

บริษัทเอสซีจี เดคคอร์ จำกัด (มหาชน)  
SCG DECOR PUBLIC COMPANY LIMITED

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Appendix 5

**Full version of the Policy and Guidelines on Corporate Governance and the Full Version of the  
"Code of Business Ethics"**

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Board of Directors Charter  
SCG Decor Public Company Limited

The Company's Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the Board of Directors Charters for the first time which later resolved at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to guarantee the continued use of the charter after the transformation into a public limited company.

The Board of Directors of SCG Decor Public Company Limited (the "Company"), as the leader and driver of the organization's operations to lead to sustainable business growth, has an important role and duty in setting the vision, main goals, strategies, and policies in the company's business operations as well as supervision and management of the company and its subsidiaries to integrate factors affecting sustainability, both opportunities and risks related to the company's business context for good long-term and reliable performance. The Board of Directors must perform their duties with responsibility, caution, prudence, and honesty, and protect the interests of the Company and its subsidiaries for the utmost benefit of shareholders in the long term and to meet the expectations of stakeholders. All stakeholder groups comprehensively.

The Board of Directors should act as a good example and create organizational values and culture in both operations and ethics. They must act fairly to stakeholders under good corporate governance and take care of the operations of the Company and its subsidiaries to be in accordance with the law, objectives, regulations and resolutions of the Board of Directors' meetings, as well as the resolutions of the shareholders' meetings. In addition, the Board of Directors also has a role and duty in supervising and evaluating the performance of the management and the Chief Executive Officer and President in managing the business of the Company and its subsidiaries successfully according to the established plans.

Therefore, the meeting of the Board of Directors resolved to establish this Charter of the Board of Directors in order for all company directors to be aware of their duties and responsibilities in order to perform their duties correctly and completely.

1. Scope of Duties

The Board of Directors has the following duties:

Take responsibility as an organization leader that creates sustainable value for the business.

- 1.1 Manage the business of the company and its subsidiaries for the best benefit of the company, its subsidiaries, and stakeholders (Fiduciary Duty) by adhering to 4 important practices:
  - 1.1.1 Performing duties responsibly, carefully and cautiously. (Duty of Care)
  - 1.1.2 Performing duties with honesty and integrity. (Duty of Loyalty)
  - 1.1.3 Compliance with the law, objectives, company regulations, resolutions of the board of directors and resolutions of shareholder meetings. (Duty of Obedience)
  - 1.1.4 Disclosing information to shareholders is accurate, sufficient, complete, transparent, verifiable, and timely. (Duty of Disclosure)

- 1.2 Ensure that the company and its subsidiaries comply with various policies of the company and its subsidiaries.
- 1.3 Set the vision, mission and business strategy of the company and its subsidiaries, taking into account ethics, social and environmental impacts as important, which are reviewed and approved together with the management on an annual basis.
- 1.4 Manage the company and subsidiaries in accordance with the law, objectives, regulations, approval authority schedule, resolutions of the Board of Directors, and resolutions of the shareholders' meeting with responsibility, care, caution, and honesty for the optimal benefit of the company and fairness to all involved.
- 1.5 Prepare a charter for the Board of Directors and sub-committees, as well as amend the charter of the Board of Directors and approve the proposal of the sub-committees to change the contents of the charter to be up-to-date and appropriate to the laws and regulations and changing situations and review the charter of the Board of Directors at least once a year.

Set the objectives and main goals of the business towards sustainability.

- 1.6 Consider the main operating plan, budget, goals and policies for business operations, as well as develop the capabilities of the company and its subsidiaries to compete internationally, including supervising the administration and management of the management in accordance with policies, plans, budgets, goals, business policies and business strategies for sustainability that are set for the highest benefit of the company, subsidiaries, and shareholders.

Strengthen effective corporate boards

- 1.7 Determine and review the board structure regarding the number of directors, proportion of independent directors, including various qualifications to suit the company's business operations.
- 1.8 Supervise the selection and election process for directors in a transparent manner by creating a Board Skills Matrix to determine the qualifications of directors to be recruited based on the company's business strategy and determining the remuneration of company directors and sub-committees appropriately to present to the shareholder meeting for approval. In considering the remuneration of the board of directors, various factors must be taken into account, such as consistency with the short-term, and long-term strategies and goals of the company, experience, duties and responsibilities, scope and roles and responsibilities, standards for remuneration of directors in the same industry including benefits expected to receive from each director, etc.
- 1.9 Dedicate adequate time to perform duties, attend meetings of the Board of Directors and shareholders' meetings, except in cases of force majeure where company directors who are unable to attend meetings must notify the chairman or secretary of the board or company secretary know in advance before the meeting
- 1.10 Consider establishing a governance mechanism that allows the company to control, supervise, manage and be responsible for the operations of its subsidiaries as if they were a unit of the company, including measures to monitor the management of subsidiaries in order to maintain interests in the Company's

investments shall be in accordance with the announcement of the Securities and Exchange Commission and/or Related announcements from the Capital Market Supervisory Board.

- 1.11 Appoint persons to serve as directors of subsidiaries and associated companies that conduct core businesses at least in proportion to their shareholding in subsidiaries and associated companies that conduct core businesses, determine remuneration and determine the scope of authority, duties and responsibilities of directors and the appointed executives also set the framework for voting authority in the meetings of the boards of subsidiaries and associated companies that operate the main business on important matters that require the opinion of the board of directors first and supervise management and the management of subsidiaries and associated companies that conduct core businesses in accordance with the operating plans and policies of the company and supervise various transactions to be in accordance with relevant laws and regulations, including monitoring and overseeing that subsidiaries and associated companies that operate core businesses disclose complete and correct information regarding financial status and operating results, related transactions, and the acquisition or disposal of significant assets, and monitor and ensure that directors and executives of subsidiaries and associated companies that operate business practices comply with their duties and responsibilities as required by law.
- 1.12 Evaluate the performance of the Board of Directors every year by having 3 types of performance evaluation: As a Whole, Self-Assessment, and evaluating the performance of the Chairman of the Board and following up on results of the Board of Directors and sub-committee members for joint consideration by the Board of Directors and regular reviews of performance evaluation forms of the Company Directors and sub-committee members, including disclosing the criteria, procedures and results of the evaluation in the overall picture included in the annual report.
- 1.13 Continuously develop knowledge and ability to work, attend training or participate in courses related to the performance of director duties or seminar activities that continuously increase knowledge in work.
- 1.14 Appoint the company secretary and determine the scope of authority and duties of the company secretary in accordance with the law on securities and exchange to be responsible for various operations on behalf of the company or the board of directors and to assist the board of directors in performing various tasks in order to comply with relevant laws, announcements, and regulations, such as preparing and maintaining a directory register, notices calling meetings of the board of directors and minutes of board meetings, notices calling meetings of shareholders and minutes of shareholders' meetings, and keeping report on interest, etc.

Recruiting and developing senior executives and personnel management

- 1.15 Consider the management structure, the development plan for senior executives and the succession plan for the Chief Executive Officer and President, and supervise the effective performance evaluation of senior executives on an annual basis, and have a system in place. Consideration of compensation

for senior executives that is prudent, transparent, consistent with responsibilities and performance to create incentives both in the short and long term, and can be compared with compensation standards in the same industry.

- 1.16 Supervise the establishment of an appropriate compensation structure and evaluation, understand the structure and relationships of shareholders that may affect the management and operations of the business, as well as monitor and supervise the management and development of appropriate personnel amount, knowledge, skills, experience, and motivation.

Promote innovation and responsible business operations

- 1.17 Supervise and support the creation of innovations that create value for the company and its subsidiaries along with creating benefits for all stakeholders.
- 1.18 Provide a written code of conduct manual to serve as a standard for the work of directors, executives, and employees of the company. The board of directors should seriously monitor compliance with the code of conduct manual.
- 1.19 Monitor and supervise the implementation of strategies and business plans of the company and its subsidiaries and follow up on the measurement of the performance of the management by requiring regular reporting of the operating results of the company, subsidiaries and associated companies, including a policy for developing and improving business operations by taking into account safety and health, social and environmental responsibility, as well as personnel development.
- 1.20 Supervise the management of information technology and measures to maintain the security of information technology systems.

Ensure that there is an appropriate risk management and internal control system.

- 1.21 Set a risk management policy to cover the entire organization and supervise effective risk management, including reviewing and evaluating the risk management system regularly and when risk levels change.
- 1.22 Encourage employees at all levels to be conscious of ethics and morality and comply with the principles of corporate governance, ethics and various policies, as well as supervise the company and its subsidiaries to have appropriate internal control and internal audit systems, including providing process of regularly evaluating the appropriateness of the internal control system of the company and its subsidiaries in order to reduce the risk of corruption and abuse of power, as well as prevent illegal acts.
- 1.23 Establish an audit and risk management committee that can perform its duties efficiently and independently.
- 1.24 Supervise, control, prevent, monitor and manage conflicts of interest that may occur between stakeholders of the company and its subsidiaries, the company and the management, the board of directors, or shareholders, supervise to prevent improper use of the assets of the Company and its subsidiaries and transactions with those who are related to the Company and/or its subsidiaries in an inappropriate manner.

In the event that any company director has an interest in any transaction that is made with the company and/or its subsidiaries or has an increase or decrease in the proportion of shares held in the company and/or its subsidiaries, the said director shall notify the company without delay.

- 1.25 Consider, approve and/or give opinions on entering into transactions that have a significant impact on the business, including acquisitions or disposals of assets of the company or its subsidiaries, connected transactions between the company or its subsidiaries with related persons as stipulated in the Securities and Exchange Act, as well as related regulations of the Stock Exchange of Thailand ("Stock Exchange") and the Capital Market Supervisory Board, and consider and approve principles regarding trade agreements with conditions in entering into transactions between the company or its subsidiaries and directors, executives or related persons in order to establish a framework for the management team and management to have the authority to carry out such transactions within the framework and scope of relevant laws and criteria, including considering and/or giving opinions on entering into various transactions of the company (if the value of the transaction does not fall within the conditions that must be considered and approved by the shareholder meeting) to be consistent and in accordance with relevant laws, announcements, rules and regulations.
- 1.26 Establish and follow a policy regarding corporate governance of the company and its subsidiaries in accordance with the principles of good corporate governance in writing and encourage communication to everyone in the company for their acknowledgment and serious adherence such as anti-corruption policy, policy for receiving complaints of corruption and wrongdoing, and policy for managing inside information that affects stock prices, etc. and the effective application of such policies to ensure that the company and its subsidiaries to be responsible to all groups of stakeholders with fairness, including supervising and developing good corporate governance of the company and its subsidiaries to be at the international level as a guideline for conducting business, monitoring to ensure compliance, and is a role model in following the principles of good corporate governance and the company's code of ethics.
- 1.27 Consider and approve the adequacy and appropriateness of the mechanisms used by the focal company to supervise the management and operations of the subsidiaries under the focal company.
- 1.28 Supervise the existence of processes and channels for receiving and dealing with complaints from those wishing to report clues or all stakeholders effectively, and provide opportunities for all stakeholders to contact/complaint on matters that may be a direct problem with the Board of Directors.

Maintain financial credibility and disclosure.

- 1.29 Supervise the company and its subsidiaries to have an accounting system, financial reporting and financial statement review that complies with relevant rules and guidelines.
- 1.30 Monitor financial liquidity and ability to repay debts, including plans or mechanisms for resolving problems if problems arise.
- 1.31 Consider preparing a sustainability report as appropriate.
- 1.32 Arrange for the disclosure of appropriate information to stakeholders, persons with conflicts of interest

and related persons, including the disclosure of important information to shareholders in the financial statements and appropriately report information to shareholders. Such information should be published through the stock exchange system first and may be further disseminated through the company's website including appointing a person responsible for providing information to investors. The board of directors should disseminate information correctly, adequately, completely, appropriately, and on time, and promote the use of information technology in disseminating information.

#### Support participation and communication with shareholders

- 1.33 Ensure that shareholders participate in decision-making on important matters of the company and its subsidiaries, as well as ensuring that operations on the day of the shareholder meeting are orderly, transparent, efficient, and conducive to exercise their rights, ensure that the disclosure of shareholder meeting resolutions and the preparation of shareholder meeting minutes are correct and complete, respect the rights and treat shareholders, both major and minor, and stakeholders in a fair and transparent manner.

In performing its duties, the Board of Directors should have access to additional necessary information from the Chief Executive Officer and President, the Company Secretary, or other assigned executives, within the scope of specified policies and, if necessary, the Board of Directors may provide independent opinions from outside consultants or professionals at the Company's expense.

## 2. Roles and duties of the chairman of the board

The Chairman of the Board shall have the following duties:

- 2.1 Consider setting meeting agendas for the Board of Directors together with the Chief Executive Officer and President and ensure that Company Directors receive accurate, complete, clear, and timely information before the meeting so that Company Directors can make appropriate decisions.
- 2.2 Be the leader of the Board of Directors and chair the Board of Directors' meetings.
  - 2.2.1 Conduct meetings of the Board of Directors according to the agenda, company regulations and the law.
  - 2.2.2 Allocate adequate time and encourage all company directors to discuss, exchange opinions fully, independently and use careful discretion with complete consideration of all stakeholders.
  - 2.2.3 Clearly summarize the meeting resolutions and what needs to be done next.
  - 2.2.4 Schedule a meeting of the Board of Directors without directors from the management as appropriate.
- 2.3 Lead shareholder meetings in accordance with the agenda, company regulations, and laws by allocating appropriate time, including giving shareholders equal opportunities to express their opinions, and ensuring that shareholders' questions are answered appropriately and transparently.
- 2.4 Support and be a good example in following the principles of good corporate governance and the company's code of ethics.
- 2.5 Strengthen good relationships between the Board of Directors and management and support the performance of duties of the Chief Executive Officer and President and management according to company policy.

- 2.6 Supervise the disclosure of information and transparent management in cases of conflicts of interest.
- 2.7 Supervise the Board of Directors to have appropriate structure and composition.
- 2.8 Supervise the performance of duties of the Board of Directors, including various sub-committees and individual company directors, to be efficient and effective.

Nonetheless, the Chairman of the Board must not be the same person as the Chief Executive Officer and President.

### 3. Composition of the Board of Directors

The Board of Directors shall have the following composition:

- 3.1 The Company's Board of Directors consists of not less than 5 Company Directors who are appointed and removed by a meeting of shareholders, and not less than half of the Company's directors must reside in the Kingdom and must have qualifications as required by law.
- 3.2 The Company's Board of Directors consists of at least one-third of the total number of independent directors but not less than three. The independent directors must be independent from the control of management, major shareholders, and those with controlling power and must not be involved or have a vested interest in finance and business management and must have all the qualifications according to the independent director qualification criteria as specified in the announcement of the Capital Market Supervisory Board and have the scope of duties and responsibilities as specified by the Stock Exchange. The announcement specifies that the qualifications of the company's independent directors appear in the attached documents.
- 3.3 The Board of Directors consists of qualified persons with knowledge and ability in various professional skills, experience, and special expertise that are beneficial to the business operations of the Company and its subsidiaries, regardless of gender, race, religion, age, or professional skills in order to provide the Board of Directors with a broader perspective that will help in the decision-making process and be able to oversee business operations with efficiency and sustainability.
- 3.4 The Board of Directors shall elect one director to be the Chairman of the Board.

When a person is appointed as a director, the company will organize an orientation for new directors by sending a director's handbook and other related information to all new directors to make them aware of their roles and responsibilities of company director.

The Board of Directors will consider arranging the structure and composition of the committee that can oversee the business strategy for sustainability. It may consider assigning duties and responsibilities to sub-committees to oversee the operations according to the business strategy for sustainability.

### 4. Qualifications of company directors

- 4.1 Directors must have all qualifications and must not have prohibited characteristics according to the Public Company Limited Act, B.E. 2535 (including amendments) ("Public Company Act"), the Securities and Exchange Act B.E. 2535 (Including amendments ("Securities Act"), including announcements, regulations and/or related rules and regulations of the company as specified, including not having untrustworthy characteristics of directors or executives according to the announcement of the Securities and Exchange Commission, they must be persons whose names are in the information system for names of directors and executives of companies that issue securities according to the announcement

of the Capital Market Supervisory Board regarding criteria for displaying names of persons in the system. Information on names of directors and executives of companies issuing securities.

- 4.2 Directors cannot engage in business that has the same nature and competes with the business of the Company, or become a partner in a general partnership or a partner with unlimited liability in a limited partnership, or be a director in any other juristic person that carries out business that has the same nature and is in competition with the Company's business whether for your own benefit or the benefit of others, unless the shareholder meeting is notified before the appointment is resolved.
- 4.3 All company directors must be knowledgeable, capable, have experience that is beneficial to business operations, have leadership, a broad vision, understand the nature of the company's business operations and be able to see the overall picture of the business well and are able to perform their duties and express their opinions independently, have honesty, integrity, have ethics in conducting business and are able to dedicate sufficient time to perform their duties.
- 4.4 Holding directorship positions in other listed companies outside the SCG Group which are listed on the Stock Exchange, not more than 4 companies in total.

