

GOOD CORPORATE
GOVERNANCE HANDBOOK
2023

AMATA VN PUBLIC COMPANY LIMITED

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Message from the Chairman

The Company's Board of Directors (the Board) has great intention to foster the best interests of the company, the shareholders, and stakeholders. The Board has established a framework of rules and practices for high standards of corporate governance to enhance the efficiency of AMATA VN's operations, performance, fairness and transparency.

AMATA VN is committed to supporting directors and organization in achieving standards of excellence in governance. Good corporate governance comprises of having Company's board of directors and executives with excellent vision and accountability, good management systems, having an effective internal control and balance of power mechanism that will provide transparency of AMATA VN's business operations and, taking into account, respecting the rights and equality of the shareholders and stakeholders for a sustainable growth and healthier returns for AMATA VN's shareholders in the long run.

This Good Corporate Governance Policy Handbook has been designed to assist AMATA VN to be able to conduct our duties and responsibilities appropriately whereby, the Board agrees to review this policy handbook every year and make a revision to update so as to be in line with the shifting corporate governance environment.

Dr. Apichart Chinwanno
Chairman, Board of Directors
9 November 2023

Corporate Governance Policy

Objectives

The Company's Board of Directors intends to have Amata VN PCL ("Company") be an organization that is effective in conducting its businesses in full compliance with the principles of good corporate governance to create maximum benefits for the shareholders by considering the interests of all stakeholders together with moral principles, full transparency, and accountability.

The Company has, therefore, established the following policies on good corporate governance for use as operating guidelines to be strictly adhered to by the Company's Board of Directors, Management, and staff.

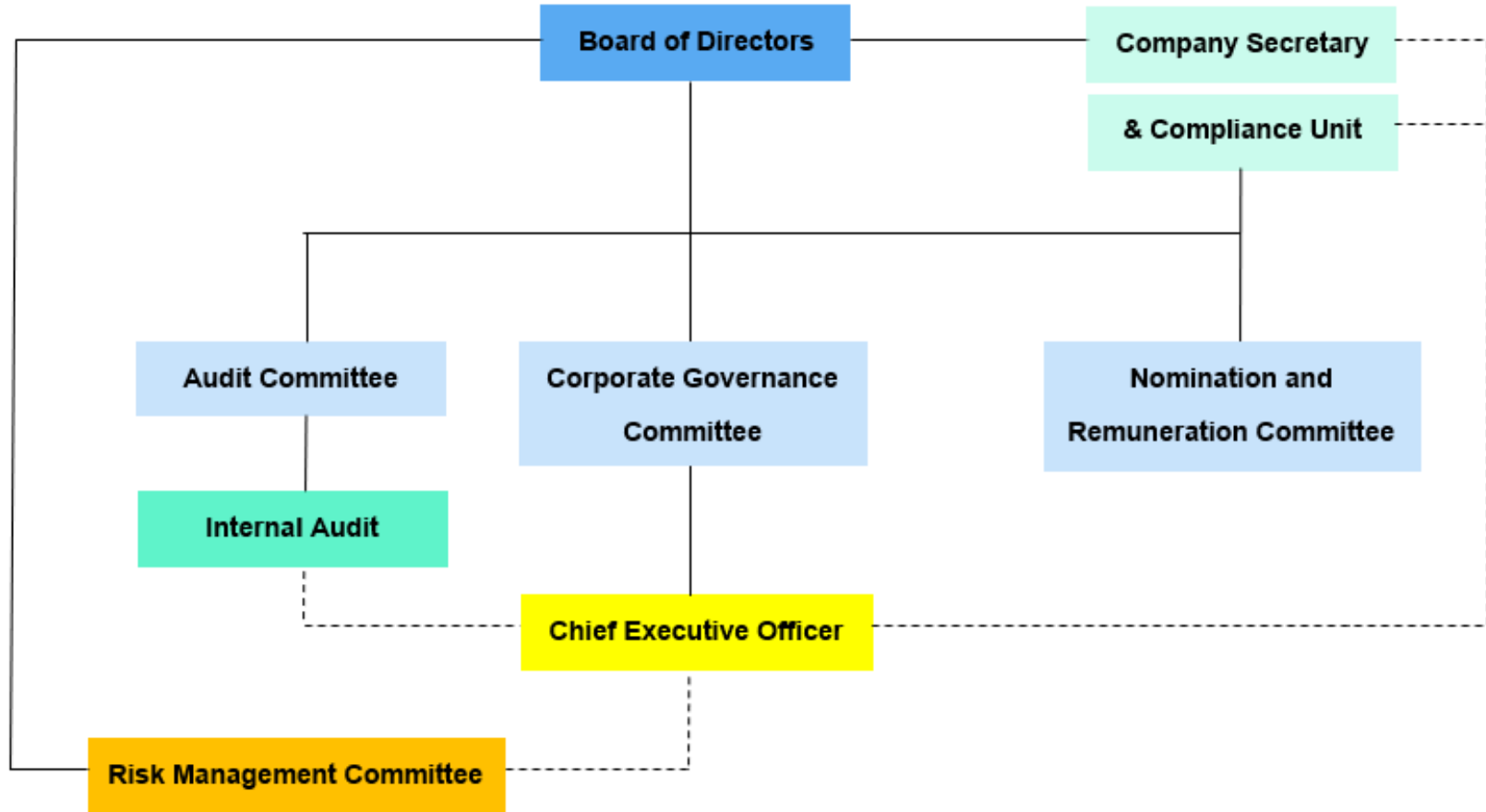
1. The Board of Directors, Management, and staff are required to be committed to adopt and adhere to these 5 '*core principles of good corporate governance*', specified by the Stock Exchange of Thailand (SET) and the Organization for Economic Co-operation and Development, in discharging their responsibilities:
 1. Rights of Shareholders
 2. Equal Treatment for all Shareholders
 3. Role of Stakeholders
 4. Information Disclosures and Transparency
 5. Board Responsibilities

2. The Board of Directors will govern and oversee the Company in conducting its businesses for maximum benefits of the shareholders (Fiduciary Duty), through adhering to these core principles and operating guidelines:
 - 2.1 Discharging its duties with care (Duty of care),
 - 2.2 Discharging its duties with honesty and integrity (Duty of Loyalty),
 - 2.3 Discharging its duties in accordance with all applicable laws as well as, the stated objectives and Articles of Association of the Company, and all resolutions of the shareholder meetings (Duty of Obedience), and
 - 2.4 Disclosing information to shareholders in a correct, comprehensive, and fully transparent manner (Duty of Disclosure).

3. The Company's Board of Directors, Management, and staff are fully committed to make use of best practices relating to the Company's established principles of corporate governance as well as the established operating guidelines relating to good moral principles and ethics in conducting the business, together with the required ethical behavior on the part of its Board of Directors, Management, and staff members in discharging their respective duties and responsibilities.
4. The Company's Board of Directors, Management, and staff will be committed to the principles of equitability through treating all stakeholder groups in an equal manner and ensuring that all their decisions and any associated activities protect and prevent any conflict of interest situations from occurring.
5. The Company's Board of Directors, Management, and staff will discharge their respective responsibilities with due care in an honest manner and with integrity, as well as in full accordance with all announced applicable, relevant laws, regulatory requirements, and regulations of the Company.
6. The Company's Board of Directors, Management, and staff will be committed to discharging their respective responsibilities in an honest, equitable, and fully accountable manner.
7. The Company's Board of Directors, Management, and staff will recognize and fully respect the rights of the shareholders as the true owners of the Company and will treat all shareholders in equal manner through disclosing all relevant financial and non-financial information in an adequate, timely, and credible manner so that all shareholders, investors, and stakeholders of the Company will receive sufficient information on an equal basis.
8. The Company's Board of Directors has determined various channels of communication for use by shareholders, investors, and regulatory authorities, as well as any required communications or disclosures of any relevant information to all interested parties and stakeholders.

9. The Company's Board of Directors has determined the implementation of the Company's management structure and clearly defined associated approval authorities and scope of responsibilities of each Member of the Board of Directors and the Management.
10. The Company's Board of Directors has undertaken activities to establish the internal control system and risk management procedures that are appropriate and adequate, as well as accounting system and financial reporting procedures that are correct and credible.
11. The Company's Board of Directors has determined various policies in regard to anti-corruption/fraud practices, non-violation of intellectual property rights, and respect for laws and human rights.

Corporate Governance Structure



Part 1 Good Corporate Governance Best Practice

Section 1

Rights of Shareholders

1. Meetings of Shareholders

The Board values and respects the rights of all shareholders and their equal treatment. Both retail investors and institutional investors are considered owners in a portion of the Company and have the following basic rights:

1.1 Fundamental rights

- Right to purchase, sell, and transfer shares and share certificate.
- Right to be informed with truthful and valid information in a timely manner for decision making.
- Right to receive a proportion of the profit of the Company.
- Right to attend and vote on the Company's policies in the shareholder meetings.
- Right to appoint and remove directors at shareholder meetings and set their remuneration.
- Right to appoint Company Auditors and set their remuneration rate.
- Right to receive share warrants in proportion to the number of shares owned.

1.2 Ordinary shareholder meeting: The Board will arrange to have an annual ordinary shareholder meeting within 4 months of the end of the accounting period or when there are urgent agenda that affect or concern the benefits of the shareholders or require shareholders' approval, as the matters are related to conditions, regulations, or laws that must be approved by the shareholders.

1.3 Details of the agenda items of the ordinary shareholder meetings shall be disclosed around 1 month prior to the meeting day on the Company's website (www.amatavn.com) along with the rights of the shareholders in attending the meeting and voting.

- 1.4 Extraordinary shareholder meeting: This will be called as necessary or when a shareholder or shareholders of at least 10% of all issued shares send a letter to the Board requesting them to call an extraordinary shareholder meeting at any given time. Such letter must specify the topic and reason to call for a meeting and the Board must proceed to call for such meeting within 45 days after receiving the letter from the shareholders. Furthermore, every shareholder of the Company has the right to vote in accordance with the number of shares held as each share equals 1 vote and there is no special share with unusual right to limit the rights of other shareholders.
- 1.5 The Board should facilitate shareholders and investors to exercise their rights conveniently, such as arranging the shareholder meeting at a location that is convenient for travel along with providing opportunities for shareholders and investors to propose agenda and questions for the meeting at least 10 days in advance of the proposed meeting date via the Company's website or Company Secretary's Email: cs@amata.com or Facsimile: 0-2318-1096 by notified through the Stock of Exchange of Thailand website with the announcement of the invitation to the Annual Shareholder Meeting.
- 1.6 As for the shareholders who can not join the meeting, the Board will send them an easy-to-fill Letter of Authorization so that they may choose the director themselves or opt for nomination of independent directors by filling one of the proxy forms sent along with the meeting invitation letter. The shareholders can also download the proxy from the Company's website. For the shareholders who are institutional investors or foreign investors and appoint a custodian in Thailand. The Company has coordinated the document and evidence that must be presented before attending the meeting in advance for shareholder's convenience.

2. Procedures on the Meetings of Shareholders

- 2.1 The Board of Directors should encourage the Company to use secure, fast, precise, and accurate technology in the shareholders meeting for attendee registration, printing ballots, and processing voting results.
- 2.2 For the convenience of AMATA VN's shareholders, there is a barcode system to register each shareholder, in which such information is included on the invitation letter. This is to facilitate faster registration process. In addition, AMATA VN's system of

voting in each agenda item is transparent by the collection of voting ballots, in which each must be voted as agreed, disagreed, or abstained. The shareholders could request to verify such process at the end of the meeting.

- 2.3 All directors should attend shareholders' meetings. Shareholders should be able to ask questions directly to the chairpersons of the committees responsible for any specific issue.
- 2.4 In the meetings, there should be no bundling of several items into the same vote, for example, election of directors.
- 2.5 The board should encourage the Company to appoint an independent party of scrutineers/inspectors to count and/or validate votes at the annual general meeting or extraordinary general meeting. These scrutineers shall be disclosed at the meeting and recorded in the minutes.
- 2.6 The board should encourage the use of voting cards for important agenda items such as related party transactions or acquisition or disposal of significant assets, for transparency and future reference.
- 2.7 The chairman of the meeting should allocate adequate time for discussion and encourage shareholders to express their opinions and ask questions related to the Company's operations.
- 2.8 The Company keeps video recordings of all and every session of AMATA VN shareholders' meetings as records to be made available for any shareholder who has any enquiry or the need to monitor the events during each meeting.

3. Writing and releasing of the minutes of shareholders' meetings

- 3.1 The minutes of shareholders' meetings should include a description of the voting and vote procedures used, declaring both before the meeting proceeds, including an opportunity for shareholders to ask questions or raise issues, questions and answers, resolutions, voting results of each agenda item containing approving, dissenting, and abstaining votes, and list the board members who attended or missed the meetings.
- 3.2 The Company should make publicly available the voting results of each agenda item on its website by the next working day. (www.amatavn.com)

3.3 The Company shall publish the meeting minutes within 14 days after the general shareholders' meeting which will be submitted to the Stock Exchange of Thailand (SET) and the Ministry of Commerce in due time.

Section 2

Equitable Treatment of Shareholders

AMATA VN values the importance of equitable treatment of all shareholders, including major shareholders, minor shareholders, institutional investors, and foreign shareholders and have introduced measures to promote this equality, especially for the minor shareholders as follows:

1. The right to vote in the meeting should be in accordance with the number of shares that the shareholder is holding. One share is one voting right.
2. The Company has produced a proxy form for the shareholder meetings, in which the shareholders could determine the directions of their vote and in accordance with the stipulations of the Ministry of Commerce. The form will be sent along with the letter of meeting invitation. The shareholders could then give proxy to an independent director of the Company (the names of the independent directors will be included in the letter). Furthermore, the Company grants the right for shareholders to vote even when the meeting is in progress, on the agenda which are still being considered and not yet gone to vote, on such agenda the meeting would then consider as in quorum, unless the meeting sees otherwise.
3. The Company established a policy that the executive shareholders shall not add agenda to the meeting of shareholders without first notifying all shareholders in advance, so that all shareholders may be able to search for more information on the agenda before voting.
4. The agenda to appoint Company's directors must be done individually.
5. AMATA VN allows the shareholders with minimum shares of 0.05% of the Company's registered shares for 12 months consecutively to propose agenda for the shareholder meetings and nominate qualified candidates for directorship from October to December every year. This is announced via the Stock Exchange of Thailand's

channel and the Company's website, with clear and transparent procedure and practice.

6. The board has specified procedures concerning the use and protection of inside information (Insider Trading) of related personnel such as the board, the management and other employees in the related departments (including the spouse and minor child of such related personnel) as follows:

- 6.1 The related personnel shall not buy or sell the securities of the Company within 1 month before the release of the quarterly financial reports and within 24 hours after the release of such report (Blackout Period).

- 6.2 In any case of learning sensitive information which has yet to be disclosed and may affect the price of the Company's securities, one shall not buy or sell such securities until 24 hours have passed after a public disclosure of such information. The executives or the department with the inside information are also forbidden to disclose such information to unauthorized personnel or a third party to prevent insider trading practice.

- 6.3 In the case that there is a change in the shares of the directors and the executives, including of their spouses and minor children, such change must immediately be notified to the Securities and Exchange Commission, Thailand, in pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 within 3 days of such buy, sell, and transfer.

- 6.4 The Company specified that the directors and the executives must report the holding of the Company's securities in every board meeting.

- 6.5 The Company specified that the directors and the executives must report the purchase and sale of the Company Securities to the board at least 1 day in advance.

- 7 The Company values the importance of diligently managing the conflicts of interests of the related personnel, which are the board, the executives, and the employees, to be fair and transparent. The board has specified policies and procedures on the conflicts of interests as follows:

- 7.1 The board and the executives must report the stakes, relating to the management of the Company or its subsidiary, of themselves and of the related persons when they first take up position as a director or an executive. Any change to such stake must be reported on every occasion and at the end of the year. Furthermore, the

company secretary must make copies and send such report to the Chairman of the Board and Chairman of the Audit Committee within 7 days after the Company received the report, in pursuant to the Securities and Exchange Act B.E. 2535, to check and prevent conflicts of interest.

7.2 Disclosure of the Company's shareholding structure in its subsidiaries, affiliated companies, joint ventures, and holding companies to ensure the shareholders that the shareholding is clear, transparent and that there is no cross shareholding with major shareholders to avoid benefits to a specific party.

7.3 The board should require board members to abstain from participating in the board discussion or voting on a particular agenda item in which a given director has a conflict of interest.

Section 3

Role of Stakeholders

The Board of Directors has specified a policy to promote cooperation between the Company and its stakeholders in order to create values, financial stability, and sustainability of the Company. The Company values the importance of the stakeholders such as customers, employees, business partners, shareholders, investors, creditors, competitors, the community the Company operates in, society as a whole, and the government, as follows:

Shareholders

The Company is determined to conduct its business in a transparent manner for the Company's growth and investment returns to shareholders while providing sufficient information to all parties equally.

Employees

The Company considers its employees to be the key factor in its success and has various policies such as policy to develop the employees' professional skills, policy on quality of

working life, human rights policy, policy to appropriately reward employees in both short and long terms, employee safety and health policy which requires report of employees' yearly workplace injury and illness statistics in the sustainable development report. The Company has also established provident fund for employees.

Business Partners

The board has explicitly specified the business partners and business partner selection policy, which will be disclosed to the public.

Competitors

The board has specified a policy on fair competition with the competitors not to tarnish their reputation with wrongful accusation.

Creditors

The board has specified a policy on the debtor such as responsible actions of a debtor, management of capital in case of defaults, and strict compliance to the creditors' conditions.

Customers

The board has specified a policy on the customers to enhance their satisfaction and confidence in the Company's products and services. In addition, the Company continues to develop services in its industrial estates so that they become perfect cities for customers.

Community and Society

The Company's policy on the community and society focuses on its sustainability as well as improves the quality of life of the people. The Company organizes activities that involve and assist the community and society, with members of the board and management attending throughout the year.

Environment

AMATA VN PCL invests in its subsidiaries in Vietnam which develop industrial land, utilities, services as well as commercial and residential areas for both domestic and international investors. The Company values the importance of proficient use of natural resources and is aware of the environmental impacts to the community. AMATA VN has specified proficient use of natural resources, which all employees within the group are fully aware of and strictly comply with.

Stakeholders' Contact Channels

The Company welcomes useful and value-adding opinions from its stakeholders, which can be communicated to the Board of Directors through the following channels: Sending an e-mail message

- Chairman of Audit Committee
Amata VN Public Company Limited
2126 Kromadit Bldg., New Petchburi Rd., Huaykwang
Bangkok 10310
acamatavn@amata.com
- Company Secretary
Amata VN Public Company Limited
2126 Kromadit Bldg., New Petchburi Rd., Huaykwang
Bangkok 10310
cs@amata.com

Regarding complaints or other sensitive issues, the company will protect the informant and keep all opinions secret and will respond in a private manner within 15 days from the date of receipt of such information.

Section 4

Information Disclosure and Transparencies

The Board of Directors highly emphasizes AMATA VN's information disclosure process in both financial and non-financial aspects where it must be accurate, complete, timely, and transparent. The information provided should also be easily accessible and extremely reliable comparable to a detailed report on AMATA VN's audited financial status and actual business operation results which must also provide information that indicates the actual controlling interest in the Company since it is the shareholders' rights to be informed about the structure of the ownership of the business entity that they invested in. The Board strives to sustain strict compliance with the relevant laws, rules, and regulations with regards to information disclosure and transparencies as follows:-

1. The Company shall disperse information in accordance with the stipulated regulations through the information dissemination channels provided by the Stock Exchange of Thailand, the reports required by authorities, and also disclose on AMATA VN's own website in both Thai and English languages;
2. The Board shall report the results and details of AMATA VN's Corporate Governance undertakings in the reports required by authorities;
3. Taking into account the Securities Exchange Commission Regulations with regards to the policy conditions and method of disclosure of listed companies financial status and business operation results, AMATA VN has stipulated that the Company's information will be publicized in the reports required by authorities, according to related announcements and handbooks:-
4. AMATA VN's Board shall arrange for the publishing of the Audit Committee's report to accompany the Company's audited Financial Statements and the Corporate Governance report in the reports required by authorities;
5. The Board shall disclose the name list and the roles and responsibilities of the Board and each Committee members together with the number of meetings held and the attendance record of each of the Board and Committees members;

6. AMATA VN's Board shall report the various types of remuneration that each member receives and the compensation provided for being Directors in Subsidiary Companies or having other duties such as a Consultant together with the remuneration of the Company's top 4 Executives starting from AMATA VN's CEO in the reports required by authorities;

7. Information Disclosure and the Contact Person empowered to disclose AMATA VN's Information;

7.1 Information Disclosure in accordance with the Stock Exchange of Thailand's regulations;

7.1.1 Set up an Investor Relations Department with the responsibility of communicating with the public namely, shareholders, institutional investors, investors, analysts, and relevant government agencies on the following issues:-

- (1) Disclose important information for the benefit of the public;
- (2) Widely disseminate information to the public;
- (3) Clarify rumours and various news;
- (4) In the event of any abnormal trading of AMATA VN's stocks;
- (5) Occurrence of any unusual promotional information;
- (6) For the trading of listed company stocks, the duty of disclosing correct, sufficient, timely, transparent, equitable, and just internal Company information, AMATA VN empowers the Chief Executive Officer or Vice President – Finance and Accounting to take responsibility;

7.1.2 Appoint a Contact Person empowered to coordinate with the Stock Exchange of Thailand (SET) in providing information as follows:-

- (1) Disclosure of information during every accounting cycle namely, the Annual Financial Statements, Quarterly Financial Reports, and other reports required by authorities, by the Vice President - Finance and Accounting.

- (2) All information disclosure according to important events such as, acquiring/disposing of assets, important related transactions being considered and approved by the Board, scheduled Shareholders' Meetings, changes in Directors and Auditors, relocation of Company's Headquarter, report of the Shareholders' Meetings and various investment plans must be made by the Vice President - Finance and Accounting.

7.2 The Chairman of the Board shall be assigned as AMATA VN's spokesperson to provide general information on the organization's administration and management to the mass media;

7.3 Determine a Contact Person to coordinate with other related agencies such as:-

7.3.1 For the Thailand Securities Depository Co., Ltd., the Company Secretary shall be assigned as the contact person;

7.3.2 The Company Secretary is assigned as the Contact Person for coordinating with the Securities and Exchange Commission;

8. The Board and Management have to report all their shareholdings and any changes made in the size of their shareholdings in compliance with the criterion set by the Securities and Exchange Commission;
9. All Directors and the top 4 Executives beginning with the Chief Executive Officer are responsible for preparing their own related transactions report to the Board Chairman and the Chairman of the Audit Committee in compliance with the Securities and Exchange Act B.E. 2551;
10. Directors and Executives shall inform the Company through the Company Secretary at least one day prior to the purchase/sale of Company shares and report such transactions to the Board every quarter;
11. The Board shall set up a risk management procedure that can be implemented on all types of risks whether it be the risks of the Company's vision, objectives, business

strategies, financials, productions and any other operations while taking into consideration the chances of its occurrence and the severity of the effects it could cause. And must also prepare precautionary, preventive and corrective measures and clearly identify the person responsible together with establishing a monitoring, assessment and reporting system by forming a Risk Management Committee at the management level to prepare the work plan and report the results of its implementation to the Board of Directors at least twice a year;

12. The Board shall establish an internal control system that covers all areas, in Finance, Operations, in accordance with the relevant laws, rules, and regulations; and set up an efficient mechanism for auditing and counter balancing that is capable of constantly protecting, preserving and nurturing shareholders' capital investments and Company's assets. In addition, the Board shall oversee the Company's regulations, establish an independent internal audit unit that reports directly to the Audit Committee who is responsible for auditing the operations of all of AMATA VN's business units to comply with the set regulations;

Information that should be disclosed in accordance with the reports required by authorities (Details as in related announcements and handbooks):

1. Disclosure of Shareholding Structure: -
Shall disclose shareholding structure that clearly reveals in details of the major shareholders in proportion to minority ones which should also be up-to-date information where the holdings by Nominee shall not exceed 5 percent. In addition, AMATA VN's Board members have to report both direct and indirect shareholdings;
2. Information disclosure contained in the Company's Annual Report must be complete, explicit and beneficial for the investors/shareholders, for example, it must include the following:-
 - Company's long-term objectives;
 - Using discussion and analysis methods in describing the Company's financial statement and its meaningful transformations, factors that can significantly affect overall business operations, non-financial indicators such as market share, level of customers' satisfaction;

- Analyzing the status of the industry and the level of competition together with AMATA VN's capability to compete;
 - Disclosure of the proportion of shares in the Company's business shareholding structure;
3. Disclosure of information with regards to important risks that could cause severe damage on AMATA VN's business, the chances of its occurrence and the available precautionary measures to soften or prevent these risks from taking place;
4. Disclosure of various policies related to profits derived from business operations such as:-
- Dividend Payment Policy;
 - Whistleblower Policy;

Disclosure related to the Board of Directors such as:-

- Qualifications and self-improvement;
- Directors' compensation;
- Meeting attendance;
- Company share holdings and tradings;

4.1 Disclosure of Information

4.1.1 The Board of Directors has a system to verify that all of the Company's information disclosed to the investors are accurate;

4.1.2 The Board shall approve the Company's Corporate Governance Policy, Code of Conduct, Risk Management Policy, and Corporate Environmental and Social Responsibilities Policy, and disclose the ability or inability to implement these policies together with the relevant factual arguments in each case and publish them in the reports required by authorities and Company's website;

4.1.3 The Board shall ensure that the Company discloses the Management Discussion and Analysis (MD&A) Report as supportive documents for the Company's Quarterly Financial Statement that is disclosed in order to give investors better understanding of the shifts in AMATA VN's financial status;

4.1.4 The Board shall reveal the auditing fee and any other related auditing expenses;

4.1.5 The Board shall disclose the roles and responsibilities of AMATA VN's Board and Committees, the number of meetings held and the meeting attendance record of each Director for the whole of the previous year and comments on the performance of their duties together with the continuous Directors' training and development programs held in the Company's Annual Report;

4.1.6 The Board shall disclose the Company's remuneration policy for Directors and Executives;

4.2 Information Dissemination on AMATA VN's website

Information disclosure criterion as stipulated by the Stock Exchange of Thailand (SET) and through the SET provided channels, and the reports required by authorities. All information reported on AMATA VN's website shall be done in both Thai and English languages, including following information:-

- (1) AMATA VN's Vision and Missions;
- (2) Type of Business;
- (3) The name list of the Board members and Management;
- (4) Financial Statements, reports on financial status together with the present and the previous year's overall operation results;
- (5) All information provided for Analysts, Fund Managers or various media;
- (6) Information on Company's both direct and indirect shareholding structure;
- (7) The structure of the Group of Companies, Subsidiary Companies, Joint Venture Companies, Partnership and Special Purpose Enterprises/Vehicles (SPEs/SPVs);

- (8) The group of major both direct and indirect shareholders that holds 5 percent of AMATA VN's listed stocks and with voting rights;
- (9) Both direct and indirect shareholdings of the Company's Directors, Major Shareholders, Company's Executives;
- (10) Ordinary and Extraordinary Shareholders' Meeting Invitations;
- (11) Company's regulations, Memorandum of Association and arrangements made with groups of shareholders, if any;
- (12) AMATA VN's Corporate Governance Policy;
- (13) Risk Management Policy;
- (14) Charter on the Directors' Term on the Board;
- (15) Charter on the Directors' Term in Committees;
- (16) Employees and Directors' Code of Conduct;
- (17) Details on the Company's contact information or the Investor Relations Officer.

Section 5: Board Responsibilities

The Company's Board of Directors comprises of people who are knowledgeable, capable, and well-accepted at the national level, assigned with the key role and responsibility to define corporate policies and determine both the long-term and short-term business plans with the Management. The Board of Directors is also responsible for determining financial policies, risk management policies and procedures, and the overall corporate image as well as for undertaking governance of the Company together with evaluating the overall operating performance of the Company, and for overseeing, in an independent manner, the performance results of the Executive/Management Group so as to ensure that they are in accordance with the established and agreed business plans.

Key elements that facilitate the Board of Directors to effectively and fully discharge its duties and responsibilities are as follows:

5.1 Board Structure

5.1.1 The Company's Board of Directors has determined a Board structure that is composed of Directors possessing diverse and varied qualifications in regards to their knowledge, professional experiences, together with both general and specialized skills, that would be beneficial for the Company.

5.1.2 The Board of Directors comprises persons possessing the knowledge, capabilities and professional experiences that are adequate for discharging their duties and responsibilities. There is a total of 5 persons to 12 persons on the Board.

5.1.3 There shall be Non-Executive Director(s) on the Board of Directors, who have relevant expertise that corresponds to the business of the Company.

5.1.4 The Board of Directors has independent directors of no less than 1/3 of the Board members and at least 3 independent directors, who can give their opinions on the work activities of the Executive/Management Group in a fully independent manner.

5.1.5 The Board of Directors determines each term of office for Board Directors to be 3 years; and in the event of a retiring Board Director being nominated for reappointment for another term, the Board of Directors will take into consideration the necessity and will propose the reappointment for approval at the Annual General Shareholders Meeting.

