



**บริษัท กรุงเทพประกันภัย จำกัด (มหาชน)**  
**Bangkok Insurance Public Company Limited**

# Corporate Governance Policy

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## Message from the Chairman

Good corporate governance is an important factor which encourages business operations to be efficient, transparent, and trustworthy to stakeholders and generally accepted domestically and internationally.

Bangkok Insurance Public Company Limited recognizes the importance of good corporate governance by adhering to the principles of transparency, accuracy, and fairness. The Company also aims to contribute to the best interests of all stakeholders. To ensure the effective implementation of these principles, the Company has established a comprehensive corporate governance policy. This policy serves as a standard for the Board of Directors, executives, and employees in carrying out their responsibilities. By adopting this policy, the Company aims to achieve a standardized management system, promoting advancement and progress. As a result, shareholders, investors, and the general public can have confidence in the Company's business practices.

This good corporate governance policy covers the key contents of the Company's good corporate governance. The policy will be regularly reviewed and updated to be appropriate for the changing situation in a timely manner to maximize the effectiveness of all parties' duties.

Mr. Chai Sophonpanich

Chairman

## Corporate Governance Policy

### Bangkok Insurance Public Company Limited

The Board of Directors of Bangkok Insurance Public Company Limited strongly believes that good corporate governance is a crucial factor in elevating the Company's operational standards, enhancing transparency, reliability, and competitiveness. This commitment ultimately leads to sustainable business success and maximizes the benefits for all stakeholders. As such, this corporate governance policy has been provided to all directors, executives, and employees as a guide for their regular implementation.

The management is responsible for overseeing policy compliance and policy compliance evaluation, as well as providing the Corporate Governance and Sustainability Committee with recommendations to improve such policy to ensure it is appropriately adjusted to reflect changing situations.

The Company's corporate governance policy consists of 6 key parts: Board of Directors' Responsibilities, Rights and Equitable Treatment of Shareholders, Stakeholders' Rights, Data Disclosure and Transparency, Internal Control and Risk Management, and Business Code of Conduct, details as follows:

#### **1. Board of Directors' Responsibilities**

##### **1.1 Corporate Governance Structure**

In order for the Company to achieve its vision and business goals efficiently and effectively, as well as to clarify the roles and responsibilities between the Board of Directors and the management, the Board of Directors has determined the Company's corporate governance structure consisting of 2 main groups:

1.1.1 The Board of Directors and the six sub-committees reporting directly to the Board of Directors, namely the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainability Committee, the Investment Committee, the Risk Management Committee, and the Products Governance Committee.

1.1.2 The management and the seven sub-committees reporting directly to the management, namely the Sustainable Development Committee, the Underwriting and Claims Committee, the Information Technology Committee, the Safety, Health and Environmental Committee, the Information Security Management Committee, the Facility Management and Procurement Committee, and the High Loss or Complicated Complaint Committee.

## **1.2 The Board of Director and Sub-Committees**

### **1.2.1 Qualifications of directors, independent directors and audit committee members**

The Company's Board of Directors consists of directors with expertise, experience, and abilities in different fields across diverse backgrounds, all for the benefit of the Company. Regardless of their gender, the directors possess a deep understanding of their roles, responsibilities, and the nature of the Company's business operations. They are ready to provide independent opinions when making decisions in the best interest of the Company, ensuring fairness for shareholders and stakeholders. They dedicate their time and efforts to fulfilling their directorial duties.

#### **For independent directors, additional qualifications are required as follows:**

(1) Holding no more than 0.5% of the total voting shares of the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons of the Company. The shareholding of the related persons of the independent directors shall also be counted.

(2) Not being or having been directors with managing roles, staff, employees, or advisors with earned regular salaries, or controlling persons of the Company, its parent company, subsidiaries, associates, subsidiaries of the same order, major shareholders, or the controlling persons of the Company, unless they have been exempted from such characteristics for no less than 2 years prior to their appointment. These prohibited characteristics do not include cases where the independent director has served as a civil

servant or advisor to a government entity that is the major shareholder or controlling person of the Company.

(3) Not being a person with a bloodline relationship or a legally registered relationship in the manner of parents, spouses, siblings, and children, including the spouse of children of another director, executive, major shareholder, controlling person, or person nominated to be a director, executive, or controlling person of the Company or its subsidiaries.

(4) Never having had a business relationship with a value of transactions amounting to at least 3% of the net tangible assets or Baht 20 million, whichever is lower, with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company, in a manner that may interfere with the free use of judgment. Additionally, not being or having been a major shareholder or controlling person with business relationships with the Company, its parent company, subsidiaries, associates, major shareholders, or the controlling persons of the Company, unless exempted from such characteristics for a period of no less than 2 years prior to their appointment.

(5) Never having served as the auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company, and not being major shareholders, controlling persons, or partners of audit firms that serve as auditors for the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company, unless exempted from these characteristics for a period of no less than 2 years prior to their appointment.

(6) Never having served as a professional service provider, including a legal advisor, financial advisor, or asset pricing appraiser, who receives payment exceeding Baht 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons. Additionally, not being a major shareholder, controlling person, or partner of that professional service provider, unless exempted from these characteristics for a period of no less than 2 years prior to their appointment.

(7) Not being a director appointed to represent the Company's directors, major shareholders, or shareholders who are related to the Company's major shareholders.

(8) Not engaging in activities that are in direct competition with the Company or its subsidiaries under the same conditions, nor being a significant partner in a competing partnership, or a director involved in management, staff member, employee, or advisor with a regular salary. Additionally, not holding 1% or more of the total number of voting shares in another company that operates under the same conditions and poses significant competition to the Company or its subsidiaries.

(9) There is no other characteristic that makes it impossible to provide opinions independently.

**The Audit Committee must possess the following qualifications:**

(A) Possessing all qualifications of independent directors

(B) Not being a director appointed by the Board of Directors to make operational decisions for the Company, its parent company, subsidiaries, associates, subsidiaries of equal rank, major shareholders, or controlling persons of the Company.

(C) Not being a director of the parent company, subsidiaries, or subsidiaries of equal rank that are listed companies.

(D) At least one audit committee member shall have sufficient knowledge and experience to review the reliability of the financial statements.

When appointing a new director, the Nomination and Remuneration Committee shall review the qualifications of the directors to determine a new set of appropriate qualifications aimed at strengthening the Board of Directors.

**1.2.2 The structure of the Company's Board of Directors**, as determined by resolutions of the shareholders' meeting, must comprise a minimum of 5 directors. According to the Company's Articles of Association, at least three-fourths of all directors must hold Thai nationality. The number of executive directors shall not exceed one-third

of the total directors, while a minimum of one-third of the directors shall be independent directors. Additionally, there shall be at least three independent directors.

