



Corporate Governance Policy

Thaifoods Group Public Company Limited

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INTRODUCTION

Thaifoods Group Public Company Limited realizes and gives priority to the efficiency, transparency and auditability of the management system that creates trust and confidence amongst all relevant parties. As a result, it leads the business to have sustainable development under the operation with business ethics and compliance with the laws. Thaifoods Group Public Company Limited therefore prescribed the Company's Corporate Governance Policy to enhance the existing operation to have a more clarified and standardized system and distribute the good practice to all staff levels of the company that would reinforce the absolute culture in the Corporate Governance.

The Company has applied the principle of Corporate Governance Code for listed companies 2017 of the Securities and Exchange Commission (SEC), as the main guideline, to apply for maximum efficiency in the operation. However, such operation for Thaifoods Group Public Company Limited was inclusively set for 8 (eight) sections of principles by the principles and practical guidelines are as follows;

- SECTION 1 ESTABLISH CLEAR LEADERSHIP ROLE AND RESPONSIBILITIES OF THE BOARD
- SECTION 2 DEFINE OBJECTIVES THAT PROMOTE SUSTAINABLE VALUE CREATION
- SECTION 3 STRENGTHEN BOARD EFFECTIVENESS
- SECTION 4 ENSURE EFFECTIVE CHIEF EXECUTIVE OFFICER AND PEOPLE MANAGEMENT
- SECTION 5 NURTURE INNOVATION AND RESPONSIBLE BUSINESS
- SECTION 6 RISK MANagements AND INTERNAL CONTROL
- SECTION 7 ENSURE DISCLOSURE AND FINANCIAL INTEGRITY
- SECTION 8 ENSURE ENGAGEMENT AND COMMUNICATION WITH SHAREHOLDERS

Board of Directors

The Board of Directors realizes their role and responsibilities as the leader of organization who has the duties to control the company to have the good management according to the Corporate Governance for the listed companies by emphasizing on the determination in operation success simultaneously with the operation ethics and have the responsibilities with the society and the environment apart from the financial operating performance and also include perform duties of the Directors, Executive and all staffs and employees with trustworthiness, careful responsibilities, absent from the personal Conflict of Interest, comply with the rules, regulations, laws, articles and resolution of the Shareholders Meeting in order to get the maximum benefit towards the company with suitable and do not perform any action that is the Company's Conflict of Interest.

The Board of Directors encourages and drives the company to use the principle of Corporate Governance to be a part of organizational culture for the sustainable development through the policies and practical method for the Executive Committee and employees such as Corporate Governance Policies, Code of Conduct by significantly insisting on the Company's objective. Furthermore, The Board of Directors still prioritizes with improvement on the efficiency in all levels of operation in order to be the suitable structure and being the driven mechanism for the Company achieving the goals including communicating to the Directors, Executive and all staffs and employees for understanding and performing with clear and actual practice. The Board of Directors assigns the follow-up action and reviews the policies and procedures periodically.

Board of Directors Structure

The management structure of the company consists of

- 1) The Board of Directors
- 2) The Audit Committee
- 3) The Nomination and Remuneration Committee
- 4) The Corporate Governance Committee
- 5) The Risk Management Committee
- 6) The Executive Committee

The Board of Directors has assigned scope, roles, duties and responsibilities for all of 1)The Board of Directors 2)The Audit Committee 3)The Nomination and Remuneration Committee 4)The Corporate Governance Committee 5)Risk Management Committee 6) the Executive Committee 7) Chairman of the Board ,and 8) Chief Executive Officer (CEO) including follow-up to perform the assigned duties with appropriately.

Essence of Corporate Governance Principles

SECTION 1 ESTABLISH CLEAR LEADERSHIP ROLE AND RESPONSIBILITIES OF THE BOARD

SECTION 1.1 The Board of Directors should understand its role and recognize its responsibility as a leader to ensure that the organization has good management.

