

Good Corporate Governance Policy Phatra Leasing Public Company Limited

Phatra Leasing Public Company Limited (the “Company”) realizes the importance of good corporate governance as one of key factors in building confidence among shareholders, investors and all stakeholders. Good corporate governance not only helps improve operational efficiency but also promotes transparency, fairness and social and environmental responsibility so as to bring long-term sustainability to the Company.

The Company is determined to comply with internationally accepted standards and practices relating to corporate governance, such as Corporate Governance Code (CG Code) of the Securities Exchange of Thailand (the “SET”) including other relevant regulations and laws, which serve as guidelines for effective and transparent management of the organization.

As the Company’s vision is to place emphasis on value creation for stakeholders and sustainable business operations, the Board of Directors has accordingly devised this corporate governance policy to be in line with international standards and reflect the Company’s commitment to bring sustainability and add value to the organization in the long term. In addition, the Board of Directors has the duties to monitor and oversee the Company’s business operations to ensure their transparency and accordance with the good corporate governance policy whereby this policy will be reviewed and updated annually to be in line with changes in the business environment and future trends. Besides, this policy will be a practice framework for directors, executives and employees at all levels. In this regard, the Company will adhere to 8 key principles of the CG Code, as follows:

Principle 1: Realizing roles and responsibilities of the Board of Directors as the organization’s leader who shall create sustainable value for the Company

The important duties of the Board of Directors include: to transparently and responsibly oversee the Company, and to conduct business for sustainability by focusing on creating long-term value for shareholders, investors and all stakeholders, and to encourage balanced economic, social and environmental development.

Principle 1.1: The Board of Director should understand its roles and realize its responsibilities as the leader who must oversee and ensure good corporate governance.

The important duties of the Board of Directors include: to determine directions, strategies and policies for operating the Company’s business, to approve business plans and annual budgets, to review the sufficiency of internal control procedures and the appropriateness of risk management procedures, to oversee, monitor and ensure that the Management manages day-to-day operations in accordance with the Company’s strategies, policies and business plans, and to review and keep the Company’s visions and core values up to date in accordance with business directions in the long term.



Guidelines

- 1) clearly determining visions, missions and strategies of the organization to reflect the Company's commitment to long-term sustainable value creation;
- 2) overseeing and ensuring that all working units of the organization perform their tasks in accordance with the policies set out, as well as following up on performance to ensure goal achievement;
- 3) providing effective communication systems among the Board of Directors, executives and the Management in order to promote collaboration at all levels;
- 4) monitoring and evaluating performance of the Board of Directors on a regular basis in order to enhance management efficiency.

Principle 1.2: Creating sustainable value for the business

In order that the Company will be able to create sustainable value in all dimensions, the Board of Directors must oversee and ensure that the Company's operations respond to significant governance outcomes, such as competitiveness, social responsibility and adaptability to changes in good corporate governance whereby the aforesaid will help build long-term stability and increase stakeholder confidence.

Guidelines

- 1) overseeing and ensuring the Company's competitiveness and sustainable business operations for the long term;
- 2) building confidence in the Company's business conduction that adhere to ethics, good corporate governance and transparency;
- 3) encouraging the Company to take part in social development and environmental impact reduction in order to demonstrate its good citizenship;
- 4) building the Company's resilience and ability to adapt to changing situations in order to respond to future challenges;
- 5) evaluating the Company's performance and analyzing its success in each dimension in order to develop a continuous improvement plan.

Principle 1.3: The Board of Directors has the duties to ensure that all directors and executives shall perform their duties responsibly, carefully and honestly for the organization, and to ensure that all business operations are in compliance with relevant laws, regulations and resolutions of shareholders' meetings.

In order to prevent possible risks and strengthen long-term sustainability, the Board of Directors should ensure that all directors and executives shall perform their duties responsibly, carefully and honestly for the organization, and to ensure that all business operations are in compliance with rules, regulations and laws stipulated by relevant agencies, including resolutions of shareholders' meetings, as well as policies or guidelines set out. In addition, there shall be approval procedures for significant transactions, such as investment, transaction with a significant impact on the Company, related-party transaction, acquisition or disposal of assets, dividend payment, etc.

Guidelines

- 1) overseeing and ensuring that all directors and executives realize their roles, duties and responsibilities as leaders of the organization;
- 2) building systems for monitoring and evaluation of performance of directors and executives to ensure that they strictly comply with laws and regulations;
- 3) establishing and providing policies and mechanisms for preventing conflicts of interest in order to ensure that every decision is made for maximum benefit of the organization;
- 4) determining the separation of roles, duties and responsibilities of the Board of Directors, committees and the Management in order to encourage them to manage the Company's business efficiently and sustainably without conflict of interest and satisfy stakeholders in all dimensions whereby their roles, duties and responsibilities shall be disclosed in the Company's annual report and website;
- 5) regularly inspecting and reporting the compliance with regulations of the SET, the Office of the Securities and Exchange Commission (the "Office of the SEC") and laws relating to the Company's business in order to demonstrate transparency.

Principle 1.4: The Board of Directors should understand the scope of its duties and responsibilities, clearly define the scope of assignment of duties and responsibilities to committees, president and Management, as well as monitor and ensure that they perform their duties as assigned.

The Company realizes that it is important to clearly define the scope of duties and responsibilities among the Board of Directors, committees, president and Management in order to help improve management efficiency and reduce duplication of effort. In addition, close monitoring of performance will help the Company to effectively run the business to achieve its goals in accordance with strategies of the organization.

Guidelines

- 1) specifying duties and responsibilities of the Board of Directors, committees, president and Management, which shall be clearly separated from each other in order to prevent any one person from having unlimited powers;
- 2) overseeing and ensuring that the Company honestly runs the business in accordance with laws, objectives, articles of association and resolutions of shareholders' meetings, taking into account maximum benefit of the Company and its shareholders;
- 3) considering and approving strategies, business directions, action plans, budgets and goals of the Company as proposed by the Management, and also monitoring and ensuring that tasks will be performed effectively in accordance with strategic plans;
- 4) ensuring that systems for financial reporting, disclosure of information and financial status of the Company provide accurate, complete and timely information in accordance with relevant standards and rules;
- 5) encouraging usage of innovation and information technology for the purpose of increasing business opportunities as well as developing performance to be in line with the organization's goals;



- 6) overseeing and ensuring that there shall be proper systems for risk management, internal control and remuneration assessment;
- 7) maintaining a good relationship with stakeholders by promoting cooperation and fulfilling legal rights;
- 8) For subsidiary companies or associated companies (if any), the Board of Directors shall provide a proper governance framework and mechanism for each company.

Principle 2: Determining key objectives and goals aiming for sustainability

It is an important duty of the Board of Directors to determine key objectives and goals of the business focusing on sustainability in order to establish clear guidelines that may lead the organization towards development that balances all dimensions including economic, social and environmental dimensions. These objectives and goals shall reflect the Company's commitment to creating a balance between business benefit and impact on stakeholders, as well as promoting social responsibility, creating added value for community and protecting the environment sustainably.

Principle 2.1: The Board of Directors should determine or ensure that the Company's key objectives and goals aim for sustainability and they are in line with value creation for the Company, customers, stakeholders and society as a whole.

The Board of Directors has the duties to determine and ensure that the Company's key objectives and goals aim for sustainability by reflecting the commitment to creating value in all dimensions for the Company, stakeholders and society as a whole. Clear and transparent objectives and goals will enable the Company to conduct business in accordance with good corporate governance principles.

Guidelines

- 1) determining clear and feasible objectives and goals in line with the Company's missions and visions by focusing on creation of long-term value for stakeholders, such as customers, employees, business partners, shareholders and community members;
- 2) integrating sustainability guidelines into strategies and business operations to improve balance in all dimensions;
- 3) providing stakeholder engagement mechanisms by gathering information and opinions to support the determination of goals and strategies transparently;
- 4) developing awareness in the organization, encouraging employees to attend training and promoting effective communication emphasizing the importance of sustainability goals;
- 5) monitoring and evaluating performance continually by using clear Key Performance Indicators (KPIs), and reporting operating results to stakeholders in accordance with relevant standards; for example, disclosure in an annual report;
- 6) using evaluation results to continually improve strategies to be in line with market changes, stakeholder expectations and international sustainability standards.

