

## 1. Performance of the Board of Directors

- Set Policy and Business Direction

The Board of Directors reviews, revises and approve the Company's vision, mission, Corporate Governance Policy, Business Ethics annually and co-considers in strategies, goal, direction, business plan, budget, internal control and internal audit systems, and risk management. The Audit Committee will follow up progress of such matters regularly reports to the Board of Directors. The Board of Directors also governs the management to follow such business plan and budget with efficiency and profitability for the highest economic value to the Company and the best stability to the shareholders. The Board of Directors has not only ensure the Company and its management to oversee the value of all stakeholders, neither derive personal benefit nor create any competition with the Company and its subsidiaries. The Board of Directors also conduct the business with great awareness in ethical, moral and compliance to the Company's Articles of Associations, laws and regulations of the SET and the SEC. The Board of Directors has provided effective internal control system, internal auditing and risk management measures for the Company, and assigned the Audit Committee to monitor and regularly report to the Board of Directors.

The Company's vision, mission, business direction, Corporate Governance Policy, Risk Management Policy and Business Ethics have been posted on the Company's website at [www.samartdigital.com](http://www.samartdigital.com) and disclosed in the Annual Report under the governance of the Corporate Governance Committee to have all employees to strictly conform and practice.

In addition, the Company has communicated vision, mission, objective and business goals throughout the Company in order to drive the business in the same direction. The Company has organized management meeting for manager level up twice a year and communicated the matters to all employees in the organization through various media such as e-mail, computer screen saver, message on public relations board and company's elevator and other online media in the Company.

In 2025, the Board of Directors' Meeting No. 5/2025 held on November 13, 2025 reviewed vision, mission, Corporate Governance Policy and Business Ethics to be consistent with the goals and business strategy of the Company.

- **Monitoring on Business Ethics**

The Company conveyed business ethics practices via various channels and the Company also specified that all directors, executives and employees have responsibility to acknowledge and comply with the Company's policies and regulations. The supervisors or the superior officers at all level have to monitor the compliance with the business ethics as well as to give recommendation and advise in case there is a problem on making decision or performing the works concerning the business ethics which have not been specified elsewhere. However, such recommendation must be based on the legal rules and it must not against the policy or business ethics of the Company, must not have negative impact to the Company's image including must not cause negative effect to the Company's stakeholders. The Company shall revise and improve its business ethics policy continually to make it always appropriate and up-to-date.

In the event that it is found that there is a violation of the business ethics, the supervisor shall undertake the necessary measures to solve or make good of such action or may issue a warning notice, as the case may be. The wrongdoer shall be subject to disciplinary penalty and may also be faced with legal penalty, if such action is against the law.

Moreover, to comply with the principle of the sufficient internal control assessment and accordance with good corporate governance of the Company. The Company conducted self-assessment of the Company's business ethic for executive to evaluate the proceeds of the business ethic and reported to the Audit Committee.

From the above self-assessment show that the Company's executive completely proceeds to the defined business ethic.

In addition, the Company has provided ethical communication to employees at all levels for their acknowledgment and understanding. In 2025, the Company has arranged the following actions:

- Send the Business Ethics Manual to employees at all levels by E-mail to study and understand.
- Train on Business Ethics to 100% of new employees.

In the past year, there is no any misconduct regarding the Company's Business Ethics.

Moreover, the Company also has one more channel to receive the misconduct information or complaint or opinion on violation of law or ethics including on the behavior which may lead to the corruption or inequality treatment. Details on procedures and methods on informing such information, as well as the protection of the informant can be found in "Corruption Prevention Policy"

## 1.1 Nomination, Development and Performance of the Board of Directors

### (1) Independent Director

The Board of Directors has set the definition of Independent Director which is more stringent than the regulations of the SEC and the SET as follows:

#### Qualifications of Independent Director

1. Holding no more than 0.5% of total voting shares of the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, including shares held by any related person of such independent director.
2. Not being or ever been an executive director, worker, employee, salaried consultant, or controlling person of the Company, parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the Company unless the foregoing status has ended for at least 2 years prior to the date of appointment.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling and child, including the spouse of the child, of other director, executive, major shareholder, controlling person, or person nominated as a director, executive, or controlling person of the Company or subsidiary.
4. Not having or ever had business relationship with the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company in a manner that may obstruct his/her independent judgement, and not being or ever been a significant shareholder or controlling person of person having a business relationship with the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, unless the foregoing relationship has ended for at least 2 years prior to the date of appointment. The aforementioned business relationship is inclusive of any normal business transaction, rental or lease of property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions. These result in the Company or counterparty being liable to indebtedness payable to the other party in the amount from 3% of net tangible assets of the Company or from Baht 20 million, whichever is lower. The amount of indebtedness, included the obligation incurred during 1 year prior to the date of having a business relationship with the same person, is determined by the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction *mutatis mutandis*.
5. Not being or ever been an auditor of the Company, parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person of the Company, or partner of the audit firm that employs auditors of the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, unless the foregoing relationship has ended for at least 2 years prior to the date of appointment.
6. Not being or ever been a professional services provider, including legal advisor or financial advisor who receives service fee more than Baht 2 million per year from

the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of such professional service provider unless the foregoing relationship has ended for at least 2 years prior to the date of appointment.

7. Not being a director who has been appointed as a representative of the Company's director, major shareholder, or shareholder who is a connected person of major shareholder.
8. Not undertaking any business of the same nature and in significant competition with business of the Company or subsidiary or not being a significant partner in the partnership or executive director, worker, employee, salaried consultant, or shareholder holding more than 1% of total voting shares of another company undertaking any business of the same nature and in significant competition with business of the Company or subsidiary.
9. Not having any other characteristic that cause the inability to express independent opinions.

## (2) Nomination of Directors and Top Management

### Nomination of Directors

The Nominating and Compensation Committee will select, and nominate appropriate candidates for the positions of Chairman of the Board, members of the Board and other committees and Executive Chairman. The Nominating and Compensation Committee also consider the appropriate remuneration for the duties responsibility to propose to the Board of Directors' meeting and/or the shareholders' meeting to consider and appoint with criteria and methods of recruiting set out in the Company's policy.

In 2025, the Company has nominated and appointed the directors who retire by rotation in the 2025 Annual General Meeting of Shareholders, named Mr. Watchai Vilailuck and Mr. Kunthit Arunyananda, to re-elect as directors for another term and appointed Mr. Kunthit Arunyananda to be an independent director and the Audit Committee.

In this regard, the recruited and appointed directors and committee members have knowledge, capability and experience in the business relating to the Company's operation where such experience can apply to enhance the Company's operation efficiency and consistent with the Company's business strategy. In addition, they have satisfactory performance throughout their tenure.

### Nomination of Top Management

The Nominating and Compensation Committee will select internal and external persons who have leadership skills, ability to manage the organization and good understanding of company's products and services to propose to the Board of Directors for appointment. During the year, the Company has implemented according to the Company's policy.

### (3) Development of Directors and Management

#### Development of Directors

The Company supports and increases knowledgeable of directors, and also encourages all directors to strengthen their skills and knowledge for performing their duties including knowledge and understanding of relevant law and standards, and other applicable obligations, risk factors, and the Company's business environment. The board should receive accurate, timely and clear information, including timely and regular updates. As of December 31, 2025, 2 directors had joined DCP program, 4 directors had joined DAP program and 1 directors had joined both DCP and DAP program. IOD training course of each director was shown in the attachment 1 "Directors, Executives, Controlling Persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision and Company Secretary". Each year, the Company submits training courses arranged by various institutes to directors for their own consideration on attendance.

In 2025, the following 7 directors attended the training courses as shown below:

No.	Director	Training course
1.	Mr. Piyapan Champasut	<ul style="list-style-type: none"><li>In-depth analysis of expectations regarding the appropriate roles and responsibilities of the Audit Committee (AC) and the Chief Audit Officer (CAE), the Stock Exchange of Thailand and the Federation of Accounting Professions, 2025</li></ul>
2.	Dr. Chotivid Chayavadhanangkur	<ul style="list-style-type: none"><li>In-depth analysis of expectations regarding the appropriate roles and responsibilities of the Audit Committee (AC) and the Chief Audit Officer (CAE), the Stock Exchange of Thailand and the Federation of Accounting Professions, 2025</li><li>Hot issue for Directors: The Evolving Role of Audit Committee in Fostering Trust and Transparency (2nd Class), Thai Institute of Directors (Thai IOD), 2025</li></ul>
3.	Mr. Kunthit Arunyakanda	<ul style="list-style-type: none"><li>In-depth analysis of expectations regarding the appropriate roles and responsibilities of the Audit Committee (AC) and the Chief Audit Officer (CAE), the Stock Exchange of Thailand and the Federation of Accounting Professions, 2025</li><li>Hot issue for Directors: The Evolving Role of Audit Committee in Fostering Trust and Transparency (2nd Class), Thai Institute of Directors (Thai IOD), 2025</li></ul>
4.	Mr. Charoenrath Vilailuck	<ul style="list-style-type: none"><li>Advanced Executive Training Course in Justice Administration, 29th Class (AETC 29), from the Judicial Civil Service Development Institute, September 2024-July 2025</li><li>Understanding and Appreciating the Global and Thai Economies</li></ul>