## 5. Term of office

- 5.1 At the annual general meeting of shareholders, one-third of the directors must resign from their positions. If the number of directors cannot be divided into exactly three, then the number closest to one-third must retire must leave that position by considering the director who has been in office the longest to be the person who leaves the position. However, the departing directors may be re-elected to hold the position again.
- 5.2 The election of directors must be in accordance with the Company's regulations and related laws. The selection of directors must be transparent and clear by considering the individual's educational history and professional experience, including qualifications and the absence of prohibited characteristics, sufficient details for consideration for the benefit of decision-making by the Board of Directors and shareholders.
- 5.3 In addition to retiring from office according to the terms of the company's regulations above. Company directors may leave their positions when:
  - 5.3.1 Lacks the qualifications to be a company director or has prohibited characteristics according to the company's regulations or the Public Companies Act and/or the law on securities and exchange.
  - 5.3.2 Submit a resignation letter to the Board of Directors, which will be effective from the date the resignation letter reaches the company.
  - 5.3.3 Absent from the regular meetings of the Board of Directors three times in a row without taking leave

from the meeting and the Board of Directors resolved to terminate with a vote of not less than half of the total number of directors.

5.3.4 The shareholder meeting resolved to remove him from his position in accordance with the conditions under the Public Company Act.

5.3.5 Ordered to leave by court

5.3.6 Has died

5.4 In the event that the entire Board of Directors vacates their positions, the Board of Directors who have resigned from their positions must remain in their positions to continue operating the Company as necessary until the new Board of Directors assumes their duties.

5.5 In the event that the position of company director is vacant for reasons other than retirement at the end of the term, the board of directors shall appoint a person who has all the qualifications and is not prohibited by law to be a replacement company director at the next meeting of the board of directors. Unless the remaining term of the director is less than 2 months, the person who replaces him or her as a director will be in office only for the remaining term of the director he or she replaces.

5.6 The independent director shall hold the position continuously for no more than 9 years from the date of first appointment to the position of independent director. In the case of appointing the independent director to continue in the position, the board should reasonably consider the necessity as stated.

## 6. Board of Directors Meeting

6.1 Board meetings must be in accordance with the rules of the law and the Company's regulations.

6.2 The Company requires that the Board of Directors meet at least once every 3 months. Each time the main agenda for the meeting will be clearly defined in advance and there may be a special meeting to consider important or urgent matters in determining the agenda and considering matters included in the meeting agenda, the Chairman of the Board, the Chairman of the Independent Directors, and the Chief Executive Officer and President will consider together and ensure that important matters are included in the meeting agenda. In months where there are no meetings, the management will report the operating results to the board so that the board can supervise and supervise the management's operations continuously and in a timely manner.

6.3 There shall be meetings among non-executive directors as necessary to discuss various management issues of interest without the participation of management, and the Chairman of the Board or a director assigned by the Chairman of the Board should inform the Chief Executive Officer and the President were also informed of the meeting results.

6.4 In the meeting of the Board of Directors each year, there should be at least 80 percent of directors attending the meeting on average and each director should attend at least 75 percent of the number of meetings throughout the year in case of necessity that causes any director to be unable to attend any

meeting of the board of directors, that director must notify the chairman of the said necessity at the first opportunity and before that meeting.

In this regard, attendance at the Board of Directors' meetings according to this policy shall include meetings via electronic media that the Company has arranged, in which directors, even if they are not in the same location, can meet to discuss and express opinions between each other.

- 6.5 In calling a meeting of the Board of Directors, the Chairman or Secretary of the Board of Directors, by order of the Chairman, shall notify the Board of Directors and send meeting documents to the Directors at least 3 days in advance of the meeting date unless in an urgent to preserve the rights or benefits of the company, the meeting can be informed by other means or the meeting date can be set earlier than that.
- 6.6 The Board of Directors can invite relevant people such as company lawyers, outside lawyers and/or other relevant people to attend meetings to discuss, clarify, or answer questions.

## 7. Quorum and Voting

- 7.1 At a meeting of the Board of Directors, there must be at least one-half of the total number of directors present in order to form a quorum, and while the Board of Directors is voting at the meeting, there must be no less than two-thirds of the directors present, including directors who attended the meeting via electronic media, where directors, even if they are not in the same place, can meet and discuss and express opinions with each other, except in cases of urgent need to preserve the rights or benefits of the company which causes the policy to be unable to be followed. The Board of Directors may pass a resolution at the meeting even if there are less than two-thirds of the total number of directors with voting rights if it is considered that there is a reason. The quorum and voting must be in accordance with the laws and regulations of the company. In the event that the chairman of the board is not present at the meeting or is unable to perform his duties, or the position of chairman is vacant, if there is a vice chairman, the vice chairman shall be appointed. Directors act in place of the Chairman of the Board. In cases where the Chairman and Vice Chairman are not present at the meeting or are unable to perform their duties, or the positions of Chairman and Vice Chairman are vacant, the Company Directors present at the meeting shall elect one Company Director to be the Chairman at the meeting.
- 7.2 The final decision of the meeting shall be made by a majority vote. One director shall have one vote in voting. If the votes are equal, the chairman of the meeting shall cast an additional vote as the deciding vote.
- 7.3 One company director has one vote, except that company directors who have an interest in a matter do not have the right to vote on that matter.
- 7.4 In the event that the position of company director is vacant to the extent that the number remaining is less than the number required to form a quorum, the remaining company directors may act on behalf of the board of directors, but only by holding a meeting of shareholders to elect replacement company directors in all vacant seats only and such shareholder meeting must be held within 1 month from the date the number of directors is vacant less than the number that would constitute a quorum.

8. Minutes of the Board of Directors' meeting

The Company Secretary is responsible for preparing minutes of the Board of Directors' meetings and sending them to the Board of Directors for consideration in advance before presenting them to the Board of Directors for approval in the first agenda of the next meeting, with the chairman of the meeting signing to certify the accuracy. Directors can express their opinions and request amendments to the meeting minutes to be accurate and precise. The meeting minutes that have been approved by the meeting will be systematically stored in the form of documents according to the level of secrecy and stored in electronic documents for ease of searching and reference.

9. Approval authority of the Board of Directors

The Board of Directors has the authority to approve various matters of the Company according to the scope of duties prescribed by law, the Company's regulations, the Charter of the Board of Directors, and the resolutions of the shareholders' meeting, which includes the determination delegation of authority, determination and review of vision, mission, strategy for operations, master plan for operations, risk management policy, budget plan and annual business operations plan, business plan, setting desired goals of operations results, monitoring and evaluating operations to be in accordance with the established plan, capital expenditure, important related party transactions, mergers, business separations and joint ventures or cancellation of joint ventures.

10. Compensation

Company directors shall receive compensation according to the amount approved by the shareholder meeting.

This Charter shall be effective from June 9, 2023 onwards.

Addendum to the Charter of the Board of Directors

Qualifications of Independent Director of the Company

1. Shall not hold shares exceeding 0.5% of the total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of becoming a director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
5. The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the person commences.
6. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
7. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

8. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
9. Shall not undertake any business in the same nature and in significant competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
10. Shall be able to attend meetings of the Board of Directors and make independent judgment.
11. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.
12. Shall be able to look after the interests of all shareholders equally.
13. Shall be able to prevent conflicts of interest.

The qualifications of the Lead Independent Director shall be as specified in the Lead Independent Director Charter.

After being appointed as an independent director with all qualification items 1- 12 specified above, such independent director may be assigned by the Board of Directors to make decisions relating to business operations of the Company, its parent company, subsidiary, associate, same-tier subsidiary or any juristic person which may have a conflict of interest on the basis of collective decision, whereby such actions of the independent director are not deemed partaking of management.

In case that the appointed independent director is the person who has or used to have a business relationship, or provision of professional services at a value exceeding the specified amount under item 4 or 6, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the Board of Directors indicating that after a consideration in accordance with Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the relevant information is disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.

The Audit and Risk Management Committee Charter  
SCG Decor Public Company Limited

The Company's Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the Charter of the Audit and Risk Management Committee for the first time which later resolved at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to guarantee the continued use of the Code of Conduct after the transformation into a public limited company.

The Audit and Risk Management Committee of SCG Decor Public Company Limited (the "Company") is appointed by the Board of Directors to support the Board of Directors in their duties of supervising and inspecting the management, complying with laws, regulations, ethics, policies and other related practices, as well as giving independent opinions and suggestions so that the company's operations are under the framework of good corporate governance to assure stakeholders that the company has an effective internal control system, including to prevent conflicts of interest and to manage and control risks that may affect operations according to business strategies for safety corporate sustainability.

The meeting of the Board of Directors resolved to approve this Charter of the Audit and Risk Management Committee based primarily on the Company's code of ethics, using relevant principles and laws as part to determine the scope of authority and duties of the Audit and Risk Management Committee and to use as guidelines, including for the Board of Directors, executives and management to understand the scope of work of the Audit and Risk Management Committee.

1. Scope of duties

Audit aspect

- 1.1 Review the financial reporting system and the disclosure of information in the financial statements in accordance with financial reporting standards by consulting with external auditors and executives responsible for preparing both quarterly and annual financial reports. The Audit and Risk management Committee may recommend that the company's auditor review or examine any items that are considered important and necessary during the audit of the company's financial statements and promote the development of the financial reporting system to be on par with financial reporting standards.
- 1.2 Consider connected transactions, acquisition or disposal of assets, or transactions that may have conflicts of interest of the company and its subsidiaries in accordance with the law and regulations of the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand (SET) in order to ensure that the transaction is reasonable and of maximum benefit to the Company and its subsidiaries.
- 1.3 Supervise to have an anti-corruption policy that is appropriate and sufficient for business operations and review to have an effective anti-corruption system in line with the guidelines of various regulatory agencies such as the Thai Private Sector Collective Action Against Corruption (CAC), the Thai Institute

of Directors Association (IOD), and the National Anti-Corruption Commission, starting with promotion and awareness creation, risk assessment, internal control, creation of preventive work systems, offense reporting, auditing, as well as providing advice and monitoring to ensure compliance with anti-corruption policies, including reviewing evaluation forms on anti-corruption measures as audited and evaluated by the Internal Audit Office.

- 1.4 Review that the company and its subsidiaries have a process to control and monitor operations (Compliance) in accordance with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand, the regulations of the Capital Market Supervisory Board, rules, regulations, and other laws related to the business of the company and its subsidiaries.
- 1.5 Review that the company and its subsidiaries have appropriate and effective internal control and internal audit systems in accordance with generally accepted international methods and standards, and consider the "Internal Control System Sufficiency Assessment Form" which The Internal Audit Office has audited and assessed to ensure that the Company and its subsidiaries have an adequate internal control system and presented this to the Board of Directors for consideration.
- 1.6 Supervise the establishment of the Whistleblowing Policy that is appropriate and sufficient for business operations and review the results of corruption investigations, punishments, and determine preventive measures within the organization, including reviewing the internal processes of the company and its subsidiaries of whistleblowing system.
- 1.7 Review the existence of a preventive and beneficial work system for the agency in order to increase efficiency and effectiveness in operations.
- 1.8 Consider selecting, proposing, appointing, or terminating individuals who are independent to act as the company's auditors, propose remuneration for the company's auditors, evaluate the auditor's performance, and approve the services other than audit work or other assurance engagement submitted by the auditor or a member of the firm's auditor's firm or network of offices using the criteria and guidelines established in the Professional Accountants' Code of Ethics or according to the principles that have been established.
- 1.9 Prepare a report of the Audit and Risk Management Committee to present to the Board of Directors' meeting at least once a year and disclose it in the Company's annual report, which must be signed by the Chairman of the Audit and Risk Management Committee and have opinions on various matters according to the regulations of the Stock Exchange of Thailand.
- 1.10 Review and give opinions on the work of the Internal Audit Office and coordinate with the company's auditor and organize a meeting with the company's auditor without management attending the meeting at least once a year to receive the quarterly financial statements, annual financial statement audit results, and discuss problems and obstacles that may be encountered from the auditor's work.

- 1.11 Consider and approve the internal audit plan, budget and personnel of the Internal Audit Office, as well as approve the appointment, removal, transfer or termination of the Internal Audit Director or any other unit responsible for internal auditing.
- 1.12 Consider the independence of the Internal Audit Office by considering the performance of duties and various reports, including the chain of command, and review the evaluation of the Internal Audit office's audit performance according to international standards.
- 1.13 In the case where the subsidiary is a listed company on the stock exchange or the subsidiary has an audit committee, supervision according to 1.1 – 1.12 of the subsidiary as well as companies in the subsidiary's group will be carried out by the subsidiary's audit committee. The Company's Audit and Risk Management Committee will follow up on the supervision of various reports from the said subsidiary.

Risk Management aspect

- 1.14 Consider setting policies, strategies, risk management frameworks, risk prevention and management plans, and supervise risk management of the Risk Management Committee, including reviewing risks and the Enterprise Risk Management Framework work processes, control, supervision, operations and information technology and security of information and communication network systems that are effective and consistent with international standards.
- 1.15 Follow up on risk management results, significant issues and information, trends and overall risks, as well as evaluating the efficiency and effectiveness of risk management from the Risk Management Committee. To ensure that risk management is carried out efficiently and effectively, able to identify unexpected risks or crises and be able to reduce losses, damages, and impacts, both in monetary terms or on reputation of the company appropriately and in a timely manner. Considering the level of acceptable risk (Risk Appetite), the ability to practical perform at an appropriate cost, in line with the established guidelines and principles of good corporate governance, and checks and balances.
- 1.16 Review measures and guidelines for managing remaining risks to be at an acceptable level by considering measures that will effectively reduce the opportunity and/or impact of risks that may occur in order to push for the achievement of objectives of the specified organization.
- 1.17 Promote and support communication of the importance of risk management, transfer of knowledge and share experiences of risk management within the organization regularly, and be a role model in risk management for executives to create understanding and cultivate employees to be aware of risk ownership as well as joint risk management under responsible work, especially when significant events or changes occur within the organization, including encouraging the setting of agendas regarding risk in major meetings of the company and its subsidiaries.

#### Other aspects

- 1.18 Arrange for the Audit and Risk Management Committee to evaluate the overall performance of the Audit and Risk Management Committee (As a Whole) and evaluate their own performance (Self-Assessment) on an annual basis, including reviewing the Audit and Risk Management Committee charter at least once a year in order to present it to the Board of Directors' meeting for consideration and approval.
- 1.19 Report progress and performance results to the Board of Directors after the Audit and Risk Management Committee meeting regularly.
- 1.20 Perform any other actions as required by law or as assigned by the Board of Directors and approved by the Audit and Risk Management Committee.

In performing duties within the scope of duties, the Audit and Risk Management Committee has the authority to call and order management, department heads, or employees of the company and related subsidiaries to give opinions, attend meetings, or submit documents as seen that it is relevant and necessary, including seeking independent opinions from any other professional advisors when deemed necessary at the expense of the company, which the hiring process is in accordance with the company's regulations.

The Audit and Risk Management Committee operates within the scope of duties and responsibilities as instructed by the Board of Directors, which the Audit and Risk Management Committee has approved. The Board of Directors is responsible for the Company's operations directly to shareholders, stakeholders and the general public.

In the event that there is a change in the duties of the Audit and Risk Management Committee, the company shall notify the resolution of the change in duties and prepare a list of names and scope of work of the Audit and Risk Management Committee that has changed according to the form of The Stock Exchange of Thailand and submits to the Stock Exchange of Thailand within 3 business days from the date of such change in accordance with the Stock Exchange's regulations regarding disclosure of information and delivery of documents of listed companies through electronic channel.

## 2. Composition of the Audit and Risk Management Committee

The Audit and Risk Management Committee has the following components:

- 2.1 The Audit and Risk Management Committee members must be appointed by the Board of Directors.
- 2.2 The Audit and Risk Management Committee must consist of not less than 3 independent directors with appropriate skills and expertise for their assigned missions and must have sufficient knowledge, understanding and experience in accounting or finance to perform their duties at least 1 person can review the reliability of the financial statements.
- 2.3 The Chairman of the Audit and Risk Management Committee may be appointed by the Board of Directors or the Audit and Risk Management Committee.

2.4 The Audit and Risk Management Committee shall consider appointing a secretary to the Audit and Risk Management Committee to assist in the operations of the Audit and Risk Management Committee regarding meeting appointments, agenda preparation, meetings, delivery of meeting documents and recording of meeting minutes.

3. Qualifications of the Audit and Risk Management Committee

The Audit and Risk Management Committee must be people who are trusted and generally accepted and can devote sufficient time to perform their duties and have the qualifications to be independent directors according to the definition set forth by the Company in the Board of Directors Charter and Regulations of the Capital Market Supervisory Board and announcements of the Stock Exchange of Thailand.

