the Company, unless the foregoing status has ended for not less than two years prior to the date of appointment as an independent director. However, such prohibited characteristics do not include the case where independent directors used to be government officials or consultants to government agencies who are major shareholders or controlling persons of the Company.
- 3) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child of other directors, executives, major shareholders, controller or persons who will be nominated as other directors, executives or controlling persons of the Company or its subsidiaries

- 4) Not having or having had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the Company in a manner that may obstruct the exercise of independent judgment including not being or having been a significant shareholder or controlling person of a person having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the Company Unless he or she has retired from such a position for not less than two years before the date of appointment as an independent director. Such business relationships include commercial transactions that are routinely conducted in the course of business, renting or leasing of real estate, transactions relating to assets or services, or providing or receiving financial assistance by accepting or lending, guarantee, the use of assets as collateral for liabilities including other similar actions that result in the Company or the contracting party having an obligation to pay to the other party from three percent of the net tangible assets of the Company or from twenty million baht or more, whichever amount is lower. The calculation of such indebtedness shall be in accordance with the method for calculating the value of connected transactions pursuant to the Notification of the Capital Market Supervisory Board on Rules for Connected Transactions, mutatis mutandis. However, in considering such indebtedness, it shall include the indebtedness incurred during one year prior to the date of business relationship with the same person.
- 5) Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person or partner of the audit firm having the auditor of the Company, parent company, subsidiary, associated company, major shareholder or controlling person of the Company unless he or she has retired from such a position for at least two years before the date of appointment as an independent director.

- 6) Not being or having been a professional service provider including legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiary company, joint company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of that professional service provider unless he or she has retired from such a position for not less than two years before the date of appointment as an independent director.
- 7) Not being a director who has been appointed as a representative of the Company's directors, major shareholders or shareholders who are related to major shareholders.
- 8) Not operating a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries, or is not a significant partner in a partnership, or is an executive director, employee, staff, advisor who receives a fixed salary, or holds more than one percent of the total number of voting shares of another company which operates a business of the same nature and in significant competition with the business of the Company or its subsidiaries.
- 9) Does not have any other characteristics that make him unable to express independent opinions on the Company's operations.

#### **Nomination and Appointment of Directors and Senior Executives**

Nomination of qualified persons to serve as directors who are due to retire by rotation or in other cases, proposed to the Board of Directors to consider the nominated candidates for election and propose to the shareholders for further consideration and approval. The Company has a selection process for qualified persons based on expertise, vision, leadership, morality, transparent work history and ability to express opinions independently. The composition and selection, appointment, dismissal or retirement from the position of the Company's directors are specified in the Company's Articles of Association, which can be summarized as follows:

- 1) The Board of Directors consists of at least 5 directors, with at least half of the total number of directors must reside in Thailand and the Company's directors must have qualifications as required by law.
- 2) The shareholders' meeting shall elect directors according to the following criteria and methods:
  - (1) A shareholder has a vote equal to 1 share 1 vote.
  - (2) Each shareholder will exercise all available votes in accordance with (1) One or more persons can be elected to be directors, but cannot split their votes to anyone.
  - (3) Persons receiving the highest number of votes in descending order will be elected as directors equal to the number of directors to be elected at that time. In the event that the persons elected in descending order have equal votes, which would otherwise cause the number of directors to be exceeded, the chairman of the meeting shall have a casting vote.
- 3) At every annual general meeting of shareholders, one-third of the directors shall retire from office at that time. The retired directors may be re-elected.
- 4) In addition to vacating office at the end of the term, a director shall vacate office upon:
  - Deceased
  - Resigned
  - Lack of qualifications or having prohibited characteristics under the law on public limited companies and the law on securities and stock exchange
  - Removal from the shareholders' meeting
  - The court issued a dismissal order.
- 5) In passing a resolution for any director to retire before the expiration of the term, a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote, and having an aggregate number of shares of not less than one-half of the number of shares held by shareholders attending the meeting and having the right to vote.

- 6) Any director who wishes to resign from the position shall submit a resignation letter to the Company.
- 7) In the event that a director's position becomes vacant for reasons other than the expiration of the term, the Board of Directors shall elect a person who has qualifications and does not have prohibited characteristics according to the law on public limited companies and the law on securities and exchange to be a replacement director at the next meeting of the Board of Directors, unless the remaining term of that director is less than two months. The person who becomes a replacement director will be in the position of director only for the remaining term of the director he replaces.

In addition, the Company also provides an opportunity for shareholders to participate in the nomination of qualified persons to be appointed as the Company's directors prior to the delivery of the invitation letter to the meeting.

#### **Nomination and Appointment of the Audit Committee**

The audit committee of the Company must be a director appointed by the Board of Directors and possess qualifications as required by the Securities Law and the Stock Exchange of Thailand, including announcements, regulations and/or regulations of the Stock Exchange of Thailand, with a minimum number of more than 3 persons. However, at least 1 member of the Audit Committee must be knowledgeable in accounting and finance.

#### **Nomination and Appointment of the Nomination and Remuneration Committee**

The Board of Directors proposes the appointment of the Nomination and Remuneration Committee by electing from a number of independent directors and executives as they see fit for independence in nominating directors and determining suitable remuneration for the Company with qualifications as required

by the Securities Law and the Stock Exchange of Thailand, including announcements, regulations, and/or regulations of the Stock Exchange of Thailand.