- (1) Setting objectives and goals.
- (2) Formulation of strategies, operational policies and allocation of resources to achieve objectives and goals.
- (3) Monitoring, evaluating, and supervising performance reports.

SECTION 1.2 Create sustainable value for the business, the Board of Directors is responsible for overseeing the business to bring results (governance outcome) as follows:

- (1) Competitiveness and performance with a long term perspective).
- (2) Ethical and responsible business.
- (3) Good corporate citizenship.
- (4) Corporate resilience.

SECTION 1.3 The Board of Directors is responsible for ensuring that all directors and executives perform their duties responsibly, cautiously (duty of care) and honestly towards the organization (duty of loyalty) and ensure that operations are in compliance with laws, regulations and resolution of the shareholders' meeting.

SECTION 1.4 The Board of Directors understands the scope of duties and responsibilities of the Board of Directors and clearly defines the scope of duties and responsibilities assigned to the president and the Management as well as monitoring and supervising the president and the management to perform duties as assigned.

SECTION 2 DEFINE OBJECTIVES THAT PROMOTE SUSTAINABLE VALUE CREATION

SECTION 2 .1 The Board of Directors is responsible for setting or overseeing the objectives and goals of the business to be sustainable. It is the objectives and goals that are consistent with creating value for both business and customers. stakeholders and society.

SECTION 2.2 The Board of Directors has a duty to ensure that objectives and goals as well as strategy over time the medium and/or annual meetings of the entity are consistent with the achievement of objectives and goals of the business by adopting innovations and technologies appropriately and safely.

SECTION 3 STRENGTHEN BOARD EFFECTIVENESS

SECTION 3.1 The Board of Directors is responsible for setting up and reviewing the structure of the Board of Directors both in terms of size, composition, proportion of independent directors that are suitable and necessary to lead the organization to the specified objectives and goals.

- SECTION 3.2 The Board of Directors is responsible for selecting suitable persons to be the Chairman of the Board and ensure that The composition and operation of the Board of Directors facilitates the exercise of independent discretion.
- SECTION 3.3 The Board of Directors is responsible for ensuring that the nomination and selection process is transparent and clear in order to obtain a qualified committee in accordance with the specified elements.
- SECTION 3.4 In proposing remuneration for The Board of Directors to be approved by the shareholders, The Board of Directors should consider the structure and remuneration rate to be suitable for their responsibilities and to motivate The Board of Directors to lead the organization to achieve both short-term and long-term goals.
- SECTION 3.5 The Board of Directors is responsible for ensuring that all directors are responsible for performing their duties and allocating sufficient time.
- SECTION 3.6 The Board of Directors is responsible for ensuring that there is a framework and mechanism for supervising policies and operations of subsidiaries and other businesses in which the Company has invested significantly at the appropriate level for each business of Including subsidiaries and other businesses invested by the Company have the same understanding as well.
- SECTION 3.7 The Board of Directors Should conduct an annual assessment of the Board of Directors' performance subcommittee and individual directors the evaluation results should also be used for the further development of the performance of duties.
- SECTION 3.8 The Board of Directors is responsible for ensuring that the Board of Directors and each Director understand their roles and responsibilities, nature of business and laws related to business operations as well as encouraging all directors to receive skills and knowledge enhancement for the performance of director duties on a regular basis.
- SECTION 3.9 The Board of Directors is responsible for ensuring that the Board of Directors' operations are able to access necessary information and have a company secretary who has knowledge and experience necessary and suitable to support the operations of the Board of Directors.

SECTION 4 ENSURE EFFECTIVE CEO AND PEOPLE MANAGEMENT

- SECTION 4.1 The Board of Directors is responsible for ensuring that there is recruitment and development of the President and Senior Management to have the knowledge, skills, experiences and characteristics necessary to drive the organization towards its goals.
- SECTION 4.2 The Board of Directors is responsible for overseeing the determination of an appropriate remuneration structure and evaluation.
- SECTION 4.3 The Board of Directors must understand the structure and relationship of shareholders that may affect the management and business operations.
- SECTION 4.4 The Board of Directors is responsible for monitoring the management and development of personnel to have the knowledge, skills, experience and appropriate motivation.