4. Term of office

The Audit and Risk Management Committee shall have a term in office equal to the term of office as a director of the Company, with the term expiring on the date of the annual general meeting of shareholders on which the term of directorship expires. However, when the term expires, it may be considered for further appointment to the position as the Board of Directors deems appropriate, and to allow the Audit and Risk Management Committee members who have vacated their position at the end of their term to remain in the position to continue performing their duties until a new committee member is appointed to replace the position, except in the case where the term of office of the Company's director has expired but has not been selected to return to the position of the Company's director again.

In the event that the entire Audit and Risk Management Committee resigns from their positions at the expiration of their term, the Audit and Risk Management Committee who vacate their positions must remain in their positions to continue their work for the time being until the new Audit and Risk Management Committee will take charge.

In addition to retiring from office according to the term mentioned above. The Audit and Risk Management Committee members vacate office their positions when:

- 1) Resignation which will be effective from the date the resignation letter reaches the company.
- 2) Lack of qualifications to be a member of the Audit and Risk Management Committee or an independent director according to this charter.
- 3) The Board of Directors' meeting or the shareholders' meeting resolved to remove him from his position.
- 4) Resign from being a director of the company
- 5) Has died
- 6) Has order to leave by court

Any member of the Audit and Risk Management Committee who wishes to resign from his position must do so in writing to the Chairman of the Board of Directors reasonably well in advance, specifying the reasons so that

the Board of Directors can consider appointing another person with complete qualifications to replace the person resigning.

In the event that the Audit and Risk Management Committee members resign or are removed from their positions before the end of their term of office, the company must notify and inform of the resignation letter to the Stock Exchange of Thailand immediately and submit the information to the SEC to update the database in the information system for names of directors and executives to be accurate and truthful. Members of the Audit and Risk Management Committee who have resigned or been dismissed from their positions can explain the reasons for this to the Office of the Securities and Exchange Commission and the Stock Exchange may also know.

In the event that the position of the Audit and Risk Management Committee is vacant for reasons other than retirement at the end of the term, the Board of Directors shall appoint a person who is fully qualified and does not have prohibited characteristics under relevant laws to become a member of the Audit and Risk Management Committee on behalf of the Company within 3 months from the date the number of members is incomplete so that the number of Audit and Risk Management Committee members is complete as required by law and the Board of Directors, and there is continuity in the work of the Audit and Risk Management Committee, The Audit and Risk Management Committee who replaces the Audit and Risk Management Committee can hold office only for the remaining term of the Audit and Risk Management Committee member he or she replaces.

## 5. Meeting

There shall be a meeting of the Audit and Risk Management Committee at least 4 times a year to consider quarterly/annual financial statements and other matters according to its authority and duties by meeting with external auditors, internal auditors, and management, to review the financial statements every quarter, and report to the Board of Directors or in cases where the management will have connected transactions or transactions regarding the acquisition or disposal of assets which must be considered as appropriate, the reasonableness of the transaction and the highest benefits of the company in order to comply with the rules for conducting connected transactions and the acquisition or disposal of assets as announced by the Stock Exchange of Thailand.

In calling a meeting of the Audit and Risk Management Committee, the Chairman of the Audit and Risk Management Committee or the Secretary of the Audit and Risk Management Committee, by order of the Chairman of the Audit and Risk Management Committee, shall notify the Audit and Risk Management Committee by electronic means or any other means, not less than 3 days before the meeting date, unless specified in urgent cases, the meeting date can be earlier than that. In each meeting, the agenda should be clearly set in advance and the meeting documents should be sent to the Audit and Risk Management Committee and attendees in sufficient time in advance. It is appropriate to allow time to consider various matters or to request additional information for consideration.

In a meeting of the Audit and Risk Management Committee, the Chairman of the Audit and Risk Management Committee or the chairman of the meeting may schedule a meeting via electronic method in which participants who are not in the same location can meet and discuss opinions among each other by following the specified criteria and methods.

The Audit and Risk Management Committee should hold meetings on various matters according to the scope of duties specified in this charter.

The Audit and Risk Management Committee can invite relevant people such as company lawyers, external lawyers and /or other related persons can attend the meeting to discuss, clarify, or answer questions.

#### 6. Quorum and Voting

At a meeting of the Audit and Risk Management Committee, not less than half of the total number of the Audit and Risk Management Committee members appointed by the Board of Directors must be present in order to form a quorum. In the event that the Chairman of the Audit and Risk Management Committee does not attend the meeting or is unable to perform his duties, the Audit and Risk Management Committee members who attend the meeting shall elect one of the Audit and Risk Management Committee members who attend the meeting to be the chairman. At the meeting, the decision of the meeting shall be made by a majority vote.

One member of the Audit and Risk Management Committee has one vote, except that members of the Audit and Risk Management Committee who have an interest in a matter do not have the right to vote on that matter. If the votes are equal, the chairman of the meeting shall cast an additional vote as the deciding vote.

#### 7. Minutes of the Audit and Risk Management Committee meeting

The secretary of the Audit and Risk Management Committee or a person assigned by the Audit and Risk Management Committee is responsible for preparing minutes of the meeting and sending them to the Audit and Risk Management Committee for consideration in advance before approving them on the first agenda of the next meeting and the chairman of the meeting signs to certify the accuracy. The Audit and Risk Management Committee can express their opinions and request amendments to the meeting minutes to be accurate and accurate. However, the meeting minutes must be approved by the Audit and Risk Management Committee and report the results of the meeting on the Audit and Risk Management Committee activities to the Board of Directors meeting to know by the Audit and Risk Management Committee.

#### 8. Responsibilities of the Audit and Risk Management Committee

8.1 After the Audit and Risk Management Committee was made aware of the case where the company's auditor found circumstances that led to suspicion that the Chief Executive Officer and President, or any person responsible for the company's operations had committed an offense according to Section 2 of the Securities and Exchange Act. 281/2 paragraph two, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312 or Section 313, the Audit and Risk Management Committee

shall conduct an inspection and report the preliminary inspection results to the SEC and the company's auditor within 30 days from the date of notification from the company's auditor.

8.2 In performing the duties of the Audit and Risk Management Committee, if it is found or suspected that there are any of the following transactions or actions that may have a significant impact on the financial position and operating results of the company, the Audit and Risk Management Committee reports to the Board of Directors to make improvements within the time the Audit and Risk Management Committee deems appropriate.

- a) Transactions that cause conflicts of interest
- b) Fraud or abnormalities or significant defects in the internal control system
- c) Violation of the Securities and Exchange Act, Stock Exchange of Thailand regulations or laws related to the Company's business.

If the Board of Directors or executives do not take corrective action within the time specified by the Audit and Risk Management Committee, any member of the Audit and Risk Management Committee may report such transactions or actions to the SEC or the Stock Exchange of Thailand.

#### 9. Compensation

The Audit and Risk Management Committee shall receive compensation according to the amount approved by the shareholder meeting.

This Charter of the Audit and Risk Management Committee will be effective from June 9, 2023 onwards.

## Executive Committee Charter

### SCG Decor Public Company Limited

The Board of Directors Meeting No. 200 (4/2022) held on December 1, 2022, resolved to approve the first Charter of the Executive Committee, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Charter upon the conversion of the Company into a public limited company.

The Executive Committee of the company has been appointed by the Board of Directors to govern and oversee management of the organization and the business operations of the Company according to the policies, set plans, and goals, as determined by the Board to maximize the benefits and confidence among all relevant stakeholders.

The aforesaid Board of Directors Meeting, thus, resolved to establish this Charter of the Executive Committee as the accurate guideline of their role and responsibilities according to the Good Corporate Governance Code.

#### 1. Scope of Duties

- (1) Operating and managing the affairs of the Company and its subsidiaries according to the objectives, regulations, policies, regulations, requirements, orders, resolutions of the Board of Directors' meeting, and the Delegation of Authority as approved by the Board of Directors.
- (2) Defining and preparing policies, directions, business strategies, goals and operational plans, financial goals, budgets, human resource management, investment in expansion, and public relations of the Company and its subsidiaries to be in accordance with the framework approved by the Board of Directors; controlling and supervising the operations of the appointed working boards to achieve their goals; considering business factors appropriately to present and request approval to the Board of Directors. In the event where the situation changes, the Executive Committee will consider and review the use of the approved budget to be appropriate to the situation as it does not conflict with the Delegation of Authority schedule.
- (3) Overseeing, inspecting, and following up on the business operations of the Company and its subsidiaries to ensure compliance with policies, business strategies, goals, operational plans, financial goals, and the budget of the Company and subsidiaries as approved by the Board of Directors to be efficient and effective to the business conditions; moreover, remaining on standby to provide advice and guidance on company management to the executives.
- (4) Conducting feasibility study for new project investment and possessing the authority to consider and approve the Company and its subsidiaries' investment or joint investment with individuals, juristic persons, or any other business organizations in the form that the Executive Committee deems appropriate according to the objectives of the Company and its subsidiaries; as well as considering and approving payment for such investment, entering into a legal contract and/or taking any action

related to the matter until it is completed according to the specified financial limit and/or in accordance with the Delegation of Authority and/or the law, as well as related rules and/or according to the regulations of the Company and its subsidiaries.

- (5) Following up on the performance and progress of each business' investment projects, and reporting results including problems or obstacles and guidelines for improvement to the Board of Directors.
- (6) Examining and providing recommendations regarding the dividend payment policy of the Company and its subsidiaries, as well as presenting them to the Board of Directors for approval.
- (7) Considering and providing suggestion or opinion to the Board of Directors regarding projects, proposals, or any transactions related to the business operations of the Company and its subsidiaries, as well as considering options for fundraising when necessary and proposing the Board of Directors to take action according to relevant laws and regulations or the company's regulations as approved by the shareholder meeting and/or the Board of Directors.
- (8) Considering and approving financial transactions with financial institutions in opening accounts, borrowing, requesting loans, pawning, mortgages, guarantees among other transactions including buying, selling, and registering ownership of any land for the purpose of benefiting the operations of the company and its subsidiaries. Entering legal contracts, submitting requests, proposals, contacting, and conducting legal transactions with government agencies to obtain various rights of the Company and its subsidiaries and/or to do any actions related to such matters in accordance with the financial limits set forth in the Delegation of Authority table and/or related laws and regulations or the Company's regulations. However, the Executive Committee still has the authority to consider and approve financial transactions with financial institutions in opening accounts if necessary.
- (9) Considering, preparing, and presenting to the Board of Directors for consideration and approval of rules, regulations, management policies, and business operations of the Company and its subsidiaries, or any action which is binding on the Company and its subsidiaries.
- (10) Nominating and/or assigning one or more Executive Directors, or any person or several persons performing any act within the scope of the authority of the Executive Committee, or may authorize such person to have authority and applicable period as the Executive Board deems appropriate. The Executive Committee may cancel, revoke or change the authorized person or such power as it deems appropriate. There will be no authority given to persons who may have conflicts of interest.
- (11) Arranging for executives, management, or employees to attend the Executive Committee meeting or preparing and providing information related to matters to be discussed at the Executive Committee meeting.
- (12) Possessing any authority, duties and responsibilities as assigned or according to policies assigned by the Board of Directors periodically.

- (13) Acquiring and assigning a consultant or a person with independent opinions to provide opinions or advice as needed
  - (14) Reporting to the Board of Directors on the consistent operations of the Executive Committee within its scope, powers and duties, as well as any other matters that are necessary and appropriate to be presented to the Board of Directors for acknowledgment.
  - (15) Considering and approving operations of normal business transactions of the Company according to the investment budget or budget approved by the Board of Directors. The amount for each item is as specified in the Delegation of Authority table as approved by the Board of Directors, which will not exceed the annual budget approved by the Board of Directors. Entering various contracts related to such matters.
  - (16) Evaluating the performance of the Executive Committee as a whole and evaluating their own performance annually (Self-Assessment). Reviewing the Executive Committee Charter at least once a year in order to present it to the Board of Directors' meeting for approval.
2. Composition of the Executive Committee
- (1) The Executive Committee consists of at least 3 members
  - (2) The Executive Committee must be appointed by the Board of Directors, as proposed by the Nomination, Remuneration and Governance Committee to the Board of Directors.
  - (3) The Board of Directors or the Executive Committee shall select one Executive Director as the Chairman of the Executive Committee.
  - (4) The Executive Committee shall appoint the Secretary to the Executive Committee to assist with operations regarding meeting appointments, preparing the meeting agenda, submitting meeting documents, and recording meeting minutes.
3. Qualifications of the Executive Committee
- (1) The Executive Committee must consist of persons with appropriate qualifications and experience. They must possess qualifications and not have prohibited characteristics as stipulated in the Public Limited Companies Act. They shall not possess any characteristics indicating a lack of trustworthiness as prescribed by the Notification of the Office of the Securities and Exchange Commission and do not have any characteristics prohibited by law.
  - (2) Be capable and knowledgeable persons fully equipped with experiences beneficial to the Company, with determination and morals in business operation.
  - (3) Be able to devote sufficient time to the Company and attentively perform their duties.
4. Terms of Office
- (1) Executive directors who are also directors of the Company have the same term of office as their term as a director. As for executive directors who are not directors of the Company (if any), their terms of office shall be as determined by the Company's Board of Directors at the time of their appointment. In the case where the committee has not specified the term of office, the Executive Director shall hold his position until the Board of Directors resolves otherwise.

When the said term is over, the Executive Committee members may be reappointed to serve as Executive Committee members.

The Executive Committee member who vacates office at the end of his term shall remain in the position to continue performing his duties until a replacement committee member is appointed, except in the case where his term of office as the Director has expired but was not selected to return to serve as a director of the Company again.

- (2) In addition to the vacancy upon the expiration of their term as aforementioned Articles of Association, a member of the Executive Committee shall vacate office upon:
  - A) resigning, to be effective from the date that on which the Company receives the resignation letter;
  - B) being disqualified from the directorship as specified in this Charter or the laws;
  - C) being removed by the resolution of the Board of Directors or shareholders;
  - D) stop being a Director of the Company (in the case of being a Company Director);
  - E) death;
  - F) being removed by a court order
- (3) Executive directors who wish to resign from their positions must send a letter of resignation to the Chairman of the Board of Directors in advance and specify the reasons, in order for the Board of Directors to consider appointing another person with all qualifications to replace the person who resigned.
- (4) In case of a vacancy in the Executive Committee for any reason other than the expiration of the director's term of office, the Board of Directors shall elect a person who is fully qualified as the substitute director to fulfill the committee quota. The substitute director shall hold office only for the remaining term of office of the director whom he/she replaces.

## 5. Meetings

A meeting of the Executive Committee shall be called as the Executive Committee, or the Chairman of the Executive Committee deems necessary and appropriate.

In calling a meeting of the Executive Committee, the Chairman of the Executive Committee or Secretary of the Executive Committee, by order of the Chairman, shall notify the Executive Committee at least 3 days before the meeting date. Except in cases of urgent necessity, the meeting appointment may be informed by other means, or the meeting date may be set earlier than that. In each meeting, the agenda should be clearly set in advance and deliver meeting documents to the Executive Committee and attendees in a reasonable amount of time in advance to allow time to consider matters or request additional information for consideration.

At the Executive Committee meeting, Executive Chairman or the Chairman of the meeting may require that the

meeting be held via electronic channel, in which meeting participants, even if they are not in the same place, can meet to discuss and express opinions with each other by following the specified regulations and methods.

The Executive Committee should hold meetings on various matters according to the scope of duties specified in this charter.

The Executive Committee can invite relevant people, such as company lawyers, external lawyers and/or other related persons to attend meetings to discuss, clarify, or answer questions.

#### 6. Quorum and vote casting

At a meeting of the Executive Committee, at least half the number of directors must be present to constitute a quorum. In case the Chairman is absent or unable to perform their duty, the Executive Committee present at the meeting shall appoint a director present at the meeting to chair the meeting.

Decision in the meeting shall be made by a simple majority vote.

Each director is entitled to one vote, except when they have a vested interest in the matter being voted on, in which case they shall not be entitled to vote. In the event of tie vote, the Chairman of the meeting shall have a casting vote.

Resolutions of the Executive Committee may be made without a meeting and are valid as if the resolution had been passed when all Executive Directors have signed and certified the resolution.

#### 7. Minutes of meetings of the Executive Committee

The Company Secretary or the person assigned by the Executive Committee is responsible for preparing minutes of meetings of the Executive Committee and distributing them to Committee members for consideration in advance before they are proposed for approval as the first agenda of the subsequent meeting and certified by the Chairman of the meeting with a signature. The Board members may make comments and propose corrections to the minutes to ensure their accuracy and precision. The minutes must be certified by the Committee; and the Chairman must inform the Board of Directors of the Committee's activities by reporting the meeting summary to the Board meeting.

#### 8. Remuneration

The Executive Committee shall be entitled to remuneration in the amount approved by the shareholders meeting.

This Charter shall be effective from June 9, 2023 onwards.

Nomination, Remuneration and Corporate Governance Charter  
SCG Decor Public Company Limited

The Company's Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the Charter of the Nomination, Remuneration, and Corporate Governance Committee for the first time which later resolved at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to guarantee the continued use of this Charter after the conversion into a public limited company.