### **Nomination and Appointment of the Executive Committee**

The Board of Directors nominates the appointment of the Executive Board by electing from a number of directors and/or executives as they see fit and the Company's directors shall appoint one Executive Director to be the Chairman of the Executive Board.

### **Nomination and Appointment of Chief Executive Officer**

In recruiting the Chief Executive Officer, the Executive Committee will select a person who is fully qualified, knowledgeable, and suitable for the position to present to the Nomination and Remuneration Committee and the Board of Directors for further approval.

### **Investment Policy and Supervision of Subsidiaries and Associated Companies**

1. Investments in other companies are either joint ventures to establish a new company or purchase shares in other companies, in which the Company has a policy to join ventures with investors who have a policy to conduct business with transparency and good governance.

2. The business to be invested in must be a business that supports and benefits the business of the Company in order to create stability of the Company.

3. Businesses to be invested must undergo a fundamental analysis of the business to be invested in, business trends, and the assessment of future returns and risks.

4. The investment must not cause liquidity problems to the Company and its subsidiaries.

5. The investment must be approved by the Board of Directors or the shareholders' meeting of the Company in accordance with the Company's regulations and relevant laws, in line with the announcement

of the Capital Market Supervisory Board on rules for making significant transactions that fall within the scope of acquisition or disposal of assets and the announcement of the Stock Exchange of Thailand regarding the disclosure of information and practices of listed companies in acquiring or disposing of assets 2004

### **Supervision of Subsidiaries and Associated Companies**

The Company has always placed importance on good corporate governance policies along with business operations; The Board of Directors has a governance mechanism that can supervise the management and be responsible for the operations of subsidiaries in order to maintain the benefits of the Company's investments, which include:

- Sending a person to be a representative of the Company Become a director of a subsidiary company where the representative of the Company is not a person who has conflicts of interest with the business of that subsidiary.

- The Company's representatives supervise the Subsidiaries to comply with the rules and regulations set forth in the Company's Articles of Association and laws related to business operations. In addition, the representative will supervise the subsidiary to have regulations on connected transactions, acquisition or disposition of assets or making any other important transactions of the aforementioned company to ensure completeness and accuracy and use the rules related to the disclosure of information and the above transactions in the same manner as the rules of the Company.

- Overseeing the disclosure of information about financial status and operating results, including making important transactions in accordance with the Company's rules and keeping the information and accounting records of such companies for the Company to be able to audit and to prepare consolidated financial statements according to the specified rules

- Establishing an appropriate and concise internal control system in subsidiaries, having internal audits covering subsidiaries and other mechanisms to supervise such subsidiaries.



## 1.2. Policies and guidelines for shareholders and stakeholders

### Rights of Shareholders and Equitable Treatment of Shareholders

The Company is aware of the basic rights of shareholders, such as stock trading, profit sharing from the business, receiving sufficient information, attending the shareholders' meeting to vote in the meeting and giving importance to good corporate governance, by establishing guidelines for shareholders to protect their basic rights and not take any action that violates or diminishes the rights of shareholders, which will bring the best benefits to the shareholders and stakeholders as a whole. In addition to the basic rights mentioned above, the Company has also taken various actions to promote and facilitate the exercise of the rights of shareholders, the Company arranges for an annual general meeting of shareholders within 4 months from the end of the Company's accounting period. And if there is an urgent need to consider a special agenda that may affect or relate to the interests of shareholders which requires approval from the shareholders, the Board of Directors can call an extraordinary meeting of shareholders, as the case may be. The Company has established policies and guidelines for shareholders as follows.

1. Give shareholders an opportunity to propose meeting agendas and nominate candidates to be elected as company directors at least 120 days in advance of the shareholders' meeting, with a period of time for consideration of proposals of at least 30 days. The Company has prepared the criteria for the right of shareholders to propose matters to be included in the meeting agenda and/or nominate persons to be considered for election as company directors at the 2022 Annual General Meeting of Shareholders by announcing and disseminating the criteria and guidelines to propose through the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) and disseminated through the Company's website ([www.cmo-group.com/ir](http://www.cmo-group.com/ir)) by allowing shareholders to propose according to the aforementioned criteria from December 1 to January 31.

2. Prepare and deliver an invitation letter to the Annual General Meeting of Shareholders to all shareholders, including institutional shareholders, along with details on the agenda, important and necessary information for shareholders' consideration, together with opinions of the board, Minutes of past meetings, annual reports, all types of proxy forms include Form A, Form B, and Form C as prescribed by the Ministry of Commerce, and clearly specify the method of appointing a proxy, including specifying the date, time, place and map of the meeting place. The invitation letter will inform the details of the documents that the shareholders must present on the meeting date in order to maintain their right to attend the meeting by sending the invitation letter and all related documents both in Thai and English at least 14 days in advance and in case of acquisition/disposition of assets, or connected transactions or request for delisting of securities, offering of securities to directors and employees, offering of newly issued shares at a low price through a private placement scheme, capital increase or capital reduction, an invitation letter must be sent to shareholders with complete relevant meeting information to shareholders at least 14 days prior to the meeting date as well as publishing in a Thai newspaper for 3 consecutive days at least 3 days before the meeting date. In addition, the Company requires that the invitation letter of the annual general meeting of shareholders, complete version, together with meeting related documents be published on the website at least 30 days in advance of the meeting date so that the shareholders can receive sufficient, accurate, complete, transparent information for decision-making and to inform the annual general meeting of shareholders in advance so that the shareholders can prepare themselves to attend the meeting and receive meeting documents. In this regard, the Company has determined to notify through the news system of the Stock Exchange of Thailand that the Company has published the meeting invitation letter and meeting documents on the Company's website.