No.	Director	Training course
		By Associate Professor Dr. Thanawat Polvichai, President of the University of Thai Chamber of Commerce, 2025
5.	Mr. Watchai Vilailuck	<ul style="list-style-type: none"> <li>The Rule of Law for Democracy Course (RLD) Class 13, Constitutional Court College, 2025</li> <li>Understanding and Appreciating the Global and Thai Economies By Associate Professor Dr. Thanawat Polvichai, President of the University of Thai Chamber of Commerce, 2025</li> </ul>
6.	Miss Boonrut Mongkolratanakorn	<ul style="list-style-type: none"> <li>Best Start with CAC: A Crucial Step towards Transparent and Sustainable Business By Phin Siraprapasiri, Manager, Thai Private Sector Anti-Corruption Coalition</li> <li>Providing Knowledge on the Rights and Duties of Shareholders in Class Action Lawsuits By Assoc. Prof. Dr. Prapin Nuchpiam, Deputy Dean for Academic Affairs and International Relations, Faculty of Law, National Institute of Development Administration</li> <li>The Carbon Credit Market: A New Global Trend that we, as global citizens, should be aware of By Anothai Sangthong, Director of the Carbon Credit Communication and Registration Office, Thailand Greenhouse Gas Management Organization (Public Organization) or TGO, Ministry of Natural Resources and Environment</li> </ul>
7.	Mr. Supavas Prohmvitak	<ul style="list-style-type: none"> <li>5 Techniques to use AI to manage your money smarter, 2025</li> <li>Understanding and Appreciating the Global and Thai Economies By Associate Professor Dr. Thanawat Polvichai, President of the University of Thai Chamber of Commerce, 2025</li> </ul>

## Development of Management

The managerial competency program, courses have been designed for management level in order to develop in managerial competency to strengthen leadership and management skills for executives as well as prepare promotion qualification in the future for pre-executive or talent employees. Moreover, this program would elaborately lead executives to support organization's business growth and prepare the Company to become business leader in the existing and future. The program includes TLCA CFO CPD Program No.3/2025: Update! IFRS 18 IFRS 19, TLCA CFO CPD Program No.4/2025: Climate-Related Risks, TLCA CFO CPD Program No.5/2025: Accounting System, TLCA

CFO CPD Program No.6/2025: Green Bond and ESG, TLCA CFO CPD Program No.7/2025: IFRS Sustainability Disclosure Standards IFRS S1/IFRS S2, TLCA CFO CPD Program No.8/2025: Three Lines of Defense model with the work of CFO, Data Leak Protection Basic (Class 1), Presenting Financial Statements in accordance with Financial Reporting Standards for non-public interest entities, and updating tax law, Advanced Technology Ep: 8 Enhance Accounting and Auditing with Technology and AI, AI Governance and Risk Management.

#### (4) The Assessment of the Board of Directors, Committees, Executive Chairman, Company Secretary and Head of Internal Audit

The Corporate Governance Committee is responsible for self-assessment of the Board of Directors and individual director, Committee Self-Assessment and initiated Executive Chairman Assessment, Company Secretary Assessment and Head of Internal Audit Assessment annually to review and evaluate the efficiency of operation to comply with the good corporate governance. The assessment criteria have been adapted from the SET's guideline and approved by the Board of Directors' Meeting No. 5/2025 on November 13, 2025.