**1.2.3 Details of duties and responsibilities** are as follows:

**1.2.3.1 Board of Directors**

The Company's Board of Directors plays a crucial role in overseeing the Company's administration, ensuring that the management team implements approved policies and achieves operational goals presented with strong determination and aspiration for excellent performance for the benefit of all stakeholders, and the Board focuses on the following areas.

**(1) The Company's Board of Directors has authority to perform the following duties.**

(1.1) Consider the appointment and determination of the scope of authority for each sub-committee, as well as support the operations of the sub-committees and related entities, to ensure their effective performance.

(1.2) Empower the Chief Executive Officer, the President, and executives as appropriate to enhance their agile performance.

(1.3) Consider the appointment of the Company Secretary and determine the scope of his/her duties and responsibilities.

(1.4) Consider the Company's investments and other business transactions that exceed the amount approved by the Investment Committee.

(1.5) Consider transactions with a person or juristic person related to the Board of Directors or those related to acquisition or disposition.

(1.6) CONSIDER THE APPROPRIATENESS OF APPOINTING AND DISMISSING AN INDEPENDENT PERSON AS THE COMPANY'S AUDITOR, AND DETERMINE AND PRESENT THE REMUNERATION AND COMPENSATION FOR THE AUDITOR IN THE SHAREHOLDERS' MEETING FOR APPROVAL.



(1.7) CONSIDER THE BUDGET AND PROCUREMENT OF INFORMATION TECHNOLOGY , ESPECIALLY WHEN THE AMOUNT EXCEEDS THE APPROVAL AUTHORITY OF THE INFORMATION TECHNOLOGY COMMITTEE.

(1.8) PERFORM OTHER DUTIES TO COMPLY WITH LAWS AND REGULATIONS , AS WELL AS RESOLUTIONS OF THE SHAREHOLDERS' MEETING.

**(2) The Board of Directors has the following duties and responsibilities.**

(2.1) Consider, establish, and approve the Company's directions, policies, vision, strategies, and business plans to ensure alignment with the guidelines of risk management, the risk management policy, and risk appetite as presented by the executives. Oversee corporate operations to ensure sustainable business practices and avoid taking risks beyond the risk appetite. Follow up on the executives' performance to ensure effective and efficient implementation of the established strategies and policies.

(2.2) Consider and approve the policy on good corporate governance, framework for risk management, policy on risk management, report on holistic risk management, assessment of the Company's risk and financial security, investment governance policy, policy on investment and conducting other businesses, credit policy, framework for reinsurance management, policy on conflict of interest, policy on anti-corruption, and policy on informing fraud and corruption. These policies shall be implemented by the management. Additionally, review the policies and assess their implementation for annual revision.

(2.3) Supervise the Company in establishing a policy on remuneration for directors, executives and employees, taking into consideration the Company's long-term security.

(2.4) Monitor the Company to ensure that the guidelines on business ethics and best practices for the directors, executives, and employees are in place and communicated to the related parties.

(2.5) Ensure that the Company has a clear organizational structure and scope of responsibilities for appropriate management.

(2.6) Ensure that the Company has an appropriate and effective risk management system, internal control, and audit in place.

(2.7) Ensure that the Company's auditor produces a management letter, including opinions from the top executives, which shall be presented to the Board of Directors. Additionally, arrange a non-management meeting between the Audit Committee and the auditor at least once a year.

(2.8) Ensure that the Company conducts performance appraisals for the Board of Directors, the Chief Executive Officer, and the President on an annual basis. Additionally, monitor the implementation of effective performance appraisals for the executives."

(2.9) Monitor that the Company has disclosed information about good corporate governance to the public.

(2.10) Oversee that the Company has accurate and reliable procedures for financial statement preparation and the disclosure of significant data in an accurate, sufficient, and timely manner to the public and related regulators. Additionally, ensure the preparation of an accountability report for financial statements in the annual report.

(2.11) Monitor the Company to ensure compliance with the laws, orders, and regulations related to the business transactions of the Company.

(2.12) Ensure that the Company has a secure and sufficient fund for conducting existing and potential business. Consistently monitor the status of the fund and establish procedures or tools to oversee the adequacy of the fund for its stability.

(2.13) Monitor that the management reports significant matters to the Company and has in place a process for reporting information so that the Board of Directors receives sufficient information to perform duties and responsibilities seamlessly.

(2.14) Ensure that the Company treats customers fairly by providing clear steps or processes in its sales offerings and providing compensation for claims as outlined in the contract, without any misleading information or taking advantage of customer misunderstandings.

(2.15) Ensure that there are effective selection procedures and succession plans in place for board positions and executive roles within the Company. The Company's Board will appoint the Chief Executive Officer and the President as the heads of the management team responsible for the Company's business transactions, supervised by the board.

(2.16) Provide communication channels for stakeholders and the Company's Board to inform or provide suggestions to the Company and consider them for action according to the established procedures.

(2.17) Monitor use of information technology in accordance with the strategies for business transactions, as well as ensure that the risk management system for information technology and cyber threats is in place.

(2.18) Ensure that the policies on risk monitoring and management for handling information technology and cyber threats are established.

(2.19) Perform other duties to comply with laws and regulations, as well as resolutions of the shareholders' meeting.

### **1.2.3.2 Division of roles and responsibilities of the Board Chairman and the Chief Executive Officer**

The Company's Board of Directors has clearly divided roles and responsibilities of the Board Chairman and the Chief Executive Officer to ensure that the business is conducted in compliance with laws and principles of good corporate governance as follows:

#### **(1) The Chairman has the following duties and responsibilities.**

(1.1) Act as the leader of the Company's Board of Directors responsible for supervising, monitoring, and ensuring that the performance of the Board and sub-committees is effective while achieving the objectives as planned.

(1.2) Set the agenda for the Board's meeting by discussing with the Chief Executive Officer and establish procedures to ensure that important issues are included in the meeting agenda.

(1.3) Chair the Board's meeting and exercise a casting vote in the Board's meeting to resolve a tied vote.

(1.4) Call the Board's meeting or assign others to act on his/her behalf on this matter.

(1.5) Chair the shareholders' meeting and follow the meeting agenda as planned.

(1.6) Promote the standard of good corporate governance among the Company's Board.

(1.7) Allocate time adequate for proposing issues to be considered and discussing important issues thoroughly, as well as encourage the directors to give careful consideration and provide opinions independently.

(1.8) Build a good relationship between executive directors and non-executive directors, as well as between the Board of Directors and management.

(1.9) Ensure that all directors are involved in promoting organizational culture with ethics and good corporate governance.

**(2) The Chief Executive Officer has the following duties and responsibilities.**

(2.1) Oversee the Company's business operations to ensure that they are aligned with the vision, strategic plans, business goals, and policies assigned by the Company's Board, as well as conforming to related rules and regulations.

(2.2) Monitor and assess the Company's performance and consistently report on important results to the Board of Directors.