3. In the event that there is an additional agenda item, shareholders will be notified in case of urgent need to preserve the rights or benefits of shareholders and will send a meeting notice not less than 7 days before the meeting date, including disseminating Information supporting the agenda of the shareholders' meeting in advance before sending documents.
4. The Company will not take any actions that will limit the rights of shareholders to attend the meeting. Every shareholder shall have the right to attend the meeting of shareholders throughout the meeting period, with the right to vote only on the agenda that the meeting has not yet resolved.
5. If the shareholders are unable to attend the meeting, the Company allows the shareholders to appoint an independent director or any person as their proxy to attend the meeting on their behalf by using one of the proxy forms that the Company sends along with the meeting invitation. Legal proxies have the right to attend meetings and vote in the same way as shareholders. In this regard, the Company has proposed a list of independent directors in the Company's proxy form as an alternative for shareholders to have the opportunity to appoint one of the independent directors as their proxies.
6. Assign independent directors to take care of shareholders. Shareholders can express their opinions, make suggestions, or submit complaints to independent directors. The independent directors will be responsible for considering appropriate actions in each matter. If it is a complaint, the independent directors will investigate the facts and find appropriate solutions. If it is a suggestion, the independent directors will consider the suggestions and express their opinions, which if the independent directors consider that it is an important issue that affects stakeholders as a whole or affects the business of the Company, the independent directors will propose such matter to the shareholders' meeting to be considered as an agenda in the next shareholders' meeting.

7. At every shareholders' meeting, the Company has a policy to facilitate shareholders, both minority shareholders and institutional investors by choosing a meeting place that is sufficient for attendees and can travel easily by public transportation such as trains, buses with meeting maps. If the Company organizes a meeting at the Company's office, the Company will arrange a shuttle bus near the train to facilitate shareholders. To register, the Company has arranged receptionists to provide information and check documents. However, shareholders can register in advance about 1 hour before the meeting time via barcode system (Barcode) for convenience, fast, and accuracy. In addition, the Company has also prepared stamp duty for shareholders who want to appoint a proxy.
8. At each shareholders' meeting, the chairman of the meeting will clarify to the shareholders about the rules used in the meeting, including the exercise of voting rights and the right to express opinions, including questioning questions to the meeting according to the agenda. During the meeting, shareholders will have equal rights to express their opinions and ask questions at the meeting freely. The Chairman of the Board will allocate appropriate and sufficient meeting time, including directors, executives, company secretary and related parties, will attend the shareholders' meeting to answer questions at the meeting.
9. The Company has specified the interest of the director in the invitation letter to the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders and at such meetings. If any director has an interest or is involved in considering any agenda, the chairman of the meeting will notify the attendees before considering the agenda. The directors who have interests will not attend the meeting and abstain from voting on that agenda.
10. In the shareholders' meeting, the shareholders will consider and vote according to the specified agenda without changing important information and conducting the shareholders' meeting according to the order of the agenda specified in the notice of the meeting and not

adding agenda without notifying the shareholders in advance in order for shareholders to have the opportunity to study the information of the agenda sufficiently before deciding to vote.

11. Shareholders will be treated equally in various rights that should be and should be both in terms of voting and other basic rights such as the right to receive equal share in profits / dividends, the right to buy / sell / transfer securities that they hold independently, attending the shareholders' meeting, proposing agendas in advance, nominating persons to be elected as directors, expressing opinions at the meeting independently, And joint decision-making on important matters of the Company, such as the election of directors, appointment of auditors and determination of auditor remuneration, approval of important transactions and affecting the direction of the Company's business operations, amendments to the Memorandum of Association and Articles of Association of the Company. All shareholders have the right to vote according to the number of shares held. Each share has the right to vote and no share has a privilege over other shareholders.
12. At present, the Company has issued only one type of ordinary share. However, if the Company has more than 1 type of shares, the Company will clearly disclose the voting rights of each type of share.
13. In order to count votes, the Company provides independent external personnel to witness the vote counting at the shareholders' meeting, such as auditors, external legal advisors or volunteer shareholders or who have been selected and approved by the meeting, etc., and disclosed to the meeting and recorded in the minutes of the meeting.
14. Shareholders have the right to consider all forms of remuneration of directors, such as meeting allowances, bonuses and other benefits. The Nomination and Remuneration Committee is responsible for considering the form and criteria for paying remuneration for each director by considering entrepreneurs with business type, business size and

responsibilities of the Board of Directors by comparing with other listed companies in the Stock Exchange of Thailand with market capitalization in a similar size of the Company and presenting to the shareholders' meeting for consideration every year. The details of the remuneration of directors appear in the One Report form under the topic "Remuneration for Directors and Executives".