**Board Self-Assessment** The questionnaire covered the following areas:

1. Structure and qualifications
2. Roles, duties and responsibilities
3. Meeting
4. Performance
5. Relationship with management
6. Director's self-development and management training

The 2025 Board Self-Assessment, evaluated by 7 directors in the above 6 areas, has an excellent evaluation by obtaining average score of 95.69%.

**Director Self-Assessment** The questionnaire covered the following areas:

1. Structure and qualifications
2. Meeting
3. Roles, duties and responsibilities
4. Self-development

The 2025 Director Self-Assessment, evaluated by 7 directors in the above 4 areas, has an excellent evaluation by obtaining average score of 96.83%.

**The Audit Committee Self-Assessment** The questionnaire covered the following areas:

1. Structure and qualifications
2. Meeting
3. Roles, duties and responsibilities
4. Development and training
5. Activities of the Audit Committee
6. Relationship between head of internal audit, external auditors and executives

The 2025 The Audit Committee Self-Assessment, evaluated by 3 directors in the above 6 areas, has an excellent evaluation by obtaining average score of 94.15%.

### Committee Self-Assessment

The consisted of Executive committee, Corporate Governance Committee, Nominating and Compensation Committee, Risk Management Committee and Sustainable Development Committee covered the following areas:

1. Structure and qualifications
2. Meeting
3. Roles, duties and responsibilities
4. Development and training

The results of each Committee Self-Assessment were shown below:

	<u>Result</u>	<u>Average Score (%)</u>
1. Executive Committee	Excellent	94.74
2. Risk Management Committee	Excellent	98.51
3. Nominating and Compensation Committee	Excellent	94.58
4. Corporate Governance Committee	Excellent	95.61
5. Sustainable Development Committee	Very Good	89.58

**Executive Chairman Assessment** The questionnaire covered the following areas:

1. Leadership
2. Strategy formulation
3. Financial planning and performance
4. Board relations
5. Risk management and internal control
6. Human resources management
7. Succession Plan
8. Product and service knowledge
9. Good corporate governance and code of business conduct

The 2025 Executive Chairman Assessment, evaluated by the Company's 6 directors in the above 9 areas, has an excellent evaluation by obtaining average score of 95.29%.

**Company Secretary Assessment** The questionnaire covered the following areas:

1. Knowledge
2. Compliance
3. Communication and Coordination
4. Documentation
5. Meeting
6. Corporate Governance

The 2025 Company Secretary Assessment, evaluated by 6 directors in the above 6 areas, has an excellent evaluation by obtaining average score of 97.98%.

**Head of Internal Audit Assessment** The questionnaire covered the following areas:

1. Purpose, Authority and Responsibility
2. Independence and Objectivity
3. Qualification and Professional
4. Continuous Improvement
5. Internal Audit Office Management
6. Knowledge and Competency

The 2025 Head of Internal Audit Assessment, evaluated by 3 Audit Committee members in the above 6 areas, has an excellent evaluation by obtaining average score of 93.56%.

## 1.2 Meeting of attendance and Remuneration to Director Self-Assessment

### (1) Meeting of The Board of Directors

The Board of Directors' meeting schedule has been set at least 5 times a year with certain agenda. The Company Secretary proposes the meeting schedule and agenda for next year to the Board of Directors for consideration and approval in November of each year. Typically, the Board of Directors' meeting are held in February, April, May, August, and November, with the possibility of changes or additional meetings as needed. Once the meeting dates has been set and the agenda has been approved, the Company Secretary will inform the directors in advance at the end of the year before the next year's meeting to allow directors to manage their schedules for attending the meetings. The notice of the Board of Directors' meeting specify the agenda and includes a regular item for considering and monitoring business performance. However, additional unscheduled board meetings may be called upon appropriate notice at any time to address specific needs of the Company. The operating results will be regularly reviewed. The notice of the Board of Directors' meeting with the meeting materials will be delivered by Company Secretary to all directors at least 5 working days prior to the meeting date for consideration. While the Company's Articles of Association stipulate that the notice should be sent to directors no less than 7 days before the meeting date except in urgent cases. In addition, if directors would like to propose the agenda, they will inform prior to the meeting date or propose as other matters in the meeting.