5.1.6 The Board of Directors determines that total years of service of any Independent Director shall not exceed 9 years.

5.1.7 The Board of Directors has determined the 'required qualifications' of Independent Directors to be those qualifications specified by the Office of the Securities Exchange Commission (SEC) in regards to Members of the Audit Committee, as follows:

- (1) A person who has a shareholding of not more than 1% of the total number of shares with voting rights of the Company, a Subsidiary Company, a Joint Venture Company, and the majority Shareholder Group or the legal entity having the controlling power over the Company; whereby this shareholding also includes those of anyone who is related to the Independent Director in question.
- (2) A person who is not or has not been an Executive Director, employee, staff member, or consultant on a monthly retainer fee, or who has a controlling power over the Company, a Subsidiary Company, a Joint Venture Company, a Subsidiary Company of a parallel status, and the majority Shareholder Group or a party with a controlling power over the Company - unless such a status has ceased to exist or has been terminated for not less than 2 years prior to being nominated. As such, this prohibited qualification does not include a person having been a civil servant in or a consultant to a Public Sector agency that is a majority Shareholder of or has a controlling power over the Company.
- (3) A person who is related to any other persons by blood or by legal registration - as a parent, spouse, sibling, and children or a spouse of the children of an Executive/Management Group member - to a majority Shareholder of or a person with a controlling power over the Company, and to any persons being

nominated to be an Executive/Management Group member or possessing a controlling power over the Company or a Subsidiary Company.

- (4) A person who does not have or has not had any prior business relationships with the Company or parent Company, a Subsidiary Company, a Joint Venture Company, and a majority Shareholder of or party with a controlling interest over the Company in a manner that could hinder a genuine independence of judgment; as well as not having been a significant Shareholder or having had a controlling power over any persons that has a business relationship with the Company or parent Company, a Subsidiary Company, a Joint Venture Company, and a majority Shareholder of or party with a controlling interest over the Company - unless such a status has ceased to exist or has been terminated for not less than 2 years prior to being nominated.
- (5) A person who is not or has not been an external Auditor of the Company or parent Company, a Subsidiary Company, a Joint Venture Company, and a majority Shareholder of or a party with a controlling interest over the Company; as well as not being a majority Shareholder, a party with a controlling power over or a Partner in the Audit Firm authorized to be the external Auditor of the Company or parent Company, a Subsidiary Company, a Joint Venture Company, and a majority Shareholder of or a party with a controlling power over the Company to which the person is affiliated - unless such a status has ceased to exist or has been terminated for not less than 2 years prior to being nominated.
- (6) A person who does not provide or has not been providing any professional services – including acting as a legal counsel or financial advisor to and receiving an annual retainer of more than Baht 2.0 million from the Company or parent Company, a Subsidiary Company, and a Joint Venture Company; as well as not being a majority Shareholder of or a party with a controlling power over or a Partner in the Company, or a significant Shareholder in or having a controlling power over or a Partner in any such professional services provider companies/entities - unless such a status has ceased to exist or has been terminated for not less than 2 years prior to being nominated.

- (7) A person who is not a Director authorized to represent a Board Director of the Company, the majority Shareholder, or a Shareholder who is connected with and/or related to the majority Shareholder of the Company.
- (8) A person who is not operating a business that is the same type of business as the Company or its Subsidiary Companies; or a person who is not a significant shareholder in a business partnership; as well as who is not an Executive Director, employee or staff, consultant with a regular salary, or holding more than 1% of the total shares with voting rights of other companies operating the same type of business as the Company or its Subsidiary Companies so as to be considered as a significant competitor.
- (9) A person with any other characteristics that would not facilitate a genuine independence of judgment with regard to the business operations of the Company

5.1.8 The Board of Directors will select the Chairman of the Board, who must be an Independent Director.

5.1.9 The Board of Directors has determined the principle that allows its Directors to be a Board Director concurrently in not more than 5 listed companies, through taking into consideration the overall ability and effectiveness in discharging their directorial responsibilities on the part of the Board Director, who is also Directors in several other companies based on the fact that Board Directors need to devote their time to undertake their duties in an adequate manner. Furthermore, information relating to Board Directors being Directors concurrently in other listed companies is required to be disclosed in the Company's Annual Report as well as posted on the Company's website.

5.1.10 Executive Directors can also be Director concurrently in not more than 3 listed companies.

5.1.11 Board Directors should possess the required qualifications specified in the Public Limited Company Act and the Securities and Exchange Act, as well as should not have the specified prohibited qualifications or any indicative inappropriate

characteristics, in order to receive the trust and confidence to be appointed to oversee and manage the conduct of the business by the Company.

5.2 Approval Authority of the Board of Directors

This should be in accordance with the policy on the scope of authority reserved for the Board of Directors of the Company as well as resolutions of the Board of Directors, and Shareholders' Meetings together with the legal requirements and regulations of the Company. This scope of authority also includes defining and reviewing, at least every 5 years, the corporate vision and strategies, together with approving the key business operations and associated business plans, risk management policies, annual budgets and business activities plans, desired annual corporate objectives and goals from the business operations, and also regularly evaluating the operating performance so as to ensure that they are in accordance with the established operational plans.

5.3 Separation of duties and responsibilities between the Board of Directors and the Management

The Company has clearly defined separate and respective roles, duties, and responsibilities of the Company's Board of Directors and those of the CEO as follows:

5.3.1 The Company's Board of Directors has the role of overall governance and oversight of the Company's business operations so as to ensure that they are in accordance with all legal requirements as well as the corporate objectives and regulations of the Company as approved by the Board Meetings together with the Company's policy on corporate governance; whereby Board Directors need to make decisions with all due care, integrity, and in an honest manner for the maximum benefit of the shareholders.

5.3.2 The Executive/Management Group has the duties and responsibilities to undertake normal operating activities based on policies determined by the Board, so as to achieve the established goals and corporate strategies.

5.4 Roles, duties, and responsibilities of the Board of Directors

In order for the Company to effectively enhance the strength and viability of the good corporate governance aspects of its operations, the Company's Board of Directors has the important and proactive roles as follows:

- 5.4.1 Determine the 'vision and mission' and strategic directions of the Company that will support and drive, on a sustainable basis, the ongoing development and growth of the overall economy, society as a whole, and the environment; whereby the Board Directors collaborate in thinking through the various issues as well as in attaching importance to searching for the relevant information required to define such strategic directions and to effectively assess various potential risk factors. This is in order to ensure that the Executive/Management Group will be able to implement the established vision and strategic directions in an effective manner, so as to achieve the targeted operating performance results in accordance with the laws, objectives, articles of association of the Company, the resolutions of the Board meetings, and the resolutions of the shareholders' meetings, with responsibility, diligence and honesty.
- 5.4.2 Review and approve, at least every 5 years, key corporate strategies, corporate objectives and goals, financial targets, and business activities plan of the Company; as well as monitor that the Executive/Management Group, its subsidiaries, and any persons authorized to perform such duties always act in accordance with the agreed corporate business plans and strategic directions.
- 5.4.3 Determine risk management policies, oversee that potential risk factors are assessed, and then define various appropriate risk management activities in a comprehensive manner; as well as oversee and ensure that Risk Management Committee has in place effective procedures relating to risk management and to exploring possible new business opportunities that may arise from such risks.
- 5.4.4 Arrange to have in place an appropriate accounting system, financial reporting procedures, and auditing procedures of the Company accounts that are credible; as well as oversee that procedures are in place to regularly assess that existing

internal control systems and internal audit processes together with the existing risk management procedures are adequate, appropriate and effective, and also that this matter is disclosed in the Company's Annual Report. As well as, sign to certify end of the fiscal year financial statements in order to propose to the shareholders for approval in the Annual General Meeting.

- 5.4.5 Oversee and resolve any situations of conflict of interests and related transactions that may occur; as well as give importance to all key business transactions of the Company so as to achieve overall maximum benefit for the shareholders and all stakeholders, through establishing a policy relating to situations involving conflict of interests.
- 5.4.6 Provide the policy on the remuneration of the CEO that is appropriate so as to motivate positive job performance in both the short term and long term.
- 5.4.7 Determine the policy and requirement that the CEO can serve concurrently as Director in not more than 2 other listed companies, whereby prior approval from the Board of Directors is also required.
- 5.4.8 Assess the CEO performance annually, the results of which will be used as the criteria for determining the proposed increase in the CEO's remuneration that corresponds to the achieved job performance.
- 5.4.9 Have the CEO succession plan in place as a contingency plan for the Company.
- 5.4.10 Establish various appropriate channels of communication for use by each respective shareholder groups; and assess disclosures of relevant information, so as to ensure that they are clear and concise, correct and accurate, and credible as well as achieve high standards of disclosure.
- 5.4.11 Act as an effective leader and a positive role model in effectively discharging responsibilities in compliance with the required good corporate governance practices and the Company's responsibilities to society as a whole.

5.4.12 Support and promote the Company in having effective practices and activities to fight all forms of corruption, so as to achieve maximum benefit for the Company and all stakeholders.

5.4.13 Arrange the preparation and publication of the Company's Code of Conduct for all Board Directors, members of the Executive/Management Group and Staff.

5.4.14 Arrange to have the Company's Code of Conduct for all Board Directors, members of the Executive/Management Group and Staff be the required regulations for them, which they must acknowledge and agree to adhere to such required ethical behaviors.

5.4.15 Promote strict adherence to the established Code of Conduct of the Company on the part of all Board Directors, members of the Executive/Management Group and Staff as well as involved external parties, through:

- (1) Distributing a copy of the Code of Conduct to all Board Directors, members of the Executive/Management Group and Staff and signing their acknowledgement and agreement to comply to the required ethical behaviours.
- (2) Announcing and posting the Code of Conduct on the Company's intranet, so as to allow any involved parties to easily access the information.
- (3) Announcing and posting the Code of Conduct on the Company's website.

5.5 Establishing Board Committees

In order to facilitate and enable the review and screening of various key aspects of the business operations of the Company in an effective and careful manner, the Board of Directors has established various Board Committees as considered necessary and appropriate. Currently there are 3 Board Committees as follows:

5.5.1 Audit Committee consisting of at least 3 Board Directors, all of whom are required to be Independent Directors. The Audit Committee is required to have the qualification of being fully independent, as announced by the Board of Directors of

the Office of Capital Market Supervision in Thailand with regard to the qualifications and scope of responsibility for Audit Committees, in reviewing/overseeing the conduct of business operations, overseeing the preparation of the financial reports, internal control system, selecting the external Auditor; as well as in considering any conflict of interests situations and reviewing the adequacy of the Company's risk management procedures. As such, the Audit Committee should have at least 1 member possessing adequate knowledge and understanding of or experiences in accounting or financial matters, so as to review the credibility of the Company's Financial Statements. (For further details, please refer to Charter of the Audit Committee.)

5.5.2 Corporate Governance Committee is established by the Board of Directors, comprising of at least 3 members to give advice regarding corporate governance to the Board of Directors and oversee the corporate governance work of the Company (For further details, please refer to Charter of the Corporate Governance Committee.)

5.5.3 Nomination and Remuneration Committee is established by the Board of Directors, comprising of at least 3 members having an Independent Director as Chairman of the Committee. The Committee is in charge of selecting and nominating names of qualified persons for appointment as a Board Director as well as for the CEO position; whereby there are established principles and procedures for undertaking the nomination process in a transparent manner; as well as for establishing guidelines in determining the appropriate and reasonable remuneration for the Board and CEO, that would then be proposed to the Board of Directors for review/endorsement to be proposed for final consideration/approval by the Shareholders Meeting (For further details, please refer to Charter of the Nomination and Remuneration Committee.)

Apart from the aboved Board Committees, the Company has the Risk Management Committee comprising the Management from various departments. The Board of Directors has authorized Chairman of Risk Management Committee to appoint members and secretary of this Committee to consider the risks of the organization,

consider the assessment tools to monitor and evaluate the risks in accordance with the business plan and report back to the Board of Directors on a regular basis.

5.6 Orientation for newly appointed Board Directors

In undertaking the duties and responsibilities as a Company Board Director, Directors should be informed of the overall business operations of the Company. As such, in the event of any changes in the Members of the Board of Directors or an appointment of a new Board Director, the Company will hold an orientation program for the new Directors, in order to introduce an overview of business operations of the Company as well as to provide them with various important information that is relevant and necessary for the discharge of the directorial duties together with operating guidelines relating to good corporate governance, whereby such information includes:

- 5.6.1 The structure and composition of the Board of Directors, together with the associated key policies and work procedures.
- 5.6.2 Corporate strategies, annual business plans and associated KPIs, and the current annual budget.
- 5.6.3 The structure of the Company and of the Executive/Management Group.
- 5.6.4 Key operating level policies as already approved by the Board of Directors.
- 5.6.5 An overview of the type of work activities of the Executive/Management Group.

Newly appointed Board Director should receive the following information/materials and undertake these activities

- (1) Handbook/Manual for Board Directors.
- (2) Introduction to and informal meeting with fellow Directors on the Board of Directors, in order to have informal discussions/exchange of ideas and to ask questions on any current key issues.

- (3) Introduction to and meeting with the CEO to discuss the future operating directions of the Company and general matters, together with both the internal and external issues that may have an impact for the Company.
- (4) Introduction to and meeting with the head of Accounting and Finance Department, in order to be informed and achieve an understanding about the financial aspects and issues, and to ask any questions on these matters.
- (5) Introduction to and meeting with the Company Secretary to discuss corporate governance matters.
- (6) Introduction to and meeting with the senior Executives/Management Group members to discuss operational matters and relevant issues/problems of each Business Unit/Department.

As such, the Company Secretary is responsible for coordinating and arranging the above meetings/matters relating to the new Board Directors orientation program.

5.7 Board of Directors Meeting

- 5.7.1 It is a core and important duty of Board Directors to attend Board Meetings on a regular basis, so as to be informed about as well as to jointly consider and decide on matters relating to the business operations; whereby each year there will be a minimum of 6 Board Meetings, and there may also be additional special meetings to consider an urgent and special matter or issue.
- 5.7.2 Each year a schedule of the Board Meetings for the year will be clearly determined in advance.
- 5.7.3 Non-Executive Directors will meet, at least once a year, without any Executives/Management Group members being present, to discuss and debate various issues of special interest or concern relating to activities undertaken by the Management Group, with a report of the meeting's outcome being submitted to the Chief Executive Officer.

- 5.7.4 During Board Meetings, the Board can consider and pass various resolutions, so long as there is a quorum of no less than 2/3 of the total number of Directors.
- 5.7.5 All Board Directors shall achieve a Board Meeting attendance record of 75% during the year.
- 5.7.6 For Board Meetings, the Chairman of the Board together with the CEO and the Company Secretary will determine the schedule and agenda; whereby an opportunity is given to Board Directors to also propose agenda items for Board Meetings.
- 5.7.7 Supporting documents for the proposed agenda of the Board Meetings are sent not less than 5 working days in advance of the scheduled meeting date, so that Board Directors can have sufficient time to study the relevant information for each agenda item.
- 5.7.8 In considering the various agenda items at Board Meetings, the Chairman of the Board will act as the Chairman of the Meeting and allow all Board Directors to freely express their opinions. As such, passing Board resolutions will be based on a majority vote, with each Board Director having 1 (one) vote. Any Board Director, having a vested interest in particular agenda item being discussed, will not be allowed to be present during the discussions and/or also not entitled to vote on the matter in question. In the event of a tie vote, the Chairman of the Board will have an additional and deciding vote.
- 5.7.9 During Board Meetings, senior Executive/Management Group members will attend so as to be able to make a presentation that is beneficial for Board Directors, and also to be given, directly by the Board, policies to be implement by the Executive/Management Group in an effective manner – with the exception of when any special agenda items are to be discussed by Board Directors or by Non-Executive Directors only, so as to allow an open and free discussion by those Board Directors present.

5.7.10 After the end of each Board Meeting, the Company Secretary is responsible for preparing the official minutes of the meeting, as well as submitting it to the Chairman of the Board to review and sign in order to confirm that they are fully accurate and correct; whereby the minutes are then submitted for review and acceptance at the next Board Meeting. As such, Board Directors are able to express their opinions relating to any required corrections, amendments or revisions within 14 working days, so that the minutes will be completely accurate and correct.

5.7.11 Once the minutes of the Board Meeting have been accepted at the subsequent Board Meeting, these minutes are then stored for safekeeping as confidential documents in the corporate document storage system in the Company's office, as well as being stored in a soft copy format in the electronic corporate document database, together with the respective agenda and supporting documents. This is for ease in future access and reference.

5.8 Performance Evaluation of the Board of Directors

The Board of Directors has determined that a performance evaluation of the Board be undertaken every year, so as to review the actual outcome of the activities of the Board of Directors during the year and to ensure the determination and/or implementation of ongoing improvements of any deficiencies in an adequate manner.

5.8.1 The Board of Directors and Board Committees should undertake a performance self-evaluation at least once a year, so as to allow the whole Board of Directors to jointly review its performance output together with determining areas for further improvement. This is to enhance the overall performance output of the Board of Directors and of the various Board Committees accordingly.

5.8.2 The performance evaluation of the Board of Directors should be undertaken for the whole Board as a group as well as for individual Board Directors and for the Chairman of the Board; whereby the associated procedures, criteria and performance evaluation results are then disclosed in the Company's Annual Report.

5.8.3 Every 3 years, the Company should arrange to have an external consultant help determine operating guidelines, procedures, and relevant questions to be asked in the performance evaluation exercise, which will then facilitate the achievement of straightforward and unbiased evaluation outcomes so as to enable these outcomes to be compared with accepted standards and facilitate further genuine development of the performance evaluation process. The evaluation results and associated skills development plans should then be disclosed in the Company's Annual Report.

5.9 Development of Board Directors

In order to enhance the effectiveness in discharging the duties and responsibilities of Board Directors, the Company supports and encourages members of the Board of Directors and the Executive/Management Group to attend various training courses that would be beneficial in undertaking their activities and regularly participating in various activities to meet Board Directors and senior Executives of other companies. Example of the training courses are training courses held by the internal department responsible for training the Company's staff as well as those held by external regulatory authorities or NGOs, such as training courses held by the Thai Institute of Directors Association (IOD), of which the SEC has specified that Board Directors of listed companies must attend at least 1 course, namely Directors Certification Program (DCP), Directors Accreditation Program (DAP), and Audit Committee Program (ACP).

5.10 Oversight to ensure compliance to good corporate governance principles and practices, and regular reviews

The Board of Directors will oversee and ensure that Board Directors, Executives/Management Group and Staff all act in full compliance with the established operating best practices/guidelines specified in the 'Handbook on the Policy on Good Governance', in order to raise and further develop the standards of good corporate governance in the Company on a continuing basis. This is also to create and achieve continued stability as well as sustainability for the Company, its shareholders, and all stakeholder groups. Further, the Board of Directors has determined that a regular review of the existing 'Handbook on the Policy on Good Governance' be undertaken every year.

5.11 The Company Secretary

The Board of Directors is responsible for appointing the Company Secretary, charged with the responsibility for supporting the Board in preparing the various required documents/materials, Board Meeting agenda, and notifications of the scheduled meetings together with overseeing the smooth running of the actual Board Meetings, Annual General Shareholders Meetings (AGMs) and meetings of the various Board Committees. The Company Secretary is also responsible for preparing the Minutes of the Board Meetings, the various Board Committee meetings, and also the AGMs together with storing and safekeeping all corporate documents as required by law; as well as providing advice on the discharge of the responsibilities by Board Directors to ensure full compliance with the various applicable legal and regulatory requirements, ensuring that Board Directors and the Company disclose any relevant information as required in a correct, comprehensive and fully transparent manner, and for coordinating key activities within the Company to be fully in accordance with the Board resolutions and then regularly reporting to the Board of the status of such activities.

Effective from November 9, 2023



(Dr. Apichart Chinwanno)

Chairman

Matters Reserved for the Board Policy

This policy is established to clearly define and indicate which authority and power are reserved solely for the Board of Directors, which can only exercise such authority and power of approval so as to enable the Executive/Management Group to be aware of and know which matters they will need to submit to the Board of Directors for approval.

Decision Making

The following matters, as shown below, are those reserved as being the sole authority of the Board of Directors of Amata VN Public Company Limited. to decide; whereby the Executive/Management Group has the responsibility to prepare all supporting documentation for submitting to the Board of Directors for consideration and approval.

With regard to those matters not indicated below, it means that the Board of Directors of Amata VN Public Company Limited may delegate to be the authority of the CEO to determine the associated policies for implementation by the Executive/Management Group. The CEO is then responsible to prepare a summary report on the various authorities to approve, as delegated by the Board of Directors, for presenting and informing the Board of Directors at the immediate subsequent Board Meeting.

Matters reserved as the sole authority for approval by the Board of Directors:

Strategic Plans and Business Activities Plans

1. Corporate Mission
2. Corporate Vision
3. Corporate Strategic Plans
4. Business and operations activities plans, and Annual Business Plans
5. Business Continuity Plans
6. Initiating a new business
7. Terminating an existing business
8. Any extraordinary or special business transactions (outside the established scope of normal business operations of the Company)

Financial matters

9. Operating budget
10. Investments budget
11. Actual operating expenses, compared to the overall approved budget
12. Actual investments within the approved budget
13. Actual investments over and above the approved budget
14. Sale of any assets
15. Responsible projects, with associated conditions, which has a financial impact – of more than 10% - on the reported financial status of the Company or the Company's reported Net Profit & Loss
16. Applications for loans
17. Granting loans
18. Issuance of securities
19. Publishing Annual Financial Statements and associated Financial Reports, as submitted by the Head of for Finance and Accounting Department.

Merging businesses/companies and making joint investments

20. Merging businesses/companies
21. Taking over or acquiring businesses/companies
22. Establishing or divesting Subsidiary Companies
23. Establishing/Undertaking any Joint Venture businesses with private parties

Executing various contracts and agreements

24. Taking over or acquiring businesses/companies; or selling and acquiring intellectual property rights
25. Undertaking related or connected transactions
26. Engaging legal counsel/consultants
27. Executing insurance policies
28. Executing any contractual agreements that are valid for more than 1 year

Legal issues

29. Any breach of applicable Royal Acts or laws
30. Compliance to any applicable laws by the Company or with regards to other potential companies

Corporate logo

31. Corporate logo

Corporate and organization structure

32. Corporate governance and oversight structure
33. Overall organization structure

People and corporate culture

34. Corporate values
35. Nominating and appointing, together with determining the remuneration, managing the job performance and termination of employment of the President/Managing Director
36. Appointing of the Company Secretary, and expressing an opinion with regards to managing the associated job performance

Matters relating to the Board of Directors

37. Appointing the Chairman of the Board
38. Appointing as well as determining the term of office for and criteria in selecting and nominating new Board Directors
39. Appointing and dissolving various Board Committees within the established Charter for Board Committees, as well as defining their respective roles, composition and assigned authorities, together with the required reports for submitting to the Board of Directors
40. Evaluating the performance of the Board of Directors, as well as of the Chairman of Board, individual Board Directors and the various Board Committees

Policies

41. The following key policies
- Risk Management and Internal Control Policies
 - Accounting and Financial policies
 - Human Resources policies

Matters relating to Shareholders Meetings

- 42. Minutes of the Shareholders Meetings
- 43. Appointment of the authorized external Auditor
- 44. Amending the Articles of Association of the Company
- 45. Remuneration for members of the Board of Directors
- 46. Criteria and process used in selecting and nominating for appointment new Board Directors

Other matters

- 47. Relocating the Company's offices
- 48. Delegating or terminating the authority to act on behalf of others (through executing a power of attorney document)
- 49. Delegating or granting the authority to sign a contractual document, as an authorized representative of the Company
- 50. All matters impacting the reputation/image of the Company

Review

The Board of Directors should undertake a review of the policies to reserve the authority and powers solely for the Board of Directors, regularly every year, as well as amend and improve them as considered appropriate.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)
Chairman

Director Nomination and Remuneration Policy

Board Directors are charged with the responsibility to define the 'Corporate Vision' in order to create economic value added (EVA) for the Company, through achieving long term growth, as well as to establish policies on the nomination and determination for remuneration for Board Directors. These policies serve as operating guidelines for the Nomination and Remuneration Committee to recruit and nominate those persons, possessing the capabilities, required qualifications, positive professional and personal reputation, good moral principles as well as who are considered to be well-suited for the Company's businesses. While at the same time, the Company will provide appropriate and equitable remuneration that will attract, motivate and retain such well-qualified Board Directors together with the CEO and senior Executives; whereby this will help create well-capable people assets that will be a competitive advantage for the Company.

Nomination of Board Directors of Amata

1. The selection and nomination for appointment of new non-executive Board Directors and Independent Directors, together with members of the Board Committees, should be aligned with both the short term and long term strategies of the Company, as well as should support its business operations; whereby the desired qualifications, capabilities, various characteristics and degree of independence of such nominees should also be documented in a 'Board Skills Matrix'.
2. There composition of the qualifications of the Board Directors should be diverse in accordance to the established policy to have a Board of Directors that include people with differing and a diverse set of qualifications.
3. A Professional Search Firm or a Director Pool should be used in recruiting and nominating any new Board Directors
4. All Board Directors are required to undertake a self-evaluation of their respective job performance in accordance with the policy on evaluating the performance of

the Chairman of the Board, the Board of Directors as a group, and individual Board Directors, together with the various Board Committees. Additionally, the plan to further develop and improve both the skills and knowledge of the Board of Directors is required to be disclosed.

Remuneration for the Company's Board Directors

The overall remuneration given to Board Directors should be comparable to those given in other companies within the same industry sector, based on professional experiences, assigned role, and scope of duties and responsibilities, as well as based on the expected contribution from each respective Board Director. Those Directors who have additional assigned duties and responsibilities such as, serving as a Member of a Board Committee should also be compensated with additional remuneration as appropriate.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

Board Skill Matrix

Specific Skills, Expertise and Experience Identified as Ideal for the Board	Industrial Estate	Strategy	Financial Accounting	Risk	Law	Technology	Marketing / Business	Corporate Governance
Board of Directors	■	■	■		■			
Independent Director	■	■	■	■	■			■

Board Diversity Policy

Selecting Board Directors with varied qualifications, so as to achieve diversity of the overall composition of the Board of Directors, will facilitate having increased and differing viewpoints within the Amata Board of Directors. These differing qualifications are additional to the required and specified basic general qualifications with regard to education and professional experience together with other specific diverse characteristics that will enable the Board of Directors to have varied viewpoints, which will result in differing ways of thinking and methods of problem solving.

Type of diverse qualifications

This diversity should relate to these key attributes:

- Gender
- Age
- Race

With regard to the basic general qualifications relating to education, overall knowledge and professional experiences, these are already incorporated into the policy on Board Skills Matrix policy.

Support

The Amata Board of Directors supports the required diversity of composition of the Board of Directors.

Review

The Board of Directors regularly reviews the policy on the diversity of composition of the Board of Directors every year.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

Board and Director Continuing Development Policy

This is to promote Board Directors to acquire further knowledge and capabilities, the benefits of which they can make use in further developing their governance and oversight responsibilities to be more timely and current to the prevailing situation, as well as to add value to the Company and to drive the Company forward towards achieving international standards of operations.

Board Directors' Skills Development

Promoting the further development of the knowledge and capabilities of Board Directors can be undertaken and achieved in many ways, as follows:

1. Undertaking various supporting activities to prepare and develop further knowledge and understanding on the part of recently newly-appointed Board Directors or those Board Directors appointed during the year; whereby such activities include:
 - 1.1 Attending various outside seminars
 - 1.2 Attending presentations by Senior Executives of the Company
 - 1.3 Inviting external subject matter experts or specialists to discuss and exchange ideas with the Amata Board Directors
2. The Board of Directors undertaking various activities or attend various activities that aim at promoting the development of further knowledge and capabilities of the Amata Board of Directors – both relating to technology and innovation, which ideas Amata can then further adapt for use in the ongoing development of the Company, in promoting the Company to achieve improved governance and oversight together with responsibilities towards the wider society. As such, the Nomination and Remuneration Committee is responsible for proposing the various types of activities aimed at promoting the further development of knowledge and capabilities of Board Directors – such as, training and skills development programs, attending seminars, as well as undertaking on-site visits to view, first-hand, the operations of other external organizations or of internal Company business units, through taking into considerations these criteria:

- 2.1 degree of relevance and importance of the new information to be gained, that corresponds to the business operations of the Company,
- 2.2 overall time required to be spent undertaking each respective activity,
- 2.3 overall degree of participation by the Board of Directors or the total number of Board Directors participating in each activity, and
- 2.4 ability to adapt and develop the new knowledge gained for use in Amata's business operations – such as, degree of being able to make use of the new ideas to further enhance or expand the Company's strategies.

3. Each Board Director is required to devote at least 6 hours per year in self-development activities

Budget

A budget is available and specifically allocated to the activities relating to the further development of Members of the Board of Directors each year on a continuing basis.