15. Shareholders have the right to approve the appointment of auditors and determine the remuneration of the auditor: The Audit Committee considers and determines the auditor's remuneration for submission to the Board of Directors' meeting and the shareholders' meeting for approval with sufficient details about the auditor proposed to be appointed, such as qualifications, independence, experience and the remuneration of the auditor for the consideration of the shareholders.
16. The Company has set the agenda of the shareholders' meeting in the matter of the invitation letter of the shareholders' meeting along with a clear explanation of the objectives and opinions of the Board of Directors in each agenda. If there is an appointment agenda, the director will specify the name, along with the resume of each director to be nominated, such as name-surname, age, educational history, work history. And in the case of nominating existing directors to re-appoints, there will be information on attending the meeting of directors in the past year and the date of appointment as directors of the Company.
17. The Company discloses the resolutions and voting results of each agenda item at the shareholders' meeting within the meeting date or at the latest by 9:00 a.m. Of the next business day through the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) and published through the Company's website ([www.cmo-groupc.om/ir](http://www.cmo-groupc.om/ir)) within the same day
18. The Company arranges to write down the minutes of the meeting completely, accurately and record important questions and opinions in the minutes of the meeting for shareholders to check by sending the minutes of the shareholders' meeting to the Stock Exchange of

Thailand within 14 days from the date of the shareholders' meeting and publishing the minutes of such meetings on the Company's website. In addition, the Company will record video and audio during the meeting to be able to check.

19. The Company has clarified the dividend payment policy in the annual data report (One Report). And in the agenda of proposing approval to pay dividends every time, the Company has informed the proposed dividend rate with reasons and supporting information. In the past year, the Company proposed to refrain from paying dividends, which the Company had given clear reasons and supporting information.

#### **Insider Information Usage Policy**

The Company has written a policy on keeping and preventing the use of inside information and informing the guidelines for everyone in the Company to follow and how to supervise directors and executives in using the Company's inside information which has not yet been disclosed. Disclosed to the public for their own benefit as follows:

1. The Company has established a code of conduct for the Board of Directors, management and employees, including a policy on the use of inside information in writing, which is clearly in line with the securities laws in order to be fair to all shareholders equally and announced to all directors, management and employees to be used as a guideline for performing duties according to the mission of the Company with honesty, having morality and ethics
2. Directors, executives, employees and employees of the Company and its subsidiaries must maintain the secrets and/or inside information of subsidiaries, directors and must not disclose the secrets and/or inside information of the Company and its subsidiaries or seek benefits for oneself or for the benefit of any other person, whether directly or indirectly, regardless of whether or not it will be received in return.

3. Educate directors and executives about their duties in reporting their securities holdings, spouses and minor children to the Securities and Exchange Commission under Section 59 and Penalties under Section 275 of the Securities and Markets Act. Prof. 1992's (Including any additional amendments), Including reporting the acquisition or disposition of their own securities, their spouses and minor children to the Securities and Exchange Commission under Section 246 and the penalty under Section 298 of the Securities and Exchange Act 1992(Including any additional amendments).
4. Directors and executives of the Company, including spouses and minor children, shall prepare and disclose securities holding reports and report changes in securities holdings of the Company to the Securities and Exchange Commission under Section 59 and penalties under Section 275 of the Securities and Exchange Act 1992 (Including any additional amendments) and submit a copy of this report to the Company on the same day the report is submitted to the Securities and Exchange Commission.
5. Directors, executives, employees of the Company and its subsidiaries (including spouses and minor children) are prohibited from receiving material inside information that affects changes in the price of the Company's securities during the 14 days before the financial statements or inside information are disclosed to the public. Those involved in inside information must not disclose that information to others until the information has been notified to the Stock Exchange of Thailand. As for the punishment measures, if there is a violation of the aforementioned regulations, the Company is considered a disciplinary offense according to the work regulations of the Company, which will consider appropriate punishment as the case may be, including verbal warning, written warning, probation including the termination of employment, for reasons of termination, layoff or dismissal, as the case may be, etc.
6. The Company's directors, executives, officers and employees are prohibited from using inside information of the Company that has or may affect the change in the price of the Company's



securities which has not yet been disclosed to the public that they have acquired from such position or condition to use for the purpose of buying, or selling, or making an offer to buy or offering for sale, or soliciting another person to buy or sell or make an offer to buy or offering for sale of shares or other securities (if any) of the Company, either directly or indirectly, in a manner that is likely to cause damage to the Company, whether directly or indirectly, and whether such action is done for the benefit of oneself or others, or discloses such facts to allow others to do so, whether or not they receive a benefit in return.

### **The Conflict of Interest Policy**

The Board of Directors has established a policy on the prevention of conflicts of interest on the principle that any decision to conduct business activities must be made for the best interest of the Company only and should avoid actions that cause conflicts of interest by requiring those involved or have interests in the considered must notify the Company of their relationship or interest in such transactions and must not participate in the decision including having no authority to approve that transaction. Overall, the following policies and guidelines have been established as following:

1. Directors and executives must notify the Company of the relationship or connected transactions in the business that may cause conflicts of interest.
2. Avoid making transactions related to directors or executives that may cause conflicts of interest with the Company. In the event that it is necessary to make a transaction, the Audit Committee shall present for consideration and opinions before proposing for approval to the Board of Directors in accordance with the principles of good corporate governance and ensuring compliance with the rules based on the Securities and Exchange Commission and the Stock Exchange of Thailand
3. Require directors and executives who have significant interests in a manner that may cause such directors or executives to be unable to express their opinions freely to refrain from

participating in the meeting on the agenda. In addition, the stakeholder must be notified at least before the consideration of that agenda and recorded in the minutes of the meeting.

4. Require the Company to disclose connected transactions containing information about names, relationships of connected persons, including policies on pricing and value of transactions, in strict compliance with rules, regulations, announcements, orders or requirements of the Stock Exchange of Thailand.
5. The Company has no policy to provide financial assistance to companies that are not subsidiaries.