SCG Decor Public Company Limited (the "Company") believes that the Board of Directors is the main factor affecting compliance with the good corporate governance system, in addition to helping to drive the Company's operations in line with the sustainable business strategy, the Nomination, Remuneration, and Corporate Governance Committee has been established to assist the Board of Directors in considering the appropriate composition of the committee and recruiting individuals with qualifications consistent with said composition, oversee and follow up on the implementation of business strategies for sustainability regularly and continuously, taking into account the impacts on the organization and all stakeholder groups in all aspects, including environmental, economic, and social dimensions, and corporate governance, and continuous social activities, to develop the quality of life of communities and society in every country in which the company invests, focusing on strengthening communities to be self-reliant and keeping up with changes in a balanced way for the company's long-term performance.

In addition, the Nomination, Remuneration and Corporate Governance Committee is responsible for considering and recommending the remuneration of company directors, senior executives of the company, to the board of directors. Therefore, the meeting of the board of directors resolved to establish the charter of the nomination, compensation, and corporate governance report is created to make all committee members aware of their duties, responsibilities, and perform their duties correctly and completely, including to build confidence and credibility with stakeholders, as well as encourage and support employees throughout the organization to jointly drive and lead the organization towards sustainable growth.

1. Scope of duties

The Nomination, Remuneration and Corporate Governance Committee has the following duties:

Nomination

- (1) Consider the structure, size, and composition of the Board of Directors and subcommittees to be appropriate for the size, type, and complexity of the business and consider determining the qualifications of each committee member in terms of knowledge, experience, and the Board Skills Matrix to recruit and nominate suitable persons to be directors of the Company and to create benefits related to the business of the Company and its subsidiaries in order to create sustainable value for the business.
- (2) Consider and review the suitability of holding the position of company director in the event that there

are changes related to the qualifications of company directors.

- (3) Determine the process and guidelines for recruiting and selecting qualified individuals in accordance with relevant regulations and laws. Determine and consider recruiting qualified individuals to serve as company directors to replace company directors whose terms have expired or in other cases, including directors on the board of directors, sub-committees are assigned duties and responsibilities directly from the Board of Directors, taking into account the diversity in the board structure in terms of knowledge, expertise, experience, gender, and specific abilities that are beneficial to the company and propose to the Board of Directors' meeting and/or the shareholders' meeting for consideration and approval.
- (4) Consider and review the independence of the Company's directors, including conflicts of interest that may occur in performing their duties, including the independence and qualifications of each independent director to ensure that the Company's independent directors are those with fully qualified according to criteria and/or relevant laws.
- (5) Suggest methods for evaluating the performance of the Board of Directors and various sub-committees by reviewing them annually, as well as following up and summarising the results of the evaluation to the Board of Directors in order to improve the efficiency of work and strengthen the knowledge and abilities of company directors.
- (6) Set guidelines for resource management of senior executives within the organisation (Talent Management)

#### Consideration of compensation for company directors

- (1) Propose guidelines and methods for paying remuneration, both monetary, including annual salary and bonus, and non-monetary, which includes other benefits for company directors, in accordance with the mission, duties, responsibilities, and qualifications of directors and its operating results in order to create both short-term and long-term incentives and be able to compare with compensation standards in the same industry. Including considering various conditions for offering new securities or warrants to purchase shares to directors, senior executives, and employees (if any) and present it to the Board of Directors' meeting for consideration and approval and/or present it to the shareholders' meeting for consideration and approval in the case where it is deemed appropriate to hire a consulting company to provide advice on project implementation.
- (2) Consider, review, study Follow up on changes and trends in remuneration for the Board of Directors and various sub-committees regularly to present to the Board of Directors' meeting for consideration and approval.
- (3) Consider the remuneration of the Company's Board of Directors and various sub-committees and compare it with other leading listed companies that operate the same business in order for the Company to maintain its leadership position in the business market and to create Incentives for management to progress.

- (4) Evaluate the performance of the Chief Executive Officer and President to determine compensation before submitting it for approval from the Board of Directors on an annual basis.
- (5) Evaluate the performance of the Company's senior executives individually according to the proposals of the Chief Executive Officer and President to determine compensation before presenting it to the Board of Directors' meeting for approval on an annual basis. Responsibilities and risks involved include the importance of increasing the value of shareholders' equity in the long term as well as consideration and evaluation.
- (6) Consider the wage structure, wage increase budget, annual bonus budget for senior management employees, including changes in wages and compensation for senior executives before presenting to the Board of Directors' meeting.
- (7) Consider, review, study, and follow up on changes and trends in the remuneration of the company's top executives regularly to present to the Board of Directors' meeting for consideration and approval.
- (8) Consider the remuneration of the company's management team, comparing it with other leading listed companies that operate the same business in order for the company to maintain its leadership position in the business market and to create incentives for proper management.
- (9) Prepare a succession plan for the Chief Executive Officer, President and senior executives of the company to present to the Board of Directors for consideration in order to ensure continuity of operations.
- (10) Consider, review and recommend any changes regarding the Nomination, Remuneration and Corporate Governance Committee Charter to the Board of Directors for approval in order to improve it to be appropriate and always up to date.
- (11) Disclose the determination of compensation in various forms, including preparing the report of the Nomination, Remuneration, and Corporate Governance Committee in the company's annual report.

#### Corporate Governance aspects

Set, review, and express opinions on the scope, policies, and guidelines for corporate governance for sustainable development in accordance with principles and standards of good corporate governance both at the local and international levels as appropriate to achieve vision, main goals, and business strategies take into account the long-term growth of the company's performance and factors affecting sustainability, both opportunities and risks related to the company's business context, and present to the Board of Directors regularly.

- (1) Supervise the review and improvement of the company's good corporate governance policy in all dimensions regularly and continuously at least once a year in order to comply with relevant criteria and standards both at the local and international levels and to ensure that it is up to date and consistent with the business context as well as international trends and directions.
- (2) Recommend good corporate governance practices of the Company to the Board of Directors and

provide advice to the Board of Directors on such matters.

- (3) Follow up and supervise the work of the Company's Board of Directors and Management to be in accordance with the policy of good corporate governance and the business strategy of the organisation, including holding meetings to follow up on progress and asking for information, provide direction and recommendations to the management to include such issues as part of the annual strategy and plan formulation, determine appropriate success indicators and reflect operations according to the business strategy, including setting a time frame for follow up to improve operational guidelines and determine future plans.
- (4) Consider, review and improve good corporate governance practices appropriately and regularly and make recommendations to the Board of Directors so that they are appropriate for business operations and consistent with international practices and those of the Stock Exchange of Thailand.
- (5) Consider creating a director development plan to enhance, develop knowledge, and skills for the Board of Directors and various sub-committees of the Company in order to gain an understanding of their roles and responsibilities, including an understanding of business, economic conditions, and technology, laws or regulations related to the business of the company and its subsidiaries and supervise the development of knowledge and expertise of the board of directors and sub-committees through various forms to ensure that the board of directors and sub-committees have knowledge and understanding of the sustainability of the organisation's business.
- (6) Consider, review and make recommendations to the Board of Directors regarding any changes to the Charter of the Board of Directors and sub-committees and various policies so that they are appropriate and always up-to-date.

#### Other aspects

- (1) Supervise the effective process of engaging with stakeholders, which includes communication, listening to opinions, as well as disclosing information obtained from engagement with stakeholders and presenting information on results of business strategies for sustainability to the public through various channels appropriately.
- (2) Evaluate the performance of the Nomination, Remuneration, and Corporate Governance Committee annually by evaluating performance as a whole and self-assessment, including reviewing the Charter of the Nomination, Remuneration, and Corporate Governance Committee at least once a year to present to the Board of Directors' meeting for consideration and approval.
- (3) Report progress and performance results to the Board of Directors after every meeting of the Nomination, Remuneration, and Corporate Governance Committee on a regular basis.
- (4) Disclose the company's policies and actions regarding good corporate governance, including the report of the Nomination, Remuneration, and Corporate Governance Committee in the company's annual report.
- (5) Perform other duties as assigned by the Board of Directors.

In performing duties within the scope of duties, the Nomination, Remuneration, and Corporate Governance

Committee has the authority to call and order management, department heads, or employees of related companies to give opinions, attend meetings, or submit documents that are considered to be relevant and necessary, including seeking independent opinions from other professional advisors when deemed necessary at the expense of the company, which the hiring process is in accordance with the company's regulations.

2. Components of the Nomination, Remuneration and Corporate Governance Committee

The Nomination, Remuneration, and Corporate Governance Committee shall have the following components:

- (1) Consisting of at least 3 company directors.
- (2) The Nomination, Remuneration and Corporate Governance Committee must be appointed by the Board of Directors.
- (3) The Board of Directors or the Nomination, Remuneration, and Corporate Governance Committee shall select one member of the Nomination, Remuneration, and Corporate Governance Committee to be the Chairman of the Nomination, Remuneration, and Corporate Governance Committee.
- (4) The Nomination, Remuneration, and Corporate Governance Committee shall consider appointing a secretary to the Nomination, Remuneration, and Corporate Governance Committee to assist with meeting appointments, meeting agenda preparation, and submission meeting documents and meeting minutes.

3. Qualifications of the Nomination, Remuneration and Corporate Governance Committee

- (1) Being a company director
- (2) Has all the qualifications and does not have prohibited characteristics according to the Public Limited Companies Act B.E. 2535 (including amendments), the Securities and Exchange Act B.E. 2535 (including amendments), including announcements, regulations and /or related regulations as specified and must not have characteristics that indicate a lack of suitability to be trusted as a director or executive as required by the Securities and Exchange Commission and/or the Supervisory Board Capital Market announces.
- (3) Is a person with knowledge, ability and experience, as well as having knowledge and understanding of qualifications, duties and responsibilities as a member of the nomination, compensation, and corporate governance committee and having knowledge and understanding of nominating, determining compensation, and good corporate governance.
- (4) Have a broad vision Regularly monitor changes in the operating results of the company and its subsidiaries and continuously monitor changes in recruitment, compensation, and good corporate governance at the international level in order to improve corporate governance policies including other policies related to the overall picture of the company.
- (5) Able to perform duties and express opinions and report performance results according to assigned duties independently, openly, transparently, and able to devote adequate time to perform duties.

- (6) Be impartial and without bias in recruiting and selecting persons who are worthy of being nominated to serve as company directors in replacement of company directors whose terms have expired or in other cases, including providing adequate information on such persons so that The Board of Directors considered.
- (7) Have an understanding of issues related to human resource management, especially motivating and retaining talented personnel to stay with the organisation.

#### 4. Term of office

The Nomination, Remuneration, and Corporate Governance Committee members shall have a term in office equal to the term of their tenure as directors of the Company, with their term of office due to expire on the date of the annual general meeting of shareholders on which their term of office as a director will expire may be considered for further appointment to the position as the Board of Directors deems appropriate, and the Nomination, Remuneration, and Corporate Governance Committee members who vacate their positions at the expiration of their terms will remain in their positions to continue performing their duties until a replacement director will be appointed except in the case where the term of office of the Company's director has expired but he has not been selected to return to serve as the company's director.

In addition to leaving office according to the term mentioned above, the Nomination, Remuneration, and Corporate Governance Committee members leave their positions when:

- a) Resignation, which will be effective from the date the resignation letter reaches the company.
- b) Lack of qualifications to be a member of the Nomination, Remuneration, and Corporate Governance Committee as required by this Charter or the law.
- c) The Board of Directors' meeting or the shareholders' meeting resolved to remove him from his position.
- d) Resign from being a director of the company.
- e) Has died.
- f) Is ordered to leave by court.

Any member of the Nomination, Remuneration, and Corporate Governance Committee who wishes to resign from his or her position as a member of the Nomination, Remuneration, and Corporate Governance Committee must do so in writing and submit it to the Chairman of the Board of Directors sufficiently in advance, specifying the reasons for the Board of Directors to consider appointing another person who has all the qualifications to replace the person who resigned.

In the event that the entire Nomination, Remuneration, and Corporate Governance Committee resigns from their positions, the Nomination, Remuneration, and Corporate Governance Committee who vacate their positions must remain in their positions to continue their work until the nomination, compensation, and a new corporate governance team will take charge.

In the event that the position of the Nomination, Remuneration, and Corporate Governance Committee is vacant for reasons other than retirement at the end of the term, the Board of Directors shall appoint a person who has all the qualifications and does not have prohibited characteristics to become a Nomination, Remuneration, and Corporate Governance Committee member instead, in order for the number of members of the Nomination, Remuneration, and Corporate Governance Committee to be as specified by the Board of Directors and to ensure continuity in the performance of the work of the Nomination, Remuneration, and Corporate Governance Committee, persons who become members of the Nomination, Remuneration, and Corporate Governance Representatives can hold office only for the remaining term of their office.

## 5. Meetings

A meeting of the Nomination, Remuneration, and Corporate Governance Committee shall be called as the Nomination, Remuneration, and Corporate Governance Committee, or the Chairman of the Nomination, Remuneration, and Corporate Governance Committee deems necessary and appropriate.

In calling a meeting of the Nomination, Remuneration, and Corporate Governance Committee, the Chairman of the Nomination, Remuneration, and Corporate Governance Committee or the Secretary of the Nomination, Remuneration, and Corporate Governance Committee by order of the Chairman of the Nomination, Remuneration, and Corporate Governance Committee, and Corporate Governance notifies the Nomination, Remuneration, and Corporate Governance Committee at least 3 days before the meeting date, except in cases of urgent need to notify the meeting by other means or set the meeting date sooner than that. In each meeting, the agenda should be clearly set in advance and the meeting documents should be sent to the Nomination, Remuneration, and Corporate Governance Committee and the meeting participants in advance with a reasonable amount of time in order for various matters or request additional information for consideration.

In a meeting of the Nomination, Remuneration, and Corporate Governance Committee, the Chairman of the Nomination, Remuneration, and Corporate Governance Committee or the chairman of the meeting may require that the meeting be held via electronic media in which participants, even if they are not present at the meeting in the same place, meetings can be held to discuss and express opinions among each other by following the specified criteria and methods.

The Nomination, Remuneration, and Corporate Governance Committee should hold meetings on various matters in accordance with the scope of duties specified in this charter.

The Nomination, Remuneration, and Corporate Governance Committee can invite relevant people, such as company lawyers, outside lawyers, and/or other relevant people, to attend meetings to discuss, clarify, or answer questions.

## 6. Quorum and Voting

At a meeting of the Nomination, Remuneration, and Corporate Governance Committee, no less than half of the total

number of Nomination, Remuneration, and Corporate Governance Committee members must be present at the meeting or appointment by the company will constitute a quorum in the case where the Chairman of the Nomination, Remuneration, and Corporate Governance Committee did not attend the meeting or was unable to perform duties, the Nomination, Remuneration, and Corporate Governance Committee member who attended the meeting shall select one of the Nomination, Remuneration, and Corporate Governance Committee members who attended the meeting to preside over the meeting.

The final decision of the meeting shall be made by a majority vote.

One member of the Nomination, Remuneration, and Corporate Governance Committee has one vote, except for the directors.

Nomination, compensation, and corporate governance who have an interest in any matter do not have the right to vote on that matter.

If the votes are equal, the chairman of the meeting shall cast an additional vote as the deciding vote.

Votes of the Nomination, Remuneration, and Corporate Governance Committee may be made without a meeting and are valid as if the resolution had been passed when the Nomination, Remuneration, and Corporate Governance Committee. Everyone signed their signatures to approve the resolution.

#### 7. Minutes of the Nomination, Remuneration and Corporate Governance Committee meeting

The Secretary to the Nomination, Remuneration, and Corporate Governance Committee or a person assigned by the Nomination, Remuneration, and Corporate Governance Committee is responsible for preparing minutes of the Nomination, Remuneration, and Corporate Governance Committee meetings and submitting the Nomination, Remuneration, and Corporate Governance Committee considers in advance before proposing to the meeting for approval in the first agenda of the next meeting and the meeting chairman signs to certify the correctness and the Nomination, Remuneration, and Corporate Governance Committee can comment to amend the minutes to be accurate. However, such minutes must be certified by the Nomination, Remuneration, and Corporate Governance Committee and the Chairman of the Nomination, Remuneration, and Corporate Governance Committee will report the results to the Board of Directors to know the activities of the Nomination, Remuneration, and Corporate Governance Committee.

#### 8. Remuneration

Company directors shall receive compensation according to the amount approved by the shareholder meeting.

This Charter shall be effective from June 9, 2023, onwards.

## Lead Independent Director Charter

### SCG Decor Public Company Limited

The Board of Directors Meeting No. 204 (4/2023) held on March 9, 2023, resolved to approve the first Charter of the Lead Independent Director, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Charter upon the conversion of the Company into a public limited company.