Review

The Board of Directors regularly review the policies relating to the ongoing development of Members of the Board of Directors every year, as well as will amend and implement further improvements, if considered appropriate and necessary.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

Board, Chair, Director and Committee Performance Evaluation Policy

The evaluation of the performance results of the Chairman of the Board, individual Board Directors and the various Board Committees is part of the corporate governance best practices, for which the Amata Board has assigned the Nomination and Remuneration Committee to be responsible for undertaking – namely, the self-evaluation by the Chairman of the Board, the Board of Directors as a group and individual Board Directors as well as each respective Board Committee.

Frequency of the evaluation exercise

The self-evaluation by the Chairman of the Board, the Board of Directors as a group and individual Board Directors as well as each respective Board Committee should be undertaken annually.

This evaluation exercise is a self-evaluation exercise, which should be undertaken internally, with the Nomination and Remuneration Committee being responsible for determining the various key points and criteria for the actual evaluation exercise. Each evaluation exercise criteria will vary according to Board and committees' role and responsibilities. The individual self-evaluation will assess on individual's diligence and commitment.

However, every 3 years, an external corporate governance specialist or consultant should be engaged to assist in these performance self-evaluation exercises for the Chairman of the Board, the Board of Directors as a group and individual Board Directors as well as each respective Board Committee, in order to assess and review the standards of the criteria used in these self-evaluation exercises as well as to compare them to the prevailing international standards.

Objectives of the evaluation exercises

The results of the evaluations exercises will be able to show those areas that need further improvements and enhancements – whether it relates to corporate governance or discharging the respective assigned responsibilities. Also these evaluation results will be used as inputs for the development of the activities plans for the Board Director in question for the subsequent 12 months, whereby making beneficial use of and implementing the evaluation results is considered as one of the tool to develop professional directors.

Undertaking then evaluation

The Nomination and Remuneration Committee will propose, to the Amata Board of Directors for consideration and approval, the various evaluation exercises of the performance results, based on the responsibilities specified in the respective Charters and the presentations to be made by the Chairman of the Board, Board of Directors as a group and the individual Board Directors as well as the various Board Committees.

Action plans for further improvements based on the assessment results

The policy relating to evaluating the performance of the Chairman of the Board, Board of Directors as a group, individual Board Directors and the various Board Committees will be regularly reviewed every year, based on the self-evaluation exercises undertaken. This is in order to implement further improvements of the overall performance of the Board, so as to make it more timely and current to the prevailing situation

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

Access, Indemnity and Insurance Policy

This is to provide detailed information and rights to Board Directors to be informed upon taking up the responsibilities of a Board Director - especially various detailed Company information, which newly appointed Board Directors may not yet know how and where to access, for use in fully discharging their assigned responsibilities. Additionally, it also relates to any situation when an unintentional mistake is made by a Board Director, without any fraudulent intent and through lacking full awareness of the situation, that may lead to legal proceedings being taken against the Board Director in question.

As such, Amata has undertaken contingency actions to look after any Board Director or Executive that has made an unintentional error, through providing liability insurance coverage relating to any legal fees or costs in the event that any legal proceedings are taken against the individual person(s) or the Company. This is to look after and protect personal assets and interests of the individual Board Director or Executive, provided that the individual in question has not committed any criminal action as well as any breach of any laws or Company regulations.

Documented rights to access Company-related information, and compensation and liability insurance coverage of errors made by Board Directors

Whenever a new Board Director starts the term of office, the Director is required to sign and acknowledge, in writing on a document, the rights of a Board Director to access Company-related information, to receiving compensation and associate Directors liability insurance coverage in discharging their responsibilities that are provided under this policy.

Access to Company-related information

Board Directors have the legal right to have access to all information/copy of information, relating to the discharge of their duties and responsibilities, that are specifically relevant to and related to any matters occurring during their term of office – both during the term of office and after the expiration of the term of office - which are to be made available by the Company Secretary upon being approved by the Board of Directors.

Compensation

The Company will pay a compensation the Board Director and Executive that covers any losses and damages caused, together with any applicable legal fees or costs that are incurred during the respective term of office, with the exception if the person in question has intentionally undertaken any actions in discharging the assigned responsibility that is considered as a fraudulent act or an act of negligence.

Liability Insurance Coverage

The Company is required to maintain a policy to provide D&O liability insurance coverage for any unintentional errors made by a Board Director or an Executive, which will cover any losses/damages and associated legal fees arising from:

- Success in fighting any legal proceedings,
- Personal liabilities resulting from any legal proceedings, and
- Compensation paid by the Company to the Board Director/Executive

This liability policy is not applicable and does not cover any legal proceedings and associated losses/damages and legal fees that result from any intentionally fraudulent or dishonest acts, as well as any damages resulting from other types of risks that are covered by other specific policies or insurance - such as, insurance coverage for any losses/damages to assets or for any personal injuries.

Details of this liability policy (together with the applicable restrictions and limitations on the scope of coverage, types of coverage, and insurance premiums) cannot be disclosed to any persons, unless specific concurrence is given by the insurer or as specified by the applicable laws.

Reporting to the Board of Directors

A report regarding this policy on the (D&O) liability insurance coverage is submitted to the Board of Directors every year.

Review

This policy regarding allowing access to Company-related information, as well as providing compensation and liability insurance coverage for the responsibility of Board Directors/Executives will be regularly reviewed by the Board of Directors, in order to maintain its relevance as well as correspond with the details specified in the latest and current document specifying the rights to access Company-related information and to receive compensation and associated liability insurance coverage in discharging the respective responsibilities.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

CEO Performance Management and Remuneration Policy

The Board of Directors has defined a policy to effectively manage the job performance of the CEO, so as to ensure that the CEO's performance outputs correspond to established and agreed plans and targets.

Responsibility of the Board of Directors

The Board of Directors is responsible for the CEO's job performance and associated results; whereby the Board of Directors may assign the Nomination and Remuneration Committee to determine the relevant and applicable Key Performance Indications (KPIs) together with key criteria to be used in the job performance evaluation, and submit these to the Amata's Board of Directors for approval and participation in the performance evaluation process. As such, the performance evaluation process of other Company Executives or Management and Staff members should also be undertaken in the same manner as that of the CEO.

Criteria and Components of the Performance Evaluation Process

- Long term objectives, objectives and actions plans for the year, and corporate strategic plans should all be defined and mutually agreed,
- Respective 'weighting' (in regards to importance and impact) should be assigned to each corporate objective,
- Determine the associated KPIs for each corporate objective that has been mutually agreed to,
- Correlate the basic salary and bonus payable to the agreed corporate objective(s) achieved,
- Ensure that explanations from both sides are listened to and taken into consideration during the performance process, and
- Agree that the Board of Directors will actively support any further skills development plans for the CEO.

Corporate Objectives

The corporate objectives need to be concurred to by the CEO, and also

- Be fully aligned with the overall business plans and corporate strategies for the year,

- Be not more than 7 objectives in total,
- Include any associate planning relating to financial aspects,
- Include KPI's, based on the 'Balanced Scorecard' principle, that covers these key operating aspects: financial, internal operating procedures/processes, strategies and innovation, and Relationships with Stakeholders
- With such KPIs being assigned with appropriate 'weighting', based on their relative importance and impacts; namely: financial =30%, internal operating procedures/processes =20%, strategies and innovation =20%, Relationships with Stakeholders =30%; whereby all KPIs must be measurable

Criteria of Remuneration

Short Term

The short term remuneration depends upon the success of the annual plan committed to the Board of Directors, which include

- Sales and Profit
- The Development of employees in knowledge and skills that is necessary to the works.
- The continuous of improvement in working processes
- Customer satisfaction

Long Term

- The achievement in long term strategy
- The low turn over rate of important position executives
- The Employer of the year
- Look after customer and environment to grow together with the company

The Company's Board of Directors makes use of standard remuneration related information to determine the proposed salary, bonus, and other entitled benefits to be given to the CEO, which details are also disclosed in the Company's Annual Report.

Two-way Performance Evaluation Process undertaken

The Board of Directors will undertake the performance evaluation of the CEO while the CEO also undertakes a self-evaluation of his/her performance. This is to enable a disclosure and discussion of the respective performance expectations, and to facilitate any appropriate revisions to be made to the evaluation outputs.

Review

The Nomination and Remuneration Committee will be responsible for reviewing this policy on managing the performance of the CEO, and then to submit its conclusions and recommendations regarding the next annual performance evaluation exercise to the Board of Directors for any required amendments and approval as considered appropriate.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)
Chairman

Board Calendar and Agenda Policy

Meetings

This policy will facilitate the Board of Directors and the various Board Committees to schedule the meeting dates and agenda items to be considered at these meetings during the year in advance, so as to ensure that the planned activities and agenda will be submitted for consideration by the Board of Directors during the year and to facilitate the Management Group to plan and prepare the required supporting documents and information well in advance.

Scheduling

The Board of Directors and the various Board Committees agree to the proposed meeting dates schedule as per the attached Board Meetings and Board Committee meetings schedule for the year, which indicates details of the proposed Agenda Items for consideration at each meeting of the Board of Directors and respective Board Committees as follows:

Standard Agenda Items headings for consideration at proposed Board Meetings are as follows:

1. Corporate Strategic Plans : to approve or review,
2. Annual Business Plans: to approve.
3. Budgets: Operating expenses and investments budget: to approve.
4. Annual Budget (after initial review by the Audit Committee): for consideration,
5. Audit Report (proposed by the Audit Committee): to approve,
6. The Company's Annual Report: to approve,
7. Policy on corporate governance (proposed by the Corporate Governance Committee): to approve any changes or revisions,
8. Board of Directors endorses policies (proposed by the Corporate Governance Committee): to approve any changes or revisions,
9. Other matters that require approval by or opinions of the Board of Directors, regarding various policies (proposed by the CEO): to approve any changes or revisions,
10. Assess any 'skills gaps' in regards to the required diversity of qualifications composition of the Board of Directors and characteristics of individual Board Directors, in order to determine the selection and nomination of the targeted and required type of new Board Directors (proposed by the Nomination and Remuneration Committee): to approve,
11. Review of the composition of the various Board Committees: to approve,

12. Review of actual achieved results from various activities undertaken compared to the agreed corporate governance plans for the past 12 months: to assess and consider,
13. Proposed methods, processes and timing of the performance evaluation of the Board of Directors (proposed by the Nomination and Remuneration Committee): to approve,
14. Report of results of the performance evaluation of the Board of Directors, and Summary of proposed corporate governance activities plan for the next 12 months: to consider,
15. Succession Plans for the position of the Chairman of the Board of Directors and individual Board Directors (proposed by the Nominations and Remuneration Committee): to approve,
16. Succession Plans for senior Executives/the Management Group, who report directly to the CEO (proposed by the Nominations and Remuneration Committee): to approve,
17. Orientation and induction processes for newly appointed Board Directors (proposed by the Nomination and Remuneration Committee): to approve,
18. Objectives in evaluating the performance results of the President/Managing Director, together with the associated proposed bonus payment and salary increase (proposed by the Nominations and Remuneration Committee): to approve, and
19. Annual General Shareholders Meeting: to attend

Agenda for meeting of the Audit Committee

20. Audit plans: to approve,
21. Audit Report: to submit to the Board of Directors for consideration,
22. Activities by the Management Group relating to the recommendations proposed in Audit Report: to review,
23. Meeting with the external Auditor: to discuss and review audit matters/issues,
24. Annual Financial Statements: to endorse/approve and submit to the Board of Directors,
25. The Audit Committee endorses various financial policies: to review and endorse any changes or revisions to the various financial policies, and submit to the Company's Board of Directors,

Agenda for meeting of the Nomination Committee

26. Assess any 'skills gap' in regards to the required diversity of qualifications composition of Board of Directors and characteristics of the individual Board Directors, in order to determine the selection and nomination of the targeted and required type of new Board Directors: to endorse and submit to the Company's Board of Directors,

27. Methods, processes and timing of the performance evaluation of the Board of Directors: to endorse and submit to the Company's Board of Directors,
28. Succession Plans for the position of the Chairman of the Board of Directors and individual Directors: to endorse and submit to the Company's Board of Directors, and
29. Processes in determining a Succession Plan: to review, provided recommendation and submit to the Company's Board of Directors.

Agenda for meeting of the Remuneration Committee

30. Objectives in undertaking the proposed job performance evaluation of the CEO, together with the associated bonus payment and salary increase: to endorse and submit to the Company's Board of Directors,
31. Remuneration and policy on managing the job performance of senior Executives/Management Group members: to review and submit to the Company's Board of Directors, and
32. Remuneration and entitled benefits of Board Directors, depending upon the respective type and position: to review and submit to the Company's Board of Directors.

Agenda for meeting of the Corporate Governance Committee

33. Policies on corporate governance practices: to review and submit to the Company's Board of Directors,
34. Policies relating to corporate governance matters/issues: to review and submit to the Company's Board of Directors,
35. Policies on anti-corruption and policies on the 'whistle-blower' program: to review and submit to the Company's Board of Directors,
36. Charter of the various Board Committees: to review and submit to the Company's Board of Directors,
37. Corporate governance related activities plans: to approve and report to the Company's Board of Directors, and
38. Corporate Social Responsibility related activities plans: to approve and report to the Company's Board of Directors.

Agenda for meeting of the Risk Management Committee

39. Policies on risk management, together with operating guidelines and procedures on risk management: to review and submit to the Company's Board of Directors,

40. Charter for the Risks Policy Committee and the Operation Risk Management Committee: to approve and report to the Company's Board of Directors,
41. Business Continuity Plans: to review and provide recommendations on changes or revisions (if any) to the Company's Board of Directors,
42. Determine the acceptable level of risks together with possible deviance of the various respective risk factors - for applying at the operating level: to approve and report to the Company's Board of Directors, and
43. Monitor and follow up, on a continuing basis, on the achieved results of various risk management activities at the operating level, as reported by the Risk Management Committee: to report to the Company's Board of Directors.

Review

The Board of Directors and Board Committees will continually review the above matters, in order to consider adding any other agenda items that need to be included in the scheduled meetings of the Board of Directors and of the various Board Committees with the prevailing situation.

Meeting schedule

Date	Meeting	Agenda

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

Preparation of Agenda for Board of Directors Meeting Policy

This is in order to establish a common understanding of the process for preparing the various Agenda Items for consideration at the Board of Directors Meetings as well as on the required information format that will enhance their readability, so as to be more convenient for Board Directors in spending adequate time to study all the supporting documentation on strategic issues in a more effective manner.

Preparation of Agenda Items for consideration at Board Meetings

The proposed Agenda for consideration at Board Meetings is determined by the Chairman of the Board in consultation with the CEO and the Company Secretary; whereby other Board Directors can make suggestions via the Chairman of the Board - especially in regards to those Agenda Items that are within their respective scope of responsibility.

The Agenda of the Special Board Meeting is required to be documented in the Board Meetings schedule for the year in a systematic manner, so as to facilitate Board Directors to be aware of and not miss such special Board Meetings for consideration and approval of special and important matters during the year.

Standard Format for Agenda Items for consideration at Board Meetings

The Agenda for Board Meeting should have the most important matters be the first Agenda Item to be considered, followed by other Agenda Items in order of their degree of importance respectively:

- Agenda Item to exchange viewpoints and opinions relating to strategic matters or issues (ie: current changing events or situations that may have an important impact on Amata's ongoing strategies),
- Agenda Items for approval, and
- Agenda Items for information and acknowledgement.

Board Meeting without any Executive Directors/Executives being present

Such a meeting is arranged, on a special basis and for attendance by only Non-Executive Directors, just before a normal Board Meeting takes place; whereby there is no specific agenda as well as no Executives/Management members or any Staff member being present. Such a meeting will cover any matters of special concern to the Board of Directors in regards to the operational aspects, or which the Board is reluctant to discuss in front of any member of the Executive Committee. However, after this special meeting, the Chairman of the Board will invite the CEO to meet with him so as to discuss the key discussion points, conclusions and decisions made during the special meeting.

Agenda to exchange viewpoints and opinions on strategic matters and issues

Specific key agenda points for the open exchange of viewpoints and opinions on strategic matters and issues will not be determined in advance so as to allow Board Directors the opportunity to decide what issues to focus on, whereby such issues are generally considered to be matters or current events may have an important impact on Amata's established strategic plans and ongoing operations; with the discussions taking place in the following manner:

Prior to the scheduled Special Meeting, the Board of Directors will decide what key issues that may have a major impact on the Company's strategies to focus on; as well as whether, or not, any special supporting information should be prepared and submitted to the Board Member, and if so, who should be responsible for doing so. Sometimes, the Board will invite an external special expert or specialist to attend and make a presentation to the meeting in order to facilitate an active exchange of relevant viewpoints.

Agenda for Consideration and Approval

The Agenda Items proposed for consideration and approval by the Board of Directors must be those matters that are reserved solely for the approval of the Board of Directors, in accordance with established policy on the assigned scope of approval authority of the Board of Directors. The

supporting documents submitted for consideration and approval by the Board of Directors must include specific details and recommendations.

Agenda for Information and Acknowledgement

The last Agenda Items for Board Meetings relate to operational reports of various activities undertaken as a result of prior Board Resolutions - such as: Report by the President/Managing Director, Financial Reports, and Committee Meetings Reports from the various Board Committees; or verbal reports by the Chairman of Board Committees in the event that the Board Committee just had the meeting immediately prior to the Board Meeting, with the formal Minutes of the Board Committee Meeting to be submitted at later date.

This type of Agenda Item may also include details of established working procedures for further information to the Board of Directors, that are presented by the involved or responsible Executive/Management Group member.

The written reports presented are considered as formally established facts, which cannot be amended/revised in the Board Meetings; but Board Directors can ask questions and request further clarification.

Standard Board Meeting Agenda

1. Open the Board Meeting
2. Announce reasons why some Board Directors cannot attend the Meeting
3. Criticism or comments relating to Announcements by the Company (if any)
4. Meeting for specific discussions without any Executives/Management Group members being present (if scheduled)
5. Review of the Minutes of the previous Board Meeting (for acceptance)
6. Agenda Items to exchange viewpoints and opinions regarding any strategic matters or issues. (such as: on future technology trends, presented by an external IT expert)
7. Agenda Items for consideration and approval by the Board of Directors
 - 1.1 Proposed corporate matters for consideration/approval
(eg: proposed business merger and acquisition of XYZ Co.)
 - 7.2 Proposed business matters (eg: proposed new products /brands)

- 7.3 Proposed operating matters (eg: amendments/revisions to the policy on the scope of approval authority of the Board)
- 8. Agenda Items for Information/Acknowledgement
 - 8.1 Report by a member of the Management Group – eg: the Director of Marketing
 - 8.2 Pending matters from the previous Board Meeting
 - 8.3 Report by the CEO
 - 8.4 Financial Reports
 - 8.5 Board Committee Meetings Report
- 9. Next Scheduled Board Meeting

Review

The Chairman of the Board, the CEO, and the Company Secretary are responsible for reviewing, every year, the associated policies on the Agenda Items to be proposed for consideration by the Board of Directors, in order to make any required amendments or revisions as considered appropriate.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

Policy on Documents and Material for Board of Directors and Sub Committees Meetings

This is to define the format, process in preparing the required supporting documentation and information for the Board of Directors Meeting as well as for the meetings of the various Board Committees, in order to enable Directors to easily and fully understand the details of the contents to be considered in these meetings.

Responsibilities

The Chairman of the Board, the CEO and the Company Secretary are responsible for determining what the Agenda Items should be proposed for consideration at for each Board Meeting, based on information provided by the Company Secretary and the previously established meetings schedule and associated agenda for the year.

The Chairman and the Secretary of the respective Board Committees are responsible for determining the proposed Agenda of the meetings of the various Board Committees.

The Company Secretary is responsible for overseeing the preparation of the required supporting documentation/information before the Board Meetings, in accordance with the policy on the supporting documents/information for Agenda Board Meetings and consideration by the Board of Directors.

The Secretary of the respective Board Committees is similarly responsible for the preparation of the required supporting documentation/information for the meetings of the various Board Committees.

The Chairman of the Board and the CEO will review and approve the supporting documentation relating to the Agenda Items for consideration and approval before they are released to the other Members of the Board of Directors in advance. (The Chairman of the respective Board Committees is similarly responsible in regards to the meetings of the various Board Committees)

The Company Secretary is responsible for collecting, storing and safekeeping the various supporting documentation as well as the Minutes of the Board Meetings and the Minutes of the meetings of the various Board Committees - all of which documents Board Directors are able to access and view at anytime.

The Company Secretary is responsible for putting in a proper order of sequence and earmarking all the supporting documentation for the Board Meeting – such as use of specific page numbering of the supporting documentation for each respective Agenda Item (eg: page No. A.3) and/or specific differing color-coded index markers, which will then facilitate an immediate recognition of and reference to what relevant Agenda Item and what supporting documentation it refers. (Similarly, for the various Board Committee meetings, this is the responsibility of the Secretary of the respective Board Committees.)

Preparation and distribution of the supporting documentation for the meetings

To reduce the usage of paper which is made from one of the most important natural resources, Company Secretary shall prepare supporting documentation for the meetings in electronic form and shall distribute such documents to the Board Directors or the Members of the Board Committees in electronic form and in form of paper only when necessary.

Method of distribution of the supporting documentation for the meetings

The supporting documentation for the meetings of the Board of Directors or the Board Committees shall be sent out not less than 7 days prior to the meeting dates.

In accordance with generally accepted rules and regulations, supporting documentation shall be sent in advance which would allow Board Directors and Board committees sufficient time to study such documentation before meetings. However, some documentation can be submitted in the meeting if it is clearly necessary. The Chairman of the Board may approve to do so on a case by case basis.

Timing of preparation of the supporting documentation/information

This depends upon the length of the scheduled meeting, but the timing for preparing such documents will be the same for a Board Meeting and a meeting of a Board Committee.

Format of the supporting documentation

The format of the supporting documentation should be different and separated according to the relevant and respective Agenda Item – such as: Agenda for information and acknowledgement, or Agenda Items for consideration and approval – to facilitate immediate understanding, reference and also for the sake of convenience to the Board Director.

Documents relating to discussions or debate on strategic matters/issues

Documents prepared for the scheduled discussions or debate on strategic matters/issues contain details and information that will be of beneficial use for Board of Directors in enabling them to extract valuable information and to form creative ideas or insights as well as to actively participating in the discussions. This information can be as lengthy as needed, so long as it is useful and relevant information for the discussions or debate; but it should be compiled in an orderly manner and format – as used for supporting documentation for Board Meetings; ie: color-coded and with index markers to facilitate convenient and immediate referencing as well as ease of understanding.

Documented Information/Reports

There are 2 types of Reports to be presented to the Board of Directors: Report by the CEO and Financial Reports

Report by the CEO

- Strategic matters or issues,
- Overview summary of financial aspects of the business operations,

- Overview summary of operating results and activities for the various respective Operating Business Units/Departments,
- Non-Financial Key Performance Indicators,
- Other matters – reports on marketing, human resources,
- Regarding services provided

Financial Reports

Reports on financial matters include:

- Report on the current financial status of the Company,
- Consolidated Profit and Loss Statements/Comprehensive Income Statement,
- Cash Flow Statements, and
- Statement of Changes in the Shareholders' Equity.

This Financial Report will cover operating performance on a monthly or Quarterly and Full Year basis together with comparisons to the same period of the previous year, the agreed budget, and expected full year results; as well as various financial ratios and summary explanations of why the actual results are not the same as the agreed targets and budget goals.

Format of the documents

Use of graphs, bar charts and other visual means should be made, so as to facilitate a quick, easy and full understanding, on the part of Amata's Board Directors, rather than only using long written explanations

Review

The Board of Directors regularly reviews the policy on required supporting documentation and associated formats to be used for Board Meeting and meetings of the various Board Committees every year, in order to consider any improvements to be made as appropriate.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)
Chairman

Risk Management Policy

DOCUMENT CONTROL		
	Developed by:	
Origination:	Risk Management Committee	November 2019
Authorized by:		

DOCUMENT REVIEW HISTORY				
Original Circulation Date:			Due Date for Review:	
Date	Reviewed By	Document Amended Y/N	Version No.	Next Review Date



I. Purpose

Amata VN and its subsidiaries (together referred to as the “AMATA VN Group”) are engaged in business activities that are engaged in various internal and external risks.

The purpose of this policy is to set out AMATA VN Group’s policy on the management of risk within the organization as the management of risk is the concern of everyone and is part of normal day to day business. The process for managing risk is logical and systematic and should be implemented on a routine basis and integrated with service delivery.

AMATA VN Group will ensure that risk management is an integral and ongoing part of its management process with clearly defined structures and responsibilities by utilizing as simple and straightforward approach as possible.

In addition, AMATA VN Group will:

- establish a consistent and transparent in methodology for addressing identified risks
- perform risk identification and assessment process on a timely basis
provide for Monitor, review, communicate and report of risk in a timely and accurate manner

II. Scope

This is a group-wide policy and applies to all employees of AMATA VN and AMATA VN subsidiaries.

III. Area of Risk

The following have been identified as risk areas to be addressed:

- Credit risks
- Market risks
- Funding risks
- Operational risks
- Strategic risks

IV. Risk Management Policy

AMATA VN Group is committed to ensuring risk management will be an integral part of the organization processes: corporate goals, plans and management systems. Risk management should be integrated into the activities supporting the achievement of objectives and decision-making process. The core function of risk management is to assist AMATA VN Group to meet its objectives.

Customized methodology has been introduced to avoid a one-dimensional view of risk and provide a consistent approach to risk issues.

The following factors are considered essential for the successful implementation of a risk management strategy:

1. Board and management understanding and commitment to risk management
2. Alignment to the organization's objectives
3. Embedded into day to day processes
4. Management of risk is an integrated way incorporating the 5 risks
5. Employees and management partnership in risk management processes with clear communication channels
6. Preventive maintenance risk management processes are applied to strategic and operational risks and the management of facilities, estates, and equipment
7. Structured mechanisms in place to monitor and review the effectiveness of risk management strategies, plans and processes
8. All incidents are immediately reported, categorized by their consequences and investigated to determine system failures, using the organization learning approach.
9. Systems of work are designed to reduce the likelihood of harm occurring
10. Safe systems of work are in place to ensure the safety of customers, staff, and the public.

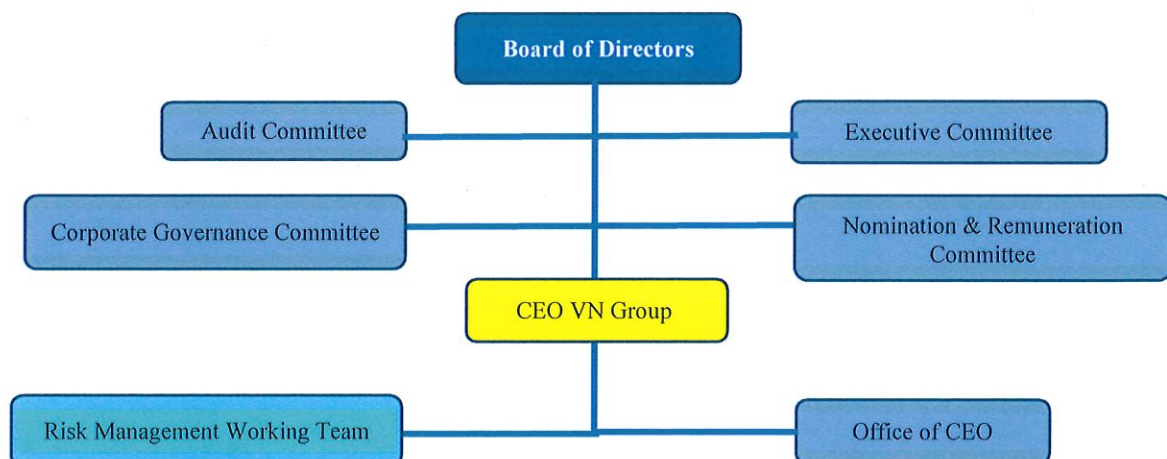
V. Promoting a Risk Management Culture

Amata VN Group is committed to ensuring sustainable business growth and transparency in all matters relating to management and legislative compliance. By this, we are dedicated to promoting a culture of Risk Management based on a practical application of best practice. Therefore, AMATA VN Group is obligated to establishing necessary structures, processes, training, information system, financial, other resources and communication mechanisms.

AMATA VN Group seeks the commitment of all staff in supporting this initiative. To achieve this objective, AMATA VN Group promotes an environment within which individuals/groups are encouraged to identify hazards and risks and report adverse events promptly within the framework of a positive and supportive culture which seeks to share blame fairly.

VI. Risk Management- Organization structure in AMATA VN Group

The following organization chart specifies where the Risk Management function sits in the context of the overall AMATA VN Group organization.



VII. Board of Directors monitoring and management of the risk environment

The Board of Directors of AMATA VN Group expects that a risk register be maintain which will allow for the capture of risk information from the bottom up within AMATA VN Group. The risk register will be the primary tool for risk tracking, containing the overall system of risks and the status of any risk mitigation actions.

The Board will also expect that an operational risk management approach which has been adopted for use by AMATA VN Group will adhere to the widely accepted standards or practices, such as COSO or the ISO 31000. Guidance on AMATA VN Group's risk assessment process is detailed in AMATA VN Group's Risk Assessment Tool and Guidance Document. The use of a consistent approach to risk management such as is described in these documents is essential to successfully embed risk management at all levels and areas within AMATA VN Group.