However, the Company has a clear and transparent shareholding structure, there is no pyramid shareholding or cross-shareholding with major shareholders that will cause a conflict of interest for any party, and there is a report on distribution of shares held by minority shareholders, meaning shareholders who do not participate in management.

#### **Policies and guidelines for customer**

The Company recognizes that customer satisfaction and confidence are the key to sustainable success of the Company by formulating policies and guidelines as follows:

1. Operate business with determination, develop services, create new innovations, add value to continuously meet customer needs. Strictly comply with the contract and coordinate regularly with customers to be able to create quality work and meet the needs of customers completely, on time, safe and environmentally friendly.
2. Conduct business with honesty, honesty, fairness and do not do anything that violates the rights of customers. Maintain customer trade secrets. Customer confidentiality policies are communicated to relevant executives and employees to strictly implement.
3. Do not demand, receive or agree to receive any other dishonest assets or benefits from customers, directly or indirectly.

4. Provide communication channels so that customers can complain to the Company.

#### **Policies and guidelines for business partners**

The Company has a policy to treat partners equally and take into account mutual benefits as follows:

1. The Company has selected suitable and potential sellers and provides opportunities for new sellers to regularly present products/services, including developing and maintaining sustainable relationships with sellers to build confidence in each other, exchanging knowledge, jointly developing and adding value to products and services for mutual growth.
2. The Company has criteria for selecting vendors who conduct business in accordance with the law, comply with safety and occupational health standards, are friendly to the environment by treating trading partners on the basis of fair competition, equality and respect each other
3. The Company has a policy against corruption and has prepared written guidelines that will not request, accept, do not pay and do not do business with persons and entities involved in corruption.

#### **Policies and guidelines for treatment of competitors**

The Company treats competitors with equality under the rules of competition that are fair and honest to competitors, and does not seek confidential information of competitors in inappropriate ways.

#### **Policies and guidelines for creditors**

The Company has a policy on strict compliance with responsibility for creditors as follows

1. Treat all groups of creditors equally and fairly by strictly adhering to the performance of contracts and conditions agreed upon.
2. Ensure that creditors are financially confident and have good solvency.

3. The Company has planned and managed the use of loans in accordance with the main objectives of borrowing.

#### **Policies and guidelines for employees**

The Company considers employees to be valuable resources and is a factor of success of the Company and believes that all employees are involved in the growth of the Company. However, the Company treats all employees fairly and equally as follows:

1. Treat employees with respect for human dignity and basic right to work, as well as not disclose or transmit employee information or confidentiality to third parties or unrelated parties.
2. Strictly comply with laws, rules and regulations related to employees.
3. The Company recruits, and selects employees by taking into account qualifications, experience, and ability to work in the right position including encouraging employees to have the opportunity to progress in work equally. There is no discrimination on the basis of gender, skin color, race, religion, age, disability or any other status that is not directly related to work.
4. Encourage employees to participate in determining the direction of the Company's operations and development and listening to opinions and suggestions from employees at all levels equally and equitably.
5. The Company has a policy to develop personnel by encouraging employees to attend additional knowledge in various courses related to in accordance with the policy, problem conditions, vision, mission and strategy of the Company every year such as developing work potential, giving importance in the environment, etc. and recording the training history of employees each year to send statistics to the Department of Skill Development.
6. Schedule training, public relations, knowledge, business governance, business ethics and anti-corruption, ethics, confidentiality for all employees to know and strictly follow.

7. There is a policy to supervise remuneration with fairness, appropriate according to knowledge, competence, duties, responsibilities and performance, including determining remuneration in accordance with the Company's performance both in the short and long term.
8. Provide opportunities for employees to have communication channels, make suggestions and complaints about work, where proposals will be considered and formulate solutions to benefit all parties and build good relationships in working together.
9. There are clear guidelines for employee safety and workplace hygiene. Security guards are hired to control the installation of equipment and ensure the safety of employees.

### **Policies and Guidelines for Treating Each Other under Human Rights**

The Company has established a policy to treat each other under human rights, respect international humanitarian principles as ethics in business operations, respect individual dignity, independence, privacy, legal rights and human rights and the interests of stakeholders, management decisions should be impartial and treat everyone equally without discrimination of gender, class or race. All directors, executives and employees including employees in subsidiaries must strictly comply with all.

### **Personal Data Protection Policy**

The Company has a policy to manage personal information security and comply with various rules as required by law. To respect privacy rights and give importance to the protection of personal information according to the Personal Data Protection Act 2019 including the protection of personal information of employees, partners, customers, investors and other related people according to the law. There are various measures regarding the determination of objectives, conditions, notifications, obtaining consent, data collection, data use or disclosure of personal data to be correct as required by law, details are as follows.

1. Collection of personal information

The Company will collect or use the personal information of the data subject for the benefit of the Company's operations or to improve the quality of performance to be more efficient

and / or to comply with laws or regulations related to the Company's operations. The Company will collect and use such information for as long as necessary according to the objectives that has been notified to the owner of the information or as required.

The Company will not do anything different from those specified in the purpose of collection, except

1.1 The new purpose to the data subject has been informed and the consent of the data subject has been received.

1.2 It is a compliance with the Personal Data Protection Act or other relevant laws.

## 2. Use or disclosure of personal information

The Company will not disclose the personal information of the data subject other than the purposes provided without the consent of the data subject.