(2.3) Monitor the issuing of regulations or announcements to ensure that performance is aligned with related policies and laws.

(2.4) Ensure that a sub-committee in a specific field is appointed and its authority is defined.

(2.5) Consider and approve investments and expenses for normal business operations within the approved budget limit.

(2.6) Perform other duties as assigned by the Board of Directors.

#### **1.2.4 Board of Directors Meeting**

(1) The Board of Directors has scheduled a minimum of four meetings per year in advance to ensure that all directors are informed and can allocate time to attend. Additional meetings may be scheduled as necessary.

(2) The meeting invitation and supporting documents will be sent to the directors at least seven days prior to the meeting. Members of the Board are allowed to propose agenda items for the meeting by informing the Company Secretary.

(3) During the meeting, the Chairman is responsible for allocating time for presenting subject matters, facilitating discussions, fielding inquiries, providing opportunities, and encouraging every director to express their opinions extensively.

(4) If any director has a personal interest in the agenda item under consideration, they are prohibited from casting their vote and must not be present during the discussion of said agenda item.

(5) A director may request clarification or examination of the documents under discussion from either the Chief Executive Officer or the Company Secretary.

(6) The Board of Directors encourages non-executive directors to convene meetings among themselves. In such cases, the Company Secretary is assigned to facilitate the meeting upon request by the non-executive directors.

**1.2.5 Sub-Committees:** The Board of Directors appointed directors and/or executives, excluding the Chairman of the Board, as members of six sub-committees tasked with deliberating on important matters. The composition and scope of responsibilities for each sub-committee are as follows:

**1.2.5.1 The Audit Committee** is comprised of a minimum of three independent directors, each serving a term of office of three years.

**It has the following duties and responsibilities.**

(1) Review the Company's financial statements to ensure their completeness, accuracy, and reliability, with proper disclosure of important data in accordance with generally accepted accounting standards.

(2) Review and approve the annual audit plan.

(3) Review and assess the company's internal control, internal audit, and risk management systems to ensure their appropriateness, effectiveness, and adherence to international frameworks. Define the scope of duties and responsibilities and ensure the independence of the internal audit unit. Additionally, approve the appointment, transfer, and termination of the head of the internal audit unit.

(4) Review and ensure that the Company's operations comply with the Securities and Exchange Act, the requirements of the Stock Exchange of Thailand (SET), the Non-Life Insurance Act, the requirements of the Office of the Insurance Commission (OIC), and other laws related to the Company's business.

(5) Consider, select, propose the appointment, and terminate the employment of an independent person to serve as the auditor. Additionally, propose remuneration for the auditor and attend at least one non-management meeting with the auditor per year.

(6) Consider connected transactions or transactions that may give rise to conflicts of interest, ensuring their alignment with the laws and regulations set by the SET for the maximum benefit of the Company.

(7) Provide recommendations to the executives to ensure effective and efficient performance, and report to the Board of Directors to address any conflicted transactions within the timeframe set by the Audit Committee, as follows:

(a) Transactions with conflicts of interest

(b) Fraud, abnormalities, or significant flaws in the internal control system

(c) Violations of non-life insurance laws or other business laws

(8) Prepare an audit committee report and include it in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and consist of at least the following information:

(a) Opinion on the accuracy, completeness, and reliability of the Company's financial reports.

(b) Opinion on the adequacy of the Company's internal control system.

(c) Opinion on compliance with the Securities and Exchange Act, regulations of the SET, and other relevant business laws.

(d) Opinion on the suitability of the auditor.

(e) Opinion on transactions that may give rise to conflicts of interest.

(f) Number of audit committee meetings and attendance of each committee member at these meetings.

(g) Opinion or summary of the comments received by the Audit Committee regarding its performance of duties in accordance with the charter.

(h) Other transactions that should be disclosed to shareholders and general investors, within the scope of duties and responsibilities assigned by the Board of Directors.

(9) Review self-assessment for anti-corruption measures to ensure that the Company has anti-corruption systems in place as reported in the IOD's self-assessment form.

(10) Perform other duties as assigned by the Board of Directors with approval from the Audit Committee.

**There must be** a minimum of four audit committee meetings per year.

**1.2.5.2 The Nomination and Remuneration Committee is composed** of a minimum of three directors, each serving a three-year term of office. The chairman of the committee and at least one member must be independent directors."

**It has the following duties and responsibilities.**

(1) Ensure that the number, proportion, and composition of the Board of Directors are appropriate for the organization.

(2) Recruit candidates to replace committee members who have completed their term of appointment, resigned, or for other reasons. Nominate the candidates for consideration and appointment by the shareholders or the Board of Directors, as the case may be, in accordance with the Company's Articles of Association.

(3) Consider and recruit candidates to replace the Chief Executive Officer and the President who have completed their term of appointment, resigned, or for other reasons. Nominate the candidates to the Board of Directors for consideration and appointment.

(4) Oversee and establish policies on remuneration and other benefits for the Board of Directors, the Chief Executive Officer, and the President, ensuring they are appropriate for the scope of their duties and responsibilities for the organization.

(5) Ensure the existence of a succession plan for the Chief Executive Officer and the President.

**An ad-hoc meeting** shall be convened when necessary, but it shall not be less than once a year."

**1.2.5.3 The Corporate Governance and Sustainability Committee** consists of a minimum of three directors and/or executives, each serving a three-year term of office. The committee chairman must be an independent director.

**It has the following duties and responsibilities.**

(1) Consider, determine, and review the Company's policy on good corporate governance to ensure compliance with the principles of good corporate governance.

(2) Consider, determine, and review the regulations concerning the business code of conduct and best practices for directors, executives, and employees to enhance them.



(3) Monitor and ensure consistent and appropriate implementation of the policy on good corporate governance and the business code of conduct of the Company.

(4) Monitor and ensure the establishment of policies on corporate sustainable development.

(5) Monitor and ensure the implementation of policies on corporate sustainable development.

(6) Report to the Board of Directors on the implementation of environmental, social, and governance (ESG) principles, provide performance opinions, and make recommendations for improvement as appropriate.

**An ad-hoc meeting** shall be convened when necessary, but it shall not be less than once a year."

**1.2.5.4 The Investment Committee** consists of a minimum of three directors or executives who possess extensive knowledge, expertise, and understanding of investments, money, and capital markets. Their term of office becomes effective from the date the Board of Directors resolves to approve their appointment until further notice.

**It has the following duties and responsibilities.**

(1) Determine policies on investment and other business transactions as appropriate and flexible to changing situations, taking into consideration risks and relevant laws. Present them to the Board of Directors for consideration and approval.

(2) Consider and approve regulations and procedures regarding the Company's investments.

(3) Consider and approve investments with amounts exceeding Baht 500 million but not exceeding Baht 800 million per transaction. For investments exceeding Baht 800 million per transaction, present them to the Board of Directors for consideration and approval.