The Board of Directors will monitor and review AMATA VN Group's corporate risk register, which will be prepared by the Executive, on a quarterly basis. The Audit and Risk Management Working Team will accept or reject additional risks on the corporate risk register on behalf of the Board of Directors.

VIII. Risk Assessment Processes:

The Risk Management process outlines a standardized approach to the identification, analysis, evaluation, treatment, communication and monitoring of risk. All departments will use this standardized approach and record the outcome in a series of Risk Registers. These Risk Registers will be collated at key organizational levels allowing for risks to be managed at the most appropriate level in the organization e.g. Risks that fall outside the control of a line manager may be escalated to the appropriate level of management.

It is essential that action plans for the risk contained in the Risk Register are identified and an action person assigned. These Risk registers must be under active consideration and be the subject of regular review.

Appendix 1

Definitions

Risk: risk can be defined as the chance of something happening that will have an impact on the achievement of the organizational stated objectives or the effect of uncertainty on objectives (HSE 2008) or the effect of uncertainty on objectives (ISO 3100:2009)

Note 1: An effect is a deviation from the expected (can be positive or negative)

Note 2: Objectives can have different aspects (such as financial, health and safety, and environmental goals) and can apply at different levels (such as strategic, organization-wide, project, product and process).

Note 3: Risks may be categorized as:

- **Credit Risk**

Credit Risk is risk that counterpart fails to do what they commit to do (fail to perform)

- **Market Risk**

Market Risk is the potential loss of value in assets and liabilities due to changes in market variables (e.g. Interest, exchange rates, stock price, interest rate, financial instrument, or commodity prices).

If commodities that are easily replaced or substituted (competitor have ability to replace our product very quick), then we have very high market risk.

- **Funding Risk**

Funding Risk is risk relating to source of money or cashflow.

- **Operational Risk**

Operational risk is risk associated with failure in *internal* processes, people and systems.

Operational risk is related to employee errors, systems failures, technology or any events that disrupts business processes

- **Strategic Risk**

Strategic risk is problems incurred from *external forces*, such as political or economic event.

Risk management can be defined as coordinated activities to direct and control an organization with regard to risk.

Risk management process: The systematic application of management policies, procedures and practices to the activities of communicating, consulting, establishing the context, and identifying, analyzing, evaluating, treating, monitoring and reviewing risk.

Risk Assessment: the overall process of risk identification, risk analysis and risk evaluation

Risk Register: A risk register is a database of risks that face an organization at any one time, always changing to reflect the dynamic nature of risks and the organization's management of them. Its purpose is to help managers prioritize available resources to minimize risk and target improvements to best effect.

Hazard: Any process, substance or operation that has the potential to cause harm.

Monitor: Continual checking, supervising, critically observing or determining the status in order to identify change from the performance level required or expected.

Safety: the state of being safe, the condition of being protected against physical, social, spiritual, financial, political, emotional, occupational, psychological or other types or consequences of failure, damage, error, accidents, harm or any other event which could be considered not desirable.

Please be acknowledged and adhered to accordingly.

Announced on February 19, 2020



(Dr. Apichart Chinwanno)
Chairman

Anti-Corruption Policy

Amata VN Public Company Limited is well aware that corruption not only affects to the business operations but reputation and image of the Company. It is also a great obstacle to the sustainable growth of the organization and the development of the nation. Amata VN Public Company Limited, associated companies, subsidiaries and affiliates (the Company) are strictly adhere to relevant rules and regulations and adhere to conducting business with honesty, transparency, morality, ethics and responsibility to stakeholders along with the guidelines that are consistent with the principles of good corporate governance and the Company's business ethics which defines the scope of behavior standards that all employees of the company including Directors, Executives and Employees should act in business operations and performance as well as encouraging stakeholders throughout the supply chain to operate in the same direction to create a good business environment which is an important foundation for sustainable business operations.

To achieving such results in a tangible way, the Company therefore shows its intention to be a Collective Action Coalition against Corruption in Private Sector and cooperates with all sectors both domestically and internationally to create transparent, fair and against all forms of corruption (zero-tolerance) business standards by establishing an "Anti-Corruption Policy" as a guideline for all employees to adhere in the same way under the framework of ethics and honesty as well as relevant stakeholders to acknowledge the Company's intentions and business practices.

DEFINITION

Corruption refers to actions in various forms based on position unlawful or immoral duties and powers including both direct and indirect bribery. Whether in any form, such as accepting, demanding, soliciting, including giving, offering, promising to give property or benefit other government officers or private agencies together with the hope of persuading them to commit or omit certain acts that are unjustified by their duties in order to obtain the benefit of the business itself or those involved unfairly and cause damage to the interests of others. Unless in the case of laws, rules, regulations, local traditions or trade customs that allow this to be done.

Bribery refers to offering, promising, accepting or providing an incentive to commit an unlawful act, breach of business ethics, breach of trust or create an unfair advantage. In this regards, the incentives may be in the form of gifts, loans, fees, rewards or other benefits such as taxes, services, donations, contributions, etc.

Charitable Contribution refers to giving money, things or anything else of value to an entity or charitable organization, for the public without expecting a return.

Support refers to money, things or any other benefits given or received from customers, partners, business alliances with the purpose of business, brand, image or reputation of the Company.

Political Contributions refers to financial and non-monetary assistance and support to politicians, political parties or people related to politics such as money, workforces, places, equipment, other facilities, etc.

Gift refers to money, assets, things, services, privileges or any other benefits in both monetary and non-monetary forms that individuals give and/or receive on occasions in addition to salary, earnings and benefits from normal employment.

Conflict of Interest refers to situations or actions in which Directors, Executives or Employees demand personal benefits and those involved, whether by blood or any other means. which affects fair decision-making performing duties according to responsibilities and consider to the common interests of the Company.

Facilitating Payment refers to unofficial expenses paid to government officers, to speed up a process or spur action including enabling the payer to receive special privileges from superior service than others.

GUIDELINES

The Company's Directors, Executives and Employees are prohibited from soliciting, engaging in or accepting corruption in any country and all departments in both public and private sectors in which the company's business is involved, by jointly promoting the values of honesty and responsibility as corporate culture.

The Anti-corruption policy covers the company's operations in the following matters:

- 1) The Company conducts its business with integrity and transparency and not allow or accept bribes from any person both inside and outside. In this regard, to collaborate with government officers must be in accordance with the law, related policies and guidelines.
- 2) The Company complies with laws, rules, regulations, standards, policies and guidelines. including business ethics. It must not involve directly or indirectly in all forms of fraud and corruption (zero-tolerance).

- 3) The Company arranges regular assessment and management of corruption risks including creating guidelines for mitigating impacts consistent with the risks and in accordance with the internal control system.
- 4) The Company defines practical procedures, preventive measures and measures to prevent corruption in business operations that are comprehensive and sufficient for implementation.
- 5) The Company provides orientation and training for employees and relevant stakeholders to create knowledge and understanding about the policy, measures and procedures.
- 6) The Company defines a process for conducting ethics and supervising compliance with rules (Ethic & Compliance Program), internal control system and the internal audit process to meet the requirements of regulations and standards appropriately, sufficiency and consistency as well as covering the process of record data of financial, accounting, marketing, sales, purchasing, personnel management and other processes related to the operations of the Company.
- 7) The Company provides a reporting, monitoring and reviewing the effectiveness of anti-corruption policy implementation including urgent issues encountered regularly and in a timely manner with appropriate procedures and actions.
- 8) The Company provides channels and processes for receiving complaints or whistleblowing that are appropriate and safe for the Company's employees and stakeholders who wish to seek for advice, suggestions or complaints about corruption including measures to protect whistleblowers, complainants, witnesses and information reporters.
- 9) The Company provides communication and promote awareness of anti-fraud and corruption among employees, customers, and business partners, including subsidiaries, affiliates, other companies which the Company has control and business representatives as well as external stakeholders throughout the supply chain.
- 10) The Company supports exchange knowledge and experience, and cooperate with private sector organizations, government sector and civil society both domestically and internationally against corruption.
- 11) All employees operate without or allow others to use their authority in their position to claim, negotiate, contract or take any action directly or indirectly that leads to corruption.

Responsibilities

To ensure that the anti-corruption policy will be implemented throughout the organization and there is a clear oversight. The Company therefore defines the duties and responsibilities of persons or units within the organization as follows:

Board of Directors

- 1) Arrange anti-corruption policies and measures that suitable to the current environment and risk factors. It should be reviewed at least once a year.
- 2) Arrange to determine the scope of anti-corruption measures that are sufficient to support and supervise the Company to take action in the connection of such measures.
- 3) Supervise business operations to comply with laws, rules, regulations, policies and relevant guidelines as well as promoting the implementation of this policy in a concrete manner.
- 4) Encourage the Management to assess the risk of corruption and allocate resources to ensure the effectiveness of risk control appropriately and adequately.
- 5) Consider reports on the anti-corruption policies and measures implementation and provide useful suggestions to the Management for development and improvement.
- 6) Consider urgent issues related to corruption to supervise the operation in a timely manner.
- 7) Avoid any activity that might lead to that situation or any suggestions that will cause a violation of this policy.
- 8) Encourage and support the Management to be aware and emphasize the prevention of conflicts of interest and integrate into the corporate culture.

Audit Committee

- 1) Supervise and review the internal control system, internal audit and corruption risk assessment to be efficient and effective.

- 2) Consider reports on the implementation of anti-corruption policies and measures.
- 3) Consider urgent issues related to corruption to supervise the operation in a timely manner.
- 4) Provide channels and processes that is appropriate and safe for whistleblowing or receiving complaints, including protection measures for whistleblowers, complainants, witnesses and information reporters.

Corporate Governance Committee

- 1) Develop and improve anti-corruption policies and measures.
- 2) Encourage related parties to take action and comply with the scope of anti-corruption measures set by the Board of Directors.
- 3) Provide all parties with knowledge and advice on the correct, complete and clear anti-corruption policy and measures.

The Management

- 1) Provide procedures and anti-corruption measures that are in accordance with the policy, regulations and the laws of the country in which the business operates.
- 2) Setup an internal control system, internal audit including efficient and adequate risk management of anti-corruption.
- 3) Establish an organizational structure with roles and responsibilities clearly as well as allocate appropriate and sufficient resources to be effective in controlling the risk of corruption.
- 4) Propose urgent issues related to corruption (if any) to the Audit Committee and the Board of Directors.
- 5) Encourage subordinates at all levels aware to the importance of compliance with the anti-corruption policy and measures and integrate as a culture of anti-corruption in all forms.
- 6) Follow up, manage and encourage compliance with relevant laws, policies, measures and regulations.

- 7) Report the results of auditing compliance with the anti-corruption policy and measures to the Audit Committee. and the Board of Directors regularly acknowledge
- 8) Protect subordinates and relevant stakeholders who reject corruption even that action will cause the company to lose business opportunities.
- 9) Act as a good role model by avoiding any activity that could lead to a situation or any suggestions that will cause a policy violation.

Human Resources and Administration Department

- 1) Provide personnel management processes that reflect the Company's commitment to compliance with the anti-corruption policy and measures.
- 2) Communicate the anti-corruption policy and measures to relevant stakeholders thoroughly.
- 3) Follow up and file an Acknowledgment and comply with the anti-corruption measures Form signed by the Company's employees.

Internal Auditor / Compliance Unit

- 1) Assess and manage fraud and corruption risks as well as setup guidelines for prevention and mitigation for high-risk cases.
- 2) Define plans, procedures, and preventive measures related to corruption that covers to the process of reporting urgent issues to the Executives and the Board of Directors.
- 3) Setup a due diligence process for anti-fraud and corruption operations in projects and business activities for both the Company and stakeholders throughout the supply chain (supply chain due diligence) and business partners
- 4) Setup Ethic & Compliance Program procedures and internal controls that are appropriate and adequate to the risk of fraud and corruption that may occur.
- 5) Review the internal control system and internal auditing on corruption as well as inform and follow up with relevant agencies to make improvements regularly.
- 6) Collect and prepare reports on audit results and compliance with anti-corruption policies and measures to report to the Audit Committee.

- 7) Provide advice on anti-corruption policies and measures as well as coordinating or discussing with other departments that may be involved in providing accurate complete and clear advice.

Company Secretary

- 1) Coordinate and exchange knowledge with other departments to integrate and develop information with anti-corruption work.
- 2) Coordinate and communicate the scope of measures set by the Board of Directors for relevant departments to implement.
- 3) Provide information and advice on the anti-corruption policy and measures to the Board and appointed external experts.
- 4) Regularly arrange an agenda for considering the performance according to the anti-corruption policy and measures in the Board of Directors' meeting.

Chief Executive Officer

- 1) Promote and support anti-corruption policies.
- 2) Operate in good faith.
- 3) Avoid actions that may cause violations of the anti-corruption policy, business ethics and against the law.
- 4) Act as a good role model in compliance with policies, measures, principles of corporate governance and business ethics.
- 5) Raise awareness and foster a culture of anti-corruption by continuously communicating to employees at all levels and relevant stakeholders.

Employees

- 1) Learn and understand roles, duties and responsibilities of corruption risk management related to their work.
- 2) Investigate, prevent and report bribery and corruption behaviors.

- 3) Comply with the anti-corruption policy and measures, including principles of good corporate governance, business ethics and other related practices by avoiding any activity that may lead to that situation or any suggestions that would cause a violation of that policy

PRACTICAL MEASURES

The Anti-Corruption measures have been established as an important guideline to prevent potential corruption risks. The Company must conduct a review, check and evaluate the effectiveness of action measures. Directors, Executives and Employees of the Company must perform their duties with prudence and caution in the following issues:

- 1) Receiving and giving gifts, welcome service or other benefits

Receiving and giving gifts, welcome service, gratuities and hospitality or any other benefits are permitted in which the value of the gift or gratuities must not exceed the limits required by law in that country and inform the stakeholders of the practical measures as well as having regular control and inspection mechanisms. To accepting and giving gifts must have the following characteristics:

- 1.1) Proceed correctly, openly, transparently, not against moral principles and obey the law, the Company regulations, including government agencies, state enterprises and other related agencies.
- 1.2) Suitable for the situation, festivals and traditions events.
- 1.3) Does not used as an excuse or a means of corruption.
- 1.4) Does not cause conflicts between personal interests and the interests of the Company.
- 1.5) Does not accept or give gifts, welcome service or other benefits in the case that those actions will affect the operations of the Company.
- 1.6) A record or register must be prepared to control the receipt or giving of gifts by specifying the purpose and person's name agencies who received or giving gift, gift value and approver clearly.

2) Charitable Contribution and Support

Support money, charitable donations or all kinds of support money are considered as part of social contribution activities to enhance a good image and align to the Company's objectives which must be done transparently through defined process under a strict disbursement control. The donation and support must have the following characteristics:

- 2.1) Proceed correctly, openly, transparency, not contrary to moral principles and obey the law, the Company regulations, including government agencies State enterprises and other related agencies.
- 2.2) Consistent with social, community and environmental policies or activities to promote sustainable development of the Company or is an activity that benefits to the society.
- 2.3) Does not used as an excuse or a means of corruption.
- 2.4) There are no hidden objectives to gain an advantage or create incentives for business benefits.
- 2.5) Does not cause conflicts between personal interests and the interests of the Company.
- 2.6) Prepare a record for approval by specifying the purpose and person's name, organizations that receive donations or receive support clearly with relevant documents attached, to propose to the authorized person of the Company for approval before taking action.
- 2.7) Monitors whether donations or sponsorships are used for their intended purpose.

3) Political Contributions and Activity

The Company provides transparent and verifiable political support without discriminating against or giving wrongful benefits to political parties or persons. Any action in connection with political activities must have the following characteristics:

- 3.1) Conducting business with political neutrality and has no policy to provide political assistance or to act in a way that is aligned with any political party or group.

- 3.2) Promote personal rights and freedoms of employees in accordance with the constitution and other related laws.
- 3.3) Employees are prohibited from using the Company's property or providing services on behalf of the Company to support political activities or take any action which leads to the understanding that the Company be affiliated with or support a political party or any political group.
- 3.4) Provide a review and audit process for political contributions.
- 3.5) Prepare a record for approval by specifying the purpose and person's name, sponsored agencies clearly with relevant documents attached, to propose to the authorized person of the Company for approval before taking action.

4) Facilitating Payment

The Company does not have a policy to pay facilitation payments and does not accept any action in exchange for facilitation or creating an unfair advantage in business operations by doing the following:

- 4.1) Does not pay for convenience either directly or indirectly, or traditional payment or payment through other people, especially the payment to facilitate government officers.
- 4.2) Avoid or does not open for the opportunity to fall in a situation of facilitation payment.
- 4.3) Define procedures for approval and verification of facilitation payments.
- 4.4) Inform the supervisor when being asked for a facilitation payment to jointly find a solution.

5) Employment of government officers (Revolving Door)

The Company must provide guidelines for auditing employment to prevent appointment or hiring Government officers of Thailand or any country that the Company operate its business that may lead to conflicts of interest and create fraud and corruption risks, by doing the following:

- 5.1) Does not appoint or hire Government officers of Thailand or any country that the Company operate its business who are still in position, except state enterprises that have requirements from agencies to be able to have representatives from state enterprises to work in the organization. Unless there is a reasonable cause.
- 5.2) Appointing or hiring former Government officers of Thailand or any country that the Company operate its business who retired for not less than 2 years. Unless there is a reasonable cause.
- 5.3) Provide a due diligence process for the person whom the Company will nominate to be a Directors, consultants and Executives of the Company as well as establishing guidelines to prevent conflicts of interest.
- 5.4) Establish appropriate hiring criteria including measures to disclose names and backgrounds of persons who are former government officers to be appointed or employed as personnel of the Company.

6) Recording and preservation process

Recording process and maintain the accounting and financial information of the Company must be accurate, complete, transparent and verifiable, with an internal control system and internal auditing that is efficient and reliable under the supervision of the Audit Committee. The guidelines for recording and keeping information will be in accordance with the code of conduct and corporate governance policies, relevant announcements, regulations and policies.

7) Human Resource Management

Provide a human resource management process that reflects the commitment to the implementation of the anti-corruption policy and measures which covering to recruitment, selection, training, performance appraisal, transfer, promotion, compensation and benefits in various forms, termination of employment and retirement.

8) Communication and Training

8.1) Communication

8.1.1 Arrange for the communication of anti-corruption policies and measures to those involved in acknowledgment, consisting of Directors, Executives, Employees, subsidiaries, associated companies, other companies which the Company has control, business representatives and trading partners as well as evaluating the effectiveness and integrate the results to improve continuously.

8.1.2 Arrange for the communication of penalties in case that non-compliance with the anti-corruption policy and measures, including communicating the policy on not demoting, penalizing, or giving negative effects to Directors, Executives, and Employees who reject corruption even such actions will cause the Company to lose business opportunities to Directors, Executives and Employees.

8.1.3 Arrange disclosure of information about anti-corruption policies and measures to a public.

In this regard, to prepare or revise relevant policies and measures, there must be communication and disclosure of information through appropriate communication channels such as letters, e-mail, websites, publications, publicity plaques, etc.

8.2) Training

8.2.1 Provide orientation and training on anti-corruption policies and measures for Directors, Executives and Employees at all levels regularly.

8.2.2 Encourage Directors and Executives to participate in raising awareness among Employees to be a good role model in compliance with the anti-corruption policy and measures.

8.3) Getting Advice

In case that Directors, Executives, Employees or stakeholders have queries about the anti-corruption policy and measures. They can inquire or obtain preliminary advice via:

- Company Secretary and Legal Department

telephone: (02) 792-0000

Tel: (02) 792-0000

Email: cs@amata.com

post office: Company Secretary and Legal Department
Amata VN Public Company Limited
2126 Kromadit Building, 2nd floor
New Phetchaburi Road, Huai Khwang District
Bangkok 10310

PENALTY

Anti-corruption Policy consider to be a part of work discipline. Directors, Executives and Employees who fail to comply will be investigated and subject to disciplinary action in accordance with the Company's regulations, charter and related laws. This may include termination of employment. In the event of an investigation, all employees must cooperate fully with internal and external agencies.

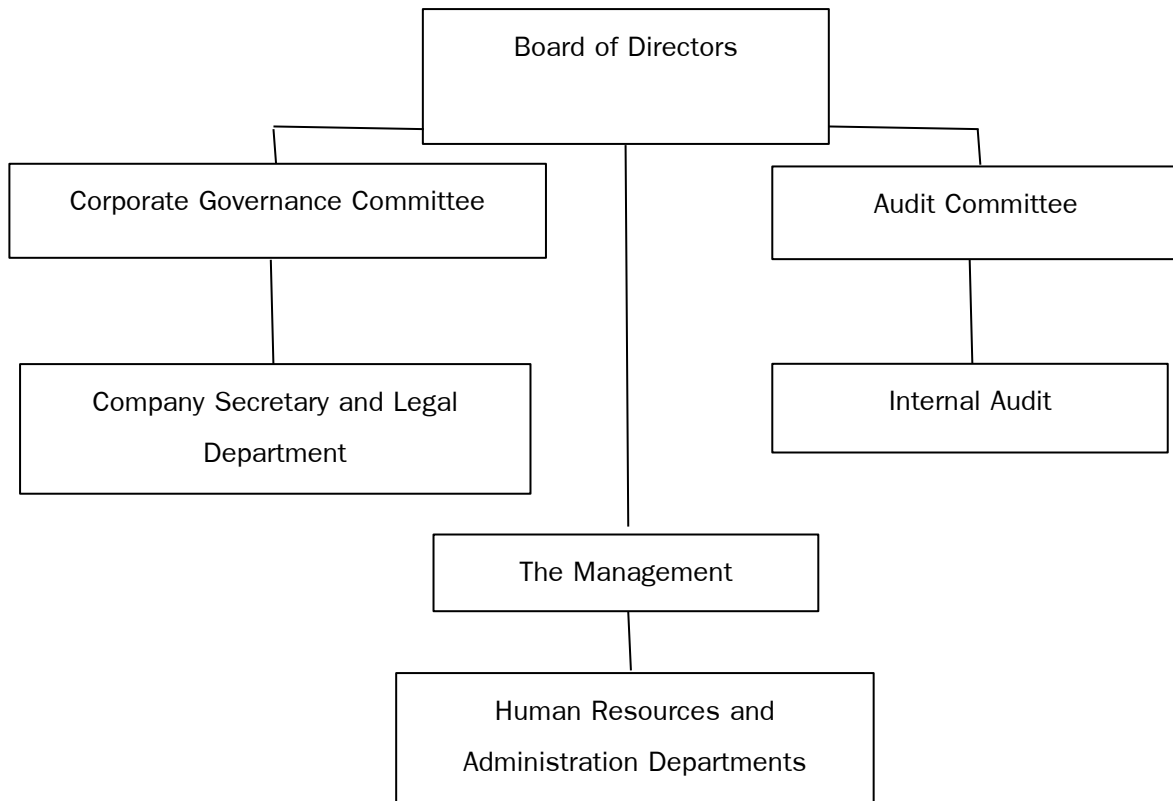
In the same time, the company will not demote, penalize or have a negative effect on the Director, Executives and Employees who refuse to act with the intention of violating this policy even if that action will cause the company to lose business opportunities.

It is hereby announced for acknowledgment and general practice.

Announced on 11 September 2023

(Dr. Apichart Chinwanno)
Chairman

ANTI-CORRUPTION RESPONSIBILITY STRUCTURE



SCOPE OF APPLICATION

Scope of this policy application shall apply to all Directors, Executives and Employees of the Company.

IMPLEMENTATION OF MEASURES BY INDIVIDUALS AND RELATED COMPANIES

Amata VN Public Company Limited encourages subsidiaries, associated companies, affiliates Joint Ventures, Joint Ventures and Business Partners to implement the Anti-Corruption Policy as a Guideline.

Whistle Blowing Policy

Amata VN Public Company Limited, associated companies, subsidiaries and affiliates (the Company) are well aware that providing channels for complaints and listening to opinions helps employees and stakeholders participate in improvement and development of the Company operation. It is also an important mechanism to prevent fraud and corruption effectively. The Company is committed to conducting business honestly, transparently and treating stakeholders fairly, thus creating this policy to allow stakeholders both inside and outside the organization to report or provide information about the Company's business operations that may lead to the risk of unlawful acts, regulations, policies, principles of corporate governance and business ethics of the Company. It is also an important mechanism for surveilling, monitoring and improving operational efficiency to build confidence and trust among stakeholders.

DEFINITION

Whistleblowing or Complaints refers to the disclosure, reporting or provision of information and evidence by a person in good faith concerning illegal, irregular, dangerous, or unethical practices and the Company's Code of Conduct.

Whistleblower or Complainant refers to Directors, Executives and Employees of the Company including other stakeholders who disclose information, make complaints or report clues in good faith about misconduct or acts that violate laws, regulations, policies and the Company's Code of Conduct.

Respondent or Accused refers to Directors, Executives and Employees of the Company who receive complaints or whistleblowing with evidence pointing out that they committed an offense or behaved that violates laws, regulations, policies and the Company's Code of Conduct.

GUIDELINES

Scope of whistleblowing

Directors, Executives, Employees, partners, alliances and stakeholders ("Complainant" or "Whistleblower") can file a complaint about wrongdoing or acts that violate the law, regulations and business ethics of the Company through the whistleblowing channels specified on various issues as follows:

- (1) Any action that is seeking for benefits that should not be legitimate which includes embezzlement, corruption and bribery.
- (2) Fraudulent behavior or finishing financial statements intentionally to deceiving others by displaying false statements or conceal the true message which should have been told.
- (3) Behavior related to transactions that violate laws, rules and regulations of the Company and business ethics.
- (4) Suspicious activities related to money laundering, accounting, finance, procurement or any misconduct that results in damage to the Company's property and reputation.
- (5) Actions that are in conflict with the Company's interests.
- (6) Behavior related to discrimination violation of human rights, unethical or immoral.

Methods for reporting clues or complaints

Complainants or whistleblowers wishing to report clues or complain about misconduct as specified in the scope of whistleblowing above with good faith intentions can be done by doing the following:

- (1) Inform the name, address and contact details of the complainant or whistleblower.
- (2) State the name of the offender and details of the offense together with evidence that is sufficient for examination (if any) according to the whistleblowing form attached to this policy.
- (3) Complainants or whistleblowers can choose to remain anonymous and not disclose contact information in case that they may have self-impact. In this regard, the complainant or whistleblower must present reasons and reliable evidence regarding the impact that will occur.

Company whistleblowing channels

The Company provides independent channels for complaints or whistleblowing which is secure and easily accessible to both internal and external stakeholders. In this regard, complainants or whistleblowers can report clues or file complaints through the following channels:

- Chairman of the Board of Directors
telephone: (02) 792-0000
Email: whistleblowing@amata.com
post office: Chairman of the Board
Amata VN Public Company Limited
PO Box 7, Monterey Tower Post Office, Bangkok 10310

- Chairman of the Audit Committee
telephone: (02) 792-0000
Email: whistleblowing@amata.com
post office: Chairman of the Audit Committee
Amata VN Public Company Limited
PO Box 7, Monterey Tower Post Office, Bangkok 10310

- Chairman of the Corporate Governance Committee
telephone: (02) 792-0000
Email: whistleblowing@amata.com
post office: Chairman of the Corporate Governance Committee
Amata VN Public Company Limited
PO Box 7, Monterey Tower Post Office, Bangkok 10310

- Chief Executive Officer
telephone: (02) 792-0000
Email: whistleblowing@amata.com
post office: Chief Executive Officer
Amata VN Public Company Limited
PO Box 7, Monterey Tower Post Office, Bangkok 10310

- Company Secretary
telephone: (02) 792-0000
Email: cs@amata.com
post office: Company Secretary
Amata VN Public Company Limited
PO Box 7, Monterey Tower Post Office, Bangkok 10310

Applicable procedures

The Company has set up specific applicable procedures to be undertaken in the event that any complaint or reports are received, as follows:

- 1) Complaint recipient is required to forward the information received to the coordinator, namely, the Head of the Compliance unit or Head of the Human Resources department to gathering the fact, process and filter information including consider the evidence documents and the severity or damage of the complained matter. In the case where the coordinator considers that complaints have well-grounds, they must be reported to the Audit Committee and proposed to the Corporate Governance Committee for acknowledgement.
- 2) The Audit Committee appoints a fact-finding working group to draw conclusions. In this regard, the fact-finding working group must not have any interest in the complaint.
- 3) In the case of executive level, supervisor level or department level and above including Chief Executive Officer or Director of the company being a respondent. The Board of Directors will appoint an investigation committee to act as appropriate.

Timeline for undertaking investigation

- 1) Complaint recipients must collect information and submit complaints to the coordinator within 3 working days from the date of complaint receipt.
- 2) The coordinator must consider and report the results within 3 working days and present to the Audit Committee or the Board of Directors for approval to appoint an investigation committee to consider and summarize the complaint within 60 working days from the starts of investigation.
- 3) In the event that the investigation has not yet been completed, the investigation committee request for an extension for its ongoing investigations from the Audit Committee.