The Company may need to disclose the personal information of the data subject to affiliated companies or other personal data processors both domestically and internationally for the benefit of the Company's operations and providing services to the data subject. In the disclosure of such personal information, the Company will proceed according to the objectives and under the personal data protection law.

The Company may disclose the personal information of the data subject under the rules prescribed by law as follows:

2.1 To prevent or suppress danger to life, body or health in case of collection, use or disclosure of personal data to prevent harm to life, health of the data owner, such as sending personal data to hospitals for emergency treatment, until the owner cannot give information by one's own consent and there is no other method that can be done without disclosing the information, etc.

2.2 To comply with the contract in the case of collecting, using or disclosing personal information for the need to provide services or comply with the contract between the

data subject and the Company, such as the owner of the information wishes to enter into a partner contract with the Company and it is necessary to know the full name, address to provide services, etc.

2.3 To perform legal duties in cases where it is necessary to perform duties as prescribed by law or by order of competent government agencies. For example, the Company may disclose personal information to the Revenue Department or send personal information according to the order of the prosecutor or court and the storage of log files as prescribed in the Computer Crime Act 2007 and the additional issue 2017.

2.4 For the righteous benefit, the case is necessary for the legitimate benefit of the Company's operations. The Company will consider the rights of the data subject as important, such as to prevent fraud, for network security, protecting the rights, freedoms and benefits of data owners, etc.

2.5 For research studies or statistics, in the event that historical documents or archives are prepared for the benefit of the public or related to research or statistics, which has provided appropriate protection measures to protect the rights and freedoms of the data subject.

### 3. Security of personal information

The Company will maintain the confidentiality and security of personal information to prevent loss, access, use, correction, including disclosure of personal information without rights or unlawfulness by establishing technical and administrative measures, practices and rights to access personal information in accordance with the law and / or in accordance with international standards. The Company has set various measures to protect personal information to be effective and safe according to the standards prescribed by law as follows:

- 3.1 Determine the right to access, use, correct, disclose, process personal information, including showing or verifying the person who accesses or uses personal information strictly in accordance with the Company's IT Policy.
- 3.2 The process supports the preservation of physical personal information such as personal information documents, other related documents. The Company provides an appropriate and safe place to store information. There is an access control system, CCTV system and has security guards to prevent, inhibit, unrelated persons access information.
- 3.3 In order to send the transfer of personal information to the service provider, including the use of personal information to be stored on the database in any other system, which the service provider must have equivalent or better personal information protection measures according to this policy.
- 3.4 The Company conducts review and evaluates the effectiveness of the protection and treatment of personal information by the internal audit unit.
- 3.5 In the event that there is a violation of the Company's security measures that cause a violation of personal information or personal information to be leaked to the public, the Company will notify the owner of the information as soon as possible. Including notification of measures to heal damage from violations or leakage of information to the public in case of defects of the Company.

However, the Company will not be responsible for any damage caused by the use or disclosure of personal information to third parties, including neglecting or ignoring the database by the actions of the data subject or other people with the consent of the data subject.

#### 4. Rights of the subject of personal information

The data subjects can request the Company to perform the rights of the data subject as follows:



- 4.1 Right to access personal data - The data subjects can submit a request for access to personal data or clarify the acquisition of personal data for which the data subject has not given their consent. The Company has the right to refuse the request if it is required by law or court order or access to personal data may cause damage to the rights and liberties of other people.
- 4.2 Right to rectify personal data - The data subjects can submit a request to correct the personal data to be accurate, up-to-date, complete and not misleading, provided that relevant evidence or documents are presented. If the Company deems that the data amendment is insufficient, the Company will reject the data subject's request and will record the reason for refusing the request as evidence.
- 4.3 The right to delete, destroy or anonymize the data subject. The data subjects can submit a request to delete, destroy or make the data owner unidentifiable, whereby the Company will proceed with the request under the following conditions:
- 4.3.1 When the need for personal data storage is no longer required for the purpose
  - 4.3.2 The Data subjects withdraw consent and the Company has no legal authority to collect, process or disclose personal information.
  - 4.3.3 The Data subjects object to the collection, processing of information or disclosure of personal information. The conditions are in accordance with the law and the Company cannot refuse objections.
  - 4.3.4 Personal information is collected, used or disclosed illegally.
- 4.4 The right to withdraw consent in the event that the data subject has given consent to the Company. The data subjects can submit a request to withdraw that consent. The Company will proceed according to the request of the data subjects and must notify the data owner of the impact of withdrawing consent. The Company has the right to refuse the request if there is a legal limitation on the right to withdraw consent.

4.5 The right to transfer personal information. The data subjects can submit a request for the transfer of their personal data to another data controller in an electronic format that can be read or used by common tools or devices, as well as having the right to inspect the transfer of personal data. such persons with the following conditions:

4.5.1 Must be personal information that the data subjects have given consent to the collection, use or disclosure of personal information.

In this regard, the Company will deny the request for the transfer of personal data if it is a duty of public interest or a duty under the law or infringes the rights or liberties of other persons, whereby the Company will record the reason for refusing the request as evidence.

4.6 Right to suspend the use of personal information. The data subjects can file a request to prohibit the Company from using the personal data under the following conditions:

4.6.1 When the Company is in the process of verifying the data according to the data subject's exercise of the right to correct personal data.