Principle 2.2: The Board of Directors should oversee and ensure that the Company’s objectives and goals as well as strategies are aligned with the achievement of the Company’s key objectives and goals whereby innovation and technology shall be properly and safely used.

It is an important duty of the Board of Directors to ensure that the Company’s objectives, goals and strategies are aligned with the achievement of its key objectives and goals in the long term in order to create sustainability in all dimensions, i.e., economic, social and environmental dimensions. In this regard, innovation and technology shall be properly and safely used in business operations in order to help enhance efficiency, reduce environmental impact and create value for stakeholders, as well as respond to changes and challenges arising in the business environment resiliently and sustainably.

Guidelines

- 1) ensuring that strategic plans and goals in the short term and medium term are in line with long-term goals of the Company by placing importance on sustainability in all dimensions, i.e., economic, social and environmental dimensions;
- 2) encouraging the Company to use appropriate innovation and technology in business operations in order to enhance efficiency and reduce environmental impact;
- 3) providing a mechanism for supporting the development of new technology in line with the Company’s sustainability guidelines; for example, diversification into eco-friendly assets and technology for reducing carbon emissions from vehicles;
- 4) periodically monitoring operating results in accordance with short-term and medium-term goals in order to adjust strategies to be in line with relevant situations.

Principles 3: Strengthening Board Effectiveness

The Board of Directors has important duties to determine appropriate structure, composition and work process in order to encourage diverse perspectives and expertise, and to create a supportive decision-making environment. The effective Board of Directors will help boost stakeholder confidence, encourage the Company to be adaptable, and also create resilience in a rapidly changing business environment.

Principle 3.1: The Board of Directors should be responsible for determining and reviewing appropriate structure of the Board of Directors, in terms of size, composition and proportion of independent directors, which is essential for leading the organization to achieve key objectives and goals set out.

The Board of Directors has the duties and responsibilities to determine and review the structure of the Board of Directors to ensure appropriateness, in terms of size, composition and proportion of independent directors, which is a key foundation for establishing good corporate governance. Determining a balanced and diversified structure will help encourage efficient and transparent decision making, responding to the needs and expectations of stakeholders as well as new business challenges.



Guidelines

- 1) determining the structure of the Board of Directors to ensure appropriateness in terms of size, complexity and specific characteristics of the Company's business, as follows:
 1. encouraging appointment of directors with the variety of skills, expertise, ages, genders, backgrounds and experiences in order to enhance strategic perspectives;
 2. reviewing the structure and composition of the Board of Directors at least once a year to be in line with corporate strategies, business challenges and market changes;
 3. establishing clear criteria for selection, such as independence, honesty, expertise and suitability for the business, as well as process ranging from interview, background check and suitability assessment;
 4. encouraging directors to attend training courses or seminars on relevant topics, such as sustainability, corporate governance, business risks and technological changes;
 5. evaluating the Board of Directors' performance, both individually and as a whole, as well as using evaluation results to develop and improve the Board of Directors' work process and structure;
- 2) determining the proportion of independent directors in accordance with the regulations of the SET, i.e., at least one-third of the total number of directors, in order to ensure transparency and proper supervision whereby independent directors shall possess the following characteristics:
 1. holding shares not exceeding 1% of the total number of voting shares of the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person, as well as taking into account the number of shares held by related persons of such independent director;
 2. not being or having been a director taking part in the management, employee, officer, consultant receiving a fixed salary or controlling person of the Company, its parent company, subsidiary company, associated company, same level subsidiary company, major shareholder or controlling person, unless he/she has ceased to possess such characteristic for not less than 2 years before the date of appointment whereby such prohibited characteristic shall not include the case that such independent director used to be a government official or consultant of a government agency which is a major shareholder or controlling person of the Company;
 3. not being a person related by blood or by legal registration as father, mother, spouse, sibling and child, including child's spouse, of other director, executive, major shareholder, controlling person or person nominated as a director, executive or controlling person of the Company or subsidiary company;
 4. not having or having had a business relationship with the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person in the manner that may prevent him/her from exercising his/her discretion independently; and not being or having been a significant shareholder or controlling person of the person who has a business relationship with the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person, unless he/she has ceased to possess such characteristic for not less than 2 years before the date of appointment;

The business relationship mentioned in paragraph one shall include trading transactions conducted in the ordinary course of business, taking or granting leases of immovable properties, transactions relating to assets or



services, or giving or receiving financial assistance by means of accepting, lending, guaranteeing, pledging assets as collateral for debts, including other similar circumstances, which result in the Company or its contractual party bearing the burden of debt to be paid to the other party in the amount of at least 3% of net tangible assets of the Company or at least Baht 20 million, whichever amount is lower. In this regard, such debt shall be calculated in accordance with the procedures for calculating the value of a related party transaction, as stipulated in the Notification of the Capital Market Supervisory Board Regarding Rules on Related Party Transactions, mutatis mutandis. However, such burden of debt shall include the debt arising during 1 year before the date of commencement of the business relationship with such person.

5. not being or having been an auditor of the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the audit office, which the auditor of the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person reports to, unless he/she has ceased to possess such characteristic for not less than 2 years before the date of appointment;
6. not being or having been a provider of any professional services, including services provided as a legal advisor or financial advisor whereby he/she shall receive service fee exceeding Baht 2 million per year from the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of that professional service provider, unless he/she has ceased to possess such characteristic for not less than 2 years before the date of appointment;
7. not being a director appointed to represent the Company's director, major shareholder or shareholder who is a related person of a major shareholder;
8. not operating any business of similar nature significantly competing with the business of the Company or its subsidiary company, or not becoming a significant partner in a partnership or a director taking part in management, employee, officer, consultant receiving a fixed salary or holding shares exceeding 1% of the total number of voting shares of other company operating business of similar nature significantly competing with the business of the Company or its subsidiary company;
9. not possessing any other characteristics that make him/her unable to independently provide opinions on the Company's business.

After being appointed as an independent director who possesses characteristics mentioned in clause 1 - clause 9, the independent director may be assigned by the Board of Directors to decide on business operations of the Company, its parent company, subsidiary company, associated company, same level subsidiary company, major shareholder or controlling person whereby collective decisions may be made.

In the case that an independent director appointed by the Company is the person who has or has had a business relationship, or has provided professional services with a value exceeding the limit as specified in clause 4 or clause 6, the Company must provide the Board of Directors' opinion indicating that the Board of Directors has considered the matter in accordance with Section 89/7, i.e., the appointment of such person shall not affect the performance of duties and the provision of independent opinions. Besides, the following

information shall be disclosed in the invitation letter to shareholders' meeting on the agenda for considering the appointment of independent directors:

- a. nature of the business relationship or professional service provision that results in such person's qualifications failing to meet the criteria stipulated;
- b. reason and necessity for appointing such person as an independent director or for maintaining his position;
- c. opinion of the Board of Directors suggesting that such person be appointed as an independent director;

For the purposes of clause 5 and clause 6, the term "partner" shall mean the person assigned by the audit office or the professional service provider to sign an audit report or a professional service provision report, as the case may be, on behalf of such juristic person.

The Company shall oversee and ensure that the procedures for selection and appointment of independent directors are transparent and in line with good corporate governance standards. Moreover, the Company shall review their independence on a regular basis to ensure that the Board of Directors shall be able to make decisions without conflict of interest and still be able to perform duties independently in accordance with the characteristics and qualifications stipulated.

Principle 3.2: The Board of Directors should select a person suitable as the chairman and ensure that the composition and operational approach of the Board of Directors shall allow them to exercise discretion independently.

The chairman is a key person who shall be independent. Moreover, he/she shall not be an executive director or the same person as the president.