The Board of Directors of SCG Decor Public Company Limited (the "Company") has considered and established Charter of the Lead Independent Director to determine the scope, authority, and duties of the Lead Independent Director clearly to support operations of the Board of Directors in accordance with the principles of Good Corporate Governance and to ensure coordination and balance of power between the Board of Directors and the Management appropriately. The Chairman must also make suggestions and express opinions on important and beneficial matters to the Company, shareholders, and minor shareholders, which will assist the Board of Directors perform their duties more efficiently and carefully while building confidence among the Company's stakeholders in conducting business with transparency and taking care of the interests of all parties fairly.

#### 1. Scope of Authority of the Lead Independent Director

The Chairman has the following authority:

- 1.1 Sets Board meeting agenda and consider matters to be included in the meeting agenda with the Chairman of the Board, the Chief Executive Officer, and the President to ensure that important matters are included and presented to the Board of Directors for consideration and acknowledgment.
- 1.2 Chairs the Independent Directors' meeting.
- 1.3 Represents the Independent Directors in discussions with the Board Chairman and Management regarding governance issues and important matters as deemed appropriate by the Independent Directors, including providing opinions and observations of Independent Directors to the Board of Directors.
- 1.4 Chairs the meeting of the Board of Directors on agenda items in which the Chairman of the Board has a conflict of interest.
- 1.5 Chairs the meeting of the Board of Directors in the case where the Chairman and the Vice Chairman cannot attend the meeting.
- 1.6 Reviews the Independent Chairman's Charter at least once a year to be up to date and consistent with the Company's operations.
- 1.7 Carries out other duties as assigned.

#### 2. Qualifications and Nomination of the Lead Independent Director

- 2.1 Serving as an Independent Director of the Company.
- 2.2 Able to fully devote time to supervise the company and provide beneficial opinions and suggestions to the Company's business operations.
- 2.3 Nominated by the Board of Directors

### 3. Terms of Office

- 3.1 The Lead Independent Director has a term of office of 3 years from the date of appointment. but no longer than their remaining term of office of the Company's directors.
- 3.2 The Lead Independent Director who vacates office upon the expiration of his term may be re-appointed to hold the position continuously. However, the Chairman shall hold the position continuously for no more than 9 years from the date of his first appointment to the position of an Independent Director. In the case of appointing the Chairman after more than 9 years of service, the Directors should consider the reasonableness of such necessity.
- 3.3 The Lead Independent Director shall vacate the office when:
  - 3.3.1 The term of the Chairman has expired.
  - 3.3.2 Resign or leave the position of Company Director.

### 4. Meetings and minutes of Independent Directors' meetings

- 4.1 Independent Directors must meet at least once annually. They may invite Management or related persons to attend the meeting.
- 4.2 The Lead Independent Director has the authority to call a meeting of the Independent Directors.
- 4.3 At the meeting of the Independent Directors, the following matters may be considered:
  - (1) Provide opinions on the appropriate roles and duties of the Board of Directors and Independent Directors for the benefit of the Company, shareholders, and minor shareholders.
  - (2) Consider important items that relevant regulations require approval from Independent Directors, such as the appointment of an independent financial advisor, etc.
  - (3) Review the Company's compliance with laws related to Independent Directors, including reviewing the definition of Independent Directors to be appropriate and complete according to law.
  - (4) Carry out any other actions as assigned by the committee which must not affect the independent performance of duties.
- 4.4 At a meeting of the Independent Directors, at least half the number of directors must be present to constitute a quorum. Decision in the meeting shall be made by a simple majority vote. Each director is entitled to one vote.
- 4.5 The Director Secretary is responsible for preparing minutes of meetings of the Independent Directors
- 4.6 The Chairman must report the meeting summary to the next Board of Directors meeting.

### 5. Remuneration

The Lead Independent Director shall be entitled to remuneration for his position in addition to his remuneration as a Director of the Company and Independent Directors shall be entitled to remuneration in the amount approved by the shareholders meeting.

This Charter shall be effective from June 9, 2023 onwards.

Policy on Board of Directors' Meeting Attendance

SCG Decor Public Company Limited

The Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, approved the Board of Directors Meeting Attendance Policy for the first time. Later, the Board of Directors Meeting No. 1/2023 on June 9, 2023, resolved to endorse the continuous use of the policy after the conversion of the Company into a public limited company.

To encourage the directors to participate in the Board of Directors meeting consistently, the Board of Directors therefore resolved that the number of attendance at the Board meeting must not be less than 80% in each year and each director must participate in the meeting at least 75% of total number of meetings held each year.

In cases where a director cannot participate in the meeting by necessity, they must inform the Chairman prior to the next meeting.

The attendance mentioned in this Policy includes participation via electronic media, regardless of the whereabouts of their physical presence, in which the directors can discuss and consult amongst the Board.

This policy shall be effective and enforced starting from June 9, 2023, onwards.

Policy on Quorum for the Issuance of the Board of Directors' Resolutions

SCG Decor Public Company Limited

The Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, approved the Policy on the Minimum Quorum During the Voting at the Board of Directors Meeting for the first time. Later, the Board of Directors Meeting No. 1/2023 on June 9, 2023, resolved to endorse the continuous use of the policy after the conversion of the Company into a public limited company.

The Company has determined that the minimum quorum during the voting at the Board of Directors meeting must not be less than two thirds of the number of directors that have rights to vote, including other those attending through electronic media. In case of the urgency that may affects the Company's rights and interests, the Board can vote even though the minimum quorum is less than two thirds of the number of directors. Accordingly, the minimum quorum must comply with the law and the Company's Articles of Association.

This policy shall be effective and enforced starting from June 9, 2023, onwards.

## Policy on Director Qualifications and Nomination

### SCG Decor Public Company Limited

The Board of Directors Meeting No. 200 (4/2022) held on December 1, 2022, resolved to approve the first Policy on Director Qualifications and Nomination, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Charter upon the conversion of the Company into a public limited company.

#### 1. Principle

In accordance with the Corporate Governance Principle, director nomination and selection is of paramount importance as the Board of Directors plays a critical role in formulating strategies and business directions for the sustainable growth of the organization. As such, the Board of Directors has deemed it appropriate to establish a policy on director qualifications and nomination. The purpose is to make the process of nomination transparent and clear and to obtain professional directors including the structure and composition of the Board of Directors of the appropriate size and diversity in terms of qualifications, skills, knowledge, expertise, and experience of the Company's directors, which will help promote and support business strategies and long-term stable growth of the organization.

#### 2. Policy on Director Qualification and Nomination

The Board of Directors must be composed of Directors who have all qualifications and possess none of the prohibited characteristics prescribed by the law and the Company's Article of Association, and should consist of a diverse range of skills, experiences, knowledge, and expertise beneficial to the Company without any discrimination on the grounds of gender, age, country of origin, nationality, cultural background, tradition, and religion, so to enable to the Company to achieve its objectives and business goals and promote a management system guided by the Good Corporate Governance Principle of SCG Decor in order to bring about fairness and transparency as well as the ability to generate returns and added values in the long term to shareholders and inspire trust in all stakeholders, all of which will lead the Company towards sustainable growth.

#### 3. Qualification of Company Directors

The Board of Directors has entrusted the Nomination, Remuneration, and Corporate Governance Committee with the task of nominating qualified candidates for directorship to replace directors retiring by rotation or under other circumstances to the Board of Directors and/or the meeting of shareholders for election. The Nomination, Remuneration, and Corporate Governance Committee selects candidates from a pool of qualified individuals with background and expertise from various disciplines who possess leadership, a breadth of vision, integrity and ethics, clear and unblemished career records, as well as the ability to express opinion independently. Director nomination should take into account the following factors:

##### 3.1 Required qualifications in each director:

The Nomination, Remuneration, and Corporate Governance Committee should determine and establish individual qualities of those to be nominated as directors in each aspect. For instance:

- Integrity and accountability
- Informed judgment
- Maturity, firmness and the ability to listen well and express independent opinion
- Commitment to principles and standards with professionalism
- Other qualifications the Corporate Governance and Nomination Committee deems important which is in accordance with the law

### 3.2 Required knowledge and expertise of the Board of Directors

The Nomination, Remuneration, and Corporate Governance Committee should prescribe a set of knowledge and expertise requirements for the Board of Directors and formulate the Board Skill Matrix to be used in the selection and nomination of qualified candidates. These requirements should encompass knowledge and areas of expertise that will enhance the ability of the Board of Directors to formulate strategies and policies as well as ensure their effective implementation, such as:

- Knowledge on the Company's Business or any Related Business within the Company Business Chain
- Accounting and Finance
- Sustainable Development Organization Management about Environment, Economy, and Social, including Risk Management and Crisis Management
- Innovation, Research, and Development Support
- Industrial and Business Digital Information Technology Management and Cybersecurity
- Knowledge and specializations in areas that the Governance and Nomination
- Committee believes will become necessary in the next 3-5 years

### 3.3 Diversity of the Board of Directors

In addition to the two aforementioned factors, the Nomination, Remuneration, and Corporate Governance Committee may also establish guidelines relevant to diversity of the Board of Directors, such as diversity in gender, age, race, nationality, origin, cultural background, and tradition.

## 4. Director nomination and selection process

The nomination and selection of new directors involves a total of four steps as the following details:

### 4.1 Planning

For the Nomination, Remuneration, and Corporate Governance Committee to determine guidelines and plans for nominating individuals with appropriate qualifications for thorough and timely consideration of new directors' election, the Company Secretary are required to perform the following duties and propose for the Nomination, Remuneration, and Corporate Governance Committee's consideration:

- Review the director's knowledge, capabilities, skills, and experiences in the Board Skill Matrix.
- Prepare a schedule for the rotation terms of the Board of Directors and the sub-committee for each director.
- Review the Company's Qualifications of Independent Directors.
- Aggregate guidelines for director nomination, qualifications of individuals who will be directors as approved by the Board of Directors, relevant practices of the Company's Corporate Governance, and practices of good Corporate Governance concerning director nomination according to relevant divisions/organizations, such as the Securities and Exchange Commission (SEC) and the Thai Institute of Directors (IOD).
- Propose a process timeline in compliance with the meeting schedule of the Nomination, Remuneration, and Corporate Governance Committee, the Board of Directors and the shareholders' meetings.

#### 4.2 Nomination of Candidates

Nomination of qualified candidates for the consideration of new director election should be based on the following:

(1) Nomination of new directors

To ensure the implementation of a procedure which enables minor shareholders to participate in the nomination and appointment of directors and ensure that minor shareholders can elect independent directors to reserve their own benefits, the Company must allow at least 3 months for all shareholders to nominate candidates to be considered for the election as new directors according to the specified criteria and procedures. Moreover, the Board of Directors may nominate candidates that are deemed qualified according to the Board Skill Matrix and business strategies. The Nomination, Remuneration, and Corporate Governance Committee shall consider and propose the Board meeting to approve an appropriate and sufficient period to consider the selection and election in the next steps, whereas the Company Secretary shall inform SET about the timeline and other details, as well as publishing such information on the Company's website.

(2) Aggregation of candidate list from reliable sources

The Company Secretary shall aggregate lists of candidates in the Chartered Director of the Thai Institute of Directors as well as lists of directors of SET listed companies who match the Company's Board Skill Matrix and

proposed such lists to the meeting of the Nomination, Remuneration, and Corporate Governance Committee as supporting materials for consideration.

#### 4.3 Selection

The Company Secretary shall aggregate the lists acquired from step 4.2 to be proposed to the meeting of the Nomination, Remuneration, and Corporate Governance Committee for consideration. The meeting of the Nomination, Remuneration, and Corporate Governance Committee (excluding directors having interests in such a matter) shall determine the director's qualifications from the Board Skill Matrix to screen the lists of candidates qualified for the new director's positions from step 4.2. This must comply with the Policy on Qualification and Nomination of Company Directors. The Nomination, Remuneration, and Corporate Governance Committee shall also take into account diversity of the Board of Directors structure and the directors' devotion of time to their duties, and select the individuals with knowledge, expertise or experiences in providing beneficial advice for business operation strategies and policies in accordance with sustainable development approaches, before proposing to the Board of Directors' meeting for consideration.

The Company Secretary shall review the basic qualifications of the nominated persons from public sources regarding their directorship or executive positions in other businesses that may lead to conflicts of interests with the Company, and the qualifications of independent directors.

#### 4.4 Election

##### (1) Election of directors in replacement of those retiring by rotation

The Board of Directors (excluding directors having interests in such a matter) shall thoroughly and carefully consider the qualifications of the candidates which are individually nominated by the Nomination, Remuneration, and Corporate Governance Committee before proposing the nomination of qualified individuals to the shareholders' meeting to consider director election. In addition, the Board Meeting may appoint the CEO, the Managing Director and/or appropriate directors to approach the individuals of whom the Board of Directors has given consent to participate in the director election and report the progress of approaching said nominated persons for the Board of Directors' acknowledgement/consideration.

##### (2) Election of directors in replacement of those resigning before their terms

The election of directors in replacement of those resigning before their terms shall be proceeded through the same process as that of the election of directors replacing those retiring by rotation. However, the meeting of the Board of Directors shall consider the election of directors without proposing to the shareholders' meeting for consideration. In addition, in cases where the remaining terms of office of directors resigning before their terms are less than two months, the shareholders' meeting is required by the laws to elect directors to replace said resigning directors.

This Policy shall be effective from June 9, 2023 onwards

## Policy and Guidelines on Director Positions at Other Companies

### SCG Decor Public Company Limited

The Board of Directors Meeting No. 200 (4/2022) held on December 1, 2022, resolved to approve the first Policies and Guidelines on the Holding of Directorships in Organizations outside the Company by Chief Executive Officer and President, and Senior Executives, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Policies upon the conversion of the Company into a public limited company.

In order for the Chief Executive Officer and President, and Top Executives Holding Directorships to operate according to the main goal and sustainable business strategies and according to the Company's aim to encourage the employees to strive to work hard as well as fully dedicating their working time for the Company's long-term benefits. The Board of Directors of SCG Decor Public Company Limited has established the policies and guidelines on the Chief Executive Officer and Top Executives holding directorships or devoting the Company's working time for other companies, organizations, or institutes outside SCGD besides holding directorships in the subsidiaries, associated companies and other companies in which the Company invests. The basic principles of such policies and guidelines are based on the good Corporate Governance principles and SCG Decor's Code of Conduct regarding conflicts of interests, where the employees shall not conduct any specific business that constitutes or may constitute a competition with the Company's and its subsidiaries' business. The propriety of such matters shall be under the discretion of the Company on a case-by-case basis as follows:

#### Policies

The Chief Executive Officer and President, and top executives may hold directorships or devote the Company's working time for companies, organizations, or institutes outside SCGD that are not subsidiaries, associated companies and other companies in which the Company invests, as follows:

- (1) Government agencies, which constitute support for the government that will be public benefits
- (2) Private agencies founded for public interest such as the Federation of Thai Industries, Thai Chamber of Commerce, Thailand Management Association.
- (3) Private agencies founded for commerce that do not lead to conflicts of interests with the Company or its subsidiaries nor exert negative effects upon the Company

In addition, the organizations must not be founded for benefits of any particular political parties.

### Practices

The Chief Executive Officer and President shall propose for the Board of Directors' approval for holding directorship in or spend the Company's time working for other companies, organizations, or institutes outside SCGD, while the top executives shall propose to the Chief Executive Officer and President for such approval.

In case where the Chief Executive Officer and President, or top executives obtain remunerations from holding directorships in or working for companies, organizations, or institutes outside SCGD, the Chief Executive Officer and President, and top executive shall transfer such remunerations to the Company or charitable organizations according to the Company's required methods.

### The number of external companies/organization/institutes allowed for holding

The Chief Executive Officer and President may hold directorships or devote the Company's working time for companies, organizations and institutes as agreed by the Board of Directors without contradiction to nor inconsistency with the requirements in the Charter of the Boards of Directors, while, in the case of top executives' directorships, these shall be under the Chief Executive Officer's and Managing Director's discretion. The information on such directorships shall also be reported to the Company as required by applicable laws and regulations as well as the Company's policies.

This Policy shall be effective from June 9, 2023 onwards.

## Scope of Duties and Responsibilities of Chief Executive Officer and President

### SCG DECOR PUBLIC COMPANY LIMITED

The Board of Directors Meeting of SCG Decor Public Company Limited ("the Company") No. 200 (4/2022) held on December 1, 2022, resolved to approve the first Scope of Duties and Responsibilities of Chief Executive Officer and President, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Scope upon the conversion of the Company into a public limited company.