(4) Monitor the Company's investment status.

(5) Review and revise investment policies to address changing circumstances.

(6) Monitor other business transactions by determining the scope of responsibilities and the amount of investment that can be approved, following the same procedure as the Investment Committee.

(7) Prepare a policy framework regarding loans to gain approval from the Board of Directors.

(8) Monitor loans to ensure compliance with loan policies, risk management, and relevant laws.

(9) Monitor the implementation of good corporate governance, transparency, and the avoidance of conflicts of interest related to loans.

(10) Monitor the efficiency of work processes, staff, and the adequacy of data for considering loan provisions.

(11) Consistently report on loan provisions to the Board of Directors.

At least **three meetings** are scheduled per month.

**1.2.5.5 The Risk Management Committee** consists of a minimum of five directors, executives, or experts who possess knowledge and understanding of risks related to the Company's business. At least one member must be a director. Their term of office becomes effective from the date the Board of Directors resolves to approve their appointment until further notice.

**It has the following duties and responsibilities.**

(1) Determine and consider the framework and policy on risk management to address significant risks that may impact the Company's income, funds, reputation, or survival, as required by the laws. Report on the holistic implementation of risk management and provide an assessment of the Company's risks and financial security to the Board of Directors for consideration and approval.

(2) Monitor and promote the implementation of risk management that aligns with the strategies and business goals of the Company.

(3) Consider, approve, and review policies and guidelines on risk management for information technology on an annual basis.

(4) Assess the adequacy of risk management measures and the efficiency and effectiveness of the Company's risk management practices.

(5) Arrange meetings to follow up on the status of risks and the progress of risk management. Provide recommendations for improvement aligned with the framework, policy on risk management, strategies, and the Company's risk appetite. Report this information to the Board of Directors at least once per quarter.

(6) Support the implementation and promotion of a risk management culture throughout the Company, ensuring that every function can manage their risks and achieve the corporate goals of risk management.

(7) Prepare management plans and measures to accommodate emergency risks.

**At least one meeting** shall be scheduled per quarter.

**1.2.5.6 The Products Governance Committee** consists of a minimum of nine members. At least one member must be a director, executive, or expert who possesses knowledge and understanding of the Company's products. Additionally, there must be an expert with a level equivalent to the head of a relevant product function. Their term of office becomes effective from the date the Board of Directors resolves to approve their appointment until further notice.

**It has the following duties and responsibilities.**

(1) Determine the framework and policy on product design, taking into consideration the Company's risks, strategies, funds, as well as principles of insurance, actuaries, laws, appropriateness, and fairness to customers. Present them to the Board of Directors for consideration and approval.

(2) Monitor the Company's performance regarding product design to ensure alignment with the vision, strategies, financial goals, and plans established by the Company's Board of Directors.

(3) Oversee and ensure the Company operates in compliance with related laws and regulations. Monitor and follow up on the design of insurance products.

(4) Monitor and ensure fair treatment of customers.

(5) Monitor and ensure that personnel handling the products are well-prepared in terms of both quality and quantity, in alignment with the business volume.

(6) Monitor and follow up on the Company's implementations to ensure readiness and efficiency in product distribution.

(7) Report information about product launches to the Board of Directors at least once per quarter.

**At least one meeting** shall be scheduled per quarter.

**1.3 The Company Secretary:** The Board of Directors is responsible for the appointment and determination of the qualifications and responsibilities of the Company Secretary as follows:

**1.3.1 Qualifications of the Company Secretary**

(1) Possess well-rounded knowledge and understanding of the Company's business, as well as the roles and responsibilities related to the work of the Company Secretary, including committee duties and knowledge of relevant laws and regulations. Stay updated with knowledge, data, and information to consistently improve performance.

(2) Perform duties in compliance with laws, regulations, and the Company's Articles of Association, demonstrating accountability, caution, integrity, determination, devotion, and support for the Company's performance. Aim to achieve objectives based on good corporate governance and business ethics.

(3) Adhere to integrity and ethics while considering all stakeholders. Avoid any actions that may have a negative impact on the Company's reputation and image.

(4) Refrain from seeking personal gain from the Company's business opportunities and maintain the confidentiality of the Company's data.

(5) Possess good interpersonal skills and the ability to collaborate with both internal and external organizations.

### **1.3.2 Scope of Authority and Duties of the Company Secretary**

(1) Provide preliminary recommendations to the Board of Directors regarding laws, regulations, and the Company's Articles of Association applicable to directors. Monitor the accurate and consistent implementation of these laws and regulations and report any significant regulatory changes to the Board of Directors.

(2) Arrange meetings of shareholders and the board of directors in compliance with laws and the Company's Articles of Associations and regulations.

(3) Record minutes of the shareholders' and board of directors' meetings and follow up on the implementation of the resolutions passed during these meetings.

(4) Prepare and maintain the board's registration, the Company's annual report, shareholder and board meeting invitations, and minutes of the meetings.

(5) Retain the stakeholding report as submitted by the Board or management. Prepare and provide copies to the Chairman and Chairman of the Audit Committee within 7 days of receiving the report.

(6) Ensure the disclosure of data and information to the regulators as required by regulations and requirements.

(7) Communicate and engage with general shareholders to ensure they are informed about privileges and relevant information.

(8) Oversee the activities of the Board of Directors.

(9) Perform other duties as required by the Capital Market Supervisory Board.

## 1.4 The management and sub-committees

**1.4.1. The management team** comprises executive directors and executives appointed by the Company's Chief Executive Officer. The management is responsible for conducting operations according to the strategies and policies established by the Board of Directors, ensuring that the Company's business goals and objectives are achieved.

**It has the following duties and responsibilities.**

(1) Consider and validate the vision, strategic plans, business goals, and annual budget before presenting them to the board of directors for consideration.

(2) Ensure that business operations are aligned with the strategies, policies on business operations, risk management framework, and risk appetite approved by the Board of Directors, with a focus on creating long-term value and sustainable business.

(3) Consider and validate significant asset procurement or disposal before presenting it to the Board of Directors for consideration.

(4) Promote, support, and take action to ensure that the Company has effective systems for risk management and internal control, in compliance with related laws, while treating insured individuals with fairness.

(5) Monitor the implementation of the Company's policies on good corporate governance, assess performance, and provide recommendations to the Corporate Governance and Sustainability Committee for consideration.

(6) Report important information about the Company's performance, risk appetite, and the performance of the executives to the Board of Directors accurately, sufficiently, and in a timely manner,

enabling efficient monitoring and follow-up by the Board of Directors.

(7) Determine clear chains of command and scope of responsibilities for each unit to facilitate effective risk management, monitoring, control, and inspection.