The chairman plays a vital role as the leader of the Board of Directors, whose duties shall cover the following subjects:

- 1) overseeing, monitoring and ensuring that the duties of the Board of Directors and the Management have been effectively performed in accordance with the Company's strategic plans;
- 2) promoting corporate culture that adheres to ethics and good corporate governance, performing duties as required by law, as well as strengthening relationships among directors, the president and the Management;
- 3) convening the Board of Directors' meetings and determining meeting agenda by discussing with the president, and also providing measures to ensure that important matters have been included in the meeting agenda;
- 4) promoting a good relationship between the Board of Directors and the Management so that they shall share a common understand, thereby encouraging effective collaboration.

The Board of Directors has divided powers and determined roles, duties and responsibilities of the chairman and the president whereby their duties and responsibilities have been clearly separated in order to prevent any of them from having unlimited power. In this regard, the president shall have powers, duties and responsibilities to manage, control, approve and assume responsibility for running the business in line with business plans, budgets, policies, strategic goals, laws, rules and regulation as assigned by the Board of Directors.

The Board of Directors has appointed the Remuneration and Selection Committee to consider policies, criteria and guidelines for recruitment and selection of directors by focusing on selecting directors whose qualifications are suitable and consistent with the Company's goals, and also streamline business operations, regardless of gender, age, race and nationality. In this regard, the Remuneration and Selection Committee shall nominate suitable candidates for consideration by the Board of Directors and then propose the nomination of such candidates at a shareholders' meeting for consideration and election whereby the candidates who possess the following qualifications shall be considered:

- 1) possessing qualifications as required by law according to the Public Limited Companies Act and the Securities and Exchange Act;
- 2) having knowledge, ability and experiences that benefit business operations, being determined and adhering to business ethics;
- 3) being able to exercise discretion straightforwardly and independently without being influenced by the Management and any other interested party;
- 4) being able to dedicate sufficient time to the Company and performing their duties and responsibilities with careful attention.

In this regard, the Board of Directors also requires that at a shareholders' meeting, shareholders are entitled to elect directors of the Company in accordance with the following criteria and procedures:

- 1) The number of votes a shareholder has is equal to one vote for one share;
- 2) Each shareholder shall exercise all of his/her votes as mentioned in clause 1 to elect at least one person as director but he/she cannot split his/her votes among different candidates.

The newly appointed directors shall be orientated and given information that is useful for the performance of duties, including company profile, key policies, business directions, objectives, goals, visions, missions, corporate values, etc.

Moreover, the Company has established committees to consider specific matters, scrutinize information and provide suggestions before proposing such matters to the Board of Directors for approval.

Principle 3.3: The Board of Directors should oversee and ensure that the process of recruitment and selection of directors is clear and transparent in order to establish a Board of Directors whose qualifications are in alignment with the specified composition.

The Board of Directors, with the advice of the Remuneration and Selection Committee, has the duties to appoint suitable persons as directors of the Company, and to ensure that the process of recruitment and selection of directors is clear and transparent in order to establish a Board of Directors whose qualifications are in alignment with the specified composition.

Guidelines

- 1) determining clear criteria and qualifications of directors, such as expertise in business, finance, risk management or environmental, social and governance (ESG) aspects;
- 2) The process of recruitment and selection of directors shall be carried out through the Remuneration and Selection Committee whereby the process used shall be transparent, fair and take into account the Board of Directors' composition, e.g. the proportion of independent directors and the variety of genders, ages and expertise;
- 3) considering candidate suitability by checking his/her background and trustworthiness carefully and communicating information regarding the selection process, such as selection criteria and qualifications, via an annual report or at a shareholders' meeting;
- 4) taking into account the importance of shareholders and good corporate governance, providing opportunities for shareholders to participate and nominate candidates for consideration and selection as director at an annual general meeting of shareholders;
- 5) designating newly appointed directors to attend Director Accreditation Program (DAP), certified by the SET and the Office of the SEC, in order to enable them to learn their basic roles and legal responsibilities so that they shall start their director career confidently;
- 6) encouraging the development of knowledge and skills of directors in order to support effective performance of their duties.

Principle 3.4: In proposing the Board of Directors' remuneration to shareholders for approval, the Board of Directors should consider and ensure that the remuneration structure and rates are appropriate for their responsibilities and motivate them to lead the organization towards short-term and long-term goals.

The Company realizes that appropriate and transparent remuneration for the Board of Directors is an important element that helps enable the Board of Directors to perform duties determinedly and effectively. Appropriate remuneration structure and rates shall reflect responsibilities, risks and challenges faced by them in supervising and leading the organization towards short-term and long-term goals. Therefore, the Company should give appropriate remuneration to the Board of Directors, taking into account competitiveness and attractiveness compared to other companies in the same industry, as well as transparency and verifiability.

Guidelines

- 1) determining remuneration structure and rates which shall be appropriate for duties and responsibilities of the Board of Directors, taking into account short-term and long-term effects on business operations, including competitiveness in the industry;
- 2) The remuneration should comprise fixed fee and performance-based fee in order to motivate the Board of Directors to effectively perform their duties;
- 3) The Remuneration and Selection Committee shall include at least one member who is classified as an independent director and assigned to consider remuneration structure and rates to be proposed to the Board of Directors and shareholders' meeting for approval;

- 4) disclosing remuneration structure and rates of the Board of Directors in an annual report by specifying criteria and procedures for consideration transparently;
- 5) reviewing and assessing appropriateness of remuneration periodically to ensure that the remuneration structure is consistent with roles and goals of the Company;
- 6) In case of adjustment of remuneration, the Board of Directors should clearly explain reasons and necessities to build trust with shareholders and stakeholders.

Principle 3.5: The Board of Directors should oversee and ensure that every director shall be responsible for performing duties and allocating sufficient time to perform his/her duties.

The Board of Directors has the duty to oversee and ensure that every director shall perform duties effectively and be responsible for his/her performance in order to increase confidence among shareholders and stakeholders whereby every director should understand his/her roles and duties, and allocate sufficient time to attend meetings, monitor operational activities as well as perform other relevant duties.

Guidelines

- 1) Every director should allocate sufficient time to attend the Board of Directors' meetings and committee meetings in order to follow up on the Company's operating results.
- 2) Before appointment of a director, the Board of Directors should assess his/her ability to allocate time and verify task burden in other positions of that candidate.
- 3) The Board of Directors has provided guidelines relating to the directorship of a director, president and senior executive of the Company in other companies by allowing them to hold the position as director in other listed companies not exceeding 5 companies.
- 4) For the position of president and senior executive of the Company, if they wish to hold the position as director in other listed company, approval must be obtained from the Board of Directors.
- 5) The information about their positions in other companies and meeting attendance shall be disclosed in an annual report in order to demonstrate transparency and build stakeholder confidence.
- 6) The Board of Directors shall monitor and evaluate the performance of duties of each director, such as attendance at meetings, participation in decision making and compliance with requirements.

Principle 3.6: The Board of Directors should oversee and provide a framework and mechanism for management of policies and operations of subsidiary companies and other enterprises significantly invested by the Company, which shall be suitable for each enterprise, and ensure that those subsidiary companies and other enterprises invested by the Company understand such framework and mechanism correctly.

In the case that the Company has subsidiary companies or has invested in other enterprises, the Board of Directors should manage policies and operations of those subsidiary companies and enterprises significantly invested by the Company. This aforementioned duty is an important factor that will enable the Company to maintain its stability, transparency and compliance

with good corporate governance principles, especially if those subsidiary companies or other enterprises play important roles that influence the Company's operating results or reputation.

Guidelines

- 1) determining a governance policy framework which shall be clear and consistent with good corporate governance principles of the parent company, and communicating relevant guidelines to subsidiary companies and enterprises invested for good understanding;
- 2) appointing expertise representatives to be members of the board of directors of each subsidiary company or enterprise invested to effectively oversee and support its operational activities;
- 3) providing systems for continually reporting and monitoring operating results of each subsidiary company and enterprise invested, taking into account consistency with goals and strategies of the parent company;
- 4) stipulating measures to prevent and manage conflicts of interest between the parent company and its subsidiary company in order to ensure that operational decisions are made for maximum benefit of the organization;
- 5) overseeing and ensuring that all subsidiary companies and enterprises invested comply with laws, regulations and standards that govern environmental, social and governance (ESG) aspects;
- 6) assessing results of corporate governance and performance of subsidiary companies and enterprises invested on a regular basis, and using the results to improve their performance and also disclosing such information in an annual report.