The Board meeting has approved Scope of duties and responsibilities of Chief Executive Officer are as follows:

1. Define, jointly with the Board of Directors, the company's vision, missions, strategies, master operating plans, budget, goals, and policies for sustainable growth according to the Good Corporate Governance.
2. Communicate and connect with the Executive Management on matters regarding the company's vision, missions, strategies, master operating plans, budget, goals and policies as approved by the Board of Directors so that they can use it in the same direction as the framework for doing the work plan and administration.
3. Monitor the Management as the Management Chairman to execute their work according to the plan, budget, goals, and policies as approved by the Board of Directors to achieve the main objectives of the organization by regularly reporting progress to the Board of Directors.
4. Monitor overall management of financial, marketing, production, supply chain, human resource, chance and risk, business continuity, competitive status, internal control and other operations of the Company and its subsidiaries to meet the Company's policies and business plan as approved by the Board of Directors and comply with laws and related regulations, objectives, articles of association of the Company, Delegation of Authority, resolutions of the Board of Directors as well as the general meetings of shareholders with accountability, due care, prudence and loyalty for the utmost benefits of the Company and fairness to concerned parties.
5. Develop and improve the operation of the Company and its subsidiaries continuously and support research, development, information technology, and innovation in products, services, and business model that creates value added for the sustainable growth of the Company pursuant to strategic plan of the Company which covers economic, environmental, social and Good Corporate Governance dimensions.
6. Monitor the Chief Executive to assure their participation and facilitation in building value and corporate culture of ethics and good governance as well as with long-term operations by acting as a good example.
7. Follow up performance assessment of the Company, its subsidiaries and/or affiliates according to indicators by

specifying an information system and process through their routine performance reports and monitor that their financial reports and information disclosure are made accurately, sufficiently, timely and comply with applicable rules and guidelines, and improve upon them immediately if necessary.

8. Define rules, regulations, guidelines, and requirements for organization structure of positions which does not require the power of the Board of Directors or its subcommittees including employment, appointment, rotation, disengagement, and termination employees of the Company whose positions does not require the power of the Board of Directors or its subcommittees.
9. Determine wage rate, compensation, reward, bonus, and merit increase for management and employees whose positions are not under the power of the Board of Directors or its subcommittees in accordance with the structure and policy provided by the Board of Directors and the Company's operation goals.
10. Direct and issue rules, regulations, notifications, and internal mandate for the Company's operation to comply with the Company's policy and for the benefits of the Company as well as for maintaining good order in the organization.
11. Represent the Company in communication with stakeholders and shareholders and facilitate the Board of Directors in providing appropriate channel for communication with shareholders consistently and disclosing information with transparency according to related standard and regulations.
12. Represent the Company for public relations particularly on building network and corporate image both national and international level.
13. Consider and approve ordinary business transactions and ordinary business support transactions under general commercial conditions within the amount approved by the Board of Directors and complied with rules specified by the Office of the Securities Exchange Commission ("Office of SEC) and the Securities Exchange of Thailand ("SET") regarding connected transactions and transaction of acquisitions and dispositions of assets including approval of transactions pursuant to Delegation of Authority as authorized by the Board of Directors.
14. Operate in accordance with the Public Limited Companies Act, B.E. 2535 (including amendments) and regulations of the Office of SEC and SET regarding connected transactions and transactions of acquisition and disposition of assets and related laws as well as the Company's regulations as approved by the Board of Directors and the Shareholders.
15. Consider the appointments of advisors as deemed necessary for the operation of the Company.
16. Sub-authorize and/or assign a person or group of persons to act on behalf of the Chief Executive Officer and President under the scope of power specified in the Power of Attorney of the Company and/or rules, regulations or resolutions of the Board of Directors provided that said authorization of the Chief Executive Officer and President must not incur conflict of interest or any 3 conflict in whatever area to the Company. In case of conflict of interest, said transaction must be proposed to the Board of Directors and/or the general meeting of

shareholders (as the case may be) for consideration and approval unless it is an ordinary business transaction that the Company made under the same condition with non-related person (Arm's Length).

17. Execute other works as assigned and authorized by the Board of Directors and/or various sub-committees which are subject to the rules and regulations of the company as well as related laws.

The Chief Executive Officer and President must not attend the meeting or approve transactions that he/she or persons who may have conflict (as defined in the notification of the Securities and Exchange Commission or the notification of the Capital Market Supervisory Board), engage of interest or receive of any kind of benefits or have conflict of interest with the Company unless the approval of said transactions has been made in accordance with the policy or guideline approved by the general meeting of shareholders or the Board of Directors.

The Scope of Duties and Responsibilities of the Chief Executive Officer and President shall be effective from June 9, 2023.

## Succession Plan for Chief Executive Officer and Directors

### SCG Decor Public Company Limited

The Board of Directors Meeting of SCG Decor Public Company Limited ("the Company") No. 200 (4/2022) held on December 1, 2022 resolved to approve the first Succession Plan, and the Board Meeting 1/2023 held on June 9, 2023 subsequently endorsed the continuous enforcement of the policy regarding this Succession Plan upon the conversion of the Company into a public limited company.

The aforesaid Board of Directors Meeting of the Company has approved the Succession Plan putting in place a suitable and transparent plan to recruit personnel for all critical positions at all levels to ensure that the Company has executives who exhibit professionalism. The Remuneration Committee is responsible for formulating the succession plan for the Chief Executive Officer and President of the Company and proposing it to the Board of Directors for consideration.

#### 1. Objectives

- 1.1 To mitigate risks or impacts from lack of management continuity;
- 1.2 To enable the proactive planning of nomination and selection either of talents within the organization or external personnel, and develop that personnel to take up positions in the future;
- 1.3 To plan replacement and succession for critical positions in the event that the incumbent is unable to complete his/her term or the position becomes vacant for any other reason; and
- 1.4 To encourage commanders to pay attention to the development of their subordinates and to motivate and maintain employees with competencies and potential and ensure that they have opportunities for development and advancement to higher positions.

#### 2. Chief Executive Officer and President and other Critical Executive Positions

When the position of the Chief Executive Officer and President or a critical executive position becomes vacant or when the incumbent is unable to perform his/her duties, an executive at a comparable or lower level shall serve in the interim until a person with qualifications prescribed by the Company who demonstrates a breadth of vision, knowledge, competency, experience and is suitable to the corporate culture has been nominated and selected. The Remuneration Committee is responsible for vetting suitable candidates to propose to the Board of Directors for appointment to the position. The Executive Officer and President or an executive in a critical position must report to the Board of Directors the outcome of the execution of the succession plan periodically, at least once a year.

#### 3. Executive Level

When the position of an executive from the division manager level and above becomes vacant or when the incumbent is unable to perform his/her duties, the Company will propose a selected successor to the

Management.

4. Procedures for implementing the succession plan

- 4.1 Analyzing the business situation of the Company with regards to strategies, policies, investment plans, and expansion plans;
- 4.2 Assessing the preparedness of the manpower to ensure compatibility with the Company's short-term and long-term strategies;
- 4.3 Establishing plans for fostering manpower preparedness by formulating employee development plans and recruiting personnel as a replacement when there is a vacancy;
- 4.4 Defining necessary qualifications and competencies for such positions, consisting of required knowledge, skills, personality, and attitudes;
- 4.5 Assessing employee performance and potential using personnel testing and assessment tools in order to establish a Key Talent Pool;
- 4.6 Identifying employees from the Key Talent Pool to serve as potential successors to the position and informing the employees in advance so that they can learn about the position in advance and so that alternate successors can be designated. There should be more than one potential successor for a critical position;
- 4.7 Supervisors evaluate the performance and potential of employees who will succeed them as lacking competencies in any matter;
- 4.8 Formulating an Individual Development Plan for a potential successor that includes challenging assignments and job rotation so as to develop leadership skills and broad work knowledge as well as prepare him/her for the position before the incumbent retires or vacates office before retirement; and
- 4.9 Developing and assessing potential successors to ensure that they demonstrate expected development and achievement. When such expectations are not met, the following steps are to be taken:
  - 1) Selecting new candidates and formulating a new succession plan;
  - 2) Developing alternate successors (if any) or;
  - 3) Nominating and selecting external candidates

Once the position becomes vacant and the fully qualified successor fills the position, which entails more responsibilities, promotion should be considered as appropriate.

5. Guidelines for succession plan consideration

- 5.1 After the Board of Directors meeting regarding the evaluation of employees' performance and potential, the Board will consider and report on operating results according to the succession plan once a year, to consider the successor to the position from performance evaluation and potential of employees.

- 5.2 Succession planning for positions 2 levels below the company level (N-2 and N-3) will be considered by N -1 positions.
- 5.3 In succession planning for each position, there will be no more than 3 successors. In case there is no qualified persons at present, the supervisor must find a suitable person in the future.
- 5.4 The position of the successor must be the same as or lower than the current position holder. The lower level should not be more than 1 level.
- 5.5 Recruitment and selection of successors can be considered across different departments.
- 5.6 When personnel in the position are vacant or the person in the position is unable to perform the duties, other organizations can nominate additional names in addition to existing successors for the sake of comparison of successors.
- 5.7 One employee may be a successor to more than one position.
- 5.8 The designation of the successor does not constitute any obligation on the employees. The successor may be changed as the Board of Directors deems appropriate.
- 5.9 The above information is confidential for the Management only.

6. Succession Plan Revision

The Company reviews the policy regarding the succession plan on a yearly basis. The termination or revision of this Policy must be approved only in writing by the Board of Directors.

This Succession Plan shall be effective from June 9, 2023 onwards.

## Policy and Guidelines on Stakeholder Treatment

### SCG Decor Public Company Limited

The Board of Directors Meeting of SCG Decor Public Company Limited (“the Company”) No. 200 (4/2022) held on December 1, 2022, resolved to approve the first Stakeholder Treatment Policy, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Policy upon the conversion of the Company into a public limited company.

#### Definition

“SCG Decor” refers to SCG Decor Public Company Limited and its subsidiaries according to the consolidated financial statements.

SCG Decor has always paid close attention to the engagement of stakeholders. This is evident from the corporate philosophy of engaging in business based on morality and responsibility to society as well as being a good citizen, implementing the code of conduct as a basis of work of all employees, employing the good corporate governance as a principle of management and exercising the sustainable development of SCG Decor.

Along with the changing of the society, environment, and business conditions, groups of stakeholders are more complicated and carry higher expectations of fair treatment and demand participation in the expression of opinions, process of decision-making, and governance of affected issues. The engagement of stakeholders is thus more important than ever. The meeting of the Board of Directors has thus resolved to issue the Stakeholder Engagement Policy as a clear guideline for SCG Decor’s employees in conducting business so as to offer shareholders long-term value added as well as more concerns over the benefits of stakeholders of SCG Decor.

#### Definition of Stakeholders

Stakeholders are persons or groups of persons who are directly or indirectly affected by a business operation of SCG Decor, as well as those who may have interests in a business operation of SCG Decor, or abilities to influence over the outcomes of a business operation of SCG Decor such as customers, employees, communities, shareholders, business partners, government agencies, intellectual leaders, etc.

#### Stakeholder Engagement Policy

SCG Decor is committed to acting as a good citizen of society, especially in every community where SCG Decor has business operations. It honors the rights of stakeholders and treats them fairly, listens to their opinions and concerns, builds understanding with stakeholders, encourages co-operation constructively in matters that interest stakeholders, and takes part

in developing society and environment so that SCG Decor continues developing its business sustainably.

#### Guidelines for the Engagement of Stakeholders

##### 1. Determining, Identifying, and Analyzing Stakeholders

Clearly determine, identify, and categorize stakeholders taking into consideration the connection with each business unit in order to be able to analyze the risks and impacts, direct or indirect, incurred to each group of stakeholders comprehensively and clearly by bearing in mind that each group of stakeholders has its own set of perspectives and expectations. Different strategies and priorities of implementation need to be formulated for each respective group.

Determine material sustainable development issues that affect decision making, operations, and operational effectiveness of SCG Decor or stakeholders. In the formulation of business strategy formulation, identify the relationships and materiality of issues to SCG Decor and stakeholders.

Develop stakeholder maps to identify stakeholders and relevant parties in SCG Decor and to understand the perspective of stakeholders, potential impacts, and expectations of each stakeholder group. These stakeholder maps will be used in designing means of responding to the needs of stakeholders as well as appropriate strategies and communication methods that will sustainably influence the operation of SCG Decor.

Good relations with stakeholders should be initiated from the very beginning, that is, from the planning stage, so that plans can be adjusted, or work procedures can be revised on time.

##### 2. Adopting Communication Strategies

Closely communicate and persistently build understanding with stakeholders in order to gain correct perception and lead to good relationship with and trust from stakeholders by adopting particular communication strategies, methods, formats, channels, and procedures suitable to each group of stakeholders, situation, duration, and local culture. This may be determined by the degree of damage, or the possible impact incurred from negligence or inaction.

##### 3. Disclosing Information

Disclose information accurately, explicitly, transparently, and comprehensively in order to assure that the stakeholders received sufficient, consistent, and timely information. For example, the disclosure of useful information should be done at the appropriate time, stated the real purpose of information and assured that there is a transparent process of reporting information to stakeholders. However, in disclosing information, one should consider a factor of appropriateness and follow SCG Decor's Disclosure Policy.

##### 4. Encouraging Participation

Encourage stakeholders to participate in matters that affect them; provide channels for receiving suggestions, problems, and complaints from stakeholders; give priority; welcome opinions and exchange views (Stakeholder Dialogue) constructively in order to perceive ideas, expectations, and needs of stakeholders. In doing the Stakeholder Dialogue, one must recognize that differences of stakeholders may affect the opinions, e.g. age, gender, education, experience, attitudes, etc. Moreover, one should provide preliminary information prior to discussion, report outcomes of the discussion, disseminate reports to participants, and collect information systematically. SCG Decor should also consider participating in giving opinions and identifying problems or obstacles to those having roles in regulating rules and orders which could pose an impact to the business operation of SCG Decor.

5. Managing risks related to stakeholder engagement

Anticipate, identify, and prioritize risks related to stakeholder engagement in order to prepare plans to handle and manage potential risks from a constructive exchange of opinions with shareholders. Risks that should be considered include reluctance to participate, fatigue, dissatisfaction with SCG Decor's responses, presence of reserved stakeholders among those who prefer to share their opinions, presence stakeholders who intentionally obstruct an exchange of opinions, presence of stakeholders who have not received information, presence of stakeholders who do not have leverage, technical problems, and conflicts among stakeholder groups.

6. Reviewing and reporting

Inspect and assess stakeholder engagement systematically to continuously enhance stakeholder engagement; develop action plans; foster cooperation between stakeholders and related parties in SCG Decor, track the cooperation development process, and report to stakeholders.

In addition, SCG Decor must also disclose the overall results of its stakeholder engagement to the public, including obtained results, impact, and operation scopes, as well as demonstrate the relations between benefits from stakeholder engagement and SCG Decor's operations.

The Duty of the Management

The duty of the management is to ensure efficient and effective stakeholder engagement operations in accordance with the policy by providing suitable resources, such as allocating budgets and assigning knowledgeable, skilled, and sufficient person-in-charges, and by putting in place systems for taking suggestions from stakeholders, compiling information, monitoring progress, and conducting assessment. Information on stakeholder engagement will be integrated into the Company's corporate governance, strategies, and management at every level to create acceptance and develop sustainable business practices across the organization.

SCG Decor's Policies and Practices towards Stakeholders

SCG Decor has established policies and practices for 12 groups of stakeholders as guidelines for its business

operations, added value creation, and sustainable development, as detailed below.

## 7. Policies and Practices towards Stakeholders

SCG Decor places great importance on its shareholders. Accordingly, the Board of Directors, the executives and the employees of SCG Decor are committed to carrying out business in line with the principles of good corporate governance and SCG Decor's own business philosophy to ensure maximum benefits and long-term economic value for shareholders. The guidelines to achieve such purposes have thus been set forth as follows:

- 7.1 To operate the organization in accordance with SCG Decor's corporate vision and corporate governance principles with honesty and prudence, and without conflict of interest, while creating good returns for every shareholder in a sustainable manner.
- 7.2 To respect the rights of shareholders and provide equitable and fair treatment to every one of them. Accordingly, to not perform any act that might violate or restrict the rights of shareholders.
- 7.3 To provide shareholders the right to propose the agenda of the Annual General Meeting of Shareholders and to nominate any qualified person to be a director with sufficient time in advance within the timeframe constituted by the law.
- 7.4 To provide shareholders with all significant details concerning the Shareholders' Meeting and the Meeting agenda items to be considered by the shareholders with sufficient time in advance.
- 7.5 To prevent the directors, executives, and employees in the involved departments as well as their spouses and children from making use of inside information for their own benefit or that of others, which is considered shareholder exploitation, before disclosure to the public.
- 7.6 To assign independent directors to take care of minor shareholders and to receive complaints or suggestions from shareholders through easily accessible channels established by SCG Decor.
- 7.7 To establish efficient measures for internal control, internal audit, and risk management.
- 7.8 To disclose SCG Decor's significant information, financial reports, and operating results on an accurate, complete, timely, transparent, and reliable basis through easily accessible channels to consistently keep shareholders abreast of the Company's operating performance.