(8) Promote a culture of risk management across the Company by overseeing and controlling the company's risks within the risk appetite level, and communicate and provide staff with knowledge of the risk management framework and policies.

(9) Conduct annual performance appraisals for executives, benchmarking them against goals defined by the Board of Directors, and report the appraisal results to the Board of Directors.

(10) Refrain from working full-time for other organizations, except when it is determined that such full-time work for another organization will not impact the efficiency of performance for the Company.

(11) Be accountable and ensure that the holistic report on the Company's risk management, risk assessment, and financial security is accurate, precise, concise, complete, and compliant with the laws.

(12) Perform other tasks as assigned by the Board of Directors.

**1.4.2 The Sub-Committees:** The executives have been appointed by the management team as members of the seven sub-committees to thoroughly consider important matters and alleviate the workload of the management team. Each sub-committee has the following composition and scope of responsibilities.

**1.4.2.1 The Sustainable Development Committee:** It consists of at least seven executives across different functions.

**It has the following duties and responsibilities.**

(1) Set the direction for formulating plans to improve performance efficiency and develop staff, ensuring that they are aligned with the Company's plans and strategies. Additionally, provide opinions on the plans presented by other business units.

(2) Acknowledge progress reports of plans and projects, and provide advice that supports the implementation of business units.

(3) Analyze and present new activities or projects that promote sustainable change and growth to the management team.

(4) Analyze and present opportunities to participate in contests organized by external organizations to the management team, while supporting relevant business units to take action.

(5) Provide advice and organize activities for staff, including the New Year party, excursions, sports events, blood donation drives, and support the Company's activities as assigned by the executives.

**At least one meeting** must be scheduled every two months.

**Reporting:** It shall report to the management team at least twice a year.

**1.4.2.2 The Underwriting and Claims Committee:** It consists of at least three executives who possess knowledge, expertise, and understanding of underwriting, various types of risks, and reinsurance.

**It has the following duties and responsibilities.**

(1) Establish policies on underwriting, reinsurance, and claims management in an appropriate and flexible manner to address changing circumstances, taking into consideration risks and related laws, before presenting them to the management team.

(2) Consider and approve guidelines for determining insurance premiums.

(3) Review and revise policies on underwriting, reinsurance, and claims management to address changing circumstances.

(4) Formulate policies, business plans, and strategies with an emphasis on developing and fostering a culture of fair treatment for customers, ensuring these principles are documented and communicated across the Company to all staff involved in customer services, including insurance sales agents from all channels.

(5) Consider and approve regulations and procedures for underwriting, reinsurance, and claims.

(6) Consider and approve the scope of authority for underwriting and claims.

**At least one meeting** must be scheduled every three months.

**Reporting:** It shall report to the management team at least twice a year.



**1.4.2.3 The Information Technology Committee** : It consists of at least five executives who possess knowledge, expertise, and understanding of information technology and systems.

**It has the following duties and responsibilities.**

(1) Formulate policies and strategies for implementing information technology in task performance and supporting the Company's strategies.

(2) Consider and approve plans or new projects for the application of information technology to support performance.

(3) Consider and approve the budget for information technology, not exceeding Baht 500 million per procurement. In case the procurement exceeds Baht 500 million, the transaction must be presented to the Board of Directors for consideration and approval.

(4) Follow up on the success of implementing information technology in projects or plans.

(5) Review the policies and strategies for implementing information technology in task performance if the objectives are not achieved.

**At least one meeting** must be scheduled every three months.

**1.4.2.4 The Safety, Health and Environmental Committee:** It consists of one representative of the employer, five representatives of the supervisors, and five representatives of the operational-level employees. Each member shall serve a two-year term of office.

**It has the following duties and responsibilities.**

(1) Inspect occupational health, safety, and the work environment at least once a month.

(2) Report findings and provide suggestions on measures or guidelines for improving compliance with laws related to occupational safety and/or occupational safety standards, ensuring the safety of employees, contractors, and outsourced staff using the employer's facilities.

(3) Promote and support activities on occupational health, safety, and the work environment within the employer's facilities.

(4) Formulate regulations on safety and occupational safety standards for the employer's facilities and present them to the employer.

(5) Formulate policies, annual plans, projects, or activities for occupational health, safety, and the work environment, aimed at preventing and reducing accidents, occupational hazards, illnesses, and dangers, and present them to the employer.

(6) Initiate projects or training programs on occupational health, safety, and the environment, as well as workshops on roles and responsibilities in safety for employees, supervisors, executives, employers, and personnel at every level, and present them to the employer.

(7) Follow up on the progress of plans presented to the employer.

(8) Prepare an annual performance report, including problems, obstacles, and recommendations regarding the committee's performance after assuming the position for one year, and present it to the employer.

(9) Perform tasks related to occupational health, safety, and the work environment, as well as other duties assigned by the employer.

(10) Monitor and ensure the effective implementation of the 5S activity, as well as promote and consistently maintain the 5S standard.

**At least one meeting** must be scheduled every two months.

**Reporting:** It shall report to the management team at least twice a year.

#### **1.4.2.5 The Information Security Management Committee**

**It has the following duties and responsibilities.**

(1) Formulate policies, objectives, structure, and responsibilities regarding information security.

(2) Drive the company to recognize the importance of achieving information security objectives, complying with policies and laws, and the need for continuous improvement and development of the internal information security system.

(3) Provide resources for establishing, implementing, managing, reviewing, revising, maintaining, and improving the management system for information security.

**At least one meeting** must be scheduled every two months.

**Reporting:** It shall report to the management team at least twice a year.

#### **1.4.2.6 The Facility Management and Procurement Committee**

**It has the following duties and responsibilities.**

(1) Formulate policies and strategies for holistic facility management and procurement, and review these policies to ensure alignment with the Company's objectives.

(2) Consider and approve the justification and budget for plans and projects related to facilities management, and monitor the success of these plans and projects.

(3) Consider and approve general expenses and expenditures exceeding Baht 500,000 for specific tasks, projects, or routine operations.

(4) Consider and approve office building rentals and investments related to rented buildings.

**At least one meeting** must be scheduled every three months.

#### **1.4.2.7 The High Loss or Complicated Complaint Committee**

**It has the following duties and responsibilities.**

The committee is empowered with the authority to make final decisions on complicated complaints or high-loss cases worth more than Baht 50 million. The final decision must be made for such a complaint within 30 days from the date the complaint is filed or additional documents are provided (if any).

**At least one meeting** must be scheduled once per year.

### **1.5 Development of directors and executives**

The Company's Board of Directors has established a policy that mandates new members of the Board to attend orientations aimed at acquiring knowledge regarding the Company's business transactions. The Board also supports and encourages directors to attend professional trainings provided by the IOD to consistently improve their performance. Additionally, executives are encouraged to participate in training courses related to the Company's business operations to enhance their knowledge and support them in performing efficiently.