At a meeting of the Board of Directors, the presence of not less than one-half of the total number of directors is required to constitute a quorum. In the event the chairman is not present or is unable to discharge his duties, the vice-chairman, if any, shall serve as a chairman. If there is no vice-chairman or such vice-chairman is unable to discharge his duties, the directors present shall elect one of their members as a chairman of the said meeting. The Company set a minimum quorum at the time of voting to be at least two-thirds of all directors attending the meeting. All resolutions of the Board of Directors' meeting shall be passed by the majority vote of the directors presented at the meeting. Each director shall have one vote, however, the director who has interest in any matter cannot exercise the right of such voting. In case of equality votes, the chairman shall have a casting vote.

The average length of the meeting is approximately 2 hours. In 2025, numbers of each meeting and time attendance of each member were summarized below:

Directors	Position	Number of Attendance / Total Number of Meeting	
		Meeting of the Board of Directors	Meeting of AGM 2025
1. Mr. Piyapan Champasut	<ul style="list-style-type: none"> <li>Chairman of the Board of Directors</li> <li>Independent Director</li> <li>Audit Committee Member</li> </ul>	5/5	1/1
2. Dr. Chotivid Chayavadhanangkur	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Chairman of the Audit Committee</li> <li>Chairman of the Corporate Governance Committee</li> <li>Nominating and Compensation Committee Member</li> </ul>	5/5	1/1
3. Mr. Kunthit Arunyananda	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Audit Committee member</li> <li>Chairman of the Nominating and Compensation Committee</li> <li>Corporate Governance Committee Member</li> </ul>	5/5	1/1
4. Mr. Charoenrath Vilailuck (*)	<ul style="list-style-type: none"> <li>Director</li> <li>Risk Management Committee Member</li> </ul>	5/5	1/1
5. Mr. Watchai Vilailuck (*)	<ul style="list-style-type: none"> <li>Authorized Director</li> <li>Executive Chairman</li> <li>Chief Executive Officer</li> <li>Chairman of the Risk Management Committee</li> </ul>	5/5	1/1
6. Miss Boonrut Mongkolratanakorn	<ul style="list-style-type: none"> <li>Authorized Director</li> <li>Corporate Governance Committee Member</li> <li>Nominating and Compensation Committee Member</li> </ul>	5/5	1/1
7. Mr. Supavas Prohmvitak	<ul style="list-style-type: none"> <li>Authorized Director</li> <li>Executive Director</li> <li>Risk Management Committee Member</li> <li>Chairman of the Sustainable Development Committee</li> </ul>	5/5	1/1

**Remark:** (\*) Representative Directors from Samart Corporation Plc., a major shareholder, with 67.03% stake holding

## (2) Meeting of Committees

In 2025, numbers of each meeting and time attendance of each member were summarized below:

Directors	Number of Attendance / Total Number of Meeting					
	Audit Committee	Executive Committee	Corporate Governance Committee	Nominating and Compensation Committee	Risk Management Committee	Sustainable Development Committee
1. Mr. Piyapan Champasut	4/4					
2. Dr. Chotivid Chayavadhanangkur	4/4		2/2	3/3		
3. Mr. Kunthit Arunyakanda	4/4		2/2	3/3		
4. Mr. Charoenrath Vilailuck					3/3	
5. Mr. Watchai Vilailuck		12/12			3/3	
6. Miss Boonrut Mongkolratanakorn			2/2	3/3		
7. Mr. Supavas Prohmvitak		12/12			3/3	2/2
8. Mrs. Sumonthip Srimek		12/12				2/2
9. Mr. Hiran Phanbanlaem		12/12				2/2

## (3) Meeting among members of non-executive directors

In 2025, the non-executive directors held one meeting without management on November 13, 2025 to discuss the interested issues, and the results of the meeting were reported to the Board of Directors for acknowledgment.

### Remuneration of Directors

Remuneration of directors consists of Meeting allowance and bonus without other benefits. Meeting allowance will be approved by shareholders' meeting and will be paid to the director who attends in the meeting. All members in the Board of Directors and the Audit Committee will have the same rate of meeting allowances. The meeting allowance rate for the Chairman of the 2 mentioned committees shall be 2 times higher than the other directors. The meeting allowance rate for the Chairman of Nominating and Remuneration Committee and the Corporate Governance Committee shall be 1.33 times higher than the other committee member. There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee since all members are the Company's executives. Remuneration of directors will be consideration based on the suitability of various reasons and to be comparable to the general practice in same industry as well as the Company's operating result, roles & responsibilities of the Board of Directors and the overall business.