## 8. Policies and Practices towards Employees

SCG Decor firmly believes that employees are its most valuable assets and a vital contributing factor to the

Company's success. As a consequence, the Company treats employees fairly with respect to human rights in accordance with SCG Decor's human rights policy and with concern for their needs. The goals are to foster a good relationship between the Company and its employees, to promote ongoing development of employees' skills and potential, and to provide job security and career advancement. The guidelines for practice toward employees are as follows:

- 8.1 To recruit employees through a fair and efficient selection system and employment conditions to find "smart and ethical" employees having strong qualifications and integrity to join the Company.
- 8.2 To treat employees with sensitivity and fairness while paying due respect to their personal rights, protecting these rights from being violated. Likewise, to support and respect the right of employees to express their opinions independently.
- 8.3 To provide channels for employees to file grievances and report any act of impropriety in violation of the SCG Decor's Code of Conduct as well as to protect the complainant from retribution or penalties related to filing a complaint (Whistleblowing Policy).
- 8.4 To provide employees in every field of work and at all levels sufficient and continuous professional development appropriate for their duties and responsibilities and to instill ethical awareness into every employee.
- 8.5 To promote and encourage working as a team to create unity and to raise employees' awareness about work discipline.
- 8.6 To evaluate employees' performance and provide fair remuneration on the basis of the suitability, capability, and competence of each individual. The Company is also committed to providing fair and appropriate benefits to employees. The benefits will be constantly improved to keep them on a par with those of leading companies in the same industry.
- 8.7 To raise awareness and promote employees' occupational health and safety while maintaining a congenial work environment that enables employees to feel like being part of a family.
- 8.8 To operate in compliance with internationally accepted occupational health and safety standards as well as environmental management standards.
- 8.9 To encourage employees to find a balance between personal life and work.
- 8.10 To provide channels where important information can be disclosed to employees to keep them informed of the operations and operating results of all SCG Decor's business units.

## 9. Policies and Practices towards Customers

SCG Decor pledges to ensure that its products and services offer maximum benefits and complete satisfaction in terms of quality and fair price to customers. Likewise, the company pledges to develop and maintain a sustainable relationship with customers. The practice guidelines are as follows:

- 9.1 To deliver products and services that address the needs of consumers and to play a part in contributing to better quality of life and the sustainable development of society.
- 9.2 To constantly drive innovation and research & development to generate high quality, high value-added products and services that meet the needs of customers in multiple ways.
- 9.3 To develop environmentally friendly products and services with a focus on resource efficiency, energy-efficiency, recyclability, and long life of service.
- 9.4 To produce safe, reliable products and services as well as to give accurate and adequate information about them to customers.
- 9.5 To store customers' information safely and systematically, and to refrain from abusing the information.
- 9.6 To set the prices of products and services at reasonable rates.
- 9.7 To implement a quality management system that matches international standards.
- 9.8 To set up a customer support office to provide product information, advice, and solutions to problems, while also handling complaints, to ensure customers' highest satisfaction in both products and services.

## 10. Policies and Practices towards Suppliers

SCG Decor always obeys fair competition standards and strictly complies with all contractual obligations, the SCG Decor's Code of Conduct, and all promises to suppliers. The guidelines are as follows:

- 10.1 To determine and establish fair and reasonable prices by taking into account the reasonableness of the offered prices, quality, and service levels and to be able to provide appropriate reasons during any audit.
- 10.2 To pay suppliers accurately and on time.
- 10.3 To establish clear procurement regulations.
- 10.4 To operate business sustainably and transparently by complying with all the terms and conditions agreed

upon in a transaction and treating all involved parties fairly.

- 10.5 To refrain from demanding or accepting any improper benefits from suppliers.
- 10.6 To pay regular visits to suppliers to exchange ideas and listen to their suggestions or advice on improvement.
- 10.7 To support procurement of eco-friendly and community products.
- 10.8 To refrain from purchasing products from suppliers that violate human rights or intellectual property law.
- 10.9 To refrain from disclosing information of suppliers to others without their prior consent.
- 10.10 To refrain from dealing in any business with any supplier that carries out illegal acts or acts against public order and good morals.
- 10.11 To provide support and encourage suppliers to adopt the principle of sustainable development through social and environmental responsibility in their business operations, in accordance with SCG Decor's Supplier Code of Conduct.

#### 11. Policies and Practices towards Business Contractors

SCG Decor assists its contractors with respect to human right standards, environment, work safety, and remuneration. Furthermore, the Company is resolved to develop the capabilities and knowledge of contractors both related to work and beyond to enable them to work more efficiently. The guidelines are as follows:

- 11.1 To determine appropriate and fair remuneration and ensure that the amount of remuneration paid by the contractors to their workers shall not be less than the wage rate stipulated by law.
- 11.2 To promote safety awareness among contractors and oversee a safe work environment in their operations.
- 11.3 To open up opportunities for contractors to meet with executives to listen to their opinions and concerns so they can work more efficiently to achieve goals.
- 11.4 To encourage contractors to develop their knowledge to ensure maximum work efficiency.
- 11.5 To provide support and encourage contractors to adopt the principle of sustainable development through social and environmental responsibility in their business operations, in accordance with Supplier Code of Conduct of SCG Decor.

## 12. Policies and Practices towards Joint Venture Partners

SCG Decor respects the rights of joint venture partners and treats every partner equitably and fairly. It also promotes fair treatment of relevant parties in the business operations in accordance with the Company human rights policy. In addition, the Company works collaboratively with joint venture partners to ensure that the joint ventures achieve shared goals. The relevant guidelines are as follows:

- 12.1 To collaborate with joint venture partners in supporting and strengthening joint venture operations.
- 12.2 To encourage the exchange of ideas and suggestions with the joint venture partners and to jointly define the business plans to ensure the sustainable growth and development of the joint ventures.
- 12.3 To monitor the operations of the joint ventures in order to ascertain that they comply with the law and the sustainable development approach.
- 12.4 To work with the joint venture partners in allocating profits from the joint ventures in a fair and transparent manner.
- 12.5 To refrain from taking advantage of the joint venture partners in any way.

## 13. Policies and Practices towards Creditors

SCG Decor has a policy to treat its creditors equitably, fairly, and transparently with commitment to strictly comply with all terms and conditions agreed upon. The guidelines are as follows:

- 13.1 To enter into contracts with all types of creditors legally, equitably, fairly, and transparently without taking advantage of the contract party.
- 13.2 To refrain from resorting to dishonest means or concealment of any information that might harm the Company's creditors.
- 13.3 To strictly abide by any term or condition stated in any contract entered into with all types of creditors accurately and straightforwardly.
- 13.4 To repay loans and interest in full to all types of creditors on time as agreed upon.

## 14. Policies and Practices towards the Community and Society

SCG Decor conducts business with respect to human rights and equitable treatment to others, commitment to

fairness to all stakeholders, and concern for social responsibility. SCG Decor also provides constant support to activities that contribute to the improvement of living standards and the development of the communities and societies in which it operates. It also encourages employees and other concerned stakeholders to be good citizens contributing to communities and society. The guidelines are as follows:

- 14.1 To cultivate awareness of social responsibility in employees at all levels.
- 14.2 To participate in and support activities that are in line with social development policies, both at the community level, national level and globally.
- 14.3 To become a leader in promoting the efficient use of resources according to the principles of the Circular Economy.
- 14.4 To develop society, communities, and environment sustainably by supporting and providing proper assistance to society and communities, especially the communities surrounding SCG Decor's plants.
- 14.5 To preserve the environment and safety nearby the communities and to control and manage waste from the production process and general consumption as well as contamination released into the environment through the use of efficient technology and close monitoring.
- 14.6 To promote and support carrying out of activities/projects designed to develop the potential and capabilities of youths especially in the areas of education, science, and technology, as well as instilling ethics and morals into young people so they are both smart and ethical individuals with consciousness on social and environmental responsibilities.
- 14.7 To support activities/projects dedicated to providing immediate assistance to those affected by disasters and to improve the potential and living standard of people in the society through various efforts such as career development and building strong communities to enable people to become self-reliant sustainably.
- 14.8 To support medical and public welfare activities/projects to enable people in local communities and society at large to have better health and better quality of life.
- 14.9 To promote and support activities in the areas of cultural heritage preservation and sustaining religion as appropriate.
- 14.10 To provide support to foundations and charitable organizations to help and provide opportunities to the disenfranchised in society, empowering them to better quality of life. This support also extends to organizations carrying out activities beneficial to human resources development.

- 14.11 To open up opportunities for communities and other stakeholders to take part in the activities/projects, to voice their opinions and suggestions, or to file complaints as a result of SCG Decor's operations, with the goal of allowing industry and the community to coexist sustainably.

15. Policies and Practices towards Government Agencies

SCG Decor places great importance on government agencies as stakeholders of the Company. Guidelines for engaging in transactions with government agencies are defined in SCG Decor's Code of Conduct to allow employees to proceed appropriately and in compliance. The Company also cooperates with government agencies, providing technical assistance and support for various activities. The guidelines are as follows:

- 15.1 To strictly abide by applicable laws and regulations and keep in mind that laws, regulations, cultures, and traditions in each locale may have different conditions, procedures, or practices.
- 15.2 To refrain from influencing government officers to abet and collude in improper acts.
- 15.3 To build a body of knowledge in community development for government agencies such as local administration organizations.
- 15.4 To provide support to activities undertaken by government agencies
- 15.5 To participate in meetings to share ideas, support and provide technical assistance on a continuous basis.
- 15.6 To receive visits from government agencies.
- 15.7 To receive comments and suggestions from government agencies.

16. Policies and Practices towards the Media

SCG Decor stresses the importance of disclosing information to the media so they can communicate the information to the public accurately and rapidly. The guidelines are as follows:

- 16.1 To disclose information to the media equitably. The information must be accurate, clear, and right to the point.
- 16.2 To communicate information on a quick and timely basis appropriately.
- 16.3 To provide opportunities for the media to closely meet and talk with top executives.
- 16.4 To facilitate the media to get in contact with the Company.
- 16.5 To establish good relationships with the media through various activities such as business and plant visits

to allow the media to observe the production process and plant management as well as obtain accurate information.

17. Policies and Practices towards the Civil Society Sector, Academia, and Opinion Leaders

SCG Decor conducts business with concern for social responsibility and all stakeholders. In addition to full and accurate disclosure of information, SCG Decor is also open to comments and suggestions from every part of the civil society sector to ensure a shared approach to operating business sustainably alongside social and community development. The guidelines are as follows:

- 17.1 To disclose information regarding business operations transparently and verifiably.
- 17.2 To disclose information in the annual report, sustainability report, articles and news releases, as well as in the form of electronic documents and information.
- 17.3 To carry out business with concern for impact on the environment and the community and to encourage the Civil Society Sector, Academia, and Opinion Leaders to take part in protecting the environment.
- 17.4 To collaborate with the Civil Society Sector, Academia, and Opinion Leaders to foster a relationship with the community and promote community involvement.
- 17.5 To receive comments, suggestions, or complaints from the Civil Society Sector, Academia, and Opinion Leaders to find means for collaboration and to meet the needs of all stakeholders.

18. Policies and Practices towards Competitors

SCG Decor has a policy to treat competitors fairly within the framework of honest competition. The Company is committed to carrying out business fairly in compliance with the law and SCG Decor's Code of Conduct and with concern for trade ethics and antitrust laws. The guidelines are as follows:

- 18.1 To operate under a fair competition framework and applicable laws ethically and transparently and to refrain from taking advantage of competitors unlawfully.
- 18.2 To refrain from obtaining confidential information through fraudulent or improper means.
- 18.3 To refrain from violating the intellectual property rights of competitors.
- 18.4 To refrain from attacking and destroying competitors' reputations by defaming them with any false statement.

18.5 To promote and support free trade and avoid entering into any agreement with competitors that may reduce or restrict competition.

This Policy shall be effective from June 9, 2023.

## Policy on Personal Data Protection

SCG Decor Public Company Limited

The Company's Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the Supplier Code of Conduct for the first time which later resolved at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to guarantee the continued use of the Code of Conduct after the transformation into a public limited company.

SCG Decor (as defined below) respects the privacy rights of our customers, shareholders, and SCG Decor employees, and persons related to SCG Decor, and to ensure that such persons will receive complete protection of their rights according to personal data protection laws, the meeting of the Board of Directors of SCG Decor Public Company Limited (the "Company") has resolved to approve SCG's Personal Data Protection Policy to make clear and appropriate criteria, mechanisms, measures for supervision and management of personal information.

### 1. Scope of application

This Personal Data Protection Policy applies to SCG Decor, SCG Decor employees, and persons involved in processing personal data at the direction of or on behalf of SCG Decor.

### 2. Terminology

- 2.1 Processing means any operation with personal data such as collecting, recording, organizing, structuring, keeping, updating, changing, retrieving, using, disclosing, forwarding, publishing, transferring, mixing together, deleting, destroying.
- 2.2 Personal Data (Personal Data) refers to information relating to a natural person which enables the identification of that person, whether directly or indirectly, such as first name, last name, email address, telephone number, IP address, picture, race, religion, political opinions, genetic information, Biometric data.
- 2.3 Data subject means an individual whose personal data can identify that person, whether directly or indirectly.
- 2.4 Data Controller means an individual or juristic person who has the authority to make decisions regarding the processing of personal data.
- 2.5 Data Processor means a natural person or juristic person who carries out the processing of personal data according to the order or on behalf of the personal data controller.
- 2.6 SCG Decor means SCG Decor Public Company Limited and its subsidiaries according to the consolidated financial statements of SCG Decor Public Company Limited.)

### 3. Personal Data Protection Policy: Governance of Personal Data Protection

- 3.1 SCG Decor will provide a personal data governance structure to determine appropriate methods and measures for complying with the law as follows.
- (1) Establish an organisational structure including clearly defining roles, missions, and responsibilities of relevant agencies and operators to create governance, control, accountability, operations, enforcement, and monitoring personal data protection measures in accordance with the law, and SCG Decor's personal data protection policy.
  - (2) Appoint SCG Decor Data Protection Officer: SCG Decor DPO with roles and duties as specified in SCG Decor's Personal Data Protection Policy.
- 3.2 SCG Decor will prepare policies, standards, guidelines, procedures and other documents related to personal data protection in accordance with the law and SCG Decor Personal Data Protection Policy.
- 3.3 SCG Decor will have a Policy Management Process in place to continuously oversee compliance with SCG's Personal Data Protection Policy.
- 3.4 SCG Decor will conduct regular training for SCG Decor employees to create awareness of the importance of personal data protection and to ensure that all SCG Decor employees have undergone the training and have knowledge and understanding of personal data protection and comply with SCG Decor's Personal Data Protection Policy.

4. Personal Data Protection Policy: Personal Data Processing

- 4.1 SCG Decor will process personal data both as a personal data controller and as a personal data processor in a lawful, fair, transparent, and taking into account the accuracy of personal data. In this regard, the determination of the scope of the purpose of processing personal data, and the period for storing personal data shall be done as necessary under the legitimate purposes and business practices of SCG Decor and will adequately maintain the confidentiality, accuracy, integrity, and security of personal information.
- 4.2 SCG Decor will provide processes and controls to manage personal data at every step in accordance with the law, and SCG Decor's personal data protection policy.
- 4.3 SCG Decor will create and maintain Records of Processing (RoP) for records of various transactions and activities related to personal data processing in accordance with the law and will update personal data processing records when there are changes to the related programs or activities.
- 4.4 SCG Decor will provide a clear process to ensure that notification of the purpose of collection and details of privacy notices and requesting consent from personal data subjects is in line with applicable laws and

provide measures to take care of and inspect such matters.

- 4.5 SCG Decor will provide a mechanism for checking the accuracy of personal information as well as a mechanism for correcting personal information.
- 4.6 In the event that SCG Decor sends, transfers, or allows other persons to use personal information, SCG Decor will make an agreement with the person who receives or uses that personal information to determine their rights and duties in accordance with the law and the personal data protection policy of SCG Decor.
- 4.7 In the case of SCG Decor sends or transfers personal information abroad, SCG Decor will comply with comply with the law.
- 4.8 SCG Decor will destroy personal information upon expiration of the period in accordance with the law and SCG Decor's business practices.
- 4.9 SCG Decor will assess risks and create measures to mitigate risks and reduce impacts on personal data processing.

5. Personal Data Protection Policy: Data Subject Rights

SCG Decor will provide measures, channels, and methods for personal data owners to exercise their rights as required by law, including recording, and evaluating responses to data owners' requests for exercising their individual rights.

6. Personal Data Protection Policy: Personal Data Security

- 6.1 SCG Decor will provide adequate measures to maintain the security of personal information and take steps to prevent personal information leakage and unauthorized use of personal information.
- 6.2 SCG Decor will provide privacy incident management policy and incident response program in order to be able to identify and deal with unusual events related to personal information in a timely manner.
- 6.3 SCG Decor will provide a process for notifying the owner of personal data as well as government officials who control personal data (in cases where SCG Decor is a personal data processor or joint personal data controller) and other persons in accordance with the law.

7. Personal Data Protection Policy: Personal Data Protection Compliance

- 7.1 SCG Decor will provide a follow-up process in case the law changes and continually improve personal data protection measures to be up-to-date and consistent with the law.