### **1.6 Policy on Prevention of Conflicts of Interest**

The Company's Board of Directors has implemented a policy to prevent conflicts of interest, which entails requiring directors, executives, and employees to abstain from engaging in business activities that compete with the Company and to avoid transactions with themselves, individuals, or related entities that may result in conflicts of interest. In situations where there is a need for transactions that may create conflicts of interest or connected transactions, the Board has established a set of guidelines as follows:

(1) Consider the transactions with prudence, transparency, and a careful assessment of their necessity, while taking into account the maximum benefit to the Company.

(2) Strictly comply with the relevant laws and regulations. Transactions involving conflicts of interest or connected transactions will be presented to the Audit Committee for their opinion before being submitted to the Company's Board of Directors for consideration. Directors who have a beneficial interest in such transactions will abstain from participating in the deliberation process.

(3) Prepare reports and disclose information relating to connected transactions completely and in accordance with the SET's criteria.

### **1.7 Policy on Assumption of Directorship at Another Company by the Chief Executive Officer**

The Board of Directors has established a policy allowing the Chief Executive Officer to assume directorship positions in other listed companies. The Company is required to report any directorship held by the Chief Executive Officer in other listed companies during the Board of Directors' meetings.

### **1.8 The Overseeing of Associated Companies**

The Company has implemented a policy regarding investments in other businesses that are related to the Company's core operations and have the potential for long-term growth and profitability. Consequently, the Board of Directors has established a mechanism to supervise the operations of the associated companies, aiming to safeguard the Company's investments and create added value and stakeholder confidence. This is achieved by assigning the management team to oversee the associated companies, as outlined below:

(1) Appoint the Company's executives as representatives of the Company to serve as directors in the associated companies, in accordance with the Company's shareholding proportion.

(2) Regularly supervise and monitor the operations of the associated companies in which the Company has made investments.

(3) Supervise the affiliated companies to ensure their disclosure of financial status, performance, and key transactions is complete, accurate, and submitted within the specified timeframe, in compliance with the regulatory requirements. Voting on matters of equivalent significance must receive approval from the Board of Directors. Additionally, transactions conducted by the Company itself require prior approval from the Board of Directors before proceeding.

(4) Supervise the affiliated companies to ensure that their internal control measures are appropriate, rigorous, and sufficient in order to prevent potential fraud within the associated companies.

## **2. Rights and Equitable Treatment of Shareholders**

The Company's Board of Directors acknowledges the significance of upholding the rights and fair treatment of shareholders, refraining from engaging in any actions that may infringe upon or deprive shareholders of their rights. Consequently, the Board has established a policy to facilitate and encourage the participation of all shareholder groups in shareholders' meetings, outlined as follows:

2.1 The Board of Directors has implemented a policy to promote active shareholder oversight of management performance. To facilitate this, shareholders' meetings are designed to provide comprehensive information for informed decision-making. Shareholders are encouraged to submit questions in advance, ensuring equal participation of all shareholders in the meetings, particularly regarding the scheduling of meeting dates, times, and venues.

2.2 The Board of Directors offers minor shareholders the opportunity to add agenda items to the annual general meeting and nominate candidates for director positions, provided they possess the necessary knowledge, capabilities, and qualifications. This opportunity is available from October 1 to December 31 each year. The Company has published the relevant procedures through the SET and its official website at [www.bangkokinsurance.com](http://www.bangkokinsurance.com). The criteria and forms for adding agenda items and nominating candidates for director positions are accessible on the Company's website.

Additionally, the Company facilitates minority shareholders who hold shares in the Company, regardless of whether they are individual shareholders or multiple shareholders with a combined shareholding of no less than 10,000 shares, to propose agenda items for the annual general meeting and nominate candidates for director positions through the Company's website.

2.3 The Board of Directors has adopted a policy to convene the annual general meeting of shareholders within 4 months after the end of the accounting year. The Company will send invitation letters to shareholders in advance, providing the meeting date, time, and venue, along with the agenda items and required documents. Additionally, the shareholders will receive the Board of Directors' opinion on each agenda item, ensuring that the notification is delivered no less than 14 days prior to the meeting date. This practice applies to both general agenda items and items related to securities offerings for sale.

The Board of Directors has established a policy to publish the schedule and agenda of shareholders' meetings on the Company's website at least 30 days prior to the meeting date.

2.4 The Board of Directors has implemented a policy to provide shareholders' meeting invitations and supporting documents in English to foreign shareholders.

2.5 The Board of Directors has implemented a policy to assist shareholders who are unable to personally attend the shareholders' meeting by providing them with proxy forms along with the necessary documents/evidence and proxy instructions. This policy aims to ensure clarity and does not impose conditions that create difficulties for the proxy to attend the meeting on behalf of the shareholder.

2.6 During the shareholders' meeting, the Board of Directors has implemented a policy requiring all directors, particularly the chairpersons of subcommittees and the Company's management, to attend the meeting and address shareholders' inquiries regarding the relevant agenda items. In cases where a director is unable to attend, another director should be designated to respond to the inquiries on behalf of the absent director. The Chairman of the Board of Directors, who presides over the meeting, ensures that shareholders have an equal opportunity to inquire, provide their opinions, or offer suggestions.

2.7 The Board of Directors has implemented a policy for the shareholders' meeting to review and approve the remuneration of directors based on the criteria proposed by the

Nomination and Remuneration Committee and endorsed by the Board of Directors on an annual basis.

2.8 The Board of Directors has established a policy to ensure that shareholders have equal voting rights, with each share entitling the shareholder to one vote. Furthermore, shareholders are granted other fundamental rights as mandated by law, including the right to receive an equal share in profits and dividends, as well as the right to receive equal treatment in the Company's share repurchase initiatives.

2.9 The Board of Directors' policy on prevention of use of insider information is as follows:

2.9.1 The directors, executives, and employees of the Company should be mindful of the principles of good corporate governance when conducting business. They should exercise caution in their activities and when sharing information that may impact these principles.

2.9.2 The directors, executives, and employees are prohibited from using non-public information that could have a significant impact on the price of the Company's securities for personal gain or benefit, whether directly or indirectly.

2.9.3 The directors, executives, and employees who possess information that could significantly influence the price of securities are restricted from buying or selling the Company's stocks during the periods specified below. This restriction remains in effect until the insider information has been disclosed to the public and at least 24 hours have passed since the information was made public.