SECTION 5 NURTURE INNOVATION AND RESPONSIBLE BUSINESS

- SECTION 5.1 The Board of Directors give importance and support the creation of innovation that creates value for the business along with creating benefits for customers or related parties and have social and environmental responsibility.
- SECTION 5.2 The Board of Directors is responsible for ensuring that the management operates business with social and environmental responsibility and reflected in the operational plan to ensure that all divisions of the organization operate in accordance with the objectives, goals and strategies of the entity.
- SECTION 5.3 The Board of Directors is responsible for ensuring that the management allocates and manages resources efficiently and effectively by taking into account the impact and development of resources throughout the value chain in order to achieve the objectives and goals sustainably.
- SECTION 5.4 The Board of Directors should establish a corporate. IT governance and management framework that corresponds to the needs of the business as well as to ensure that information technology is used to increase business opportunities and improve operations Risk Management, So that the business can achieve its objectives and goals of the business.

SECTION 6 STRENGTHEN EFFECTIVE RISK MANAGEMENT AND INTERNAL CONTROL

- SECTION 6.1 The Board of Directors has a duty to ensure that the Company has a Risk Management and Internal Control System to achieve its objectives effectively and to comply with the law and related standards.
- SECTION 6.2 The Board of Directors should establish an audit committee that can perform its duties efficiently and independently.
- SECTION 6.3 The Board of Directors is responsible for monitoring and managing Conflicts Of Interest that may arise between the Company and the management, Board of Directors or shareholders, including the prevention of undue use of the property information and opportunities of the Company and transactions with persons connected to the Company in an inappropriate manner.
- SECTION 6.4 The Board of Directors is responsible for overseeing the establishment of the Anti-Corruption Policy and practice and communicating at all levels of the organization to outsiders for practical implementation.
- SECTION 6.5 The Board of Directors is responsible for ensuring that the business has a mechanism for receiving complaints and taking action in case of whistleblowing.

SECTION 7 ENSURE DISCLOSURE AND FINANCIAL INTEGRITY

- SECTION 7.1 The Board of Directors is responsible for ensuring that the financial reporting system and the disclosure of important information are accurate, sufficient in accordance with relevant rules, standards and practices.
- SECTION 7.2 The Board of Directors is responsible for monitoring the adequacy of financial liquidity and debt serviceability.
- SECTION 7.3 The Board of Directors should ensure that the business has a plan to resolve the problems or have other mechanisms to solve financial problems, taking into account the rights of stakeholders.
- SECTION 7.4 The Board of Directors is responsible for overseeing the preparation of sustainability reports as appropriate.

SECTION 7.5 The Board of Directors is responsible for ensuring that the management has established a unit or person responsible for investor relations responsible for communicating with shareholders and other stakeholders such as investors and analysts in an appropriate, equitable and timely manner.

SECTION 7.6 The Board of Directors is responsible for promoting the use of information technology in the dissemination of information.

SECTION 8 ENSURE ENGAGEMENT AND COMMUNICATION WITH SHAREHOLDERS

SECTION 8.1 The Board of Directors is responsible for ensuring that Shareholders participate in decision making on important matters of the company.

SECTION 8.2 The Board of Directors is responsible for ensuring that the proceedings on the shareholders' meeting date are smooth, transparent, efficient and facilitates shareholders to exercise their rights.

SECTION 8.3 The Board of Directors is responsible for ensuring that the disclosure of meeting resolutions and the preparation of minutes of the shareholders' meeting are accurate and complete.

Revision and improvement of policy

The Company will set the revision on this policy regularly for at least once a year or whenever there is a significant change in order to be consistent with the Company's operation.

Announcement on January 1st, 2026