Principle 3.7: The Board of Director should arrange for annual evaluation of performance of the Board of Directors and committees whereby evaluation results should be used to further develop their performance of duties.

Annual evaluation of performance of the Board of Directors and committees is an important process to help achieve transparency and efficiency in corporate governance. This process enables the Board of Directors to indicate strengths, weaknesses and development opportunities, thereby leading to improvement of operational efficiency.

Guidelines

- 1) specifying clear criteria and tools encompassing all aspects by conducting self-evaluation every year in accordance with evaluation guidelines developed by the SET;
- 2) evaluating the performance of both the Board of Directors and committees in order to gain an overview of operational efficiency;
- 3) assigning the Remuneration and Selection Committee to be responsible for the evaluation process and to prepare and present a report on evaluation results to the Board of Directors;
- 4) using evaluation results to improve and develop operational activities; for example, skill enhancement training, restructuring or improvement in work process of the Board of Directors;
- 5) disclosing information concerning evaluation results in an annual report in order to demonstrate transparency and increase confidence among shareholders and stakeholders;
- 6) continually monitoring improvements resulted from the evaluation to ensure that operational activities are in line with the Company's goals and continuously improved.

Principle 3.8: The Board of Directors should oversee and ensure that the Board of Directors and each director have knowledge and understanding of their roles, duties, nature of business and laws relating to business, and encourage all directors to steadily improve their skills and knowledge for the purpose of performing their duties.

Key factors including knowledge and understanding of their roles, duties, nature of business and relevant laws will help enhance the capability of the Board of Directors and each director for overseeing and ensuring effective corporate governance. Therefore, the development of knowledge and skills of directors is an important process to build readiness for proper decision making, and to determine strategies for promoting sustainability and long-term value creation.

Guidelines

- 1) preparing a manual as well as orientation program for new directors (Board Manual), the content of which includes roles, duties, nature of business and relevant laws;
- 2) encouraging directors to attend skill development courses such as courses provided by Thai Institution of Directors (IOD);
- 3) ensuring that directors shall obtain in-depth information regarding the Company's business, such as risks and market opportunities, technological changes and industry best practices;
- 4) ensuring that the information regarding new laws and regulations relating to business shall be updated;
- 5) encouraging directors to attend training courses relating to regulatory compliance that affects the business;
- 6) arranging for assessment of needs for developing skills and knowledge of directors, thereby leading to the preparation of individual development plans;
- 7) reporting results of the development and improvement of directors' skills in an annual report to demonstrate the Company's commitment to improving corporate governance.

Principle 3.9: The Board of Directors should oversee and ensure that their duties have been performed smoothly, and that they have access to necessary information and have the company secretary whose knowledge and experiences are necessary and suitable for supporting the performance of duties of the Board of Directors.

The Board of Directors should oversee and ensure that their duties have been performed efficiently, and that they have access to necessary information and have the company secretary whose knowledge, expertise and experiences are suitable for supporting the performance of duties.

Guidelines

- 1) requiring the Board of Directors to meet at least once every 3 months in accordance with the Company's Articles of Association and relevant laws, and being able to oversee and ensure that day-to-day tasks are performed efficiently and properly, taking into account business conditions;
- 2) appointing a company secretary who possesses qualifications as required by law and has expertise in relevant business, and also encouraging the development of skills and knowledge such as training on corporate governance;

- 3) assigning the company secretary to prepare and deliver complete and accurate information and meeting documents in advance, as well as ensure that the meeting runs smoothly, and prepare the meeting's minutes according to relevant regulations;
- 4) supporting the company secretary's role as an intermediary among the Board of Directors, executives and stakeholders to ensure that important information shall be communicated completely, timely and transparently;
- 5) The company secretary should verify and ensure that the performance of duties of the Board of Directors is in compliance with relevant laws, rules and regulations, and prepare a complete and accurate annual report as well as corporate governance report.
- 6) The Board of Directors should arrange for evaluation of performance of the company secretary periodically for the purpose of improving his/her capability and efficiency to support the performance of duties.

Principle 4: Selecting and developing senior executives and personnel management

The Board of Director shall designate the Remuneration and Selection Committee to oversee and consider the recruitment and development of capable senior executives, focusing on selecting personnel whose qualifications, expertise and value are suitable for the Company, and also fostering a culture of continuous learning and development at all levels. An effective personnel management system helps strengthen employee engagement, enable the Company to adapt to a rapidly changing business environment and create sustainable value for all stakeholders. The Remuneration and Selection Committee also has the duty to determine remuneration structure, evaluation procedures and long-term human resources strategies.

Principle 4.1 The Board of Director should ensure proper selection and development of president and senior executives who have knowledge, skills, experiences and qualifications needed to drive the Company towards its goals.

The Board of Directors plays a vital role in the selection and development of president and senior executives as ones in those positions are the Company's leaders who play an important role in formulating strategies, driving the organization and managing resources to achieve maximum efficiency so that operational activities of the Company shall be in line with long-term goals and respond to expectations of all stakeholders. Therefore, the selection of suitable personnel and the development of their knowledge, skills and qualifications needed for senior executives are essential elements that will help enable the organization to adapt to a rapidly changing environment and also create value for the organization in all dimensions.

Guidelines

- 1) The Remuneration and Selection Committee shall stipulate selection criteria and procedures, as well as nominate a qualified person to be appointed as president, taking into account experiences, expertise and suitability for such roles and duties, regardless of gender, age, race and nationality.
- 2) There shall be a succession plan for president and senior executives to handle any situation that may take place in the future.
- 3) There shall be appropriate remuneration structure whereby the Remuneration and Selection Committee shall determine appropriate and transparent policies, criteria and remuneration structure in order to motivate president,

senior executives and personnel at all levels to perform their duties in accordance with the Company's objectives and goals;

- 4) The evaluation of the president's performance shall be conducted systematically, transparently and fairly to facilitate work efficiency and added value creation for the Company in the long term.

Leadership and Visions of the Board of Directors

- 1) determining short-term and long-term strategies and business directions, as well as determining effective audit and governance systems in order to carry on the Company's business transparently, create added value for the organization and propel the organization towards sustainability;
- 2) promoting corporate culture that is consistent with good corporate governance principles so that personnel at all levels shall adhere to transparency principles, ethics and social and environmental responsibilities. In addition, it is the duty of the Board of Directors to act as a role model who conducts the business ethically and honestly by focusing on adaptation to changes in all aspects.

Principle 4.2: The Board of Directors should oversee and ensure that the Company has an appropriate remuneration structure and performance evaluation in place.

The Board of Directors, with the advice of the Remuneration and Selection Committee, should oversee and ensure that the Company has an appropriate remuneration structure and performance evaluation in place in order to motivate the directors and senior executives to perform their duties efficiently in line with corporate goals and lead to transparency, fairness and stakeholder trust.

Guidelines

- 1) using Key Performance Indicators (KPIs), which are consistent with corporate goals, including financial dimensions and sustainability, as well as ESG KPIs (Environmental, Social and Environmental Key Performance Indicators);
- 2) establishing clear criteria for evaluation, such as operating results that reach the Company's goals, customer satisfaction or important project achievement, as well as mechanism for remuneration adjustment based on outcomes achieved;
- 3) arranging for evaluation of performance of directors and senior executives on a regular basis by verifying and ensuring that the process for evaluation and remuneration are in compliance with relevant laws and regulations;
- 4) appointing the Remuneration and Selection Committee to ensure that the determination of remuneration and evaluation of performance are carried out transparently;
- 5) disclosing information regarding remuneration structure and evaluation results in an annual report or a corporate governance report to increase transparency and confidence;
- 6) monitoring remuneration trends and standards in the industry in order to ensure that the remuneration structure is up-to-date and competitive.