Investigating the facts

- 1) Define investigation guidelines and conduct investigations with transparency, impartially and fairly without interference by anyone.

- 2) Collect evidence, filter the information and review documents to understand the facts. In the event that additional relevant information is required, the written consent of the complainant must be obtained.
- 3) Conduct investigations with objectivity and without prejudice including consider of the interests and reputation of the Accused, Complainant and the Company.

Judgement

Execute judgments with fairness, transparency and without prejudice. In this regard, after the decision, the guidelines are required as follows.

- 1) In the case that the complaint is examined and determined to be unfounded, the party or the accused has the right to choose to have the decision disclosed.
- 2) In the case that the complaint has been investigated and determined that the complaint is true. The investigation committee can resolve to punish the complainant and impose punishment as it deems appropriate.

Summarizing and reporting results

- 1) The coordinator collects and prepares a report to summarize the results of the complaints that have been settled and/or in the progress of investigating reports to whistleblowers, respondent, the Audit Committee or the Board of Directors and related parties continuously informed.
- 2) The coordinator gathers statistic information by clearly separating the issues of corruption and regularly report all complaint handling results to the Corporate Governance Committee or the Board of Directors or when there is an urgent case that must be reported immediately.
- 3) Disclosure information or results of whistleblowing or complaints to external stakeholders in the annual report or any other report must be approved by senior management or the Board of Directors

Protection measures to protect those who inform or provide clues

- 1) The Company provides protection and protect whistleblowers or complainants from being intimidated threatened or retaliated by any means unfairly.

- 2) The Company will not disclose the name or any other information that can identify the identity of the whistleblower or complainant including details of clues or facts of the incident to other people who are not involved unless it is a legal disclosure only.
- 3) The Company has guidelines for keeping information related to complaints and personal information to be kept confidential in both during and after the investigation.
- 4) The company will not terminate employment, suspend work, change job position, job description, change workplace or take disciplinary action against employees who inform, complain or report information without intention to provide false information.
- 5) Complainant or whistleblower can choose to remain anonymous in the case that the disclosure may cause damage to themselves. In this regard, the complainant or whistleblower must specify details, facts or evidence that convince and reasonable. However, to disclose the information will allow the Company to report progress or alleviate damage more quickly and conveniently.
- 6) In the event that the complainants feel unsafe or damage may occur, the complainants can request the Company to set up appropriate protection.
- 7) The Company will mitigate damages to whistleblowers, affected persons or accused persons who are later proved innocent through appropriate and fair means.

Protection of the complainant

The company is fair and responsible to the complainant in which the information about the complainant will be kept confidential and will not be disclosed to anyone ahead of time in both during and after the investigation unless it is a legal disclosure. The investigation committee will give the accused an opportunity to clarify or appeal before making a decision on the complaint.

Giving clues or making false complaints

Complainants or whistleblowers who knowingly false disclose information with dishonest intentions to report and/or later proved to be an act with malicious intent, intentional damage to the complainant. In the case of employees, they will be subject to disciplinary action according to the Company's work regulations or as the Company deems appropriate. This may include legal action. In the case of outsiders which causes damage to the Company or tarnish its reputation. The Company will consider prosecuting according to the law.

Sentencing

In the case that investigation results found that the accused is actually guilty or whistleblowers deliberately submit false statements. The coordinator shall present the matter together with opinions and determine guidelines for disciplinary action and prosecution according to relevant laws or as the Company deems appropriate and proposed to the authorized person for consideration and further action. In the case that the complainant uses influence or searches for information to seek for the identity of the whistleblower or take any other forms of retaliation. The Company may consider disciplinary action. This may include termination of employment against the respondent.

RESPONSIBILITIES

To ensure that this policy will be implemented throughout the organization and there is a clear oversight. The Company therefore defines the duties and responsibilities of persons or units within the organization as follows:

Board of Directors

- 1) Arrange whistleblowing policy that is appropriate to the business context and risk factors. It should be reviewed at least once a year or when there is an appropriate case.
- 2) Supervise business operations to comply with laws, rules, regulations, policies and relevant guidelines as well as promoting the implementation of this policy in a concrete manner.
- 3) Approve the operational process, channels for receiving complaints and protection measures for whistleblowers or complainants including disclose the result to the Company's stakeholders on a regular basis.

The Management

- 1) Provide a process procedures and channels for receiving complaints including protection measures for whistleblowers, complainants, witnesses and information reporters as appropriate and in accordance with the policy regulations and the laws of the country in which the business operates.

- 2) Establish an organizational structure with roles and responsibilities clearly as well as allocate appropriate and sufficient resources.
- 3) Setup an internal control system, internal audit including transparent, efficient and adequate risk management of whistleblowing.
- 4) Communicate policies and measures including processes and channels for whistleblowing and receiving complaints to raise awareness among internal and external stakeholders.
- 5) Follow up, manage and encourage compliance with relevant laws, policies, measures and regulations as well as develop and improve guidelines to be more efficient.
- 6) Consider reporting the performance according to the policy before propose to the Board of Directors.

Related persons or entities

- 1) Define procedures related to receiving complaints and complaints management including protection measures for whistleblowers, complainants, witnesses and information reporters.
- 2) Define procedures and controls to prevent all forms of retaliation against whistleblowers or complainants who report potential misconduct including guidelines for appropriate remedies for the affected.
- 3) Define a process for disclosure and reporting of whistleblowing information and complaints management.
- 4) Assess and manage the risks related to complaints effectively.
- 5) Develop and review the internal control system, risk management and the audit process to investigate any policy violations to be efficient and concise including inform and follow up with relevant agencies to make improvements regularly.
- 6) Collect facts, process, filter information, investigate, review and make fair decisions as well as collect reports of complaints, manage and disclose information on complaints in accordance with regulatory requirements.
- 7) Coordinate and integrate cooperation with relevant departments to jointly define measures, management, mechanisms of control and solving problems.

- 8) Continuously communicate and raise awareness about whistleblowing among employees and relevant stakeholders.
- 9) Provide advice on preliminary policies including coordinating or discussing with other departments involved in providing advice accurate, complete and clear.
- 10) Report the results of policy implementation to the Board of Directors, Executives or relevant departments.
- 11) Review the whistleblowing policy to comply with the law, related regulations and guidelines.

Employee

- 1) Learn, understand and comply with relevant laws, rules, regulations, policies and standards.
- 2) Report information or complaints through the Company's whistleblowing channels when witness any committing an offense or committing an act that violates this policy.

COMMUNICATION and TRAINING

The Company arranges for communication of the whistleblowing policy through training, orientation, meetings or activities in various forms that are appropriate for Directors, Executives, Employees, subsidiaries, associated companies, other companies in which the Company has control, business agents and partners including relevant stakeholders to acknowledge as well as assessing the effectiveness and continually improving.

PENALTY

Whistleblowing Policy consider to be a part of work discipline. Directors, Executives and Employees who fail to comply will be investigated and subject to disciplinary action in accordance with the Company's regulations, charter and related laws. This may include termination of employment. In the event of an investigation, all employees must cooperate fully with internal and external agencies.

In the same time, the company will not demote, penalize or have a negative effect on the Director, Executives and Employees who refuse to act with the intention of violating this policy even if that action will cause the company to lose business opportunities.

It is hereby announced for acknowledgment and general practice.

Announced on 11 September 2023

(Dr. Apichart Chinwanno)

Chairman

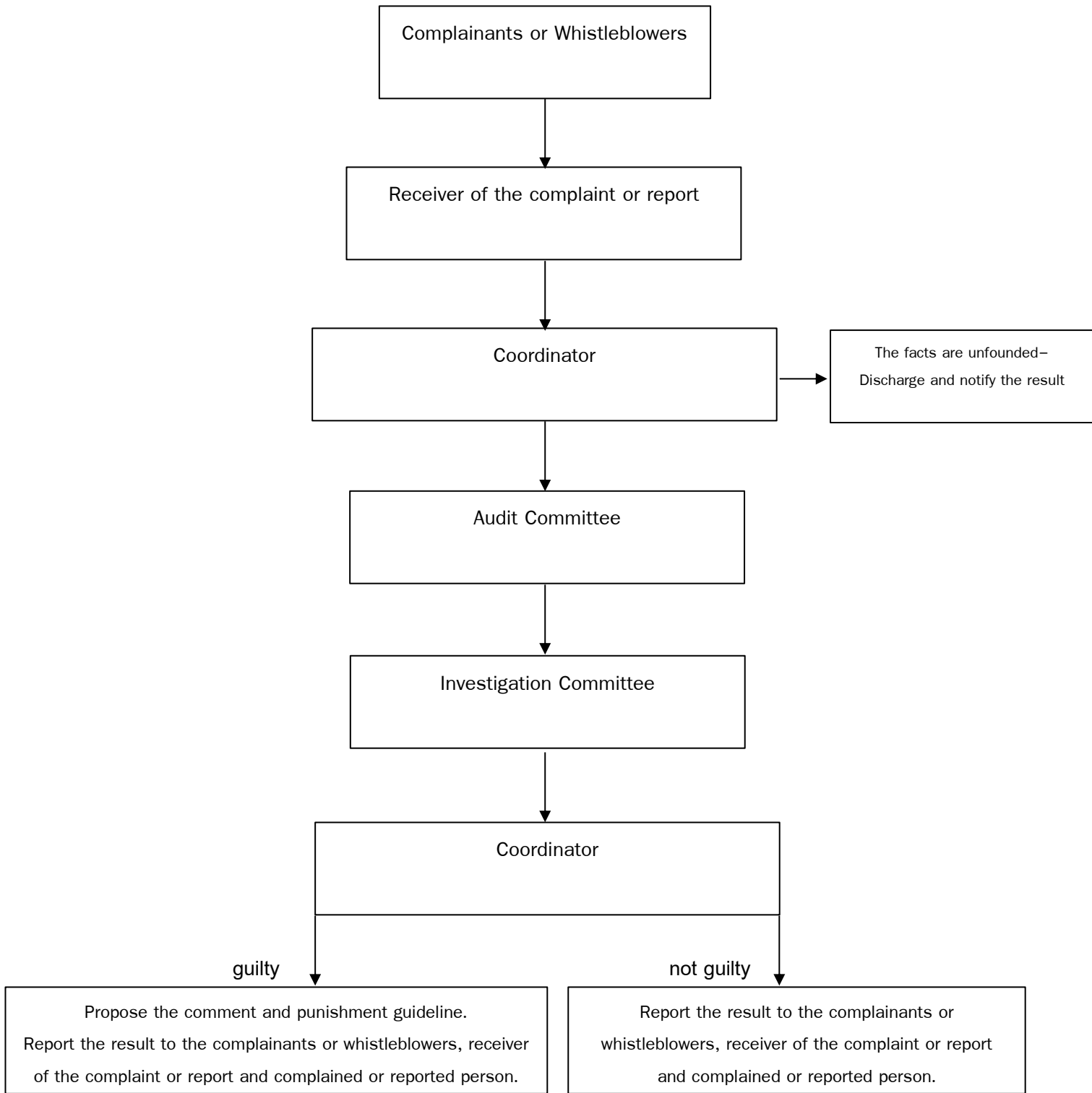
Whistle Blowing Form

Name-surname of the whistleblower	
Department	
Email	
Telephone	
Date of occurrence or receive information	
Location of the event	
Related department	
Associated person's name	
Event details	

NOTE

- In the case that the Company considers that the complaint has sufficient grounds, the complainants or whistleblowers will be contacted by the coordinator to inform the progress within the period specified in the whistleblowing policy.
- Those who choose to make complaints anonymously or not disclose the phone number will not be contacted back.
- Those who misrepresent or deliberately cause damage to others' reputation and credibility will be subject to disciplinary action and prosecution.

DIAGRAM OF WHISTLEBLOWING PROCEDURE



Conflict of Interest Policy

Amata VN Public Company Limited, associated companies, subsidiaries and affiliates (the Company) are well aware that entering into the Company's business with connected persons may cause conflicts of interest. The Company is committed to conducting business with honesty, transparency and fairness to all stakeholders equally in accordance with the principles of good corporate governance and business ethics. To create added value and maintain maximum benefits for the organization in the long run to achieve such objectives Companies should consider conducting transactions based on the following principles:

1. It is a transaction that has passed a transparent approval process by directors and executives with responsibility, caution and honesty where stakeholders do not participate in decision-making.
2. It is a transaction made for the benefit of the Company as if it were a transaction with a third party.
3. There is a tracking and auditing system to ensure that transactions are done according to the correct procedures.

DEFINITION

Holding of securities means holding rights in securities, convertible securities and derivatives according to the announcement of the Securities and Exchange Commission.

Conflict of interest refers to situations or actions in which directors, executives or employees have personal interests and those involved that affect to fair decision making, performing duties according to responsibilities and taking into common interests of the Company which can be divided into 9 forms as follows;

1. *Accepting Benefits* refers to receiving property, gift, premium, price reduction, entertainment, services, or other things of the same nature in which the receiving of improper benefits will affect to the decisions made by employees.

2. *Self-Dealing or Contract* refers to employees who have decision-making power to involve in the contract made with the agency they are affiliated with, by virtue of position and role, causing the affiliated agency to agree in contract to sell or hire from their own companies, relatives or associates.
3. Working after retirement or retirement (*Post-Employment*) refers to employees who resign from the company or retire to work in other competitor companies that operate the same business or related to the former agency that they had the power to control, supervise, by using their influence, relationship, or information to seek benefits for themselves.
4. Special work (*Outside Employment of Moonlighting*) can be referred to many circumstances, such as an employee setting up a company to conduct competitive business.
5. *Inside information* refers to a situation in which company employees take advantage of their knowledge of information within a department or organization and use that information to benefit themselves and their peers.
6. *Using your employer's property for private advantage* refers to employees who use company assets for their own benefit and their associates or use it for subordinates to do personal work.
7. *Pork bellling* refers to senior management approves a company's social responsibility or public interest project to be held in their own area or hometown for political gain or the use of the Company's budget or items to distribute or subsidize to campaign for oneself.
8. The use of position to seek benefits for relatives or associates (*Nepotism*), or patronage, refers to the use of influence or authority by employees under their affiliation to enter into contracts or offer benefits to their own companies or their associates.
9. The use of influence to affect decision-making of employees or other departments (*Influence*) for the benefit of oneself or their associates, for instance, executives use their positions and powers to pressure and intimidate subordinates to stop auditing their company or their associates.

Connected Person / Related Person refers to Persons that may cause the Company's directors or executives to have conflicts of interest and affect fair decision-making in business operations whether for the benefit of that person or the best interest of the company as follows.

1. Director, Executive, Major shareholder, person having a controlling power over the Company, persons who will be nominated as directors or executives or controlling persons including related persons and close relatives of such persons.
2. Any legal entities in which the majority shareholders or persons having a controlling power fall into the category of persons as described in (1) above.
3. Any person whose behavior can be identified as acting on behalf of or under the influence of persons as described in (1) and (2) above.
4. Directors of any legal entities having a controlling power over the Company's businesses.
5. Spouse, child/children or adopted child/children, who are not yet of legal age, of the Directors as described in (4) above.
6. Any legal entities over which businesses those described in (4) and (5) have a controlling power.
7. Any person acting with the understanding or agreement that should the Company proceed with such transactions that provides financial benefits to such person, the following persons will receive financial benefits:
 - 7.1 Directors of the Company,
 - 7.2 Executives of the Company,
 - 7.3 Persons who having a controlling power over the Company's businesses,
 - 7.4 Directors of those parties who having a controlling power over the Company's businesses,
 - 7.5 Spouse, child/children or adopted child/children of the person as described in 7.1 to 7.4 above.

Personal interest refers to benefits in various forms in both monetary and non-monetary, that make the beneficiary party satisfied.

Executive refers to Chief Executive Officer or the first 4 executive positions after the Chief Executive Officer and all 4th equivalent positions, including positions in accounting or finance at the level of department manager or equivalent.

Major Shareholders refers to a shareholder, directly or indirectly, in any juristic person in excess of 10 percent of the voting shares of that juristic person.

Connected transaction refers to a transaction between the Company and the Company's connected person which is divided into 4 types as follows;

1. Normal business transactions are trading transactions relating to assets/services that are normal transactions of the Company, routinely performed and accordance to general trading conditions, such as trading of products, purchasing raw materials, providing services, etc.
2. Transactions relating to other assets or services.
3. Items of financial assistance to the Company, such as working capital in the form of loans collateral lending, etc., in which the Company must receive returns such as interest at market rates.
4. Connected transactions other than items in 1 to 3.

Business opportunity refers to a situation or environment conducive to the creation and conduct of business activities in order to seek benefits, profits or business competitive advantages.

GUIDELINES

Directors, executives or employees must perform their duties carefully, honest and independent, comply with relevant laws, rules, regulations, criteria, policies and guidelines under the principles of good corporate governance and business ethics, consider for the best interests of the company to prevent conflicts of interest that may arise. The Company, therefore, sets the guidelines as follows.

1. Directors, Executives and Employees must not use personal needs and/or related persons to influence decision-making in the Company's operations.
2. Directors, Executives and Employees must not demand personally receive and/or offer money, property or any other remuneration from any person in connection with their work on behalf of the Company.

3. Directors, Executives and Employees must not use influence or their authority including allowing others to use or claim the power of their positions to seek benefits from the company.
4. Directors, Executives and Employees must not use their positions or authority influencing the decisions of employees or other departments for the benefit of themselves or those involved.
5. Directors, Executives and Employees must do not use the property and workforce of the Company including business opportunities to seek for personal benefits and/or those involved.
6. Directors, Executives and Employees must not bring confidential documents or insider information of the Company to disclose or use for personal benefit and/or related persons in both during the performance of duties and after leaving the position.
7. Directors, Executives and Employees must not express opinions or take any action that may affect the reputation and operations of the Company to third parties or the press whereby they have no authority in that matter.
8. Directors, Executives and Employees must work full-time according to the company's regulations. Doing any personal business must not affect the duties and working hours of the company.
9. Directors, Executives and Employees must not operate any business that may cause conflicts of interest or engage in a business that competes with the Company unless they are companies in the same group.
10. Directors, Executives and Employees should avoid or refrain from trading the securities of the Company and companies in the group during the period specified by the regulatory authority or when significant information that may affect the price of securities is known.
11. Directors, Executives and Employees must treat customers, business partners or competitors with equality, fairness and not favoring contract parties or competitors that will causing damage to the Company.
12. Directors or senior executives of the Company can hold directorship positions in other companies but must not affect the performance of their duties. In this regard, the

directorship must be reported and approved by the top management and/or the Board of Directors.

13. To enter into a connected transaction, it must be done in the same practice of making a transaction with a third party (arm's length basis) under general trading conditions and as a normal business transaction. In the case that it is not a normal business transaction, the Audit Committee is responsible for approving and complying with the rules set by the regulatory agency.
14. Directors, Executives and Employees must not engage in transactions with counterparties that are related to themselves and those involved even if it is for the benefit of the company.
15. Directors, Executives and Employees who have interests in which may affect to independent decision making should refrain from attending the meeting and voting on that agenda by informing the meeting in advance and record in the minutes of the meeting.
16. Directors, Executives and Employees must completely disclose their own interests and those involved that may lead to conflicts of interest in details annually or every time they change.

RESPONSIBILITIES

To ensure that this policy will be implemented throughout the organization and there is a clear oversight. The Company therefore defines the duties and responsibilities of persons or units within the organization as follows:

Board of Directors

- 1) Arrange conflict of interest policy that is appropriate to the business context and risk factors. It should be reviewed at least once a year or when there is an appropriate case.
- 2) Supervise business operations to comply with laws, rules, regulations, policies and relevant guidelines as well as promoting the implementation of this policy in a concrete manner.

- 3) Avoid any activity that might lead to that situation or any suggestions that will cause a violation of this policy.
- 4) Encourage and support the Management to be aware and emphasize the prevention of conflicts of interest and integrate into the corporate culture.

Audit Committee

- 1) Supervise and review connected transactions or significant transactions between the Company.
- 2) Consider the disclosure of the Company's information in case of connected transactions or transactions that may cause conflicts of interest to ensure accuracy and completeness.

The Management

- 1) Provide procedure criteria and prevention measure that are appropriate for each company's context as well as comply to policy, regulations and the laws of the country in which the business operates.
- 2) Establish an organizational structure with roles and responsibilities clearly as well as allocate appropriate and sufficient resources.
- 3) Setup an internal control system, internal audit including efficient and adequate risk management of conflicts of interest.
- 4) Act as a good role model by avoiding any activity that could lead to a situation or any suggestions that will cause a policy violation.
- 5) Encourage subordinates at all levels to be aware of the importance of policy compliance and integrate into the corporate culture.
- 6) Follow up, manage and encourage compliance with relevant laws, policies, measures and regulations as well as develop and improve guidelines to be more efficient.
- 7) Consider reporting the performance according to the policy before propose to the Board of Directors.
- 8) Provide channels for whistleblowing about conflicts of interest including protection measures for whistleblowers, complainants, witnesses and information reporters.

Related persons or entities

- 1) Define procedures to deal with conflicts of interest including measures to prevent conflicts of interest that may occur.
- 2) Define a clear process for disclosure and reporting of conflicts of interest.
- 3) Assess and manage the risk of conflict of interest and setup guidelines for preventing and mitigating impacts.
- 4) Develop and review the internal control system, risk management and the audit process to investigate any policy violations to be efficient and concise including inform and follow up with relevant agencies to make improvements regularly.
- 5) Collect and file conflicts of interest reports as well as manage and disclose conflicts of interest information in accordance with regulatory requirements.
- 6) Coordinate and integrate cooperation with relevant departments to jointly define measures, management, mechanisms of control and solving problems.
- 7) Continuously communicate and raise awareness about conflicts of interest among employees and relevant stakeholders.
- 8) Provide advice on preliminary policies including coordinating or discussing with other departments involved in providing advice accurate, complete and clear.
- 9) Report the results of policy implementation to the Board of Directors, Executives or relevant departments.
- 10) Review the conflict of interest policy to comply with the law, related regulations and guidelines.

Employee

- 1) Learn, understand and comply with relevant laws, rules, regulations, policies and standards.
- 2) Prepare conflict of interest disclosure report to supervisors in hierarchical order and deliver to the Chief Executive Officer.
- 3) Report information or complaints through the Company's whistleblowing channels when witness any committing an offense or committing an act that violates this policy.

COMMUNICATION and TRAINING

The Company arranges for communication of the conflict of interest policy through training, orientation, meetings or activities in various forms that are appropriate for Directors, Executives, Employees, subsidiaries, associated companies, other companies in which the Company has control, business agents and partners including relevant stakeholders to acknowledge as well as assessing the effectiveness and continually improving.

WHISTLEBLOWING

Any witnesses on action that is considered a violation of this policy shall report complain or giving clues in which the procedure is in accordance with the whistleblowing policy. However, complainants or whistleblowers will be protected and their information will be kept confidential without affecting the position and compensation in both during the investigation and after the completion of the process.

PENALTY

Conflict of Interest Policy consider to be a part of work discipline. Directors, Executives and Employees who fail to comply will be investigated and subject to disciplinary action in accordance with the Company's regulations, charter and related laws. This may include termination of employment. In the event of an investigation, all employees must cooperate fully with internal and external agencies.

In the same time, the company will not demote, penalize or have a negative effect on the Director, Executives and Employees who refuse to act with the intention of violating this policy even if that action will cause the company to lose business opportunities.

It is hereby announced for acknowledgment and general practice.

Announced on 11 September 2023

(Dr. Apichart Chinwanno)
Chairman

Dividend Payment Policy

Amata VN Public Company Limited intends to pay the dividend not less than 40% of net profits after tax and legal reserves of unconsolidated financial statement. However, the Board of Directors will make decisions regarding dividend payment for the greatest benefits of the shareholders. To illustrate, retaining profits for the purpose of future capital expansion, debt repayment or working capital management may be more preferable to dividend payment in some cases.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

Sustainable Development Policy

AMATA VN Public Company Limited is committed to developing its business and socio-economy simultaneously while coexisting between the industries and the surrounding communities on the basis of natural resources and environmental preservation. Therefore, the Company has been operating strictly according to the "ALL WIN" philosophy which recognizes the importance of all stakeholders in its value chain. The Company has been driving its sustainable development by integrating sustainable management approaches into its business strategies and operations in order to effectively respond to stakeholders' expectations and the material topics in economic, social and environmental aspects and also support the United Nations Sustainable Development Goals (UN SDGs). This will lead to changes in policies, management standards or additional practices, as well as, creating innovative processes or new businesses in order to enhance its sustainability and maximize long-term value for all stakeholders.

The Company's "ALL WIN" philosophy is the foundation for stable and sustainable growth. Therefore, the "Sustainable Development Policy" were defined for the Company and its subsidiaries as follows:

1. Increase in business value through innovation and quality

Focus on enhancing and developing work processes and services. Promote innovation and new business developments which would add more value to the organization and stakeholders. Develop innovation alongside with suppliers and business partners.

2. Being accountable to all stakeholders

Conduct business by minimizing or creating the least negative impacts, both directly and indirectly, to the stakeholders. Commit to managing all aspects of risks in compliance with international standard. Provide knowledge and skills development that support sustainable business operations to employees and suppliers. Create stakeholder engagement and provide effective complaint handling process. Create opportunities and sustainable benefits for all stakeholders.

3. Good corporate governance

Conduct business with honesty and fairness. Comply with laws and business ethics. Oppose corruption and encourage the principles of human rights to maximize fair benefits to stakeholders.

4. Responsible towards society and the environment

Promote the most efficient use of natural resources. Encourage innovation or new businesses which reduce business impact on society and environment. Raise awareness on social and environmental responsibility. Create social values by using the Company's ability to help develop society and create opportunities for people in the society for their better quality of life.

The Sustainable Development Policy is the accountability of the Board of Directors and Management to drive the Company's sustainable development to achieve its goals. All employees have a duty to support and comply with the policy and integrate it into day-to-day working process to create concrete outcomes.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

Confidentiality Policy

The Company realizes the importance of data storage and usage in the Company. To control the data usage in accordance with the data's objectives and necessity in conducting the Company's business, the Company therefore established this policy.

Policy objectives

1. To control the data storage and usage in accordance with the data's objectives
2. To keep confidential information not to leak to unrelated persons
3. To set out practice guidelines to control data usage and ensure confidentiality

The Company therefore established this policy for the Board, Management and all employees to strictly follow.

Policy statement

The Company ensures that data storage and usage is in accordance with the data's objectives, especially the data that may affect the Company and stakeholders. The Company does not allow the Board, Management nor employees to use the Company's internal information for their own benefits.

To treat all the stakeholders fairly, the Board, Management and employees must keep the Company and customers' information confidential, not to disclose the Company's information before given permission.

With regards to any confidential information not disclosed for public use, including information about the types of customers/clients or information given to the Company by its customers/clients in trusting the Company, the Company will be responsible for maintaining the security and confidentiality of all such information. As such, only those people with a need to know will be given access to such information; and it is the duty of those officials, with the responsibility for keeping and safeguarding such confidential information, to strictly adhere to the following security procedures:

1. Maintaining the confidentiality of the Company's information
 - The Company's Board of Directors, Management Group members, Company Staff, employees and any sub-contractors and their staff must maintain the confidentiality of all business-related information and documents and formulas, together with any results of R&D activities and developed items/processes that are considered to be the intellectual property or asset of the Company.

- Those who are appointed as Company Board Directors, Management Group members, Company Staff, or hired as employees and sub-contractors and their staff must not disclose any business-related information and any associated documentations that are considered as being confidential.
 - Management members and Company Staff must be informed of all procedures relating to the security, safe-keeping and maintenance of the information confidentiality; as well as must act in full accordance with such procedures, in order to ensure that such confidential information is not unintentionally disclosed by mistake.
2. Establishing the security levels of information
- Confidential trade and business information must be fully protected from being leaked or disclosed, based on the degree of importance of such information - namely: information that can be disclosed, information that cannot be disclosed, confidential or secret information, and very confidential and top secret information.
 - Joint use of internal company information/data must be only undertaken within the framework of the assigned duties and responsibilities.
3. Disclosing information and news to external Parties
- Those authorized/assigned by CEO will decide and approve what information can be disclosed to the general public
 - Disclosures of information about any Joint Venture Business Partners must be approved by the Joint Venture Partner in question.
 - The authorized Business Unit/persons to approve and/or disclose any information to the general public are: Office of the CEO, the Corporate Communications Department, and the Investor Relations Department; whereby the Business Units that own the relevant information will be responsible for preparing the detailed information to be disclosed.
4. Expressing opinions to external Parties
- Disclosing or expressing any opinions to external Parties is not permitted.
 - You should ask yourself first “whether or not you have the duty and responsibility to express any such opinions to any external Parties”; and if not, then you should decline

to comment or express any opinions in a polite manner, and suggest that further contacts should be made directly with involved Company Official/Office as indicated above.

Roles and responsibilities

The Board and all employees must be aware, understand, and implement this policy.

The Directors, Management and employees shall not disclose the Company and customers' information without permission by the Chairman / the Board of Directors / the CEO or the assigned person, except for the information that must be disclosed in accordance with the laws.