The remuneration of Directors and Committees' members of the Company was approved from the 2025 Annual General Meeting at the amount of not exceeding Baht 4 million which consists of meeting allowance and bonus without other benefits. The

meeting allowance for each meeting participated of Directors and Committees was shown below:

### The Board of Directors and the Audit Committee

- Chairman Baht 30,000 per time
- Member Baht 15,000 per time

### The Nominating and Compensation Committee and the Corporate Governance Committee

- Chairman Baht 20,000 per time
- Member Baht 15,000 per time

In 2025, the Company paid remuneration to directors and committee' members as follows:

Item	Directors	Monetary (Baht)								
		Company							Subsidiaries	Grand Total
		Meeting Allowance (*)					Bonus	Total		
		Board of Directors	Audit Committee	Corporate Governance Committee	Nominating and Compensation Committee	Total				
1	Mr. Piyapan Champasut Chairman / Independent Director	150,000	60,000	-	-	210,000	120,000	330,000	-	330,000
2	Dr. Chotivid Chayavadhanangkur Independent Director	75,000	120,000	40,000	45,000	280,000	100,000	380,000	-	380,000
3	Mr. Kunthit Arunyananda Independent Director	75,000	60,000	30,000	60,000	225,000	100,000	325,000	-	325,000
4	Mr. Charoenrath Vilailuck Director	75,000	-	-	-	75,000	100,000	175,000	-	175,000
5	Mr. Watchai Vilailuck Director	75,000	-	-	-	75,000	100,000	175,000	-	175,000
6	Miss Boonrut Mongkolratanakorn Director	75,000	-	30,000	45,000	150,000	100,000	250,000	-	250,000
7	Mr. Supavas Prohmvitak Director	75,000	-	-	-	75,000	100,000	175,000	-	175,000
<b>Grand Total</b>		<b>600,000</b>	<b>240,000</b>	<b>100,000</b>	<b>150,000</b>	<b>1,090,000</b>	<b>720,000</b>	<b>1,810,000</b>	<b>-</b>	<b>1,810,000</b>

**Remark** (\*) Meeting allowance shall not be paid to the Executive Board, Risk Management Committee and Sustainable Development Committee because all members of such Committees are the managements who have remuneration as the executives already.

## 1.3 Governance of the Subsidiary and the Associated Company

In 2025, there is no case where the subsidiary or associated company does not comply with the policy of supervising the subsidiary and associated company and no actions that cause conflicts of interest. The Company prepares and discloses financial reports and important transactions completely and accurately within the specified time.

## 1.4 Corporate Governance Policy and Guideline Compliance Control

The Company's Board of Directors oversees the use of inside information in accordance with the law and Good Corporate Governance. The Company realized on the importance of Good Corporate Governance. The relevant policies and guidelines have been set in the Corporate Governance Policy and Business Ethics as well as promoting real practice to build confidence in all groups of stakeholders.

In 2025, the Company has followed up to ensure compliance with the Company's Corporate Governance Policy and Business Ethics in various matters as follows:

### (1) Conflict of Interest

The Company's Board of Directors oversees the use of inside information in accordance with the law and Good Corporate Governance. The Company has established guidelines to prevent conflict of interest in the Company's Business Ethics Manual and disclosed in the section 6.1.2 Policy and Practices for Shareholders and Stakeholders under the topic "Conflict of Interest". The Company has informed the guidelines for everyone in the organization to follow. The Corporate Governance Committee is responsible for monitoring compliance with rules, regulations, and Corporate Governance Policies and Business Ethics of the Company regularly and strictly.

In 2025, the Company sent the Business Ethics Manual to employees at all levels to study and understand via e-mail with 100% acknowledgment.

In the past year, there is no conflict of interest with the Company's directors, executives, employees and related persons.

### (2) Inside Information Control

The Company sets as policy that all employees shall acknowledge and sign in the agreement of non-disclosure confidential information, non-violation of concealment of computer related and non-infringem of intellectual property. New employees shall sign this agreement together with employment contact. It was also set forth in the Company's Business Ethics to refuse the directors, management and employees of the Company to use Company's inside information for personal benefits. Any trading of the Company's securities within one month prior to disclosure of either Company's financial performance or any other information that may affect securities' price is prohibited. To ensure that the policy is acknowledge and complied, the Company will notify the year plan schedule of such periods in advance to all directors and executives. Every quarter, the Company has also delivered such notice to directors and executives to acknowledge.