Principle 4.3: The Board of Directors should understand shareholders' structure and relationship which may affect the management and operation of the Company.

Understanding of shareholders' structure and relationship is an important element to support effective and transparent business operations. The Board of Directors plays an important role in overseeing and managing such relationship to ensure that the Company's strategic decisions will be made without regard to personal benefit of any shareholder. In addition, proper management of shareholders' structure will help reduce operational risks and increase confidence among all stakeholders.

Guidelines

- 1) studying and creating a shareholding structure chart encompassing major shareholders, small shareholders and group of shareholders who are related to each other, as well as assessing potential impact on business operations;
- 2) arranging for inspection and monitoring of the relationship between major shareholders and the Board of Directors to prevent the exercise of power that is in conflict with the Company's interests;
- 3) establishing policies and procedures for managing related party transactions and conflicts of interest in order to prevent the pursuit of personal interests;
- 4) monitoring trends of shareholding structure in the industry, as well as reviewing and improving shareholding structure management process to be in line with business requirements and changes.

Principle 4.4: The Board of Directors should monitor and oversee the management and development of the Company's personnel to ensure that the Company has an optimal number of employees and they have proper knowledge, skills, experiences and motivation.

The Board of Directors should be aware of the importance of personnel development as it is a key foundation that supports the alignment of business operations with corporate goals amidst changes in the business environment. Encouraging the development of knowledge and skills, and boosting employee motivation help enhance work efficiency, increase competitiveness and support sustainable value creation.

Guidelines

- 1) designing human resources strategic plans that shall be aligned with short-term and long-term goals, including skills needed for the business, such as finance/accounting, industries, information technology, data analysis techniques and bringing in innovation for use in the business;
- 2) developing hard skills and soft skills, such as specific expertise, communication and collaboration in order to respond to future challenges;
- 3) overseeing the assessment of personnel needs at all levels, and the improvement of remuneration structure and welfare to ensure that they are appropriate and competitive in the industry;
- 4) promoting corporate culture that supports equality, diversity and collaboration, and provides clear career paths;
- 5) supporting a succession plan for key positions in the organization in order to ensure continuity in the structure of personnel;
- 6) continually arranging for assessment and development of human resources whereby assessment results and suggestions will be used to improve relevant processes;

- 7) creating a safe and healthy working environment, and also providing appropriate welfare, such as life insurance, health insurance and annual health check-up;
- 8) encouraging communication between the Board of Directors and the Human Resources Department in order to recognize problems and find in-depth solutions.

Principle 5: Fostering innovation and responsible business practices

Fostering innovation and responsible business practices is considered an important strategy for enhancing competitiveness and creating sustainable value for the organization. Innovation helps enable the Company to respond to rapidly changing market demands, and also helps increase work efficiency, reduce costs and mitigate environmental impact. Meanwhile, responsible business practices help create stakeholder confidence and support balanced growth in all dimensions, e.g. economic, social and environmental dimensions.

Principle 5.1: The Board of Directors should place importance on and support the creation of innovation that creates value for the business, along with the creation of benefit for customers or related persons, as well as ensure social and environmental responsibility.

The creation of innovation that creates value for the business and the creation of benefit for customers, related persons, society and environment are important factors that help enhance competitive potential and strengthen sustainability for the organization. Innovation is considered an important mechanism for increasing operational efficiency, satisfying customer needs and adapting in a rapidly changing business environment. The Board of Directors plays a crucial role in determining directions and supporting the creation of innovation with social and environment responsibility, as well as encouraging efficient use of resources and mitigation of negative impacts on the environment in order to create a balance between business growth and sustainability in all dimensions.

Guidelines

- 1) requiring and encouraging the Company to develop an innovation strategy focusing on adding value to the business and stakeholders in the long term;
- 2) supporting the development of innovation that promotes social responsibility, such as granting leases on renewable energy assets, reduction of green house gas emissions;
- 3) creating corporate culture that embraces creativity and adaptability in a changing business environment;
- 4) encouraging the use of eco-friendly technology in work and service processes;
- 5) determining guidelines for development of services to satisfy customer needs such as use of Big Data to help analyze customer behavior;
- 6) promoting transparent and rapid development of products and services as well as building customer confidence;
- 7) fostering collaboration with business partners in order to create a value chain that is environmental-friendly and sustainable;

- 8) determining innovation development criteria that will mitigate environmental impact, such as reduction of energy use, reduction of natural resource use or effective waste management;
- 9) overseeing and ensuring that work processes are in line with environmental standards and relevant laws;
- 10) identifying KPIs which shall be consistent with innovation and sustainable development goals of the Company, as well as monitoring progress and efficiency in innovation development in the organization.

Principle 5.2: The Board of Directors should monitor and ensure that the Management shall allocate and manage resources efficiently and effectively, taking into account impact and resource development throughout the Company's value chain, in order to achieve key objectives and goals sustainably.

Efficient and effective allocation and management of resources are the keys to propelling the business forwards to achieve key objectives and goals sustainably. Resource management shall cover all dimensions, ranging from financial resources, physical resources, human resources and natural resources to added value creation in the value chain, taking into account impact on the environment, society and all stakeholders.

Guidelines

- 1) determining a resource management strategy framework in line with long-term goals of the Company, such as cost reduction, efficiency increase and development of eco-friendly innovation;
- 2) encouraging the Company to use modern technology, such as using Internet of Things (IoT) system or Big Data in managing service portfolio;
- 3) supporting investment in projects that generate positive returns, such as renewable energy vehicles or solutions that help reduce energy use;
- 4) encouraging assessment of environmental and social impact in the value chain on a regular basis, such as selection of business partners with ESG responsibility;
- 5) encouraging cooperation with business partners and business alliances in development of eco-friendly value chain;
- 6) identifying clear KPIs for resource management, such as waste reduction rate, enhancement of resource use efficiency or reduction of green house gas emissions, and continually monitoring operating results and providing suggestions for improvement of resource management process;
- 7) communicating how the Company manages its resources to stakeholders;

Principle 5.3: The Board of Directors should provide a framework for corporate-level supervision and management of information technology that satisfies the business's needs, and also ensure that the information technology is used for increasing business opportunities as well as developing business operations and risk management in order to enable the business to achieve its key objectives and goals.

Corporate-level supervision and management of information technology are key factors that enable the Company to effectively respond to business changes in the digital era. The information technology not only encourages rapid and transparent work processes but also helps increase business opportunities, reduce risks and enhance competitiveness.

Guidelines

- 1) determining policies and directions for overseeing information technology to be in line with business objectives, long-term goals and ESG principles;
- 2) overseeing and ensuring that the Company's information technology management is in compliance with relevant requirements including the Personal Data Protection Act and other relevant laws;
- 3) encouraging the development of platform business in order to enhance the competitiveness and respond to changes in customer behavior;
- 4) supporting the development of customer service systems; for example, online payment system, digitalization including E-Document and E-Approval online;
- 5) supervising and ensuring that the Company uses automation systems and AI in work processes such as document management;
- 6) promoting the use of Big Data and AI to develop the Company's services that respond to customer needs;
- 7) providing a framework for assessment and management of technology risks, such as cyber safety, information leakage and compliance with legal requirements;
- 8) arranging for technological skills training, such as cyber safety, data analysis and cloud system management;
- 9) creating corporate culture that encourages the learning and application of innovation and technology.

Principle 6: Ensuring appropriate systems for risk management and internal audit

The Board of Directors has designated the Risk Management Committee and the Audit Committee to oversee and ensure that there shall be appropriate systems for risk management and internal audit, which enable the Company to carry on the business stably and sustainably, whereby a framework for risk management shall cover all dimensions of business operations, including monitoring and assessment of performance of the internal audit department to make sure that the Company has appropriate risk management systems and will be able to prevent potential impact on the organization.