4.6.2 When it is personal information that is collected, used or disclosed illegally and the data subjects do not exercise the right to request deletion, destruction, or make it impossible to identify the data subject, but the data subjects ask to suspend the use of information instead.

4.6.3 When it is not necessary to retain the personal data, but the data subjects request the Company to retain the data first for the establishment of legal claims, compliance with or the exercise of legal claims or defense of claims by law

4.6.4 When the Company is in the process of proving the collection of personal data pursuant to the exemption from the data subject's objection in accordance with

this Policy, or in the process of investigating the processing of personal data for purposes stipulated by the Personal Data Protection Laws.

4.7 Right to object. The data subjects can submit a request to object to the collection, use or disclosure of personal data according to the following conditions:

4.7.1 It is the information that the Company has collected, used or disclosed in the operation according to item (2).

The Company will reject the objection if it proves that there are more important legitimate grounds or for the establishment of legal rights, performance or exercise of legal claims, or defense of legal claims in which the Company will record the reasons for refusing the request as evidence.

## 5. Contact

The owner of the personal information can contact the Company's personal data protection officer to apply for the above rights according to the following contact channels: Email: [DPO@cmo-group.com](mailto:DPO@cmo-group.com)

## 6. Updates to the Privacy Policy

The Company will update the Personal Data Protection Policy to reflect changes in the law and the Company's operations, and may update the Policy to reflect the opinions and suggestions from the data subject. The Company will notify by posting any material changes or revisions, changes or updates to this Policy through the Company's appropriate notice.

### **Policies and guidelines on intellectual property and non-infringement of copyright**

The Company has set policies and guidelines on non-infringement of intellectual property or any other copyright as required by law as follows:

1. The Company must not do anything that violates the intellectual assets of others or competitors.

2. The Company has a policy to use computer programs that have the right copyright. There is an announcement to inform employees to acknowledge and be aware of such policy. In addition, the installation of various computer programs must be approved by the authorized person and the program is installed by the information technology department only. In this regard, there is a training to educate employees about the requirements of the law and the impact of infringement of intellectual property rights.
3. The information department must be responsible for supervising and inspecting computers regularly and in the plan of the internal audit unit so that employees are aware of the importance of such matters.

#### **Compensation and Welfare Policies and Guidelines**

The Company has set a policy, criteria for evaluating annual performance and fair compensation criteria for all employees. The details are as follows.

1. The Company provides fair employment and gives employees the opportunity to progress in the Company fairly.
2. The compensation structure must not be lower than as specified by the law and is in accordance with the labor market mechanism as well as conducting compensation surveys in the same type and different industries to consider the proportion of salary and other income of employees to be suitable for both their own and their families
3. Providing appropriate welfare and benefits to employees such as medical expenses, accident insurance and other employee welfare clearly including the establishment of a provident fund to take care of employees in the long term.
4. Performance evaluation is conducted once a year to reflect the overall performance of each year, providing fair and appropriate compensation based on the knowledge, ability, responsibility and performance of each employee.

## Policies and guidelines on safety, hygiene and working environment

The Company has clear practices to ensure employee safety and workplace hygiene. Safety officers are hired to control the installation of equipment and ensure the safety of employees because the Company always realizes that employees are important factors for the success of the Company and are committed to conducting business according to the standards of safety, hygiene and the environment. The Company has set a policy on safety, hygiene and environment in the workplace as a guideline for preventing and controlling dangers due to work both in terms of safety, hygiene and environment in the workplace which is the roles and responsibility of all employees to cooperate in monitoring the working environment to be in a safe condition

1. Comply with standards to ensure safety in health and working environment for all employees.
2. Comply with laws and regulations in terms of safety, hygiene and environment of the country in which the Company operates.
3. The Company encourages the improvement of working conditions and the environment to be safe regularly.
4. All employees must take into account the safety of themselves, colleagues as well as the Company's assets as important.
5. All employees must take care of the cleanliness and orderliness of the working area.
6. All employees have the right to offer opinions on improving the workplace and the Company's environment.
7. The Company supports and encourages participation in various safety that will help stimulate employee consciousness, such as training, motivation, public relations, safety and good hygiene.
8. Promote knowledge of hygiene, safety at all levels as well as support methods and compliance with environmental protection measures in accordance with the laws of the industry.

- Supervisors at all levels must act as good role models and motivate employees to work in a safe way.

#### **Policies and guidelines for treatment of communities and society**

The Company operates its business by taking into account the duties and responsibilities that should have for the nation, community and society, as well as local traditions to maintain a good society and the public.

- Do not conduct a business that deteriorates society and does not violate the rights of other people living in the community and society.
- Continuously cultivate the spirit of responsibility for the community and society as a whole to occur in the Company and employees at all levels.
- Establish measures to prevent and solve the impact on the community and society due to the operation of the Company.
- Promote the conservation of arts, culture and local traditions.
- Collaborate with various agencies in community development.
- Provide support in activities that cause public benefit.
- Establish a good relationship between the Company and the community and society on the basis of accuracy, transparency and fairness.