The Directors, Management and employees shall store the data appropriately and safely to prevent the access by unrelated persons.

The Directors, Management and employees shall avoid mentioning confidential information or unfinalized information to the public.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

Insider Trading Prevention Policy

Policy objective

The Insider Trading Prevention Policy is provided by the Board of Directors. This Policy shall be applied to the concerned persons, namely, members of the Board of Directors, executives, and employees participated with concerned information (including his/her spouse and underage child).

Policy scope

This Policy shall be applied to Amata VN Public Company Limited (the “Company”) and its subsidiaries controlled by the Company.

Policy statement

The Insider Trading Prevention Policy are as follows:

- 1.1 No concerned person purchase or sell the Company’s stock within 1 month before the announcement of both quarterly and yearly financial statements and 24 hours after such announcement (Blackout Period).
- 1.2 Any acknowledgement of non-announcement information which may affect the Company’s stock price, no purchase or sell the Company’s stock until passed 24 hours after such public announcement. When members of the Board of Directors, or executives purchase or sell the Company’s stock, such purchase or sale must be reported to SEC Office within 3 working days in accordance with the concerned law in order to publicize later.

Role and responsibility

- Members of the Board of Directors, executives, and employees participated with concerned information must acknowledge, understand, and respond this Policy accordingly.

Announced on 11 November 2019

(Dr. Apichart Chinwanno)

Chairman

translation

Human Resource Management Policy

AMATA VN Group realizes that human resource is a main factor for success of its business and a driving force to achieve its sustainability development goals. Human resource management nowadays is challenged by disruption and strong competition. Human resource management needs to support business goals and employees' continuous development, and build up employee's engagement with the organization. AMATA VN Group therefore considers effective human resource management to be a top priority.

Policy objective

To enhance the quality of life of Amata employees under "ALL WIN" philosophy.

Policy Scope

This policy shall be integrated and applied to AMATA VN Public Company Limited and our subsidiaries which AMATA VN has management control.

Policy Statement

AMATA VN Group has following policy and guidelines for human resource management.

- **Practices towards employees and respect for human rights**

Amata VN Group treats employees considering human and labor rights according to the labor laws, relevant employment legislation in the countries it operates and the universal human rights principles especially equality and non-discrimination in all dimensions – age, gender, education, marital status, political view, race, religion, creed and handicap. Diversity is promoted through equal and fair treatment of all employees, ranging from employment to termination, the processes of which are evidently written. Remuneration and opportunities are indiscriminately and equitably provided to employees of all employment types. Remuneration is enacted through Performance Management process encompassing performance planning and clear, transparent, fair and acceptable evaluation.

- **Organization structure and headcount**

Effectiveness of managing organization structure is realized by means of clear and singular standard scope of mission in each function. The number of headcounts compatible with the organization structure, the work volume and the job nature is well managed to optimize efficiency of the labor spend.

- **Recruitment and employment**

Recruitment, selection and employment is for the purpose of acquiring talents qualified to deliver on the business strategies and equipped with development potential to attain future business goals. Recruitment is embedded in the principle of sourcing qualified candidates from inside and outside Amata Group of Companies according to Amata VN Group business expansion plans. Qualifications and competency requirements of successful candidates are defined according to the scope of work and desirable characteristics fit with the company culture.

- **Employment of retired employees**

Employment opportunities are provided for the retirees, considering their knowledge, skills, and suitability. The retired employees who are healthy and still working efficiently can create values for Amata VN Group by transferring their work experiences and knowledge to young generations.

- **Remuneration and benefits management**

Management is based on the principles of Pay for Position - to ensure appropriate, fair, competitive remuneration and benefits, regardless of gender as well as Pay for Performance - to retain and motivate well-performing, competent, and devoted employees. Payment of monthly salaries is on every 25th day of the month while annual bonus payout depends on approval of Human Resources Committee to incentivize employee performance and reflect operating results in a particular year.

Additional welfare and benefits beyond those legally required are indiscriminately arranged for all employees, yet dependent on types of duties and responsibilities. All employees are entitled to such welfare and benefits as group life and accident insurance covering work-related injury and disability, annual health checkup, maternity leave, and foreign language allowance. All permanent and yearly contracted employees receive extra welfare and benefits, for instance, medical and dental fees, low-interest loan, and numerous financial assistances. Permanent employees are eligible to participating in Provident Fund and a number of financial assistances for families, for example, schooling fee support for their children and funeral expenses.

Employees seconded for employment abroad are given remuneration and benefits in view of relevant legislation and industry competitiveness in foreign countries. Benchmark comparison of remuneration and benefits and cost of living or price index is conducted in each of the towns of the countries Amata VN Group operates business in.

- **Performance management**

Employees are given opportunities for involvement in defining key result areas and key performance indicators in alignment with division and corporate objectives. Employees and Superiors meet to measure performance twice annually, the first half of the year by end of the second quarter and the second half by end of the fourth quarter. This two-way communication provides a platform for performance planning, progress monitoring, development discussion and fostering of mutually beneficial relationship.

- **Appointment, transfer, and promotion**

Appointment and transfer are based on equality, meritocracy, and employee conduct.

Promotion resulting in enhanced accountabilities and increased motivation among superior performers is for the purpose of retaining and growing the right competent and decent employees into future leaders. Promotion criteria include a past work performance record of beyond standard for 3 consecutive years, proven demonstration of competencies or work behaviors denoting potential to perform at a higher job level and linguistic achievement.

- **Human resource development**

The Company focuses on human resource development for the knowledge and skills that are necessary in accordance with the business direction. To increase the organization competitiveness at present and in the future through career management and knowledge improvement, the Company uses the Model 10/20/70 for Learning and Development. 10% focus is on trainings/seminars. 20% focus is on coaching, and 70% focus is on hands-on experience, with coaching and feedback.

The Company creates opportunities and career paths for employees, manages talents with high potential and creates a succession plan in order to prepare qualified employees for higher positions and replace any job vacancies.

- **Feedback from employees**

Employees are able to voice their opinions and suggestions equally and equitably through diverse communications channels. The Amata Group of Companies listens, and takes steps to deal or make improvements based on employee voices straight to top executives. Protection measures are adopted to ensure utmost confidentiality of employees lodging grievances, the processing of which are undertaken according to Code of Conduct.

- **Quality of life, safety, and occupational health**

The Company enhances work environment with care for health of the employees and their quality of life.

- **Termination**

In general, employment termination occurs in cases whereby an employee fails to pass a performance evaluation during the probationary period or voluntarily submits a written resignation or the company terminates employment for whichever reason.

A layoff of employees whose work performance is below standard is applicable to those with sub-standard performance for 2 consecutive years, in which case, severance and all other payments due by law are made.

- **Human Resource Information System**

The Company aims to continuously develop the Human Resource Information System by developing it to be convenient for employees to use, to reduce procedures and documents, and for the Company to be able to analyze the data efficiently.

Roles and responsibilities

Management at all levels must hold accountability in deploying this policy.

Announced on 11 May 2020.

(Dr. Apichart Chinwanno)

Chairman

translation

Climate Change Policy

Climate change is a critical global challenge that increases the risks of natural disasters which will have impact to businesses, human well-being and the sustainability of global communities. The impacts on climate change, nowadays, has intensified significantly. AMATA VN Group recognizes the importance for urgent actions from all parties to reduce the effect of climate change and support international agreement on the reduction of GHG emission to hold the increase in the global average temperature to well below 2 degree Celsius above pre-industrial levels, as well as, support the achievement of UN SDG-goal 13.

AMATA VN Group aims to be part of the international efforts to tackle climate change. We have developed a policy for climate change and integrated climate change issues to our business plans.

Policy objective

To become low carbon cities.

Policy Scope

This policy shall be integrated and applied to AMATA VN Public Company Limited and our subsidiaries which AMATA VN has management control.

Policy Statement

AMATA VN Group is committed to managing climate change by:

1. Reducing GHG emission and mitigating its effects through
 - 1.1 Developing work process to enhance the efficiency of energy consumption and greenhouse gas emission reduction both indirect and direct.
 - 1.2 Assessing and analyzing the amount of greenhouse gas emission of the organization, both directly and indirectly in accordance with international standards which will be used for work efficiency improvements.
 - 1.3 Monitoring the progress of greenhouse gas emission reduction according to work plan and report the progress to stakeholders on a regular basis.
 - 1.4 Seeking innovation and technology for product and process development, as well as, exploring renewable energy sources that is safe and environmentally friendly.
2. Adapting and strengthening ability to cope with the impact of climate change by:

- 2.1 Investing in disaster prevention system and setting up business continuity management plan to mitigate the impact on climate change.
 - 2.2 Reducing risk and impacts from climate change through risk management in supply chain and attentive to the needs of relevant stakeholders.
 - 2.3 Maximizing the efficiency of energy and water management.
 - 2.4 Identifying business opportunities arising from climate change and from changes in relevant laws and regulations.
3. Becoming Low Carbon Cities by
 - 3.1 Driving Smart City project which focuses on utilizing energy efficiently through technology and low carbon energy source.
 - 3.2 Developing new businesses which support the Company's sustainable growth and effectively respond to climate change.
 - 3.3 Applying Circular Economy Approach to working process and business development.
 - 3.4 Promoting awareness and cooperation of both internal and external stakeholders in environmental conservation and greenhouse gas emission reduction through various initiatives.

Roles and responsibilities

- Management at all levels must hold accountability in deploying this policy.
- Every employee must be aware, understand, and implement this policy.
- Every employee is expected to extend the awareness and recognition of this policy to our partners, suppliers, contractors, customers, and the local communities.

Announced on 11 May 2020.

(Dr. Apichart Chinwanno)

Chairman

Personal Data Protection Policy**Policy Objective**

To respect the privacy of personal data owners and ensure that people involved respect it.

Policy Scope

This policy shall be integrated and applied to AMATA VN Public Company Limited and our subsidiaries which AMATA VN has management control.

Definition

Personal Data Protection Policy includes following definitions.

“Personal Data” means any information relating to a person, which enables the identification of such person, whether directly or indirectly, but not including the information of the deceased persons nor juristic persons in particular;

“Data Controller” means a person or a juristic person having the power and duties to make decisions regarding the collection, use, or disclosure of the Personal Data;

“Data Processor” means a person or a juristic person who operates in relation to the collection, use, or disclosure of the Personal Data pursuant to the orders given by or on behalf of a Data Controller

Responsibilities

- Responsibilities of Data Controller are as follows.
 - Provide appropriate measures for security
 - In case of giving personal data to outside person or juristic person, the person who gives out the personal data must have the authority and rights to do so.
 - Provide a checking system that can delete or destroy data when it passes its storage period, or when no longer relevant, or when the data is no longer necessary, or when asked to be deleted by the data owner.
 - All concerned must report the violation of personal data to the Office of the Personal Data Protection Committee within 72 hours after acknowledged the case.

- Responsibilities of Data Processor are as follows.
 - Collect, use, or disclose the data in accordance with the order received, except that order is illegal.
 - Provide appropriate system for security to prevent loss of data, access to data, misuse, change, amendment, or disclosure of data in wrong ways. The responsibility includes report to Data Controller when there is personal data violation.
 - Create and store a log file of personal data processing activities in accordance with the criteria and specified method.

Guidelines

1. The Company realizes the importance of the rights, personal data, and protection of personal data. The givers of personal data have rights and certainly expect security for their data.
2. Personal data given to the Company, e.g. name, age, address, phone number, ID number, passport number, and important documents that can be used to identify individuals, will be used in accordance with the objectives the Company informs personal data owners only. The Company will comply strictly to specified security measures and prevent misuse of data without the data owners' consent.
3. The Company may collect personal data together with personal data that the Company receives from other sources, only in necessary cases and permitted by personal data owners. This is to update the personal data received and to comply with the objectives that the Company informs personal data owners.

Objective of personal data collection

1. The Company collects personal data for contacts, to inform the contacts of news and benefits, e.g. sending out Annual Report, notifying of dividend payment to shareholders, sending personal data to the bank for remuneration payment, etc.
2. If the objective of personal data collection is later changed, the Company will notify personal data owners, ask for their consent, and record the change as evidence.
3. In case the Company collects, stores, uses, and discloses personal data for objectives other than the ones specified, personal data owners have rights of privacy to give consent to the Company whether or not to collect, store, use, and disclose those personal data.

4. The Company will not act differently from the personal data collection objectives specified, except for these cases:

(1) The Company has informed personal data giver of new objectives and has been given consent from personal data giver.

(2) Cases specified by law.

Rights in regard to personal data

1. Personal data owners can ask to view their own personal data to see its status and objectives of use, by filling a form in accordance with the criteria and method specified by the Company. When the Company receives such requests, the Company will inform the requesters of their personal data details that the Company has in due course.

2. If personal data owners find that their data are not correct, personal data owners can inform the Company to amend, change, or delete those data. In this regard, the Company will record the objection from the owners, the storage, the correct data, or any actions occur as evidence.

3. Personal data owners can ask for deletion or destruction of personal data, except for cases that the Company must comply with the law related to storage of that data.

Period of personal data storage and destruction

The Company will store personal data within the timeframe prescribed to achieve the Company's objectives. The timeframe will be specified in the regulations sectioned by categories of personal data.

The Company may extend the period of personal data storage in accordance with the law by implementing appropriate measures to ensure that the data will be safely destroyed in appropriate time, in accordance with the law.

Data Protection Officer

The Company will comply with Personal Data Protection Act B.E. 2562 (2019) by appointing Data Protection Officer to audit the Company's operation in regard to collecting, using, disclosing personal data in accordance with Personal Data Protection Act B.E. 2562 (2019) and laws concerning personal data protection. In addition, the Company will provide regulations and orders for all concerned to comply with, to ensure that compliance with Personal Data Protection Policy is smooth and in accordance with the laws.

Announced on 11 May 2020.

(Dr. Apichart Chinwanno)

Chairman

translation

Innovation Management Policy

Innovation is an important factor for businesses to thrive by differentiating the businesses from others and adding values to products and services. In addition, innovation brings about development for more efficiency, reduces costs, and reduces negative impacts on society and environment. Therefore, for business sustainability, continuous innovation is a top priority.

As innovation is crucial for business, AMATA VN Group therefore includes “Innovative” as a desired quality of AMATA VN employees (AMATA VN DNA) and encourages the employees to be creative and think of new ways to increase the efficiency of work process and reduce costs, and develop the quality of being innovative for the Company’s business and society.

Definition

Innovation refers to products, services, processes, working methods, working tools, newly invented or developed from what have been available, and those innovations create values to the business by generating income, reducing costs, increasing efficiency, and are useful for society and/or environment.

Policy objective

To foster a culture of innovation and continuing improvement toward Smart City.

Policy Scope

This policy shall be integrated and applied to AMATA VN Public Company Limited and our subsidiaries which AMATA VN has management control.

Policy Statement

AMATA VN Group has following policy and guidelines for innovation management.

1. The Company fosters a culture of innovation within the organization by
 - 1.1 encouraging bringing innovation into the operations
 - 1.2 encouraging using innovation to add values to business
 - 1.3 encouraging work process development to increase work efficiency by using innovation.
2. The Company encourages the employees to be innovative, which is a desired quality of AMATA VN employees (AMATA VN DNA), by giving the employees opportunities to exercise their creativity through various channels and contribute to the Company’s competitive advantage and efficiency.

Roles and responsibilities

- Management at all levels must hold accountability in deploying this policy.
- Every employee must be aware, understand, and implement this policy.

Announced on 11 May 2020.

(Dr. Apichart Chinwanno)

Chairman

Human Rights Policy

Amata VN Public Company Limited and subsidiaries (“the Company”) realize that respect for human rights is an important responsibility of the Company, and it is also important for sustainable business operations. The Company places importance on value and dignity of humanity, rights, freedom, and equality of every person who has been declared or protected by Thai laws and international laws. Thus, the Company respects and complies with principles of law on human rights, both at national and international levels, i.e., rights and humanity principles of the International Labor Organization (ILO) and Principles of the United Nations Global Compact (UNGC). The Company also adheres to responsibilities to society and all groups of stakeholders in accordance with its business philosophy, ALL WIN, code of conduct, as well as puts emphasis on human rights-related problems of the employees and all groups of stakeholders in business chain.

Objectives

The Board of Directors, executives, and employees at all levels shall be aware of significance of and shall respect human rights in all aspects of all persons including society and community, pursuant to the laws of each country in which the Company operates business and shall be ready to support the treaty that each country has obligation to comply, which include:

- Equally and fairly treat everybody in line with human rights principles, do not discriminate on the basis of race, origin of country or society, nationality, religion, gender, age, color, disability, language, political opinion, assets or economic status, participation in group of other social status which is not relevant to the business operations or other matters, whatsoever.
- Equally treat employees without any discrimination.
- Equally treat the organization’s stakeholders, such as customers, business partners, etc., without any discrimination.
- Avoid usage of child labor whose age does not reach legal criteria or forced or compulsory labor within the Company or within the Company’s supply chain.

- Arrange human rights risk identification process and whistle-blowing mechanism on violation of human rights;
- Enhance knowledge and understanding, including encouragement for respect of the rights on protection and respect of fundamental human rights at all levels;
- Avoid taking action or taking part in violation of human rights or creating negative impacts on human rights;
- The management and the employees have duty and responsibility to support the rights pursuant to social rules and international rules in all areas that the Company operates business to ensure that such business operations do not involve in action and omission of action which violates human rights.
- Communicate, disseminate, provide knowledge, understanding, and support to the persons who are involved in business determination throughout the business value chain, such as, contractors, product and service suppliers including joint ventures, so that they will take part in ethical business operations, respect for human rights and treatment of everybody in accordance with human rights principles as per guidelines of this policy.
- Constantly inspect and assess risks and impacts on human rights which have incurred or may incur from business activities throughout value chain to avoid, prevent, and mitigate likelihood of impacts to ascertain that services, labor practices, treatment of business partners and trade partners, creation of working conditions, joint investment will not cause any negative impact on human rights to the stakeholders and to demonstrate social and environmental responsibilities.
- The Company provides various communication channels for the employees and stakeholders to lodge claim or complaint regarding any violation of human rights with practical guidelines pursuant to whistle-blowing policy. Any person who violates human rights will be regarded as violation of the Company's code of conduct and is subject to disciplinary consideration as per specified regulations. In addition, such person may be prosecuted if such act is against the law.

Scope of policy

This policy covers the following groups:

The Company, employees, and business partners

Labor rights and working conditions of the employees in the Company and business partners align with the labor standards at international levels and with the laws of the country that the Company and business partners operate business in. The Company's compensation is made without any discrimination. All employees have the right to receive fair wage and compensation and pursuant to the policy which covers criteria specified in the good corporate governance handbook, code of conduct, and human resource management policy as well as to have safe and hygienic workplace pursuant to safety, occupational health, and work environment policy.

The Company also places importance and is determined to maintain fair working conditions and good role model on business operations and other aspects pursuant to human rights and equal rights of employees of all genders and statuses. Child labor, forced labor, and illegal foreign labor, or others which signify lack of respect for human rights principles, or non-compliance with the international standard on human rights principles, rights, freedom and equality are prohibited. The Company gives precedence to fairness treatment to all employees, without any discrimination against race, religion, nationality, gender, age, or education background, as well as to equal right of the disabled and non-violation of personal rights and liberties, directly and indirectly.

In addition, the employees of the Company shall treat each other and other persons with respect and honor and shall behave themselves suitable with duty and job function according to the Company's rules and regulations and good manners, without causing any impact to the Company's image. The Company will not tolerate any sexual assault or sexual harassment on any employee in any case.

Business partners group

Business partner means supplier and contractor. The Company expects that supplier and contractor respect human rights and conduct business in line with principles stipulated in the Supplier Code of Conduct, as well as express determination on protection and responsibility for impacts from human rights violation caused by operations of supplier and contractor. The supplier and contractor must have appropriate processes to solve and handle the problems.

This announcement is made to all for acknowledgement and adherence.

Announced on May 11, 2021

(Dr. Apichart Chinwanno)

Chairman of the Board of Directors

Stakeholder Engagement Policy

Amata VN Public Company Limited and its subsidiaries (“the Company”) place great importance on the participation of stakeholders, which is a key component of driving the business for sustainable development. Therefore, the Company has operated the business according to the philosophy **"ALL WIN"** which does not focus on their own interests, but also recognizes the importance of all stakeholders in the value chain, including society, natural resources, and the environment.

Due to changes in society, environment, and business conditions, the group of stakeholders has become more complex and has expectations for fair treatment. The stakeholders would like to express their opinions, participate in the process of making decisions, supervision, and resolution of problems affected by stakeholders. Therefore, the Company has established the “Stakeholder Engagement Policy” as a clear guideline for the employees of the Company to respond to the needs and expectations of the stakeholders effectively. This will lead to a positive relationship that will result in a competitive edge and the success of the business in the long run.

Definition of Stakeholder

Stakeholders are individuals or groups of people who are directly or indirectly affected by the business operations of the Company, whether it is a positive or negative impact. Stakeholders can be individuals or groups of people that have an influence on the business performance of the Company, such as employees, shareholders, customers/clients, communities, suppliers, business partners, creditors, government agencies, and state enterprises, etc.

Policy objective

1. To set guidelines for the Company to involve all stakeholders and listen to their opinions, concerns, and expectations. This will enable the Company to understand the expectations of each group of stakeholders and manage them efficiently, which will bring benefits to the Company as follows:

1.1 Increase the ability to identify opportunities

- Indicate emerging trends and potential business opportunities.
- Use external information to formulate strategies and increase competitiveness.
- Support the decision making and create sustainability for the organization.

- Increase the confidence of the community in the projects the Company has operated.
- Collaborate with stakeholders to tackle future challenges.

1.2 Manage and build the reputation of the Company

- Increase transparency in company operations and decision-making.
- Promote a corporate culture that emphasizes value and transparency.

1.3 Reduce risks

- Finding and dealing with conflicts that could happen before they become risks.
- Provide a communication channel and build confidence for stakeholders to communicate concerns about the company's operations.

2. To bring benefits to stakeholders according to ALL WIN principles as follows:

2.1 Enable stakeholders to understand the Company's strategy and key sustainability issues.

2.2 Enable stakeholders to understand the nature of the business in which the Company operates and business realities such as limitations and matters that require cooperation from stakeholders.

2.3 Provide opportunities for stakeholders to address additional needs related to the Company's sustainability strategy.

Policy scope

This Policy shall be applied to Amata VN Public Company Limited and the subsidiaries controlled by the Company.

Policy statement

From the Company's vision and mission that the Company wants to create "Perfect Cities" where opportunities arise and benefit all stakeholders, develop business, society, and economy to grow in harmony with the industry and surrounding communities, while preserve natural resources and the environment, the Company therefore gives importance to and honors all groups of stakeholders, by treating stakeholders fairly, listening to their opinions, problems, and concerns. Moreover, the Company aims to develop understanding with stakeholders, promote constructive

cooperation in areas of interest to stakeholders, and take part in social and environmental development, to enable the Company to develop and operate our business sustainably and create value for all stakeholders in the long term.

Stakeholder Engagement Guidelines

1. Stakeholder classification

Identifying and prioritizing the Company's stakeholders is essential to the success of stakeholder engagement, setting strategies for each stakeholder group, and making the best use of the Company's resources. The Company considers stakeholders based on many factors such as their interest, level of influence on the Company's operations, expertise in key sustainability issues, stakeholder expectations, level of impact of the business on stakeholders, value generated to the Company, dependence, etc. In this regard, the Company should regularly review the stakeholder groups according to the change of technology, laws and regulations, markets, and customers.

2. Level of stakeholder participation and methods

The Company has determined the appropriate levels of stakeholder participation based on the objectives, scope, and stakeholders involved with examples of ways to engage with stakeholders as follows:

Stakeholder	Level of stakeholder participation	Method
1. Less affected, Low power	Monitor	Monitor these stakeholders and occasionally evaluate if no changes have occurred. Inform them through one-way communication such as publications, websites, events, marketing tools, and other communication channels that are already available for other stakeholders.
2. Less affected, High power	Keep satisfied	Engage and keep them satisfied by building good relationship with these stakeholders, understand and learn their needs. Communications to obtain their opinions could be face-to-face, telephone, email, questionnaire, and two-way communication.

3. Highly affected, Low power	Keep informed	Keep these stakeholders informed of (new) development and regularly interact with this group to collect feedback. Regular information through newsletter, internet, planned events for example.
4. Highly affected, High power	Manage closely	Proactively and fully engage with the stakeholders and make greatest effort to satisfy them. Build strong relationship and jointly make decision.

3. Risk of Stakeholder Engagement

The Company needs to assess risks and prioritize stakeholder engagement actions in order to plan, respond, and prepare constructive negotiations with stakeholders. The risks that may arise from stakeholder engagement are stakeholders' unwillingness to participate, exhaustion from participation, stakeholders' expectations for changes that the Company may not agree with, stakeholders that create problems, stakeholders who are not aware of information, stakeholders who have no power, technical barriers in case of implementing an online engagement process, and conflict between stakeholders who participated, for example.

4. Stakeholder Engagement and Communication Process

4.1 Before the stakeholder engagement process

- Define the objectives and scope of stakeholder engagement.
- Consider appropriate participation processes and methods, including the duration.
- Define the participants in the participation process.
- Disclose information accurately, clearly, transparently and thoroughly to ensure that stakeholders receive adequate, consistent, and timely information. In this regard, the Company should consider the appropriateness and comply with the Company's disclosure policy.

4.2 During the implementation of the participation process

- Make clear rules.

- Balance the participation of all stakeholders.
- Deal with comments professionally. Accept stakeholders' views and opinions.
- Avoid giving stakeholders promises if the Company may not be able to fulfill them.

4.3 After the stakeholder engagement process

- Ask for stakeholders' opinions on the participation process to improve processes for future stakeholder engagement activities and develop lasting relationships with stakeholders.
- Gather and summarize the outcome of the meeting with stakeholders, including stakeholder views, concerns, and expectations.
- Prioritize issues by considering the relevance and importance to the Company and stakeholders. The key sustainability issues are those that influence the decisions, actions, and performance of the Company or stakeholders.

Role and responsibility

All executives and employees of the Company are acting as representatives of the Company in liaison with stakeholders. Therefore, the executives and employees have a duty and responsibility to treat stakeholders in strict accordance with the Company's policies and practices.

The Company provides a stakeholder engagement process through various methods and channels, which is operated by departments related to the stakeholder groups, under the supervision of the Sustainability Development Working Team of the Company. The Company aims to cover all groups of stakeholders and take into account the expectations, needs, concerns, and opinions of stakeholders that are significant to the Company's business operations to analyze key sustainability issues (Materiality) by the Sustainable Development Working Team.

Each member of the Management or subsidiary is responsible for overseeing the work unit related to the stakeholder group to effectively and efficiently implement the stakeholder engagement policy and provide appropriate resources such as budget allocation, allocation of employees with sufficient skills and knowledge in operations, efficient system to gather advice from stakeholders, track progress, and evaluate the responses to recommendations from stakeholders.

The Management should integrate stakeholder engagement information with corporate governance, strategy, and management at all levels of the Company to achieve corporate-wide development and have a strategic response to stakeholders with the aim for business sustainability.

Policy and Guidelines on the Treatment of Shareholders

The Company realizes that the shareholders are the business owners. The Company has a duty to create values for its shareholders over the long term, so Directors, Management, and employees are required to follow the following guidelines:

- 1) Discharge their respective duties responsibly with all due care, honesty, and integrity through making all decisions in an appropriate and reasonable manner based on the available information that they believe to be adequate, and without any personal vested interests, whether directly or indirectly, for the maximum benefit of the Company with all good and appropriate intentions, and without any personal conflicts of interests with the Company.
- 2) Act in full accordance with all applicable laws and stated objectives as specified in the Company's regulations and resolutions of the Shareholders Meetings; and undertake all activities in full compliance with the established operating guidelines as specified by the principles and practices of good corporate governance and code of conduct, for the maximum benefit of the Company's shareholders.
- 3) Oversee and ensure that the value of the Company's assets do not deteriorate or not lost in an improper manner; and establish both internal control systems and risk management procedures that are effective and efficient.
- 4) Provide opportunities for shareholders to take part in corporate governance and give opinions on business operations.
- 5) Report the current status and situation of the Company on a regular basis, in a truthful, comprehensive, and timely manner.
- 6) Disclose information and news of the Company according to facts in a sufficient and timely manner for all shareholders equally.
- 7) Oversee and ensure that Executive Directors and company staff do not seek any personal benefits and gains for themselves or for any other parties, through giving to others any confidential and internal company-related information that has not been disclosed; and

ensure that they do not undertake any actions that will create any conflict of interests with the Company.

- 8) Establish effective channels of communication, including website, mail, and telephone, that will allow whistle-blowers/informants to submit complaints or information on any alleged acts of corruption; and set procedures to respond to and protect the safety of any informants/complainants, including a process to provide feedback to informants/complainants, in a systematic and equitable manner.