Principle 6.1: The Board of Directors should oversee and ensure that the Company's systems for risk management and internal audit can help the Company to achieve its objectives efficiently, and ensure that they are in compliance with relevant laws and standards.

The Board of Directors plays a vital role in overseeing and ensuring that the Company has effective systems for risk management and internal audit to support achievement of business objectives, to build trust in transparency and increase confidence among all stakeholders. The Company realizes that comprehensive risk management and a robust internal audit system not only help reduce potential impact but also support the alignment of task performance with relevant laws, standards and sustainability practices.

Guidelines

- 1) overseeing and ensuring that the Company shall determine a framework for risk management that encompasses all dimensions of business operations;
- 2) overseeing and ensuring that risks shall be assessed regularly, especially risks relating to the Company's business;
- 3) monitoring and ensuring that the Company shall provide an internal audit system that encompasses supply process, work process and service process in order to prevent any mistake and risk;
- 4) encouraging the use of digital technology to enhance efficiency in monitoring the Company's performance;
- 5) overseeing and ensuring that the Company shall comply with relevant laws and standards, such as regulations of the Office of the SEC and the SET;
- 6) encouraging directors and employees at all levels to attend training relating to risk management and internal audit.

Principle 6.2: The Board of Director shall establish the Audit Committee who is able to perform duties effectively and independently.

The Audit Committee shall play an important role in supporting good corporate governance by performing duties to verify accuracy and transparency of financial reports, and to assess the systems for internal audit, risk management and compliance with relevant laws and regulations in order to strengthen confidence among shareholders and all stakeholders. The Audit Committee with independency and effectiveness will help support decision making by the Board of Directors and strengthen the Company's stability and sustainability in the long term.

Guidelines

- 1) The Audit Committee's members who have qualifications and duties in accordance with the criteria of the Office of the SEC and the SET shall be appointed whereby the Audit Committee shall comprise at least 3 independent directors and at least one of them shall have expertise in accounting or finance.
- 2) The Audit Committee shall verify the accuracy and completeness of financial reports prepared by the Management, assess the Company's systems for internal audit and risk management to make sure that they are appropriate and consistent with business goals, and monitor the compliance with relevant laws and regulations including requirements of competent authorities, such as the Office of the SEC and the SET.
- 3) The Board of Directors shall encourage the Audit Committee to be independent to make decisions without being influenced by the Management.
- 4) The Board of Directors shall monitor and assess the Audit Committee's performance on a regular basis in order to develop and improve work efficiency.
- 5) The Board of Directors shall provide sufficient resources and information for the performance of duties of the Audit Committee, such as access to relevant documents or use of services from external advisor (if necessary).
- 6) The Audit Committee shall report audit results to the Board of Directors periodically and provide suggestions for improvement of work processes;
- 7) requiring that information regarding roles and performance of the Audit Committee shall be disclosed in One Report.

Principle 6.3: The Board of Directors should monitor, oversee and manage conflicts of interest that may occur among the Company, the Management, the Board of Directors and shareholders, as well as prevent the inappropriate use of the Company's assets, information and opportunities, and the conduction of related-party transactions in an inappropriate manner.

A conflict of interest is deemed a significant issue that may affect transparency, trustworthiness and sustainability of the organization. The Board of Directors plays an important role in monitoring, overseeing and managing conflicts of interest that may occur among the Company, the Management, the Board of Directors and shareholders in order to prevent the use of the Company's assets, insider information or opportunities in an appropriate manner, and to ensure transparency and fairness in business operations.

Guidelines

- 1) establishing a connected transaction and related-party transaction (RPT) policy to serve as guidelines for considering and approving related-party transactions in order to ensure that those transactions shall be conducted transparently in accordance with proper steps as provided by relevant laws and regulations. The connected transaction and related-party transaction policy has been published on the Company's website (www.pl.co.th);
- 2) requiring that directors and executives have the duty to report relevant information on the information report form and report the interests of themselves or related parties once a year so that the Company will be able to consider transactions that may have conflicts of interest whereby a director and an executive who has any interest in such transaction conducted with the Company shall not take part in the consideration of such matter;
- 3) requiring that directors, executives and employees at all levels of the Company have the duty to keep confidential the Company's insider information that has not yet been disclosed to the public, such as information from financial statements that have not yet been submitted to the SET, performance of the Company, capital increase, capital decrease, joint investment, dividend payment, merger, closing significant deals, etc.
- 4) requiring that directors, executives and insiders comply with guidelines governing the usage of insider information and the trading of the Company's securities; and also prohibiting them from buying, selling, transferring or accepting transfer of securities issued by the Company before such information is disclosed to the public;
- 5) specifying blackout periods, during which the buying and selling of the Company's securities are prohibited, and informing the Company's directors, executive and insiders on a yearly basis, whereby the buying and selling of securities shall be prohibited for one month before the disclosure of such information to the public and for 4 days after the disclosure of such information to the public; and also requiring that the insiders comply with the confidentiality agreement;
- 6) requiring that the Company's directors and executives inform the company secretary of the buying and selling of the Company's securities at least 1 day in advance of the buying and selling so that the company secretary shall report the matter to the Board of Directors, and moreover, they shall have the duty to report the buying and selling of securities/ the possession of securities of the Company to the Office of the SEC on Form 59 online through the electronic system on website: www.sec.or.th within 3 business days from the date of buying, selling, transferring or accepting transfer of securities, and then send a copy to the Company;

- 7) communicating policies and guidelines for managing conflicts of interest and usage of insider information of the Company to the Board of Directors, the Management and all employees;
- 8) providing secure channels for reporting conflicts of interest so that the employees and interested persons may report clues, and also providing measures for protecting informants from unpleasant reaction or punishment;
- 9) The management of conflicts of interest should be inspected and assessed on a regular basis for improvement purposes to make relevant processes and practices more efficient.

Principle 6.4: The Board of Directors should oversee and establish a clear anti-corruption policy and practices which shall be communicated to the Company’s personnel at all levels and outsiders so that they shall be concretely implemented.

The Company is determined to conduct business honestly, transparently, fairly, responsibly and cautiously under applicable laws, rules, regulations and relevant standards. The Company also realizes the importance of anti-corruption. Therefore, the Company has established the “Anti-Corruption Policy” to serve as guidelines for preventing and combating fraud and corruption in the Company. The Company’s objectives include: to ensure that all directors, executives, employees, subsidiary companies, associated companies, other companies over which the Company has the controlling power, business agents and stakeholders acknowledge, understand and strictly adhere to this Policy; as well as to build a strong corporate culture where everyone is aware of negative effects of fraud and corruption, to create good corporate values, and to increase confidence of all stakeholders in order to effectively combat fraud and corruption. The Anti-Corruption Policy has been published in the Company’s annual report and website (www.pl.co.th), and also specified in the Supplier Code of Conduct of the Company.

Principle 6.5: The Board of Directors should oversee and ensure that there shall be a mechanism for receiving complaints and procedures for handling whistleblowing.

An explicit mechanism for receiving complaints and handling whistleblowing is deemed an essential component of good corporate governance. The explicit mechanism helps enhance transparency, fairness and responsibility in the organization. The Board of Directors plays an important role in ensuring that such mechanism is effective and practical, thereby building trust with employees, customers and all stakeholders.