2.9.3.1 For Q1 results, the restriction period starts from April 15.

2.9.3.2 For Q2 results, the restriction period starts from July 15.

2.9.3.3 For Q3 results, the restriction period starts from October 15.

2.9.3.4 For Q4 results, the restriction period starts from January 31.

2.10 The Board of Directors has implemented a policy that mandates the reporting of changes in securities and futures contracts holdings by directors and executives. Directors and executives are responsible for preparing a report on any changes in their



possession of the Company's securities or futures contracts. This reporting requirement also extends to individuals who have relationships with directors and executives, such as spouses or cohabiting partners, minor children, and juristic persons in which the aforementioned individuals hold over 30% of shares with voting rights, representing the largest proportion in said juristic persons. These reports on changes in securities and futures contracts holdings must be submitted to the Securities and Exchange Commission (SEC) within the legally specified timeframe. Additionally, copies of these reports are to be submitted to the Company Secretary, who will then compile a summary report for the acknowledgment of the Board of Directors on a quarterly basis.

2.11 The Board of Directors has implemented a policy that mandates the reporting of beneficial interests by directors and executives. Directors and executives of the Company are obligated to prepare and submit reports of their beneficial interests to the Company Secretary within seven days from the date of any change in the previously reported information. The Company Secretary is responsible for compiling a summary report, which will be presented to the Board of Directors for acknowledgment during the first quarter of each year.

### **3. Rights of Shareholders**

The Board of Directors acknowledges the rights of stakeholders from various groups and aims to ensure that each group is granted full entitlement to these rights based on principles of legitimacy and fairness. In pursuit of this objective, the Board has implemented the following policy.

**3.1 Customers:** The Company is dedicated to enhancing the quality of its products and services while prioritizing the safety and well-being of its customers. This commitment extends throughout various stages, including product design, underwriting, policy delivery, and claims processing, with the aim of instilling confidence and satisfaction among customers. By delivering premium services, the Company exceeds customer expectations and ensures the provision of comprehensive and accurate information about its products

and services. Additionally, the Company establishes communication channels for customers to relay information or file complaints regarding its offerings. Customer information will be treated as confidential and will not be misused.

In addition, the Company acknowledges the significance of safeguarding customers' personal data and has formulated a policy on personal data protection. This policy is designed to protect customers' personal information and outline the Company's responsibilities concerning the collection, use, and disclosure of such data in accordance with the Personal Data Protection Act 2019.

**3.2 Trading partners:** The Company regards its trading partners as essential business counterparts, and procurement has been given utmost priority. Therefore, the Company has implemented a procurement policy to ensure transparency and fairness. It also emphasizes equality in partner selection and performance evaluation, while providing opportunities for partners to offer feedback and suggestions for the business partnership. The Company also ensures that partners have equal access to news and information. To protect the rights of its partners, the Company refrains from disclosing their trade secrets to third parties. Moreover, it promotes the importance of respecting human rights, fair treatment of workers, and taking responsibility for society and the environment among its partners. The Company actively encourages its partners to participate in anti-corruption networks and empowers them for the mutual benefit of both the Company and its partners.

**3.3 Shareholders:** The Company is dedicated to delivering outstanding performance and satisfying its shareholders with consistent and favorable returns. It remains committed to maintaining its leading position in the non-life insurance business, striving for continuous profit growth, and upholding a strong reputation.

**3.4 Employees:** The Company recognizes employees as a valuable resource and is committed to treating them equally, without discrimination, and with respect for their human rights. The following principles guide the Company's approach.

(1) The Company will recruit and employ skilled and experienced employees based on their qualifications and suitability for the job, without taking into account factors such as gender, race, religion, or educational background that may restrict the opportunity to join the Company.

(2) The Company will ensure that its employees receive competitive rates of compensation and benefits, in line with industry standards. Additionally, the Company has established a provident fund to provide financial security for employees upon retirement or departure from the Company.

(3) The Company will prioritize the retention and development of all employees, providing equal opportunities for growth and advancement, regardless of differences in gender, race, religion, or educational background that may otherwise hinder career development.

(4) The Company will prioritize the well-being of its employees by providing welfare benefits, ensuring favorable working conditions, and organizing activities to promote their health. Additionally, the Company will comply with occupational safety, health, and environmental regulations to mitigate and prevent losses in various forms and maintain a safe working environment for its employees.

(5) The Company will not disclose personal information of its employees to unrelated individuals or parties, unless such disclosure is required by law or is in the interest of the public.

(6) The Company has set up a workplace welfare committee to engage in discussions, provide consultations, and offer suggestions or opinions to the employer, as well as to develop guidelines on welfare benefits for employees.

**3.5 Competitors:** The Company will compete commercially in accordance with the principles of fair competition, refraining from using dishonest or inappropriate means to violate the trade secrets of its competitors. The Company will also not engage in activities that tarnish the reputation of its competitors through libel or wrongful accusations.

**3.6 Creditors:** The Company shall treat all creditors equally and fairly based on honesty and fairness. It shall strictly adhere to the agreed-upon terms, particularly regarding guarantees, capital management, and debt repayment. In the event of non-compliance with the agreed-upon terms or default on payment, the Company shall provide prior notice to the creditors without concealing any facts. This will allow both the Company and the creditors to collaboratively seek prompt and equitable solutions. Furthermore, the Company shall manage its capital structure appropriately to support its business operations and maintain credibility among its creditors.

**3.7 Society, community and the environment:** The Company recognizes the importance of its responsibility towards society, the community, and environmental conservation, and is committed to undertaking the following actions.

(1) Raise awareness among executives and employees at all levels about the importance of contributing to society and the community. It shall be the joint responsibility of everyone within the Company to participate in these activities.

(2) Support social activities, including providing aid to the disadvantaged and those affected by disasters, as well as preserving cultural antiquities with historical value to Thailand.

(3) Allocate a budget for supporting social activities and continuous community development.

(4) Promote education for the disadvantaged by focusing on vocational education in fields that are currently in high demand, to support the future workforce of the country.

(5) Engage in networking activities to foster collaborations with various organizations in order to conduct projects that align with our objectives and extend our support or activities to remote areas nationwide.

(6) Promote awareness and consciousness regarding the conservation of natural resources and sustainable environmental development.

**3.8 Government Sector:** The Company shall conduct its business in accordance with the law. It shall establish and maintain a good relationship with its regulators through open communication and collaboration, providing requested news and information. This approach aims to demonstrate the Company's transparency and foster mutual confidence and trust.

**3.9 Compliance with Human Rights Principles:** The Company will adhere to international human rights principles in an appropriate manner and provide employees with the necessary knowledge to apply these principles in their operations.

### **3.10 Intellectual Property or Copyright**

(1) The Company encourages its employees to be innovative and seek opportunities for creating new initiatives. This can include developing work manuals, product designs, and computer programs. Such initiatives not only bring business benefits but also contribute to the improvement of employees' capabilities. However, any work created by employees during their employment with the Company, whether assigned by the Company or derived from the use of Company data or knowledge, shall be the sole property of the Company and shall not be disclosed. Additionally, classified business information and other corporate secrets shall not be disclosed without the Company's permission.