However, the Company has set as a policy for the directors and the managements according to the definition of the SEC to notify the Company about the purchase, sale or transfer the Company's securities and contracts at least 1 day in advance before making the transaction through the Company Secretary. Then, the Company Secretary has to report the changes on such securities holdings of directors and managements in every Board of Directors' Meeting.

Securities holding information of the directors and the executives in 2025 were as follows:

Director / Executive	1/1/2025 or Appointment Date	Acquisition / (Disposal) during the year	31/12/2025 or Resignation Date	Increase / (Decrease)
1. Mr. Piyapan Champasut Spouse and minor children	- -	- -	- -	- -
2. Dr. Chotivid Chayavadhanangkur Spouse and minor children	9,000,000 -	- -	9,000,000 -	- -
3. Mr. Kunthit Arunyananda Spouse and minor children	2,400,000 -	- -	2,400,000 -	- -
4. Mr. Charoenrath Vilailuck Spouse and minor children	- -	- -	- -	- -
5. Mr. Watchai Vilailuck Spouse and minor children	23,343,000 -	- -	23,343,000 -	- -
6. Miss Boonrut Mongkolratanakorn Spouse and minor children	70,000 -	- -	70,000 -	- -
7. Mr. Supavas Prohmvitak Spouse and minor children	- -	- -	- -	- -
8. Mrs. Sumonthip Srimek Spouse and minor children	- -	- -	- -	- -
9. Mr. Hiran Phanbanlaem Spouse and minor children	20,000 -	- -	20,000 -	- -

In 2025, the Company has organized the following activities:

- Send Business Ethics Manual to employees at all levels by E-mail to study and understand.
- Notify by E-mail to relevant persons of the prohibited trading period of the Company's securities one month prior to the disclosure of the financial statements. These is no case of insider trading found from the Company's directors and executives.

In addition, in the past year, the Company had no instances of unfair actions or exploitation of investors using insider information from the Company's directors or managements.

### (3) Corruption Prevention

The Company conducts all business affairs under principles of good corporate governance. Corruption Prevention Policy is set to prevent all corruptions that may arise from operating activities and contacts with stakeholders. Directors, executives and employees of the Company, its subsidiaries and associated companies must strictly adhere. The Company has disclosed in the Company's code of Business Ethics, so that the employees shall use it as the practical guidelines. In addition, details on Corruption Prevention policy, guidelines for practice on corruption prevention, publication of the policy, training, penalties and operating results on compliance with such policy have been disclosed in "6.1.2 Policies and Practice related to Shareholders and stakeholders".

In addition, the Company had provided knowledge about the corruption prevention and environmental responsibility through the intranet system to the directors, managements, and employees. The directors and managements have acknowledged their awareness to the course at 100%. Moreover, the employees have acknowledged their awareness to the course at 72%.

During the past year, the Company did not find any employees' misconducts, only the case where the employee failed to comply with the Company's rules and regulations, and the Company has explained the correct rules and regulations to such employee already.

The Company did not find any directors and managements' misconducts or any resignation due to breach of the corporate governance principles as well as any case which may damage the Company from performing duty within the Company.

### (4) Whistleblowing or Complaints

The Company adheres to good corporate governance principles and encourages employees and stakeholders to report any illegal, fraud, or potential damage to the Company as well as violating the Company's rules and regulations, code of conduct or violating the Corruption Prevention Policy both directly and indirectly. The employees and stakeholders can notify the clue on misconduct behavior to the Company. The Company has disclosed the procedures and methods for reporting clues or complaints in the Corruption Prevention Policy.

The Company has complied with the Corruption Prevention Policy, which includes reporting or making complaints. During 2025, there were no reports or complaints sent through various channels.

## (5) Information Security Management on Information Systems

The Company has always strictly complied with the Information Security Management Policy on Information Systems. As a result, there was no issue affected the information security on the information systems of the companies in the Samart Group in 2025.

## 2. Report on Performance of All Committees

All Committees carried out their duties assigned by the Board of Directors, regularly report the performance to the Board of Directors, and provide annual performances report to shareholders in the Annual Report.