

## Report of the Corporate Governance and Sustainable Development Committee

The Corporate Governance and Sustainable Development Committee comprises 4 members. Its Chairman is an Independent Director. In 2025, the Committee held 1 meeting. The Committee is responsible for overseeing the Company's business operations to ensure they are in accordance with the principles of good corporate governance, aligned with the principles of good corporate governance of the Stock Exchange of Thailand and the international principles of The Organization for Economic Cooperation and Development (OECD).

<b>The Corporate Governance and Sustainable Development Committee Meeting Attendance for the Year 2024</b>		
<b>List of the Corporate Governance and Sustainable Development Committee</b>		<b>Number of Attendances / Total Number of Meetings</b>
Assoc. Prof. Dr. Somjai Phagaphasvivat	Chairman of the Corporate Governance and Sustainable Development Committee, Independent Director	1/1
Mr. Atip Bijanonda	Director of the Corporate Governance and Sustainable Development Committee	1/1
Mr. Prasas Tangmatitam	Director of the Corporate Governance and Sustainable Development Committee	1/1
Mr. Tritecha Tangmatitham	Director of the Corporate Governance and Sustainable Development Committee	1/1

Secretary of the Corporate Governance and Sustainable Development Committee: Ms. Toopthong Hirunyanulak

The Corporate Governance and Sustainable Development Committee focuses on and is committed to enhancing the effectiveness of its good corporate governance practices. Its operations are managed with transparency, fairness, and accountability. The Committee also monitors the implementation of the good corporate governance plan, adhering to the Code of Conduct for sustainable growth. The Committee's responsibilities also extend to anti-corruption efforts, ensuring fairness, and upholding responsibility towards all stakeholders, including employees, customers, trade partners, communities, contractors, shareholders, society, the environment, and government agencies. Furthermore, the Committee emphasizes sustainability management encompassing Economic, Environment, Social, and Governance aspects. The key highlights are as follows:

### 1. Rights of Shareholders and Equitable Treatment of Shareholders

- Supervising and offering opportunities to shareholders to propose and append agenda items and inquiries in advance and nominate a person for election of directors in advance from September 10, 2025, to November 10, 2025.
- Supervising the 2025 Annual General Meeting of Shareholders by adequately providing information, date, time, venue, agenda, and all relevant matters to be decided to the Shareholders' Meeting in advance, and facilitating and encouraging all shareholders, including institutional investors, to attend the Company's shareholders' meetings and fully cast votes. As a result, the Company has received an excellent score from the AGM Checklist for 13 consecutive years from Thai Investors Association.
- Supervising and notifying shareholders to acknowledge the rules of the meeting in advance in both Thai and English through the website and submitting the invitation letter in advance in order to provide opportunities to shareholders and institutional investors to study details of each agenda and prepare the proxy documents for not less than 28 days and publishing the notice of the Shareholders' Meeting in the newspaper or on the Company's website for 3 consecutive days at least 3 days before the date of meeting.

- Supervising the preparation of meeting agenda to include objectives and reasons of each agenda and opinions of the directors of each agenda clearly.
- Supervising and requesting volunteers who independently monitor the vote counting to participate in the vote counting at the vote counting point in each agenda item of the meeting and disclose the resolution of the Annual General Meeting of Shareholders together with the voting results after the meeting by notifying the Stock Exchange of Thailand and disclosing it on the Company's website by the end of the day after the meeting.
- Facilitating foreign shareholders by preparing documents in 2 languages, Thai and English and creating a website of the Company ([www.supalai.com](http://www.supalai.com)) in 2 languages to provide publishing services to interested shareholders.
- All directors, executives and employees are required to prepare a report on conflict of interest. In 2025, there was no significant conflict of interest.
- All directors and executives are required to be responsible for reporting their holdings and changes in securities according to laws. The Company Secretary regularly collects and reports to the Board of Directors' Meetings every quarter.
- Supervising the implementation according to practices on insider trading by prohibiting directors, executives and employees involved in information from trading the Company's securities during 1 month prior to the publishment of the financial statements for the public.
- Information on connected transactions must be completely disclosed in the Annual Registration Statement/Annual Report (Form 5 6 -1 One Report) However, if there is a connected transaction, such transaction must be approved by the Board of Directors before implementation. In addition, information on transaction details, transaction value, reasons and necessity is disclosed in the Annual Registration Statement/Annual Report (Form 5 6 -1 One Report) in accordance with the regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, Thailand. The Audit Committee also attends the meeting to consider and ensure fair and reasonable connected transactions.
- Supervising directors and executives to review and disclose information about their interests and related parties so that directors can consider the Company's transactions that may have conflicts of interest and make decisions for the overall benefits of the Company and requiring directors with interests to abstain from voting and refraining from expressing opinions.