In addition, knowledge has been disseminated in the Event Management business to interested people including participating in the establishment of the Creative Business Association (EMA) with the objective of creating quality Thai event standards

#### **Policies and guidelines for the environment**

The Company has a policy to guide employees to treat the environment as follows:

1. Conduct business in accordance with laws, regulations and environmental policies taking into account the impact on natural resources and the environment. Regularly review and evaluate the performance.
2. Create a corporate culture and create a mind for employees at all levels to cooperate and be responsible for environmental management, efficient and sustainable use of resources.
3. Promote an environmental management system from economical use of resources, treatment and rehabilitation measures, replacement, monitoring and preventing impacts on natural resources and the environment sustainably.
4. Selection of environmentally friendly business partners

In addition, the Company also has campaign measures to protect the environment and cultivate awareness for employees at all levels to be responsible for society, community and environment seriously and continuously, such as the Second Home campaign, asking for cooperation for employees to help save energy, reduce water consumption, reduce the use of wood materials or reuse existing materials, reduce the use of loud noise that exceeds the law

#### **Anti-Corruption Policies and Guidelines**

Although the Company has not signed a declaration of intent to participate in Thailand's Private Sector Collective Action Coalition Against Corruption (CAC); However, the Company is committed to conducting business with transparency, honesty, compliance with the law, good corporate governance principles and sustainable development guidelines, focusing on creating a good sense of responsibility towards the economy, society and environment, thus, anti-corruption guidelines have been established in the Supplier Code of Conduct to be used as a guideline for conducting business in accordance with legal requirements and the Company's Code of Conduct as well as international standards. The Company gives importance to and encourages its business partners to conduct business with transparency and comply with safety, occupational health and environment standards as follows:

1. Integrity: Partners must not practice or tolerate any form of corruption, must not offer gifts, bribes, fees, services, discounts, other privileges or any benefits to employees of the Company including their families to obtain special privileges from the Company, meals, hospitality or small gifts of normal value, which are permitted only on occasions that are appropriate for a holiday, which is not construed or perceived as an obligation.
2. Conflicts of interest: Partners must not be involved in any business, financial or other relationship with the Company's employees that could be seen as having a conflict of interest with the Company. Moreover, the Company's employees are prohibited from working in the positions of executives, directors, employees, agents or consultants of business partners unless consented by the Board of Directors of CMO Public Company Limited. However, business partners must disclose information to the Company and correct all conflicts of interest that occur or may occur in the future.
3. Confidentiality: Partners must not disclose commercial confidential information related to business, financial information or other important secrets of the Company, including customers of the Company to other people or use for the personal benefit of a particular person without permission unless the consent of the Company has been given. If the partner violates causing damage from such actions, it will be the responsibility of all partners.
4. Compliance with laws and safety standards: Partners must provide a safe, hygienic and conducive working environment for effective work and comply with relevant laws or regulations, including requiring safe operational control, accident prevention and potential health effects from operations

### **Policies and Guidelines for Whistle Blowing**

The Company has designated the internal audit unit to be a whistleblowing agency, including monitoring compliance with the Code of Business Conduct. There are channels for all groups of stakeholders to report clues or find fraud, including the violation of rights or matters that may cause damage to the



Company. Notification can be through the internal audit agency via [cia.cmogroup@gmail.com](mailto:cia.cmogroup@gmail.com) for the Company to investigate the facts and carry out the process appropriately and in a timely manner. The Company has a policy to protect and keep the information and identity of the whistleblower strictly confidential.

### **Disclosure and Transparency**

The Company has a policy for the management to take action on the disclosure of information that affects the decision of investors that are complete, true, reliable, consistent and timely which the management has always given importance to and adhered to, as well as conducting business under strict compliance with laws and regulations of regulatory agencies in terms of labor, consumers, trade competition, and the environment such as disclosing the structure of shareholders by explaining the top 10 major shareholders, publication of Annual Registration Statements and Annual Reports (56-1) through the channels of the Stock Exchange of Thailand and the Company's website for no more than 120 days from the end of the accounting period, including disclosing information on shares held by directors and executives in the annual report, etc. However, the Company has never violated the relevant laws and has never been operated by regulators because it has not announced information from important events within the specified period.

### **Preparation of financial reports**

The Company recognizes responsibility for financial statements with accurate, complete, true and reasonable information for the Company's financial statements, which will be held in accordance with generally accepted accounting standards by choosing the appropriate accounting policy and complying regularly including adequate disclosure of important information in the notes with the financial statements. In addition, the Board of Directors also attaches importance to the internal control system and internal audit. Therefore, it has considered requiring an internal audit unit to supervise and give advice to comply with rules, regulations in accordance with good internal control principles, effective under acceptable risks

by assigning the head of the internal audit unit to review and report the audit results directly to the Audit Committee on a regular basis, including disclosing the opinions on the internal control system from the Audit Committee to ensure that accounting records are accurate, complete and sufficient to maintain assets and to identify weaknesses to prevent fraud or materially irregular operations. The Audit Committee will report the results to the Board of Directors at every board meeting on financial statements of the Company that have been certified unconditionally from the Certified Public Accountant who meets the requirements of SEC and be independent. In the past year, the Company has never delayed in sending quarterly and annually financial reports including no history of being ordered to amend the financial statements by the Office of SEC.

## 2. Business Ethics

The Company has given importance to conducting business under a good ethical framework by requiring the Board of Directors and all employees to adhere to as a guideline for conducting business with honesty, honesty, transparency, equitable, straightforward, efficient and verifiable which will build confidence in transparency in business operations for the Company as well as creating long-term and fair values for all stakeholders. The Board of Directors has established a Code of Conduct for Directors and Executives, Code of Conduct for Business Partners by announcing to employees for acknowledgement and strictly implementing it by adhering to being part of the organizational culture and is considered good corporate governance.