



Supalai Public Company Limited
Policy on Sustainable Corporate Governance

Scope of this Policy

The Board of Directors understands its roles, duties, and responsibilities towards shareholders and other stakeholders. The Board is committed to conducting business under good corporate governance principles in accordance with best practices or regulations set by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), as well as other relevant laws. The Board also establishes and reviews various policies, including evaluating the performance of policies related to the four key principles of corporate governance, which are:

1. The rights of shareholders and the equitable treatment of shareholders
2. Consideration of the roles of stakeholders and the development of business for sustainability
3. Information disclosure and transparency
4. The responsibilities of the Board of Directors

Policy Statement

The Board of Directors of Supalai Public Company Limited recognizes the importance of good governance and social responsibility, as it believes that good governance is crucial for the Company's business success. It also builds confidence in having an efficient, transparent, and auditable management system, which in turn fosters trust among shareholders, investors, stakeholders, and all relevant parties. This will lead to quality and sustainable growth and can create added value for the Company.

Policy Implementation Plan

Policy Implementation Plan 1: Anti-Corruption Policy Implementation Plan

The operations related to anti-corruption efforts consist of:

No.	Details
1.1	The Company has established a policy or statement of commitment regarding bribery, which covers anti-bribery issues.
1.2	The Company has established a policy or statement of commitment regarding anti-corruption, which covers issues of anti-corruption and related forms of corruption (e.g., money laundering, obstruction of justice, etc.).
1.3	The Company mandates that the Board of Directors is responsible for overseeing the anti-corruption policy to fully cover various components/types of corruption, including bribery and comprehensive anti-corruption measures.
1.4	The Company requires the evaluation of new business partners for corruption, fully covering various components/types of corruption, including bribery and comprehensive anti-corruption measures.
1.5	The Company has established a confidential or anonymous whistleblowing mechanism for employees, which fully covers various components/types of corruption, including bribery and comprehensive anti-corruption measures.
1.6	The Company mandates the communication of the anti-corruption policy to all employees, fully covering various components/types of corruption, including bribery and comprehensive anti-corruption measures.

No.	Details
1.7	The Company requires employee training on the anti-corruption policy, fully covering various components/types of corruption, including bribery and comprehensive anti-corruption measures.
1.8	The Company requires an assessment of the risk of corruption in its operations, fully covering various components/types of corruption, including bribery and comprehensive anti-corruption measures.
1.9	The Company has established processes to manage and address corruption in its operations that have been identified as "high-risk," fully covering various components/types of corruption, including bribery and comprehensive anti-corruption measures.
1.10	The Company has established operating procedures for intermediaries, including contractors and agents. These procedures consist of: (a) a corruption risk assessment or a process for managing and addressing corruption for intermediaries; and (b) communicating the anti-corruption policy to intermediaries.
1.11	The Company discloses its total political donations.
1.12	The Company discloses the number of employees who have been disciplined or dismissed for failing to comply with the anti-corruption policy.

Policy Implementation Plan 2: Corporate Governance Policy Implementation Plan

The operations related to corporate governance consist of:

No.	Details
2.1	In cases where the Company does not have a separate non-executive Chairman, it has appointed a Lead Independent Director or a Senior Independent Director.
2.2	The Company discloses details about its directors, such as their expertise and positions held in other organizations.
2.3	The Company has a commitment to gender diversity on its board, such as a supporting statement.
2.4	The Company conducts performance evaluations of the Board of Directors—whether a specific timeframe has been set.
2.5	The composition of the Non-Executive Remuneration Committee must be such that half, or all members are independent directors.
2.6	The Company details its process for determining executive compensation.
2.7	The Company discloses the fixed and variable compensation of senior executives and non-executive directors.
2.8	The Company sets compensation for senior executives that includes long-term incentives and/or performance on environmental, social, and governance factors.
2.9	The composition of the audit committee must be non-executive, with half or all members being independent directors.
2.10	The Company discloses audit fees and other service fees separately, where the audit fees must be greater than the other service fees.

No.	Details
2.11	The Company allows shareholders the right to vote on appointments at the Annual General Meeting of Shareholders or specifies this in its policy.
2.12	The Company stipulates that voting at the Annual General Meeting of Shareholders is on a 'one share, one vote' basis.
2.13	The Company discloses the voting results of the Annual General Meeting of Shareholders, either in a summarized or detailed format.
2.14	The composition of the Non-Executive Remuneration Committee must be such that half, or all members are independent directors.
2.15	The Company details its process for determining executive compensation.
2.16	The Company discloses the fixed and variable compensation of senior executives and non-executive directors.
2.17	The Company sets compensation for senior executives that includes long-term incentives and/or performance on environmental, social, and governance factors.

Policy Implementation Plan 3: Risk Management Policy Implementation Plan

The operations related to risk management consist of:

No.	Details
3.1	The Company requires the Board of Directors to be responsible for overseeing risk management and reviewing the effectiveness of the risk management process.
3.2	The highest-level executive overseeing risk management must report directly to the CEO or have a sub-committee on risk. This person must also not be the same individual as the Head of Internal Audit or be on the same committee as the Audit Committee.
3.3	The Company references various standards such as COSO, GRI, IIRC, SASB, and ISO 9001:2015 to reflect the systematic and transparent nature of its risk management.
3.4	The Board of Directors has a role in overseeing the code of conduct, ethics, or other standard frameworks, including specific environmental, social, and governance risks.
3.5	The Company has a code of ethics, charter, or policy that outlines the risk management framework and specifically covers environmental, social, and governance risks.
3.6	The Company has established a process for investigating and following up on cases of non-compliance and reports the number of such cases.
3.7	The Company is committed to regularly rotating its auditors or consistently inviting new auditing firms to bid for the engagement.
3.8	The Company regularly monitors compliance with its code of conduct or ethics, identifies instances of non-compliance, and periodically reviews the effectiveness of those codes.

No.	Details
3.9	The Company has a confidential or anonymous whistleblowing mechanism to allow employees (including contractors, joint venture partners) and external stakeholders to report violations of the company's code of conduct or policies.

Expectation

All directors, executives, and employees, including those in subsidiaries, must uniformly comply with the corporate governance policy and other related policies.

Please be informed for your acknowledgement

Notified on this 9th day of September 2025

Prateep Tangmatitham

(Dr. Prateep Tangmatitham)
Chairman of the Board of Directors