Guidelines

- 1) overseeing and ensuring that a written policy on complaints and whistleblowing has been provided so that everyone in the organization shall understand and comply therewith;
- 2) appointing a working group or an officer who has expertise in complaint and whistleblowing investigation;
- 3) providing different reporting channels to facilitate whistleblowing and allowing its employees and all stakeholders to express their opinions and report wrongdoing in order to lead to (1) fact check, (2) management adjustment/improvement; and (3) development/training whereby the Company has provided the following channels for receiving information, complaints or clues:



Registered Mail

Attn: Audit Committee/ Internal Audit Office/ Company Secretary

Address: Phatra Leasing Public Company Limited

252/6 29th Floor, Muang Thai Phatra Complex 1,

Rachadaphisek Road, Khwaeng/Khet Huaykwang, Bangkok 10320

Electronic Mail (E-mail)

E-mail : internalaudit@pl.co.th

company_secretary@pl.co.th

- 4) providing measures for protecting informants systematically and fairly. The information of any informant and his/her complaint shall be kept confidential in accordance with international standards to prevent impact on personal safety or damage to relevant informant;
- 5) The process for consideration of complaints comprises the following steps:
 1. When a complaint is made through a channel provided, the Internal Audit Office shall inspect the complaint, taking into account the explicitness and adequacy of preliminary evidence.
 2. In the case that the complaint contains facts, investigation shall be conducted to gather evidence and witnesses. Then such complaint shall be submitted to the Complaint Committee (consisting of Internal Audit Office, Legal Department, Human Resource Department and/or any other persons assigned to oversee this matter (if any)) within 15 business days from the date on which the complaint or clue is received.
 3. The Complaint Committee shall review facts and evidence, and then, within 30 business day, prepare a report and opinion which shall be proposed to the Audit Committee for further consideration and reporting to the Board of Directors.
 4. The Internal Audit Office shall prepare a report summarizing statistical data on complaints and clues and such report shall be kept for not less than 5 years.
- 6) Negligence, omission or willful failure to comply with the Good Corporate Governance Policy and best practices of the Company, shall be considered as serious violation of discipline. Punishment shall be considered and imposed according to the Company's rules or regulations which have been stipulated and/or which will be announced in the future. Moreover, if their action also violates any law, the Company shall consider taking legal action under relevant law.

Principle 7: Maintaining financial integrity and information disclosure

Financial integrity and disclosure of accurate, complete and transparent information are deemed essential foundations of good corporate governance and help enhance confidence among all groups of stakeholders, including shareholders, investors, business partners or competent authorities. The Board of Directors performs a vital role in overseeing and ensuring that the Company has stable financial management systems and the disclosure of information meets international standards.

For the Company, maintaining financial integrity and disclosure of information not only support business stability but also help create long-term value for the organization. The Company is determined to comply with relevant laws, regulations and financial reporting standards, such as International Financial Reporting Standards (IFRS), as well as regulations of the SET and the Office of the SEC.

Principle 7.1: The Board of Directors is responsible for ensuring that the financial reporting system and the disclosure of material information are accurate, sufficient and timely in accordance with relevant criteria, standards and guidelines.

The Board of Directors plays an important role in ensuring that the financial reporting system and the disclosure of material information are accurate, sufficient and timely in accordance with relevant criteria, standards and guidelines in order to build stakeholder confidence.

Guidelines

- 1) overseeing and ensuring that the Company's financial reporting reflects financial position and operating results accurately, sufficiently and timely in accordance with relevant criteria, standards and guidelines;
- 2) ensuring that the disclosure of information relating to operating results and financial information is accurate, sufficient, timely and in line with relevant criteria, standards and guidelines;
- 3) monitoring and supporting internal and external audit to increase reliability of financial information;
- 4) continually assessing and improving processes for preparation of financial reports and disclosure of information to ensure that they are in line with new regulations and standards.

Principle 7.2: The Board of Directors should monitor and oversee liquidity adequacy and repayment capacity.

Liquidity adequacy and repayment capacity are important factors that affect the Company's stability. The Board of Directors plays an important role in ensuring that the Company's financial management systems are efficient and effective under any circumstances and in line with long-term goals in order to strengthen confidence among all stakeholders.

Guidelines

- 1) establishing clear policies and plans for liquidity management and repayment capacity which shall be in line with business goals and strategic plans;
- 2) regularly checking and monitoring the Company's liquidity, cash flow reports, repayment capacity and plans for future debt repayment;
- 3) encouraging the utilization of appropriate financial tools and risk analysis such as scenario analysis to prepare for economic fluctuations;
- 4) overseeing the preparation of emergency backup plans, such as finding alternative funding sources and encouraging continual improvement of liquidity management process;
- 5) communicating information relating to financial status, repayment capacity and transparent management direction to shareholders, investors and business alliances.

Principle 7.3: In the case that the Company encounters or is likely to encounter financial problems, the Board of Directors should ensure that the Company has a solution plan or other mechanism that will be able to solve financial problems, taking into account stakeholders' rights.

In the case that the Company encounters or is likely to encounter financial problems, explicit plan and effective mechanism are essential elements to enable the Company to solve the problems in a timely manner without affecting stakeholder confidence. The Board of Directors plays an important role in overseeing and ensuring that the Company's financial restructuring plan is implemented in a transparent manner, in line with laws, taking into account stakeholders' rights, in order to create a balance between the financial restructuring and long-term creditworthiness.

Guidelines

- 1) overseeing and ensuring the preparation of a clear, comprehensive and practical plan for financial problem solving, including scenario analysis and impact mitigation measures;
- 2) supporting the establishment of a special working group to handle financial problems effectively;
- 3) overseeing and ensuring that financial problems shall be solved in accordance with laws, accounting standards and regulations stipulated by competent authorities, as well as maintaining the Company's trustworthiness;
- 4) monitoring progress in problem solving and supporting effective resource management, such as debt restructuring or cost reduction;
- 5) ensuring that financial problems shall be solved, taking into account rights and benefits of stakeholders, as well as communicating relevant information transparently to relieve anxiety;
- 6) encouraging long-term planning for preventing financial problems, such as financial risk management and planning for reserve funds.

Principle 7.4: The Board of Directors should consider preparing a sustainability report properly.

Preparing a sustainability report is a significant tool that reflects transparency and responsibility of the organization in driving business for sustainability. The sustainability report will enable stakeholders to access comprehensive and reliable information in economic, social and environmental dimensions. This report also reflects the Company's determination to manage business transparently in accordance with relevant standards, thereby building trust and confidence among stakeholders in the long term.

Guidelines

- 1) determining guidelines or framework for preparation of a sustainability report that shall be clear and aligned with international standards, such as Global Reporting Initiative (GRI), SASB, IFRS and Integrated Reporting (IR);
- 2) Identifying and prioritizing material sustainability issues relating to the business by encouraging stakeholder engagement in this process;
- 3) creating a system for collection of accurate, complete and transparent information to support the preparation of an effective sustainability report;

- 4) disclosing sufficient and complete information on environmental, social and governance (ESG) factors by placing emphasis on the information that reflects progress in reaching goals of sustainability;
- 5) regularly verifying and assessing the process for preparation of a sustainability report to make sure that the report is reliable and responds to stakeholder expectations.

Principle 7.5: The Board of Directors should ensure that the Management has established a dedicated Investor Relations function responsible for communication with shareholders and other stakeholders, such as investors and analysts, in a proper, impartial and timely manner.

Investor relations management is considered an essential element that helps build transparency and trust, as well as project a positive image of the organization. The Board of Directors has the duty to oversee and ensure that communication with shareholders and stakeholders, such as investors and analysts shall be made properly, impartially and timely whereby an effective investor relations team shall be established to promote good understanding and relationship with all stakeholders.

Guidelines

- 1) establishing an investor relations unit or appointing personnel who have expertise and understanding in business to effectively communicate with shareholders and stakeholders;
- 2) determining guidelines for transparent, proper and timely communication of information, such as performance report or important information that may affect shareholders;
- 3) using different communication channels, such as the Company's website, shareholders' meeting and annual report to access all stakeholders;
- 4) ensuring that the Company shall treat all shareholders and stakeholders equally and equitably without discrimination whereby guidelines for treating stakeholders are as follows:

1. shareholders

The Company strives at creating stable and sustainable returns to shareholders with transparent and responsible business operations, compliance with good corporate governance and accountability to shareholders in order to build confidence and trust for the long term.

2. Board of Directors

The Board of Directors shall perform duties responsibly and honestly, and adhere to ethical principles, taking into account maximum benefit of shareholders and all groups of stakeholders, and also protect rights of all groups of stakeholders equally and fairly, as well as encourage their engagement in sustainable value creation.