Policy and Guidelines on the Treatment of Company Staff

The Company believes that every employee of the Company is the most valuable resource of the Company and is an integral part of the Company's success. Therefore, the Company has established "Human Rights Policy" of the Company to give importance to the equal treatment of all employees that is free from discrimination and responds to the needs of the employees. The Company aims for good relationship with the employees and is ready to promote the development of skills and competencies of the employees along with creating a safe working environment and providing career growth for them.

- 1) The Company recruits qualified personnel to meet the needs of the Company and in line with the corporate culture (AMATA DNA) through a fair and efficient recruitment process, by giving opportunities for interested individuals to apply equally.
- 2) The Company treats all employees equally with no discrimination against place of origin, race, gender, age, skin color, religion, disability, ancestry, school, or other status that is not related to work.
- 3) The Company pays employees with no discrimination and gives equal opportunities to all employees by providing them remuneration in accordance with their performance results, compared to the concrete goals set, for transparency and fairness.
- 4) The Company takes care of its employees holistically according to the happy organization approach, creating a balance between employees' work and personal life by organizing various activities to enhance employees' wellbeing.

- 5) The Company provides a workplace, working equipment, and work processes in accordance with the international principles of occupational health and safety.
- 6) The Company provides various communication channels for employees to report any human rights or code of conduct violation, details in the Whistleblowing Policy.
- 7) The Company encourages all employees to show their talents to the fullest and motivates them in the form of salary, bonus, and operating expenses that are appropriate according to the Company's regulations.
- 8) The Company places great importance on developing competencies of its employees to be ready for future business opportunities and increase the competitiveness to drive the business to the goal.
- 9) The Company takes care of employees from the beginning of employment until after retirement and provides employment opportunities after retirement for employees who retire, but still healthy. In this regard, the Company considers the competencies of the retirees and the suitability of the jobs.
- 10) The Company promotes the exercise of employees' rights under the labor law.

Policy and Guidelines on the Treatment of Customers/Clients

The Company has a policy to develop and maintain lasting relationships with customers as follows.

- 1) The Company understands the various needs of customers and responds to the customers to achieve the highest level of customer satisfaction. The Company also develops products and services with social and environmental responsibility to gain long-term trust from the customers.
- 2) The Company intends to deliver quality products and services at reasonable prices for the benefit and maximum satisfaction of the customers.
- 3) The Company treats all customers equally and equitably on the basis of fair benefit to both the Company and customers.
- 4) The Company operates its business with ethics and honesty, and treats customers with courtesy and trust.

- 5) The Company respects the privacy of customers, keeps customers' business and personal information confidential, protects the customers from unauthorized access to customer information, and does not disclose such information to third parties without the consent of the customers.
- 6) The Company provides accurate, adequate, and up-to-date information and advice to customers for them to know about products and services.
- 7) The Company provides various communication channels for customers to report on products, services, and any violation of code of conduct, details in the Whistleblowing Policy.
- 8) The Company has a satisfaction survey process and effective communication to listen to customers' opinions and suggestions, and give a quick response. This is to build a good relationship with customers.

Policy and Guidelines on the Treatment of Suppliers/Contractors

Suppliers/Contractors are persons who provide products or services for the Company.

The Company views suppliers/contractors as business partners therefore the Company has established the Company's "Procurement Policy" to support the long-term business operation with suppliers/contractors. Following are the guidelines.

- 1) The Company adheres to transparent, fair, and verifiable procurement while strictly follows related laws and regulations including ethical standards.
- 2) The Company treats all suppliers and contractors fairly and provides complete, accurate, and adequate information to all equally.
- 3) The Company makes accurate and timely payments for products and services to suppliers and contractors.
- 4) The Company clearly sets the rules and procedures for the procurement process.
- 5) The Company provides various communication channels for suppliers and contractors to report any violation of code of conduct by Company's employees, details in the Whistleblowing Policy.
- 6) The Company listens to opinions and suggestions from suppliers and contractors for development, improvement, and solving problems that arise during the operation.

- 7) The Company treats information received from each bidder as confidential.
- 8) The Company maintains an equitable relationship with its suppliers/contractors, not requesting or accepting any rewards or other benefits directly or indirectly from suppliers/contractors.
- 9) The Company does not support procurement from suppliers/contractors that violate the laws, social ethical standards, human rights, or intellectual property.

In addition, the Company has established "Supplier Code of Conduct" of the Company and encourages all suppliers/contractors to follow. In this regard, the Company will support and encourage suppliers/contractors to conduct their business in an ethical manner, respect human rights, consider occupational health and safety, and give importance to sustainable environmental management.

Policy and Guidelines on the Treatment of Joint Venture Partners

The Company respects the rights of joint venture partners and treats all joint venture partners equally and fairly. The Company encourages joint venture partners to respect human rights in accordance with the Company's Human Rights Policy. The Company cooperates with joint venture partners to help joint venture businesses achieve common goals following below guidelines.

- 1) The Company cooperates with its joint venture partners in supporting and strengthening joint venture operations.
- 2) The Company supports the exchange of ideas and suggestions with joint venture partners, and jointly formulate a business plan to ensure the sustainable development and growth of the joint ventures.
- 3) The Company monitors the operations of the joint ventures to ensure they comply with laws, regulations, and sustainable development guidelines.
- 4) The Company works with its joint venture partners to allocate profits from its joint venture business in a fair and transparent manner.
- 5) The Company does not take advantage of joint venture partners in any way.

Policy and Guidelines on the Treatment of Trade Competitors

The Company has a policy to treat its competitors fairly within the framework of honest competition. The Company is committed to conducting business fairly in accordance with the law and Code of Conduct of the Company, taking into account trade ethics and competition laws, following these guidelines.

- 1) The Company operates within the framework of fair competition and related laws with ethics and transparency, and does not take advantage of its competitors illegally.
- 2) The Company promotes free trade and does not use the dumping method.
- 3) The Company does not seek the confidential information of its competitors through dishonest or improper means, such as bribery or hiring employees of competitors.
- 4) The Company does not destroy the reputation of its competitors by making malicious allegations.
- 5) The Company does not encourage collective action to act or collude to bid unfair prices to customers.
- 6) The Company does not infringe the intellectual property of its competitors.

Policy and Guidelines on the Treatment of Creditors

The Company has a policy to treat creditors with fairness and transparency, strictly adhering to the contract according to the conditions specified, following below guidelines.

- 1) The Company ensures that the loan and interest are fully repaid to all types of loan creditors according to the deadline and the borrowing terms and conditions.
- 2) The Company does not use the loan in a way that is contrary to the purpose of borrowing. The Company will consider the reasons and necessity before deciding to borrow money or pledge something as collateral.
- 3) The Company does not conceal any information or facts that may cause damage to creditors, but will fully disclose necessary information to creditors.
- 4) The Company is determined to manage the business effectively, not to default on debt repayment, and maintain the ability to repay the debt.

- 5) The Company is committed to maintaining and strictly adhering to the conditions of creditors. In the event that there is a reason to change the conditions, the Company will discuss with the creditor as soon as possible.

Policy and Guidelines on the Treatment of Communities

The Company is committed to the development of business, society, and economy to grow along with the coexistence between industries and surrounding communities. Therefore, the Company operates its business by adhering to human rights and fairness to all stakeholders, taking into account social responsibility. The Company supports activities that promote quality of life and develop communities in which the Company operates. In addition, the Company encourages employees and other stakeholders to participate in helping develop communities for more powerful results, following below guidelines.

- 1) The Company is responsible for the negative impacts on the community arising from the business operations of the Company, by providing various communication channels to allow the community to file a complaint or report any code of conduct violation by Company's employees, details in the Whistleblowing Policy. The Company works to minimize those impacts.
- 2) The Company responds to complaints from the community in a systematic and efficient manner.
- 3) The Company supports and provides assistance that is essential to communities, especially the communities surrounding the Company's industrial estates, within a 5-kilometer radius.
- 4) The Company places great emphasis on environmental conservation nearby the community, by controlling and managing waste from entrepreneurs in industrial estates and general consumption. In addition, the Company controls air pollution through the use of efficient technology and closely monitors the result.
- 5) The Company provides knowledge and is a model learning center for the surrounding communities on safety, emergency management, and environmental management.
- 6) The Company promotes the development of quality of life in the community by supporting activities that promote safety and health of the people in the community, develop capabilities of people in the community, develop community economy, and provide

opportunities for people to gain access to services of the Company that contribute to a better quality of life.

- 7) The Company supports the community to participate in various activities of the Company, and allows the community to express opinions or file complaints about the operation of the Company, with the goal of making the industry and community coexisting in a sustainable manner.
- 8) The Company discloses verifiable operating results to the community with transparency.
- 9) The Company creates a network of cooperation with other stakeholders to jointly develop the community.

Policy and Guidelines on the Treatment of Government Agencies and State Enterprises

The Company attaches great importance to government agencies and state enterprises due to their direct role in business operation. The Company has a policy to strictly comply with the relevant laws and cooperate with government agencies and state enterprises following below guidelines.

- 1) The Company strictly complies with the relevant laws and regulations in each area of business operation.
- 2) The Company does not take any action to persuade government officials to support and conspire in improper conduct.
- 3) The Company is involved in building knowledge in community development for local government agencies.
- 4) The Company supports the operations and activities of government agencies and state enterprises.
- 5) The Company discloses verifiable operating results to government agencies with transparency.
- 6) The Company participates in meetings to share ideas and provide technical assistance.
- 7) The Company listens to opinions, suggestions, and complaints from government agencies and state enterprises.

- 8) The Company supports the relationship between community and government agencies, and support development of society and environment.

Policy and Guidelines on the Treatment of Mass Media

The Company places importance on the disclosure of information to the mass media in order to communicate information to the public accurately and quickly. Below are guidelines to follow.

- 1) The Company discloses information to the media equally. The information must be accurate, clear, and to the point.
- 2) The Company discloses accurate information on the basis of facts.
- 3) The Company manages to communicate information quickly and on time.
- 4) The Company provides opportunities for the media to meet with senior executives.
- 5) The Company facilitates the media to contact the Company.
- 6) The Company builds a good relationship with media through activities such as visits to the industrial estates and giving news from the Company directly.

This announcement is made to all for acknowledgement and adherence.

Announced on May 11, 2021

(Dr. Apichart Chinwanno)

Chairman of the Board of Directors

Procurement Policy

Amata VN Public Company Limited and subsidiaries (“the Company”) aim to operate the business in a responsible manner and create sustainable business growth with the trust from all groups of stakeholders. The Company realizes the importance of a professional procurement process that is efficient, transparent, and fair, under the procurement management framework that requires the same practices within Amata Group to support business operations following the sustainable development guidelines.

The Company therefore set up a procurement policy as follows.

1. The Company shall carry out procurement in a transparent, fair, and verifiable manner following the relevant laws, regulations, and ethical standards.
2. The Company shall carry out procurement efficiently and effectively in accordance with the Company’s criteria, taking into account quality, price, quantity, services, speed of delivery of goods and services, and responsibility to the economy, society, and environment.
3. The Company shall treat all suppliers and contractors fairly by providing accurate, complete, clear, and sufficient information to all equally and listening to opinions and suggestions from them for development.
4. The Company shall carry out procurement in an environmental friendly manner to reduce the impact on the environment.
5. The Company shall strictly follow its Anti-Corruption Policy and act against all forms of corruption. Violating or failing to comply with the Anti-Corruption Policy may subject suppliers or contractors to legal action.
6. The Company shall encourage suppliers/contractors to immediately notify the Company in case the Company's personnel take any action that is not transparent or have a conflict of interest.

All executives and employees of the Company are obligated to support, promote, and comply with the above procurement policy and framework.

Suggestion and Complaint Channels

If suppliers/contractors find any action in violation of AMATA VN's Code of Conduct, please notify the Chairman of Audit Committee: oranuch.a@amata.com or Chief Executive Officer: somhatai@amata.com.

This announcement is made to all for acknowledgement and adherence.

Announced on May 11, 2021

(Dr. Apichart Chinwanno)

Chairman of the Board of Directors

Tax Policy

AMATA VN Public Company Limited and all subsidiaries (the "Company") is committed to tax management based on the principles of accuracy, transparency, and accountability for the highest benefits of the Company and all stakeholders. The practices of tax planning and implementation are in a consistent alignment within AMATA VN Group. The Company recognizes the direct and indirect risks related to tax and their impacts to the economy and society. The efficient tax management will promote the sustainable business and support the national development.

Scope

This policy is applied to the Company.

Definition

Subsidiaries means subsidiary companies according to the Notification of the Securities and Exchange Commission ("SEC").

Implementation

With regard to taxation, the Company complies with the revenue code and tax laws that are related to the Company's business operations.

The Company has tax consultants who shall have the expertise in supervising over strict compliance with laws and regulations.

The Company has Accounting Department which is responsible for tax matters and following up with the government policy or initiatives that would lead to law enactment so as to keep abreast of the potential impacts to the Company. This Accounting Department will notify the responsible person on the matters that would have impacts on the Company in order to prepare the Company for complying with the new tax law and applicable tax regulations.

The Company provides ongoing training in tax law for its employees to enhance their knowledge so that they are able to apply it to work properly.

The Company seeks to make use of tax incentives according to national and local tax structure and may obtain tax exemption privileges at certain times based on country's tax policies. All are in context of effective, sustainable, and appropriate business operation.

The Company is committed to conducting business with transparency. Transfer pricing is calculated using the arm's-length principle for intra-group transactions within the normal course of commercial activity.

Coordination with Government Tax Agencies and Authorities

The Company shall appoint person(s) responsible for general tax matters and to coordinate with the governmental taxation agencies and authorities.

Tax Consultant

The Company shall consider hiring an experienced tax consultant for a complex investment project or transaction in order to mitigate the taxation risk and to comply with laws and regulations and maximize the benefits.

This announcement is made to all for acknowledgement and adherence.

Announced on May 11, 2021

(Dr. Apichart Chinwanno)

Chairman of the Board of Directors

Waste Management Policy

Amata VN Public Company Limited and its subsidiaries (“the Company”) realize that factory operators in the industrial estates generate tremendously amount of solid waste and industrial waste each year. If solid waste and industrial waste management of the factories in the industrial estates does not conform to the law or is inefficient, it will have negative impacts to the surrounding environment and communities, both in short-term and long-term, and it may impact to the Company’s businesses in the future as well. Thus, the Company places importance on waste management in the Company’s industrial estates by specifying waste management policy to be used as guidelines on effective waste management and to integrate into a part of business development of the Company.

Definition

- Waste means solid waste and/or industrial waste generated within the Company’s industrial estates.
- Solid waste means general garbage, recycled waste, waste from offices, organic waste from canteen which is not generated from production processes and has not been contaminated or mixed with hazardous waste, pursuant to the Public Health Act B.E. 2535 (1992) and the relevant laws applied with the Company’s industrial estates.
- Industrial waste means sewage or unusable materials generated from production processes and have not been contaminated or mixed with hazardous waste pursuant to the Notification of the Ministry of Industry Re: Disposal of garbage or unusable material B.E. 2548 (2005) including the relevant laws applied with the Company’s industrial estates.

Objectives

1. To minimize negative impact to environment caused by business operations.
2. To reduce amount of waste disposed to zero.
3. To build model society on sustainable waste management.

Scope

- This policy shall be applied to Amata VN Public Company Limited and the subsidiaries controlled by the Company, covering areas of both offices and industrial estates of the Company.

Policy

The Company specified the policy and practical guidelines on effective waste management as follows:

1. The Company strictly complies with the rules, regulations and laws relevant to waste management and discloses its operating results transparently and accountably.
2. The Company supports the integration of circular economy principle with the work process and waste management by managing waste according to 3Rs (Reduce, Reuse, Recycle) principles and reusing waste as raw material for manufacturing new products.
3. The Company oversees waste management standards of business partners, trade partners, contractors, sub-contractors, and the factories in the industrial estates to ensure compliance with the laws. The Company also encourages sustainable use of resources, for instance, operations according to 3Rs principles and increase of capability on usage of waste for circulation and mutual usage of resources among the factories in the industrial estates for maximum efficiency.
4. The Company specifies action plans and waste management targets and communicates them to the employees, trade partners, and contractors for understanding and implementation.
5. The Company encourages engagement and development of waste management capability of the direct stakeholder groups, namely trade partners, contractors, sub-contractors, operators in the industrial estates, and local communities through various projects and activities to build model society on sustainable waste management.
6. The Company provides personnel, budget, trainings, and opportunity to support the development of waste management of the Company, the operators in the industrial estates, and the local communities.

Duties and responsibilities

- The Company views that waste management is duty and responsibility of the employees of all levels and they shall cooperate on compliance with the specified measures. The supervisors of all levels shall be role models and leaders who support and encourage the employees on awareness of waste management, as well as oversee operations of employees, business partners, trade partners, and contractors of the Company to ensure that they strictly comply with rules, regulations, and measures relevant to waste management.
- The employees of all levels should create awareness and communicate the waste management policy and targets to business partners, trade partners, contractors, customers, and local communities.

This announcement is made to all for acknowledgement and adherence.

Announced on May 11, 2021

(Dr. Apichart Chinwanno)

Chairman of the Board of Directors

3.1 Amata VN PCL Board Charter 2023 (B.E. 2566)

1. This Charter is called “Amata VN PCL Board Charter 2023 (B.E. 2566)”.
2. This Charter becomes effective from the day the Chairman signs.
3. Definitions of key terms in this Charter:
 - 3.1 “Company” refers to Amata VN PCL.
 - 3.2 “Board of Directors” refers to the Board of Directors of the Company.
 - 3.3 “Director” refers to the Director of the Company.
 - 3.4 “Chairman” refers to the Chairman of the Board of Directors of the Company.
 - 3.5 “Committees” refers to the Company’s 3 Committees, namely the Audit Committee, Nomination and Remuneration Committee, and Corporate Governance Committee.
 - 3.6 “Related persons” refers to the persons according to Section 258 of the Securities and Exchange Act, B.E. 2535 (as amended).
 - 3.7 “Subsidiaries” refers to the companies in which the Company directly and indirectly holds shares more than 50% of the paid-up capital of those companies.
 - 3.8 “Affiliated Companies” refers to the companies in which the Company directly and indirectly holds shares less than 50% of the paid-up capital of those companies.
 - 3.9 “Major Shareholder” refers to the shareholder who holds shares more than 10% of all the shares with voting right.
 - 3.10 “Independent Director” refers to the independent director according to the Notification of the Capital Supervisory Board No. TorJor 28/2551 dated December 15, 2551 (B.E.) (as amended).

4. Composition of the Board of Directors

- 4.1 The Board of Directors shall be composed of 5-12 directors elected by the shareholders' meeting.
- 4.2 There shall be non-executive directors of no less than 50% of the Board of Directors.
- 4.3 There shall be independent directors who are truly independent from the management and have no business nor any kind of relations with the management that would affect the independent directors' judgement. There shall be independent directors of no less than 1/3 of the Board of Directors, and at least 3 independent directors.
- 4.4 Half of the Board of Directors must be domiciled in Thailand.
- 4.5 Chief Executive Officer, by position, is appointed as Director.
- 4.6 Chairman and Chief Executive Officer shall not be the same person.
- 4.7 Chairpersons of the Committees shall be independent directors.
- 4.8 Company Secretary is also the secretary to the Board of Directors.

5. Qualifications of the Directors

The Nomination and Remuneration Committee specifies 3 dimensions of qualifications of the Director Candidate as described below.

5.1 General Qualifications

- (1) Is not a lunatic or of unsound mind.
- (2) Has never been imprisoned by the final sentence.
- (3) Has never been sentenced or ordered that his/her assets become state property.
- (4) Is not and has never been a bankrupt.

- (5) Be able to dedicate enough time to working as the Company's director. Directors may hold director positions in no more than 5 listed companies. Chief Executive Officer and executive directors may hold director positions in no more than 3 listed companies.
 - (6) Is a person of integrity and accountability.
 - (7) Make decisions on facts and logic.
 - (8) Is matured and has courage to express new ideas instead of traditional or expected ideas. Is independent.
 - (9) Adhere to work values and principles. Deliver quality.
 - (10) Possesses other qualifications that the Nomination and Remuneration Committee views as important.
- 5.2 Specific knowledge and skills for the right combination of the Board of Directors such as Accounting and Finance, Marketing, Business Law, etc.
- There shall be non-executive director(s) who have relevant expertise that corresponds to the business of the Company.
- 5.3 An Independent Director shall possess the general qualifications, specific knowledge and skills, and qualifications of "Independent Director" as specified in this Charter.
6. Term of the Directors
- 6.1 A Director has a term of 3 years.
 - 6.2 The total years of service of any Independent Director shall not exceed 9 years.
 - 6.3 At every annual general meeting of shareholders, 1/3 of the Directors shall retire by rotation. If the number of Directors is not a multiple of three, the number of Directors closest to 1/3 shall retire.
 - 6.4 A Director retired by rotation may be re-elected as Director for another term.

- 6.5 Apart from being retired by rotation, a Director's term is ended when
- (1) the Director is deceased.
 - (2) the Director resigns by tendering his/her resignation to the Company. The resignation is effective upon the Company's receipt, in case the Director does not indicate the date of effect.
 - (3) the Director lacks qualities or possesses the prohibited qualities according to the Public Limited Company Act, B.E. 2535 and Securities and Exchange Act, B.E. 2535 (as amended).
 - (4) the shareholders' meeting votes for resignation of the Director with majority votes not less than 3/4 of the total votes of shareholders attending the meeting and having the rights to vote, with number of shares totaling not less than half of the shares of the shareholders attending the meeting and having the rights to vote.
 - (5) the court orders that the Director resigns.

7. Authority, Duties, and Responsibilities of the Board of Directors

The authority, duties, and responsibilities of the Board of Directors shall be in accordance with "Matters Reserved for the Board Policy" for the corporate governance of the Company, subsidiaries, and affiliated companies. Apart from the undertakings to comply with laws, objectives, regulations, and resolutions of the Company's shareholders' meetings, the Board of Directors specifies that the following matters are within the authority, duties, and responsibilities of the Board of Directors to approve.

- 7.1 Policies, strategies, and yearly budget of the Company
- 7.2 Performance and monthly, quarterly operating results of the Company compared to the plans, budget, and estimates of the next period of the year
- 7.3 Purchase, sale, exchange, pledge, acceptance of pledge, sale with right of redemption, acceptance to buy with the right of redemption, deposit, rental of land and/or buildings or any assets, including business acquisition and entering into joint

ventures that are not against the regulations of the SEC and SET, with transaction value more than the amount authorized for the Chief Executive Officer, any transactions or actions that significantly affect the Company's financial status, debt, business strategy, and reputation

- 7.4 Entering into any contracts that are unrelated to normal business and significant contracts related to normal business
- 7.5 Entering into connected transactions between the Company and subsidiary, affiliated company, related person according to the Securities and Exchange Act, B.E. 2535
- 7.6 Interim dividend payment
- 7.7 Change of policy and significant practices related to accounting, risk management, and cash reserve
- 7.8 Significant change related to management and finance control systems
- 7.9 Authorization and review of approval authority given to the Chief Executive Officer
- 7.10 Appointment of the Chief Executive Officer
- 7.11 Approval of salary structure, budget for salary increase, other remuneration, or formula for other remuneration increase for the management and staff
- 7.12 Proposal for appointment and termination of director and company secretary status
- 7.13 Authorization to Chairman, Chief Executive Officer, or any Director, including revision of the authorization
- 7.14 Appointment and specification of authority and duties for Committees
- 7.15 Arrangement for and oversight of management in accordance with good corporate governance
- 7.16 Appointment of Director or Management to be Director in subsidiaries and companies in the Group
- 7.17 Registration of new companies and cessation of companies

- 7.18 Review of the Vision and Mission statements at least every 5 years
- 7.19 The Directors have a duty to keep the Company's information in strict confidential, especially the inside information that has not been disclosed to the public or the information that has impact on business operation or the stock price. In this regard, the Directors shall follow below practice.

In case of reports at the end of accounting periods, namely reports of operating results, financial statements, and annual reports, the Directors shall refrain from buying and selling the Company's stocks for the period of not less than 30 days prior to the public disclosure of the said information and 24 hours after the public disclosure.

In case of reports accompanying events of business operation, namely acquisition/distribution of assets, connected transactions, joint-venture/end of joint-venture, increase/decrease capital, issuance of new securities, treasury stock, payment or non-payment of dividend, events that have impact on the stock price, etc., the Directors shall refrain from buying and selling the Company's stocks from the acknowledgement of above information to the day of public disclosure of the information.

- 7.20 Revision of scope of the Authority, Duties, and Responsibilities of the Board of Directors from 7.1-7.19

8. Board Meeting and Voting

- 8.1 There shall be at least 6 Board Meetings in a year.
- 8.2 Chairman is the person to call for Board Meetings or the person assigned by the Chairman can take action on Chairman's behalf.
- 8.3 Chairman sets the agenda of Board Meetings together with Chief Executive Officer and Company Secretary.
- 8.4 Invitation to Board Meeting is to be sent to Directors not less than 7 days prior to meeting date.

- 8.5 Board Meeting quorum will be constituted when Directors attend the Board Meeting not less than half of all Directors of the Company. In the voting for each agenda item, there must be the presence of no less than 2/3 of all Directors of the Company.
- 8.6 Chairman of the Board of Directors acts as Chairman of the Meeting. In case the Chairman is absent, Vice Chairman acts as Chairman of the Meeting. If both the Chairman and Vice Chairman are absent, the Directors attending the Meeting choose a Director among them to act as Chairman of the Meeting.
- 8.7 The resolution of the Meeting is in accordance with majority vote of Directors attending the Meeting.
- 8.8 In voting for a Director candidate to replace the vacant position, due to other reasons than retirement by rotation, the resolution of the Board of Directors must comprise of votes of not less than 3/4 of the remaining Directors on the Board.
- 8.9 A Director has one vote for voting. A Director with interest in any agenda item has no voting right in that agenda item. In case of a tie, Chairman of the Meeting is to cast a tie-breaker vote.

Announced on November 9, 2023.



(Dr. Apichart Chinwanno)

Chairman

Amata VN Public Company Limited

3.2 Audit Committee Charter

1. Objective

The objective of the Audit Committee is to be an effective mechanism to assist AMATA VN's Board of Directors in the auditing of financial reports, ensuring efficient and quality internal control and internal audit systems, and ensuring that the operation is in accordance with the rules, regulations, and code of conduct to promote good corporate governance in AMATA VN Public Company Limited.

The duties of the Audit Committee focus on sufficient auditing standards, effectiveness of AMATA VN's risk management including risk of corruption, and the responsibility of producing the Audit Committee's report and publishing it in AMATA VN's Annual Report.

2. Composition and Qualification

- The Audit Committee members shall be appointed by AMATA VN's Board of Directors and shall comprise not less than 3 members where one of the members will be elected as the Chairman of the Audit Committee by its members;
- The Audit Committee members shall be independent directors and fully qualified in accordance with Securities and Exchange Commission's (SEC) requirements. Furthermore, at least 1 member of the Committee should have complete understanding and appropriate experience in accountancy and/or finance;
- The Audit Committee is entitled to appoint the manager of the Internal Audit Department as the secretary of the Audit Committee.

3. Term of Appointment

- The Audit Committee members shall be appointed for a period equal to that of their directorship at AMATA VN which will end at the Company's annual shareholders meeting;

- Those Directors who are members of AMATA VN's Audit Committee and have completed their terms with the Audit Committee can be reappointed but not automatically;
- The members of the Audit Committee whose terms have expired must continue to act on their behalf until a replacement director has been appointed, except for the case that the Audit Committee member is not reappointed as AMATA VN's director;
- In the case where the Audit Committee member position becomes vacant, AMATA VN's Board of Directors shall appoint a new director who possesses complete qualifications without any incompatibility to replace the previous one, whereby the newly appointed director shall remain in the position only for remaining term of the previous member.

4. Voting Rights

Resolution is passed by means of majority votes where one Audit Committee Member has one vote. Audit Committee Members with connected transaction in any matter being considered must be excluded from that session.

5. Meeting

- At each meeting of the Audit Committee, a quorum shall consist of not less than one half of all members of the Audit Committee;
- The Audit Committee shall convene or call for meetings at least 4 times a year whereby the Committee members must personally attend these meetings;
- The Audit Committee may invite the top-level management of AMATA VN's Risk Management, Internal Audit, Auditors, or the person involved in the agenda of that particular meeting to attend the meeting and request for related opinions or information. All required documents must be submitted to all members in advance of each meeting and the Secretary of the Audit Committee has the duty to prepare the minutes of Audit Committee's meetings;

6. Authority

- Empowered to invite the Company's management or employees to make a report, offer opinions, or submit documents at the Audit Committee's meetings as requested;
- Consider, select, and recommend the Company's Auditor together with the remuneration to AMATA VN's Board to nominate for approval at the Annual Shareholders' Meeting and to make regular assessment of the Auditor once a year;
- Acknowledge not only auditing work but also other types of jobs and their remunerations to ensure independence of the auditors;
- Consider and resolve cases where the management and auditors disagree on the Company's Financial Statements or cases regarding Auditor's restrictions;
- Ensure correct operational procedures and corporate governance in related transactions, connected transactions that might create a conflict of interest to be in line with the laws and regulations concerned;
- Consider and approve the appointment of, removal of, transferring of, laying off, and the competency of the highest executive in Internal Audit and regulate by considering the report of the Risk Management Committee and AMATA VN's management in order to consult with the Company's management on risk evaluation and management policies;
- Arrange for professional external consultants or specialists with the capability to advise or offer suggestions in the issues where the Audit Committee deems necessary;
- Have at least one meeting a year with AMATA VN's external auditors without the presence of the management;
- Report to AMATA VN's Board of Directors the need to correct issues such as conflict of interest, corruptive practices, neglecting to make use of internal control measures, and non-compliance with relevant laws that have a significant impact on the Financial Statements;
- Propose the appointment and termination of the external auditors and their remuneration to the Board of Directors before the approval of the shareholders at the annual shareholders' meeting.