(2) The Company has implemented policies and regulations to prevent copyright infringement and ensure compliance with the Computer Crime Act. These measures are communicated throughout the Company, and effective compliance control processes are in place to enforce them.

### **3.11 Anti-Corruption**

The Board of Directors has approved an anti-corruption policy to be observed by the directors, executives, and employees. This policy specifically targets bribery and all other forms of corruption, both direct and indirect. The details of the policy are as follows:

(1) The Company strictly prohibits solicitation, engagement in corrupt activities, and the giving or acceptance of any form of corruption that may directly or indirectly benefit oneself, family members, friends, or acquaintances.

(2) The Company strictly prohibits the misuse of authority, whether directly or indirectly, to unlawfully seek personal benefits or benefits for others.

(3) The Company strictly prohibits offering unlawful benefits or incentives to any persons in order to gain business advantages for the Company.

(4) The Company is strictly prohibited from accepting or giving gifts or any other unnecessary treats, except in cases where gifts or benefits are exchanged according to customary practices or practical manners in society. However, it is crucial that such gifts do not influence any business decisions related to the Company.

(5) The Company has a strict policy against providing any financial support or other benefits, whether directly or indirectly, to political parties, political groups, or individuals involved in politics, for the business benefits of the Company or personal benefits of individuals or their associates. The Company also prohibits any political affiliations or being influenced by politics, and encourages maintaining political neutrality.

(6) The Company is strictly prohibited from donating or providing any financial support to individuals or organizations as a means to engage in bribery.

(7) The Company is strictly prohibited from directly or indirectly paying any form of facilitation money to government officials in exchange for facilitating business operations.

(8) The Company has established guidelines for hiring government officials or state employees to assume positions as directors, advisors, or executives. These individuals shall not disclose any secrets of the government agencies they are currently or previously associated with. Additionally, they shall not be assigned to handle any dealings or communications with the government agencies they are currently or previously associated with.

### **3.12 Communications with Stakeholders and Handling Complaints**

The Board of Directors has approved a whistleblowing policy that enables stakeholders to report any violations of laws, regulations, the Company's Articles of Association, the business code of conduct, or any forms of fraud or corruption. The policy guidelines are as follows:

(1) The Company has established various channels through which stakeholders can contact or file complaints with the Board of Directors regarding potential damages or violations of laws, regulations, the Articles of Association, the business code of conduct, or any forms of fraud and corruption. These channels include the Audit Committee, the Company Secretary, the Audit Office, and the Quality Control Center.

- (a) The Company's website.
- (b) Verbal or written complaints.
- (c) Letters
- (d) Emails

(2) The Company has implemented a process to verify facts related to cases of fraud and corruption. The responsibility for conducting this process lies with the Audit Office, which will directly report the results to the Chief Executive Officer, the President, or the Audit Committee, depending on the circumstances, for further consideration.

(3) The Company has implemented appropriate measures to protect tip reporters or whistleblowers.

## **4. Data Disclosure and Transparency**

The Board of Directors has established a policy to accurately, comprehensively, sufficiently, reliably, and timely disclose important information about the Company, ensuring equal access for all shareholders as defined by the laws, rules, and regulations related to information disclosure. The important information to be disclosed by the Company includes:

**4.1 Shareholder structure:** The Company will clearly disclose the proportion of major shareholders and minority shareholders, as well as provide a list of no fewer than 20 major shareholders.

**4.2 Financial situation and performance:** The Company will provide an explanation of its financial status, performance, business characteristics, competition, corporate competitive stance, market share, risk management, and guidelines for risk prevention and mitigation, along with an analysis of these aspects.

**4.3 Board and executives:** The Company will disclose detailed information about all directors, including their names, surnames, ages, education background, training, work experience, shareholding, and ability to remain independent. Additionally, the Company will disclose their attendance records and the number of companies in which they serve as directors.

**4.4 Reporting on changes in the holdings of securities and futures contracts or beneficial interests by directors and executives:** The Company mandates that directors and executives actively report any purchase, sale, transfer, or receipt of transfer involving the Company's securities and futures contracts, as well as their beneficial interests, in accordance with the regulations established by the Company.

**4.5 Investor Relations:** The Company mandates the presence of responsible parties for information disclosure to shareholders, investors, and securities analysts. These parties include the Chief Executive Officer, the President, and Investor Relations. Investors can seek further information through the provided phone numbers or emails available on the Company's website. Moreover, the Company has designated a team to disseminate operational and performance news and information via media outlets and the Company's website, ensuring easy, rapid, timely, and inclusive access for everyone.



## **5. Internal Control and Risk Management**

### **5.1 Internal Control**

(1) The Board of Directors has appointed and assigned the Audit Committee to review and evaluate the effectiveness of the internal control system, internal audit system, and risk management system. The purpose is to ensure that these systems are appropriate, efficient, and rigorous in accordance with international standards, and to assess the Company's compliance with relevant laws. The Audit Committee will report the results directly to the Board of Directors on a quarterly basis.

(2) The Company has established the Audit Office to monitor the performance of all functions and ensure the accuracy and reliability of accounting information, financial statements, and systems. The Audit Office reports its findings to the Audit Committee on a quarterly basis. Additionally, the Audit Office is responsible for assessing the effectiveness and adequacy of the internal control system and compiling an annual report. This report is submitted to the Audit Committee for consideration before being sent to the Board of Directors for review.

(3) The Company has established the Office of Compliance to monitor and supervise compliance with the rules and regulations of supervisory bodies. The Office of Compliance presents its findings to the Audit Committee on a quarterly basis.

### **5.2 Risk Management**

(1) The Board of Directors has appointed and assigned the Risk Management Committee to ensure systematic risk management across the company. The committee is responsible for establishing and reviewing a risk management framework, risk management policy, and enterprise risk management report. It also assesses risks and financial stability for the Company on an annual basis. The committee encourages all employees to strictly implement the risk management framework and policy to control the Company's key risks at an acceptable level. Additionally, the committee monitors the risk status and reports its findings to the Board of Directors on a quarterly basis.

(2) The Company has established the Enterprise Risk Management function to support the operations of the Board of Directors, the Risk Management Committee, and the management in the Company's risk management efforts. This function is responsible for evaluating and monitoring the risk status, as well as reporting the results of risk management to the Risk Management Committee and the management on a quarterly basis.

(3) The Audit Office is responsible for monitoring and evaluating the effectiveness of risk management, providing feedback to the Enterprise Risk Management function and other internal departments, and presenting the results to the Audit Committee.

## **6. Business Code of Conduct**

The Board of Directors is not only focused on achieving performance but also ensuring that such achievement is based on compliance with laws, business ethics, and honorable practices. Therefore, the Board of Directors has established a business code of conduct for directors and employees. This code covers basic principles such as honesty, morality, prevention of conflicts of interest, and compliance with laws. The aim is to gain trust and credibility among customers, partners, shareholders, and the public.