3. Staffs

The Company regards staff as its essential resources. It therefore encourages continual development of their skills, knowledge and potential, and also provides them with appropriate welfare, such as provident fund, life insurance, annual health check-up and healthy work environment, etc. so that they will be able to perform their tasks efficiently.



4. Customers

The Company strives at achieving high levels of customer satisfaction and build credibility with the best quality products and services in order to meet the customer demand; as well as adhering to loyalty, honesty and fairness. The customer's information shall be protected in accordance with international standards to prevent their sensitive information from being leaked, and shall not be used in bad faith.

5. Business Partners

The Company places great importance on collaboration and cooperation with its business partners by adhering to the principles of lawfulness, fairness and transparency, as well as strict compliance with trading terms and conditions and contractual obligations. The Company also supports business partners who operate transparently and comply with occupational safety and health standards, environmental friendly guidelines and human rights.

6. Competitors

The Company conducts the operations in accordance with the rules and principles of fair competition and adheres to business ethics. The Company will avoid any action that may damage the competitor's reputation.

7. Creditors

The Company strives to strictly perform its contractual obligations and financial conditions, and ensure the preparation of a solution plan in case of possible financial problems. In addition, status reports shall be transparently prepared and submitted to creditors.

8. Community, Society and Environment

The Company strives at carrying on its business with awareness of its responsibility towards the community, society and environment. Therefore, the Company fosters creative activities that are in line with sustainable development. The concept of social responsibility has been instilled into the minds of staff at all levels, thereby encouraging their engagement in sustainable value creation.

Principle 7.6: The Board of Directors should encourage the use of information technology in disseminating information.

Information technology plays a vital role in business operations and communication. The use of information technology in disseminating information helps increase efficiency and transparency, and provides equal access to information to all stakeholders. The use of information technology to disseminate information not only strengthens stakeholder confidence but also helps reduce communication costs and time, and also fosters the Company's goals of sustainability in the long term.



Guidelines

- 1) encouraging the Company to formulate a policy on information dissemination through information technology; for example, using the Company's website as main channel for disseminating information;
- 2) overseeing and ensuring that technology-based channels for disseminating information are convenient and easily accessible; for example, developing multilingual website or improving user experience on mobile application;
- 3) encouraging the use of technology, such as websites, applications or other online platforms to disseminate important information, including operating results, sustainability report and important news;
- 4) ensuring that there shall be systems for preventing unauthorized access, and measures for protecting personal information of users;
- 5) consistently checking and reviewing safety measures for the Company's information technology systems;
- 6) monitoring and assessing results of the use of information technology in disseminating information; for example, conducting user feedback surveys and using survey results to improve and develop communication channels.

Principle 8: Encouraging engagement and communication with shareholders

Engagement and communication with shareholders are important factors that help strengthen confidence and good relationship between the Company and shareholders. The Board of Directors performs a vital role in promoting and ensuring transparency, equitability and fairness in communicating information relating to business operations, strategic decisions and operating results in order to enable shareholders to participate in important decision making that will create long-term value.

The Company encourages shareholder engagement and effective communication which help build robust confidence and cooperation, and also support development in line with the Company's goals of sustainability. Offering opportunities to shareholders to participate in business decision making reflects the Company's determination to carry on business transparently and responsibly for all stakeholders.

Principle 8.1: The Board of Directors should oversee and ensure that shareholders participate in decision making on important matters of the Company.

The participation of shareholders in decision making on important matters of the Company is an essential factor that helps strengthen confidence and transparency in management process. The Board of Directors has the duties to oversee and ensure that the Company's business operations are in line with good corporate governance principles and relevant regulations, and to make sure that all groups of shareholders receive information completely, transparently and equitably so that they can effectively exercise their voting rights on those matters that are important to the development and operations of the Company.

Guidelines

- 1) The Board of Directors should be aware of and place importance on rights of all groups of shareholders whereby it is the Company's policy to treat all groups of shareholders equally and equitably as required by law. Besides, the Board of Directors should place importance on all topics that may affect the Company's business directions whereby they shall be included in the shareholders' meeting agenda to entitle shareholders to consider and/or approve such important matters.
- 2) Shareholders shall be entitled to propose matters to be included in the agenda of an annual general meeting of shareholders and to nominate persons to be considered and elected as directors whereby the Company has published relevant criteria and details on the Company's website (www.pl.co.th).
- 3) Shareholders shall be allowed to submit questions relating to the meeting in advance of the shareholders' meeting date whereby criteria for submitting questions in advance has been provided and published on the Company's website.
- 4) The invitation letter to the shareholders' meeting providing accurate, complete and sufficient information to shareholders for their proper decision making together with related documents, prepared in both Thai and English, shall be sent to shareholders and published on the Company's website at least 28 days in advance of the meeting date for Thai version and not less than 7 days for English version.
- 5) The meeting shall be held in a suitable location and at a convenient time, and support the use of technology such as E-Meeting, to enable all groups of shareholders to conveniently attend the meeting.

Principle 8.2: The board should ensure that the shareholders' meetings are held as scheduled and conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights.

The Board of Directors shall hold a shareholders' meeting, taking into account rights and equality of all shareholders, in accordance with the Company's Articles of Association whereby an annual general meeting shall be held within 4 month after its accounting year ends. If the Board of Directors is of the view that there are urgent matters that need to be discussed or approved by shareholders, the Board of Directors may convene an extraordinary shareholders' meeting.

On the shareholders' meeting date, it is an important duty of the Board of Directors to ensure that all procedural steps are taken properly, transparently and efficiently in order to enable all shareholders to exercise their rights, especially regarding voting, expressing opinions and checking important information that affect decision making. In addition, proper conduction of meetings and equitable treatment of all shareholders will help strengthen shareholder confidence and reflect the Company's commitment to strictly comply with good corporate governance principles.

Guidelines

- 1) The Company shall hold a shareholders' meeting, taking into account their convenience, such as date, time and place accessible by them, and also encourage the use of technology in a shareholders' meeting.



- 2) The Company shall commence registration of attendance to the meeting 1 hour before the meeting starts, and use technology such as barcode system for registration. Meanwhile, the Company's staff shall welcome and serve shareholders as may be proper.
- 3) Before the meeting commences, the number of shareholders attending the meeting shall be informed; the Company's directors and relevant officers shall be introduced; and the voting method shall be explained. In this regard, technology such as barcode system shall be used to count votes and display voting results so that meeting shall proceed efficiently.
- 4) In counting votes, a legal advisor shall be invited to witness the vote counting; and the opportunity to witness the vote counting shall also be given to the shareholders' representatives.
- 5) The meeting shall be conducted in accordance with the agenda specified in the invitation letter to the shareholders' meeting. Matters which have not been notified in advance should not be added to the agenda without necessity.
- 6) The shareholders shall be allowed to ask questions and give opinions for each agenda item.
- 7) In voting on each agenda item, the Company shall count ballot papers collected from shareholders who disapprove or abstain from voting. For vote counting on each agenda item, the Company shall deduct the disapproval and the abstention votes of the shareholders from the total votes of the shareholders attending the meeting and casting their votes and/or having the rights to cast their votes (as the case may be) on each agenda item.
- 8) For the appointment of directors, the shareholders shall vote for the directors individually.

Principle 8.3: The Board of Directors should ensure that the disclosure of shareholder resolutions and the preparation of minutes of a shareholder's meeting are accurate, timely and complete.

The Board of Directors is determined to carry on the business transparently and adhere to good corporate governance principles. Therefore, it is very important to ensure that the disclosure of shareholder resolutions and the preparation of minutes of a shareholder's meeting are accurate, timely and complete. Accurate, timely and complete disclosure of information not only helps strengthen shareholder confidence but also reflects the Company's transparency and responsibility towards all stakeholders.

Guidelines

- 1) The Company shall inform of resolutions of a shareholders' meeting together with voting results within the next business day after the meeting through the SET's data dissemination system, and also publish them on the Company's website.
- 2) The Company shall prepare and submit complete minutes of a shareholders' meeting to relevant agencies within 14 days after the shareholders' meeting date, and also publish them on the Company's website.