7. Duties and Responsibilities

7.1 Financial Statements

- Review financial statements of the Company in order to ensure that they correctly, credibly, and sufficiently illustrate the financials of the Company and that the Company complies with the accounting standards and other relevant laws;
- Re-examine accounting issues and crucial financial reports together with complicated or abnormal financial transactions and those which need careful judgement in making a decision;
- Make an enquiry with the management and auditor on the result of financial risk estimation especially with respect to the actual financial statements and the plans to reduce that risk;
- Ensure that the Company has an efficient internal control procedure in preparing the Financial Statements;
- Have an internal whistle-blowing system for report of inappropriate financial reporting or any other issues;

7.2 Internal Control

- Supervise to regularly examine the internal control system appropriately to ensure that the Company has efficient internal control system;
- Re-examine whether the Company's management has set up appropriate and sufficient internal control measures including internal information technology controls and find ways to create awareness throughout the Company on the importance of having appropriate and sufficient internal control and risk management;
- Follow up to ensure that the recommendations on internal control system adjustments given by the Company's internal and external auditors have been implemented by management;

7.3 Internal Audit

- Examine and approve the annual work plan together with personnel and essential operating resources;
- Re-examine activities and operations of the internal audit department and ensure their independence;
- Review the internal audit performance to ensure that the internal audit standards have been complied with;

7.4 Oversight of Compliance with the Rules and Regulations

- Examine and approve the annual work plan, number of personnel, and necessary resources;
- Consider the changes in the relevant laws and regulations that could affect the Company's operations as regularly reported by the auditors and internal control department;
- Review the regulations revised by Corporate Governance regulatory authorities, assess the impacts from such revisions, and report the results of the assessment to the Company's Board of Directors;
- Examine the effectiveness in implementing the follow-up system in maintaining compliance with the laws and regulations and examine the result of monitoring and rectifying in the case that did not proceed in accordance with the stipulated rules;
- Re-check how the Company conducts business in accordance with the Anti-Corruption Policy and report to AMATA VN's Board of Directors;

7.5 Risk Management

- Check whether the Company's policy controls and risk management procedures are sufficient;
- Re-examine the capability of AMATA VN's risk management systems;

7.6 Act in Accordance with the Management and Employees' Code of Conduct

- Take action to ensure that the Company's moral standards, the management and staff's work ethics, and the policy against conflict of interest be officially published and that the management and staff be duly informed;
- Ensure that the Company complies with the Code of Conduct and rules on the prevention of conflict of interest;

7.7 Other Duties

- Other tasks as assigned by AMATA VN's Board of Directors;
- Regularly review the Audit Committee Charter. When any needed revision occurs, it must be submitted for approval by AMATA VN's Board;
- Arrange for at least one self-assessment per year and submit the self-assessment results to AMATA VN's Board.

7.8 The Audit Committee should have a discussion and investigate the matter of any possible misdemeanor informed by AMATA VN's auditors.

7.9 Supervise the Company to comply to the laws and the Company's regulations, including any actions that can prevent and inhibit potential damage to the Company. Any possible misdemeanor from Directors, Managers or the person responsible for the Company's operations shall promptly notify to the Securities and Exchange Commission.

Conflict of Interest Management

AMATA VN's Board of Directors has developed policies and guidelines regarding conflict of interest which are included in the Company's Good Corporate Governance Handbook and Code of Conduct. AMATA VN's Board must discreetly examine any areas of possible conflict of interest with respect to connected transactions between the Company or its subsidiaries with related parties together with taking precaution to ensure transparency in operations, taking into account AMATA VN's best interest. The Audit Committee has the duty to verify that connected transactions or any related transactions be done in accordance with the stipulated rules and regulations.

Announced on 9 November 2023

A handwritten signature in black ink, appearing to read "Apichart Chinwanno". The signature is fluid and cursive, with a long horizontal stroke at the end.

(Dr. Apichart Chinwanno)

Chairman

3.3 Nomination and Remuneration Committee Charter

The Nomination and Remuneration Committee develops the policy, criteria, and approach for the nomination and remuneration of the Directors and Chief Executive Officer in order to perform their duties in acquiring and retaining top management who are capable and suited to AMATA VN's business.

1. Composition and Qualification

- 1.1 AMATA VN's Board of Directors considers and appoints the Nomination and Remuneration Committee (NRC) which comprises not less than 3 members having an independent director as Chairman of the Nomination and Remuneration Committee. The NRC members are responsible for electing the NRC Chairman. AMATA VN's Board Chairman should not be a member or Chairman of the Nomination and Remuneration Committee;
- 1.2 The Nomination and Remuneration Committee members should have appropriate knowledge, capabilities, and experience, with full understanding of their functions, roles, and responsibilities in the Committee;
- 1.3 The Nomination and Remuneration Committee can appoint an officer from AMATA VN as the secretary of the Nomination and Remuneration Committee.

2. Term and Meeting

- 2.1 The NRC members shall be appointed for a period equal to that of their directorship at AMATA VN where each Director's term will end at the Company's annual shareholders meeting. However, NRC members who have completed their terms as Company's director can be reappointed. The NRC members whose terms have expired must continue to act on their behalf until a replacement director has been appointed. When the position of NRC member becomes vacant, the Board of Directors shall appoint a new member who possesses complete qualifications to replace the previous one;

- 2.2 The Nomination and Remuneration Committee shall convene or call for meetings at least 2 times a year whereby the Committee members must personally attend these meetings;
- 2.3 At each meeting, a quorum shall consist of not less than half of all members of the Nomination and Remuneration Committee;
- 2.4 Should the Chairman of the Nomination and Remuneration Committee be absent or unable to perform duties in such capacity, the members present at the meeting shall elect one member who is the independent director to act as the Chairman of the meeting;
- 2.5 Decisions of the meeting shall be made from the majority votes of the members of the Nomination and Remuneration Committee present at the meeting. In the case of a tie in the number of votes, the Chairman of the meeting shall have the deciding vote;
- 2.6 Following the conclusion of each Nomination and Remuneration Committee meeting, AMATA VN's board will receive that meeting's report in due time.

3. Duties and Responsibilities

3.1 Nomination

- (1) Setting policies, guidelines, and procedures in nominating the Company's Directors and Chief Executive Officer, and proposing these ideas for approval by AMATA VN's Board of Directors Meeting;
- (2) Recruiting, selecting, and proposing appropriate qualified persons to assume the position of AMATA VN's Directors, Committee Members, Chief Executive Officer, and Directors in the subsidiaries for the Board's approval, bearing in mind that in making proposals of appointment, the Nomination and Remuneration Committee must take into consideration the Board Skill Matrix in accordance with the nomination and remuneration policy;
- (3) Managing the size and composition of AMATA VN's Board of Directors and Committees to be appropriate for the Company and the Company's business together with making necessary adjustments to align the size and composition with the changing circumstance and to ensure

that AMATA VN's Board of Directors and Committees comprise highly qualified, skilled, and experienced directors with specific competency in relation to the business as stipulated in the Board Skill Matrix;

- (4) Disclosing in details AMATA VN's nomination policies and procedures in the Company's Annual Report;
- (5) Formulating a succession plan to enable AMATA VN's business continuity by ensuring the availability of successors that will provide for a smooth and appropriate transition of AMATA VN's Chief Executive Officer (CEO), other high-level personnel, and managers who directly report to CEO, for approval by AMATA VN's Board;
- (6) Carrying out other tasks assigned by AMATA VN's Board.

3.2 Remuneration

- (1) Setting remuneration policies and rates together with providing benefits and other rewards package scales for AMATA VN's directors and Chief Executive Officer by applying explicit and transparent principles and criteria for AMATA VN's Board of Directors' approval and/or Shareholders Meeting's approval;
- (2) Ensuring that AMATA VN's directors and high-level management are compensated in accordance with their duties and responsibilities;
- (3) Determining practical guidelines and criteria for the performance assessment of AMATA VN's directors and Chief Executive Officer as a basis in deciding their annual remuneration;
- (4) Disclosing in details AMATA VN's remuneration policies and the various types of compensations awarded with a report on the criteria used in determining directors', Chief Executive Officer's, and high-level management's remunerations which should at least state details of the objectives, achievements, and opinion of the Nomination and Remuneration Committee in the Company's Annual Report, in accordance with the criteria of the relevant regulators;
- (5) Recommending appropriate remuneration package for AMATA VN's Board of Directors and Committees to AMATA VN's Board for endorsement before submitting it to the Shareholders' Meeting for approval;

- (6) To review appropriateness of the proposal of the Management regarding overall employees' compensation policy, including the Employee Stock Option Program (ESOP), and the total annual bonus amount, and propose to the Board of Directors for approval;
- (7) Reviewing the Chief Executive Officer's set targets and operating criteria and submit them to AMATA VN's Board of Directors for approval;
- (8) Recommending remuneration and appropriate benefits for the Chief Executive Officer to AMATA VN's Board for consideration and final approval.

Announced on 9 November 2023



(Dr. Apichart Chinwanno)

Chairman

3.4 Corporate Governance Committee Charter

1. Composition and Qualifications of CG Committee

- 1.1 The Corporate Governance Committee shall be composed of 3-5 members appointed by the Board of Directors. Members of the CG committee will elect their own Chairman who must be Independent Director. The Chairman of the Company's Board of Directors should not act as Chairman or member of the CG Committee.
- 1.2 Corporate Governance Committee members must have appropriate knowledge and experiences in CG and be well versed in their roles and duties as AMATA VN's independent directors.
- 1.3 The CG Committee shall appoint 1 member of AMATA VN's Executives as the Secretary of their Committee.

2. Term of Office

- 2.1 Term of office of members of the Corporate Governance Committee (CGC) shall be equal to that of their directorship at AMATA VN where each Director's term will end at the Company's annual shareholders meeting. However, CG Committee member who has completed their term as Company's director can be reappointed and member of the CGC whose term has expired must continue to act on their behalf until a replacement director has been appointed, unless, in the case where that CGC member has not been reappointed as AMATA VN's director then that position of CGC member becomes vacant.
- 2.2 AMATA VN's Board shall nominate qualified directors who shall not possess characteristics as prohibited by applicable laws as a replacement of the CG Committee member whereby the new replacement's term will last equivalent to the remaining term of the director that was replaced.

- 2.3 The Corporate Governance Committee shall convene or call for meetings at least 2 times a year whereby the Committee members must personally attend these meetings;
- 2.4 At each such meeting, a quorum shall consist of not less than one half of all members of the Corporate Governance Committee;
- 2.5 Should the Chairman of the Corporate Governance Committee be absent or unable to perform duties in such capacity, the members present at the meeting shall elect one member who is an independent director to act as the Chairman of the meeting;
- 2.6 Decisions of the meeting shall be made based on majority votes of the members present at the meeting. In the case of a tie in the number of votes, the Chairman of the meeting shall have the deciding vote;
- 2.7 Following the conclusion of each Corporate Governance Committee meetings, AMATA VN's board will receive that meeting's full report in due time.

3. Duties and Responsibilities

- (1) Set principles and key stipulations of an effective corporate governance and Corporate Social Responsibility (CSR) together with a supervision process that suits AMATA VN for the Board final approval as well as provide follow-ups, reviews, and making any necessary revisions for efficient implementation;
- (2) Supervise all of AMATA VN's operations so that they are implemented in accordance with the principles of good corporate governance set by authorized governing agencies or institutions such as Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC);
- (3) Foster and regulate in such a way that all business operations of the Company, Executives, Board of Directors and staff are in line with the principles of good corporate governance;

- (3) Foster and regulate in such a way that all business operations of the Company, Executives, Board of Directors and staff are in line with the principles of good corporate governance;
- (4) Provide regular review of the Company's good corporate governance policies and its implementation process to achieve consistency with international rules and practices;
- (5) Establish the Company's Compliance Unit to take charge of CG regulations implementation and supervision of AMATA VN's operations to comply with the set rules, regulations, code of conduct, policies and procedures;
- (6) Perform all the duties handed down by AMATA VN's Board of Directors;
- (7) Inform AMATA VN's Board of the policies implementation results for their acknowledgement and consideration;
- (8) Publish a statement report of AMATA VN's CG policy implementation outcome for the Shareholders' acknowledgement in the company's Annual Report

Announced on 9 November 2023



(Dr. Apichart Chinwanno)

Chairman

3.5 Risk Management Committee Charter

The Risk Management Committee has been assigned with the duty of undertaking the formulation of the model and procedure of AMATA VN's risk management policy drawn up by the Board of Directors, through the following process:

1. Duties and Responsibilities

1.1 Design the procedure of the Company's risk management by:

- Determine the surrounding risks: Taking into account both internal and external risks in prescribing its perimeter together with utilizing the principle of risk managements that includes the following; Strategic Risk (including market risk), Operational Risk, Financial Risk (including liquidity risk), Compliance Risk (Reputational Risk included)

1.2 Assign all the business and operations units that are risk vulnerable to consider and report the following:

- Identify risks: mention all incidents that could occur and its effects on the Company's business objectives
- Analyze risks: specify its effects and the possibility of its occurrence together with the effectiveness of all the available internal controls
- Evaluate the risks and assign a rating to them in accordance with each own business unit's discretion as well as deciding on other alternatives that could reduce the occurrence of risk and its effects then follow that procedure to avoid, accept, transfer or reduce

1.3 Monitor and evaluate the effectiveness of risk management: implemented by the Board of Directors, Audit Committee and Internal Audits which can be examine by

- The prescribed risk preventive measures
- Methods used in evaluating and selecting of risk preventive measures
- Reporting results and measures of risk management
- Individual business/operational units risk management policy implementation

2. Composition of the Risk Management Committee

Risk Management Committee (RMAC) members shall comprise of one of AMATA VN's management as a representative from each individual sector called "Risk Owner" within the Company that is appointed by the Chief Executive Officer (CEO). The CEO or the Executive director assigned by the CEO will act as the Chairman of the RMAC together with the appointment of an Executive or a Company staff as Secretary to the Risk Management Committee.

3. Meeting Frequency and Meeting Minutes

The Risk Management Committee shall meet 6 times a year and record the minutes of the meeting as evidence of resolution made as well as review various risk aspects.

4. Reporting Meeting Minutes

Minutes of the meeting of the Risk Management Committee shall be submitted to the Board of Directors and the Audit Committee for their acknowledgement on a regular basis.

5. Review

The Risk Management Committee's Charter is revised annually before its submission to the Board of Directors for approval.

Part 4 Position Description

4.1 Chairman of the Board Position Description

Role of the Chairman

1. Is the leader of AMATA VN's Board of Directors;
2. Responsible for the smooth and efficient functioning of the Board of Directors;
3. Is in charge of bringing about AMATA VN's successful strategic performance and meet its financial objective;
4. Provide encouragement, support, guidance and recommendation for the endeavors of Directors and the Chief Operating Officer;
5. Chairs the Board of Directors and Shareholders Meetings.

Chairman Responsibilities

6. A leader who is highly regarded in the business community;
7. Utilizing vast personal experiences accumulated in the past for the benefit of AMATA VN's business;
8. Bring forward top tier visions and perspectives;
9. Create an efficient functioning of the Board and smooth interactions with Managements;
10. Make use of the right management mindset in order to bring about Directors' willingness to cooperate with Board activities and volunteering opinions in the Meeting rooms;
11. Available to provide consultation for Management and Directors when needed;
12. Demand for comments from each individual Board members on ways to improve efficiency of the workings of the Board;
13. Arrange for the annual evaluation of the Board of Directors;
14. Make a yearly evaluation of the achievements for each of the Directors;
15. Arrange for the annual evaluation of the Board Committees;
16. Administer in such a way that Directors have access to sufficient amount of information to enable them to fully complete their duties;

17. Take part in managing the performances of the Chief Executive Officer and top level managements;
18. Monitor and supervise Company's budget and financial statements;
19. Endorse AMATA VN's documents such as Board, Shareholders and Committees Meetings Reports, Financial Reports and Annual Reports;
20. Play the role of AMATA VN's Spokesperson and Ambassador when communicating to the public;
21. Act as AMATA VN's eyes and ears.

The role of the Chairman of the Board is to make certain that Board acts in a responsible and efficient manner in their endeavor to bring about long-term value and gains for their shareholders and stakeholders.

Role and Responsibilities of the Chairman of the Board of Directors as follows:

1. Chairs the Board of Directors and Shareholders Meetings together with Meetings that does not include managements;
2. Set the Board of Directors Meetings agenda for the year with the assistance from the Chief Executive Officer and the Company Secretary;
3. Make certain that Directors receive Meeting supporting documents at least 7 working days before the actual Meeting in order to allocate sufficient time for Board Directors to study the meeting documents so as to be able to fully prepared to freely offer subjective discussions and comments;
4. Encourage Directors to provide their comments, queries and discussions before making a decision and deciding on a Meeting resolution;
5. Monitoring subsequent actions in accordance with the resolutions of those meetings and make a report on the actual achievements made;
6. Make certain that Managements are properly empowered with sufficient authorities;

4.2 Non-Executive Board Director Position Description

A Non-Executive Director has the duty and responsibility to govern and oversee the Company business operations as well as be a representative of the Shareholders in looking after and taking care of the interests of the Company. A Non- Executive Director must fully understand between governance or oversight and actual management activities of the Company so as to avoid the problem of becoming involved or interfering in the management activities, which is the direct responsibility of the Executive/Management Group.

A Non-Executive Director has the duties to monitor and follow-up on the various operational activities undertaken by the Executive/Management Group, in order to ensure that the overall interests of AMATA VN are given top priority.

Apart from the above, the responsibilities of Non-Executive Directors also include the following:

1. Making full use of the capabilities and professional experiences,
2. Express opinions in a visionary and insightful manner on matters relating to strategies,
3. Get to know well the various products and services as well as the overall operations of AMATA VN,
4. Be knowledgeable about the accounting system of AMATA VN – at the operating level.
5. Get to know the Executives/Management Group members and the Staff, so as to be able to effectively support the work of the Board of Directors,
6. Know what facilities AMATA VN has,
7. Be aware of who are the Stakeholders, and what are the various local communities in which AMATA VN's operations are located; as well as what their respective needs are,
8. Fully understand what are the current issues and challenges being faced by AMATA VN's businesses,

9. Fully understand the legal and regulatory environment that need to be complied with by AMATA VN,
10. Work as a team and in a creative manner together with the Board of Directors,
11. Maintain strict confidentiality in all matters,
12. Act as a valued human resource, through contributing knowledge and knowhow to the Board of Directors and the Executive/Management Group,
13. Make decisions in a fully independent manner,
14. In coming across any irregularity or incorrect, discuss and seek advice from the Chairman of the Board or the CEO – outside of the Board Meeting,
15. Seek advice from the Chairman of the Board, in advance and prior to the Board Meeting, in the event of wishing to provide any further information or submit any additional supporting documentation during the Board Meeting,
16. In the event of being required to act as a representative of AMATA VN in any matters or issues, request prior approval to do so from the Chairman of the Board or the Board of Directors,
17. Be a good example for and a positive representative of AMATA VN, and
18. Inform the Chairman of the Board, immediately upon being unable to further the discharge the assigned duties

Rights of the Board of Directors

1. Able to access all information in a sufficient manner so as to be able to effectively discharge the duties and responsibilities as a Board Director. Able to engage outside expert consultant to discuss and provide relevant advice on any issues which are not in the area of expertise of the Board Director, subject to receiving approval from the Chairman of the Board of Directors and with AMATA VN being responsible for payment of such consulting services,
2. Receiving appropriate insurance coverage compensation under the Company's Directors' and Officers' Liability insurance policy, and
3. Participate in the agreement and having access to the information in regards to the entitled compensation and AMATA VN's liability insurance policy.

Responsibilities of the Board of Directors

As non -Executive Directors on the Board of Directors:

1. Must read and study the supporting documentation for the Board Meeting, so as to prepared to ask questions, prior to attending the Board Meeting,
2. If the supporting documentation received does not provide sufficient details to enable a decision to be made, further details can be requested from the Company Secretary,
3. Actively participate in Board Meeting discussions, through expressing ideas and opinions fully and in a straight forward manner,
4. Willingly accept any opposing viewpoints expressed by other Board Directors during Board Meeting discussions, and
5. Maintain a full attendance record at Board Meetings.

Responsibilities of the Board Committees

As Non-Executive Directors appointed as Members of the various respective Board Committees:

1. Attend the schedule meetings of the respective Board Committee,
2. Understand the Charter of the respective Board Committee – such as: its objectives, goals, and required role and responsibilities,
3. Understand the role of the Executive/Management Group in supporting the work of the various Board Committees,
4. Read and understand all the supporting documentation for the Board Committee meetings, so as to be fully prepared to ask various questions, prior to the Committee meeting
5. Attend all and every Committee meeting.

4.3 Chief Executive Officer Position Description

The Company's Chief Executive Officer (CEO) has the primary responsibility for the management of the business and affairs of the Corporation whereby the CEO is designated with this duty by the Board of Directors who in turn act as proxy for the shareholders. As such, the CEO is responsible for implementing AMATA VN's establish strategic plan together with monitoring and supervising the goals, strategy, operation planning and policy to progress in the same direction as those stipulated in the Company's prescribed strategic plan. At the same time AMATA VN's Board is responsible for the Company's governance issues that shall bring forth an efficiently run business entity with good corporate governance, bringing about the best interests for the shareholders and bearing in mind all stakeholders, having high moral standards in business dealings, transparency and can be cross examine by directly through the CEO.

Specific Duties

1. Choose to implement those established vision, mission and value that will bring out the maximum interest for the shareholders;
2. Propel AMATA VN towards reaching both the financial and non-financial goals;
3. Serve as AMATA VN's spokesperson in communicating to the shareholders, customers, trading partners, public sector, regulatory bodies, stakeholders and the appropriate community on AMATA VN's business values and mission;
4. Provide inspiration for the high performing management and staff team members by enticing them to remain a part of AMATA VN family;
5. Create a good corporate culture within AMATA VN;

Strategic Plan

6. Develop a strategic plan to create maximum value for the Shareholders and submit to the Board of Directors for suggestions, review and approval;
7. Undertake to implement the set strategic plan in order to achieve its objectives and report the progress made in comparison with the set strategic plan;

Operations Management

8. Draw up the Company's annual business operations plan and submit to AMATA VN's Board of Directors for consideration and approval;
9. Implement the set annual business operations plan and report the progress made in comparison with the set annual business operation plan;
10. Produce the annual operations policy for submission to AMATA VN's Board for approval;

Risk Managements

11. Create a system to identify and manage risks within the context of AMATA VN's Board approved risk management policies;
12. Report on the working progress in risk management implemented in accordance with risk management policies to AMATA VN's Board;
13. Supervise the disclosure of AMATA VN's financial budget to be accurate, complete, honest, in accordance with the policy, system, procedure and internal audit;
14. Follow-up, monitor and make certain that AMATA VN comply with the rules and regulations;
15. Establish a work plan and procedure that can be efficiently implemented and continue to keep it up to date;

AMATA VN's Success

16. Keep on strengthening AMATA VN by putting the right person in the right job;
17. Make certain that AMATA VN's corporate culture is in harmony with the set values;
18. Offers advice when the Board appoints managements to the job positions that is reserved for only the Board to decide and approve;
19. Bring in systematic work management plans for implementation throughout AMATA VN;
20. Take responsibility in managing the achievements of the top level executives;
21. Make certain that the Company's human resource strategy and the compensation packages system are appropriate & sufficient enough to both attract and maintain AMATA VN's capable and suitable workforce in order to be able to successfully implement strategies and business operations plans together;

Corporate Governance

22. Make expeditious and timely contact with the Board of Directors when a critical event that could have repercussion on the Company occurs;
23. Communicate with the Board Chairman and other Company Directors on a regular basis so as to provide the Board with essential information to facilitate the legitimate performance of Board duties and accountable to the relevant law;
24. Assist Board Committees duties in accordance with the Committees' charter;
25. Arrange for Board of Directors to find time to meet with AMATA VN executives;
26. Consult with the Board on establishing an official and suitable succession plan for the position of the CEO and top executives;

Chief Executive Officer's Performance

27. The Chief Executive Officer performance is assessed by AMATA VN's Board of Directors where the Nomination and Remuneration Committee is responsible for preparing the CEO evaluation plan;
28. Take part in the development of both the annual and long-term goals and achievement indicator with the Chairman of the Board in accordance with the strategy and objective plan while maintaining corporate core values;

Social, Environmental and Ethical Aspects

29. Nurture and instill the principle of responsible and ethical decision making process into managements cognition;
30. Compel employees to comprehend AMATA VN's ethical standards;
31. Lead AMATA VN towards fulfilling social responsibilities;
32. Play the role of AMATA VN and Community leader to help develop the Community in the area where AMATA VN is situated into a better place;
33. Act as AMATA VN's spokesperson, administer and manage to foster amicable relationship with interested parties;
34. Responsible for disclosing AMATA VN's vision, mission, values, strategy, business operation plans to the stakeholders;

Other Matters

35. Carry out any other appropriate duties and responsibilities assigned by the Board.

Reviews

AMATA VN's Board of Directors shall revise the Chief Executive Officer's job description on a yearly basis and whenever deemed necessary.

4.4 Company Secretary Position Description

Role of the Company Secretary

1. Arranging and preparing notice calling the Shareholders, Board of Directors and Board Committee Meetings, in accordance with the laws and regulations, and best practices;
2. Preparing agenda, documents and minutes of the Shareholders, Board of Directors and Board Committee Meetings, and manage the procession;
3. Keeping and storing all Meetings documentations and the minutes;
4. Compliance with the stipulated rules and regulations;
5. Provide continuous assistance and facilitation for Company's board of directors in policy, procedures and observing the principles of good Corporate Governance.

Company Secretary's Responsibilities

6. In charge of making all necessary appointments and invitations for Board Directors;
7. Prepare AMATA VN's Annual Board and Committee Meetings timetable;
8. Gather and distribute agenda and all relevant meeting documents for AMATA VN's Board and Committee Meetings in accordance with the Board's decision;
9. Make records of the Minutes of AMATA VN's Board of Directors and Committee Meetings and circulate them in accordance with the Board's resolution;
10. Keep records of the minutes and reports of AMATA VN's Board of Directors and Committee Meetings as stipulated in AMATA VN's Board's policy guideline;
11. Keeping copies of AMATA VN's Board of Directors policy and resolutions;
12. Keeping AMATA VN's Board of Directors' Manual;
13. Prepare all the necessary procedures and processes for the official appointment of newly appointed non-executive Directors;
14. Manage and arrange for a variety of training programs and other relevant activities for the continuous self-development of each Board members;
15. Arrange for a systematic annual Board of Directors evaluation exercise for AMATA VN's Board;
16. Make arrangements for renewing the Directors and Officers Liability Insurance when it nears expiry date and report details to AMATA VN's Board of Directors;

17. Prepare all Boards and Committees Meetings reports and circulate Meetings resolutions, strategies, and annual business plan for the acknowledgement and consideration of AMATA VN's Directors;
18. Prepare general code of conduct highlighting relevant laws, rules & regulations, resolutions as a manual for AMATA VN's Board of Directors;
19. Provide general information on corporate governance principles' best practices as a guideline for AMATA VN's Board;
20. Arranging and assist in conducting the Shareholders Meeting in accordance with the laws and regulations together with preparing the necessary invitations and assisting conducting the AGM;
21. Distribute the Company's Annual Report promptly;
22. Put together and distribute all Meeting documents for the Annual Shareholders Meeting;
23. Prepare the procedure for nominating, selection and voting for the appointment of Directors;
24. Produce the Shareholders' Meeting report;
25. Keeping AMATA VN's Shareholders' Meeting report;
26. Answer to all questioning from relevant governing authorities;

Company Secretary Entitlement

27. Allow to access all of AMATA VN's information that Company Secretary needs to know in order to be able to fully and freely conduct his duty;
28. Is also covered with the same duty insurance protection plan as the Company's Directors and Executive Managements
29. Included in contract for accessibility of Company information and is covered by the Directors and Officers Liability Insurance protection plan;
30. AMATA VN's Board of Directors shall make an assessment of the performance of the Company Secretary yearly.

Review

AMATA VN's Board of Directors shall review the roles and responsibilities of the Company Secretary annually and make revision when deemed necessary.

Acknowledgment and full compliance Form

AMATA VN Public Company Limited

I have read and understand, as well as agree to fully comply with the Company's "Good Corporate Governance Handbook" as the core operating principles

Signed: (.....)

Division/Department

Date...../...../.....



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AMATA
VN

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