## **2. Consideration of Stakeholder Roles and Sustainable Business Development**

- To review the Environmental, Social, and Governance (ESG) policies to reaffirm the commitment to good corporate governance and to assure all stakeholders of the Company's ongoing commitment to sustainable development, covering key policies including:
  1. Policy on Sustainable Corporate Governance
  2. Policy on Sustainable Environment
  3. Policy on Sustainable Society
  4. Policy on Environmental Management
  5. Policy on Resource and Waste Management
  6. Policy on Climate Change Management
  7. Policy and Guidelines on Gender Equality and Women's Rights
  8. Policy on Migrant Workers Recruitment
  9. Policy on Responsible Termination
  10. Policy on Biodiversity Management
  11. Policy on Human Rights
  12. Policy on Treatment of Business Partners
  13. Policy on Treatment of Competitors
  14. Policy on Treatment of Creditors
- To oversee the preparation and dissemination of the Supalai Supplier Code of Conduct via an online platform, enabling partners to acknowledge and transparently confirm their compliance. This action reflects the Company's commitment to supporting supply chain management and ensuring its tangible development. Furthermore, this oversight includes reviewing partner self-assessments on supply chain management, ethical operations, and social responsibility. This

process aims to enhance working procedures, create value for all stakeholders, and build long-term value with partners.

- Ensuring that there is a channel for reporting clues or complaints from illegal acts or corruption offences or offences of violation of business ethics or any violation of human rights; Complaints can be made via telephone number 1720 or by e-mail: anti-corruption@supalai.com), which are reported directly to the Independent Director Committee.
- The Company is committed to developing the Company and its stakeholders in all aspects to grow sustainably together by focusing on environment, society and governance and adhering to the principles of operation in accordance with sustainability criteria (SET ESG Ratings). In 2025, a staff the training program on the topic "ESG Journey: First Step Towards Sustainability" Plus, measure of employee awareness on ESG was implemented to support and improve the development of an organizational culture with ethical standards and social and environmental responsibility.
- The Company encourages and supports its SME partners in declaring their intention to join the CAC, aiming to build a sustainable supply chain network. In 2025, the Company invited its SME partners to attend the seminar, "CAC Change Agent: A Key Mechanism for Driving the Thai Private Sector Collective Action Against Corruption." Furthermore, the Company received the "CAC Change Agent" award from the Thai Private Sector Collective Action Against Corruption (CAC) for the 4th consecutive year.

### **3. Information Disclosure and Transparency**

- Providing the disclosure of Form 56-1 e-One Report as well as the report of quarterly operating results, financial statements, and important information for shareholders, investors and the general public, which contain all complete, adequate and reliable substances in a timely manner through various channels, such as the Stock Exchange of Thailand system, and the Company's website (www.supalai.com) in both Thai and English versions.
- Supervising and disclosing the performance of sustainable development through the Form 56-1 e-One Report on the topic of sustainable business driving under Global Reporting Initiative (GRI) Standards - Core Option in order to reflect the factors affecting the Company's sustainable business operations in economic, environmental, social and corporate governance.
- To oversee the disclosure of performance in line with the FTSE Russell ESG Scores framework across all 3 dimensions—Environmental, Social, and Governance (ESG)—via the Form 56-1 e-One Report, the Company's website, or other public disclosure channels, to enhance operational transparency and build trust with shareholders, investors, and all stakeholders, as well as to further align the Company's sustainability performance with international standards.

### **4. Responsibilities of the Committee**

- Supervising the formulation of sustainability directions and strategies to be in line with business goals that represent social and environmental responsibility, as well as supporting sustainability action plans to balance 3 dimensions in an integrated manner, including economic, social, and environmental aspects, under the good governance, and also collaborating with stakeholders to drive operations to achieve sustainability.
- Supervising relevant sustainability plans and performances to support the Company's sustainability strategic plan to demonstrate social and environmental responsibility by following up outcomes and providing advice.
- Supervising IT Governance and reviewing the personal information protection management process to be suitable for the nature of the Company's business and in accordance with legal requirements.
- Supervising the meeting among non-executive directors without the participation of the Management to give the independent directors an opportunity to express their opinions.
- Review and update the Good Corporate Governance Policy Handbook and Code of Conduct Handbook for employees to be clear, concise and easy to understand. Employees are aware of the Code of Conduct and policies through the Supalai Skills.
- Encouraging the Company's directors to attend training.

## **5. Corporate Governance Awards**

The Company was ranked in the category of “Excellence” for the 13 consecutive years based on the survey results of the Good Corporate Governance of Listed Companies in 2025 organized by the Thai Institute of Directors Association collaborating with the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, Thailand. Additionally, the Company was recognized as an "ASEAN Asset Class PLC" from the ASEAN Corporate Governance Scorecard (ACGS) assessment for 2024.

The Corporate Governance and Sustainability Development Committee is still committed to developing transparent operations on corporate governance to be a good model as the Corporate Governance and Sustainability Development Committee absolutely believes that the management based on the rule of laws, integrity, transparency, traceability and continuous improvement of good corporate governance, including the emphasis on the highest responsibility to the stakeholders, will cause the organization to grow sustainably and build confidence to shareholders and all stakeholders.

*Somjai Phagaphasvivat*

(Assoc. Prof. Dr. Somjai Phagaphasvivat)  
Chairman of the Corporate Governance  
and Sustainable Development Committee