- 7.2 SCG Decor will regularly organize a review and improvement of policies, standards, guidelines, procedures, and other related documents to personal data protection to keep it up-to-date and up to every situation.

8. Roles, duties and responsibilities

- 8.1 The Board of Directors has the following roles, duties and responsibilities:

- (1) Direct the creation of a personal data governance structure and related internal controls of SCG Decor to ensure legal compliance and SCG Decor's Personal Data Protection Policy.
- (2) Supervise and support SCG Decor implements personal data protection efficiently and in accordance with the law.

8.2 Privacy Committee

Risk Management Committee acts as the Personal Data Protection Committee, with the following roles, duties, and responsibilities.

- (1) Establish a personal data governance structure and related internal controls, including privacy incident management policy and incident response program, so that unusual events related to personal data can be identified and dealt with in a timely manner.
- (2) Evaluate the efficiency of compliance with SCG's personal data protection policy and report the results of such assessments to the Board of Directors on a regular basis at least once a year, as well as supervise and ensure that various risks related to personal information are managed and that risk management guidelines are in place appropriate.
- (3) Set and review standards and guidelines so that SCG Decor's operations are consistent with the law and SCG Decor's personal data protection policy.
- (4) Appointment of SCG Decor Personal Data Protection Officer (SCG Decor DPO)

- 8.3 Executives have roles, duties, and responsibilities in monitoring and controlling the departments in charge of compliance with SCG Decor's personal data protection policy and promoting awareness among SCG Decor employees.

- 8.4 Personal Data Protection Officer of SCG Decor (SCG Decor DPO) has roles, duties and responsibilities as required by law, which includes the following duties

- (1) Report the status of personal data protection to the Personal Data Protection Committee regularly and make recommendations to improve SCG Decor's personal data protection to be up-to-date and consistent with the law.
- (2) Give advice to SCG employees Decor about legal compliance and SCG Decor's Personal Data Protection Policy.
- (3) Inspect the operations of departments in SCG Decor to be in accordance with the law and SCG Decor's personal data protection policy.

8.5 SCG Decor employees have the following roles, duties and responsibilities:

- (1) Comply with SCG Decor's Personal Data Protection Policy, standards, guidelines, procedures and other documents related to personal data protection.
- (2) Report unusual events related to personal data protection and non-compliance with laws and SCG's personal data protection policies to supervisor.

9. Penalties for not complying with SCG Decor's Personal Data Protection Policy

Failure to comply with SCG Decor's Personal Data Protection Policy may result in an offense and disciplinary action as well as penalties as stipulated by law.

This code of conduct will be effective from June 9, 2023 onwards.

Policy on the Company's/Subsidiaries' Dividend Payment  
SCG Decor Public Company Limited

The Board of Directors participating in the 200th meeting (4/2022) on December 1, 2022, approved the corporate governance policy for the first time. Later, at the 1st meeting of the Board of Directors in 2023 on June 9, 2023, it was resolved to endorse the continuous use of the policy when the company is converted to a public limited company.

The company has a dividend payment policy of not less than 30 percent of net profit according to the consolidated financial statements after deducting various reserves of all types as prescribed by law and the company each year, including after deducting corporate income tax. However, the payment of such dividends depends on the company's operating results, financial status, investment plans, market conditions, and other future appropriateness.

For the dividend payment policy of the subsidiary company, it shall be in accordance with the decision of the board of directors of the subsidiary company. The board shall consider and must obtain approval from the shareholders' meeting of the subsidiary company each year, unless it is an interim dividend payment, in which case the board of directors of the subsidiary company has the authority to approve such payment temporarily when it deems that the subsidiary company has sufficient profits to do so within the legal framework of the country where the subsidiary company is established. The board of directors of the subsidiary company shall report to the shareholders' meeting of the subsidiary company at the next meeting. Additionally, the board of directors of the subsidiary company shall consider dividend payments taking into account various factors for the benefit of the shareholders as a priority, as deemed appropriate by the board of directors of the subsidiary company and/or the shareholders of the subsidiary company.

This policy shall be effective and enforced starting from June 9, 2023, onwards.

## Policy on Sustainable Development

SCG Decor Public Company Limited

The Board of Directors participating in the 200th meeting (4/2022) on December 1, 2022, approved the corporate governance policy for the first time. Later, at the 1st meeting of the Board of Directors in 2023 on June 9, 2023, it was resolved to endorse the continuous use of the policy when the company is converted to a public limited company.

### Definition

SCG Decor means "SCG Decor Company Limited (Public)" and its subsidiaries as consolidated financial statements.

At the meeting of the Board of Directors of SCG Group (Public Company Limited) ("the Company"), it was resolved to approve the establishment of a sustainable development policy whereby the Company and its subsidiaries (collectively referred to as "SCG Group") both domestically and internationally shall conduct business in line with sustainable development principles. This involves considering risks and opportunities for improving operations at all levels of the organization, addressing the needs and expectations of stakeholders in the short and long term, including the impact on society and the environment. This information will be used to formulate business strategies that enable sustainable growth in rapidly changing circumstances and achieve balance across economic, social, and environmental aspects as follows:

Economic aspect: we focus on creating value, responding to the needs and expectations of all stakeholders by enhancing the organization's adaptability to changing circumstances and supporting stakeholders in conducting business with regard to sustainable development.

Social aspect: We conduct our business with integrity, treat employees fairly and equally, are dedicated to ensuring maximum safety in the workplace, and believe in social responsibility. We actively participate in improving the quality of life wherever we conduct business.

Environmental aspect: We are committed to caring for and preserving the environment and climate, utilizing resources to maximize benefits, and maintaining the ecosystem balance sustainably.

Sustainable development guidelines for SCG Decor's business operations, both domestically and internationally, are as follows:

1. Developing innovations, designing products, goods, and services that promote health and well-being, help reduce greenhouse gas emissions, preserve resources according to the principles of the circular economy, support water conservation, and promote safety throughout the value chain, through a business management approach that focuses on creating products and services to meet customer needs and industry trends, with systematic innovation creation and management processes to meet real needs, helping to differentiate products and services. Additionally, collaboration with leading universities and research institutions both domestically and internationally to access research networks following the

Open Innovation approach to enhance research and development capabilities for maximum benefit and sustainable business development.

2. Developing and improving manufacturing processes aimed at achieving low carbon footprint, environmental friendliness, and maximum efficiency by selecting modern production technologies, machinery, and digital systems to ensure that production processes utilize resources and energy efficiently. Emphasizing the use of clean and renewable energy sources, as well as controlling, preventing, and reducing pollution.

3. Developing a management system for safety, security, and occupational health to ensure that risks related to safety, security, and health are controlled by competent personnel who understand and commit to the organization, aiming to prevent accidents and work-related illnesses.

4. Implementing and controlling business operations according to a compliance management system to ensure alignment with laws and other significant regulations, rigorously adhering to them, and ensuring that the business operations align with good governance.

5. Taking care of the communities surrounding the factories and all stakeholders, in order to foster a harmonious way of living together happily, exchanging ideas, and earnestly collaborating to solve every issue. Emphasizing social development through social projects and campaigns, instilling environmental awareness in the younger generation, as well as supporting sustainable development efforts for communities, government agencies, business partners, external organizations, and interested parties.

6. Respecting the fundamental rights of every individual and not discriminating based on physical or mental differences, ethnicity, nationality, religion, gender, language, age, skin color, education, social status, or any other legally protected characteristic, and acting with integrity.

To ensure that this sustainable development policy becomes ingrained as part of the organizational culture and is practiced with integrity. SCG Decor, both domestically and internationally, is mandated to adapt and implement it appropriately in its business operations to persistently align with SCG Decor's vision.

This policy shall be effective and enforced starting from June 9, 2023, onwards.

## Policy on Human Rights

### SCG Decor Public Company Limited

The Board of Directors Meeting of SCG Decor Public Company Limited (“the Company”) No. 200 (4/2022) held on December 1, 2022, resolved to approve the first Human Rights Policy, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Policy upon the conversion of the Company into a public limited company.

#### Definition

“SCG Decor” refers to SCG Decor Public Company Limited and its subsidiaries based on the consolidated financial statements.

Both domestically and internationally, SCG Decor Public Company Limited (“the Company”) and its subsidiaries (hereby called “SCG Decor”) aim to conduct business with ethics, adhering to responsibility toward society and all groups of stakeholders based on Good Corporate Governance principles and SCG Decor’s Code of Conduct. For human rights protection, SCG Decor has strictly complied with laws and in accordance with internationally accepted standards especially giving support to and complying with United Nations Global Compact: UNGC, and the International Labor Organization Declaration on Fundamental Principles and Rights at Work: ILO. Moreover, SCG Decor also commit to managing Human Rights according to the Code of Conduct and other company-specific statements of commitment.

The Board of Directors meeting has approved this policy as human rights guideline to ensure that SCG Decor’s business is free from human rights violation, the Board of Directors has deemed it appropriate to issue the Human Rights Policy and guidelines to prevent violation of human rights in every activity of SCG Decor’s business (direct activity), including suppliers/contractors in business value chain and joint ventures.

#### Scope of Application

This Human Rights Policy and requirements are applicable to all activities of SCG Decor (employees, direct business activities, products and services) where SCG Decor has management control such as own operations.

SCG Decor expects and encourages business partners of which SCG Decor does not have overall control, such as associate companies and other companies in which SCG Decor jointly invested as well as contractors, suppliers, and other related parties to uphold and comply with this policy.

#### Definition Terms in the Human Rights Policy

“Human Rights” are rights inherent to all human beings, regardless of physical or mental status, race, nationality,

national or social origin, ethnicity, religion, gender, language, age, skin color, education, social status, culture, tradition or any other status as stipulated by laws of each country and treaty each country has commitment to. Human rights include the rights to life and liberty, freedom from slavery and torture, human trafficking, harassment, forced labor and child labor, freedom of expression, freedom of association and the right to work and working hours, the right to education, equal remuneration and other rights. Everyone is entitled to these rights, without discrimination in accordance with diversity and inclusion.

“Discrimination” is defined as the act and the result of treating people unequally by imposing unequal burdens or denying benefits, instead of treating each person fairly on the basis of individual merit. Discrimination can also include harassment.

“Harassment” is defined as a course of comments or actions that are unwelcome, or should reasonably be known to be unwelcome, to the person towards whom they are addressed. Non-sexual harassment includes but is not exclusive to mobbing and bullying, while sexual harassment includes a sexual component.

“Vulnerable Group” means a “population within a country that has specific characteristics that make it at a higher risk of needing humanitarian assistance than others or being excluded from financial and social services such as women, disability person, children, indigenous people, migrant workers and people, LGBTQI+, third- party contracted labor, contractors and community.

#### Human Rights Policy

The Board of Directors, executives, and employees of SCG Decor at all levels shall be aware of the importance of human rights and respect human rights of everyone in all aspects including social and community, laws of each country and treaty each country is committed to and:

1. Treat everyone according to human rights principle on equal basis without discrimination;
2. Avoid any act considered violation of human rights;
3. Support human rights protection;
4. Support communication, dissemination, education, creation of understanding, defining direction, monitor and provide any support to any related parties.

#### Guidelines

This policy covers SCG Decor's business operations both domestically and abroad as follows:

1. Everyone shall respect human rights and treat each other with respect and honor on equality basis to all stakeholders and vulnerable groups without discriminating others based on their differences in physical and mental status, race, nationality, national or social origin, ethnicity, religion, gender, language, age, skin color, education, social status, culture,

- tradition or any other status.
2. Perform duty with care to prevent any risks of human rights violation in business and commit to preventing all forms of harassment, including sexual harassments and other forms of harassment.
  3. Everyone shall support communication and dissemination of the Human Rights Policy, education, creation of understanding, defining direction, and provide any support to employees, suppliers/contractors in the business value chain and those in the joint ventures to join the business with ethics, respecting human rights and treating everyone based on the human rights principle in this policy, and regularly check for understanding.
  4. Everyone shall be vigilant about human rights respect; and shall not willfully neglect or ignore any act considered violation of human rights related to SCG Decor and shall report the incident to supervisors or responsible parties as well as cooperating in fact-finding investigations. Should there be any inquiries, the employees may consult their supervisors or responsible parties through designated channels.
  5. Provide up-to-date and effective grievance mechanism for reporting incidents, fairly treat, and protect any whistleblower who reports a violation of the human rights of an individual related to SCG Decor by implementing whistleblower protection measures to protect all whistleblowers and informants involved as stipulated in the Whistleblowing Policy.
  6. Continuously develop and conduct a due diligence process covering new investment or mergers and partnership in order to identify human rights risks and impacts as well as all potentially affected groups of stakeholders, to plan for corrective and preventive actions on addressing, preventing, and managing human rights violations in accordance with a unified organization-wide risk management framework which covers related industry and country specific issues, and to track and monitor the situation. Also, appropriate mitigation and remediation plans shall be set for human rights violation cases.
  7. The Company is determined to create and maintain corporate culture aiming to respect human rights according to this Human Rights Policy.
  8. Any person who violates the human rights, which are considered acting against SCG Decor's Code of Conduct, shall be considered for disciplinary penalty as defined by SCG Decor and may be subject to legal punishment if the act is against the law.
  9. The Company is committed to communicate, report, and disclose human rights implementations to the public in a complete and transparent manner.
  10. Regularly review the Human Rights Policy by taking into account changes that are significant to the organization.

To embed this human rights policy as part of the organizational culture and put it into concrete practice, SCG Decor has been designated, both domestically and internationally, to apply this policy to suit business operations in line with the vision of the Company.

This Policy shall be effective from June 9, 2023.

## Policy on Diversity and Inclusion

SCG Decor Public Company Limited

The Company's Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the Policy on Diversity and Inclusion for the first time which later resolved at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to guarantee the continued use of the policy after the transformation into a public limited company.

SCG Decor is aware of the importance of respecting the human rights of every person by treating everyone equally, without discrimination, and adhering to the ideals of conducting business with integrity as reflected in SCG Decor's human rights policy, which includes respect for diversity and acceptance of individual differences.

To ensure that SCG Decor's business operations include diversity management and acceptance of individual differences in accordance with human rights principles, the Board of Directors' meeting resolved to approve this policy, effective from the company convert its status as a public limited company as shown in the company certificate onwards, this policy and practice have been established to serve as guidelines for operations in all products and services, and SCG Decor direct activities, including suppliers, contractors in the business value chain, and joint venture.

### Definition of terms used in policies regarding diversity management and acceptance of individual differences.

Diversity means differences between people, whether physical, mental, race, nationality, origin, ethnicity, religion, gender, language, age, skin color, education, social status, culture, customs, or any other matters according to the laws of each country and According to the treaty, each country has obligations to comply with.

Inclusion means giving value and accepting differences among individuals.

SCG Decor means SCG Decor Public Company Limited and its subsidiaries according to the consolidated financial statements.

### Policy on diversity management and acceptance of individual differences

The Board of Directors, executives, and SCG employees at all levels are aware of and committed to respecting diversity and accepting individual differences by

- Treat everyone equally Respect diversity and accept the differences of every person, both within the organization and outside society by strictly following SCG's policies, the laws of each country and the treaties that each country has obligations to comply with.
- Strengthen SCG Decor's corporate culture to be an example of respect for diversity and acceptance of individual differences, not accepting discrimination and unequal treatment.
- Promote and provide support to suppliers, contractors in business value chain, and joint ventures in order to participate in conducting business with ethics, respect, and practice this policy to everyone.

## Guidelines

- (1) Treat each other equally, respect diversity and accept the differences of every person, listen and promote the expression of different opinions of others, create a working atmosphere and organisational culture that respects diversity. and accept the differences of individuals according to this policy.
- (2) Consider respect for diversity and acceptance of individual differences as part of the business strategy that will promote SCG Decor's business initiatives and development.
- (3) Executives, supervisors, and leaders at all levels of the organisation support and promote respect for diversity and acceptance of individual differences throughout the organisation.
- (4) Promote the recruitment of the Board of Directors or people holding various positions in the organisation by taking diversity and acceptance of individual differences into consideration in selecting individuals to join the board at all levels appropriately.
- (5) Strictly apply the matter of respect for diversity and acceptance of individual differences in personnel management, from recruitment and selection of employees, employee development, job growth, performance management and remuneration, retirement, and more
- (6) Communicate, disseminate policies, provide knowledge, understanding, set guidelines, and provide any other support to suppliers, contractors in the business value chain as well as joint ventures to participate in conducting business with ethics, respecting and treating everyone according to this policy and check your understanding regularly.
- (7) Be cautious in performing duties to prevent the risk of violating the rights of individuals, monitor respect for diversity and accept the individual differences, and never neglect or ignore when witnessing actions that may be considered a violation of individual rights within SCG Decor and must report to their supervisors or responsible persons and cooperate in investigating various facts. If there are any doubts or inquiries, please consult with supervisor or authorities through the various channels specified.
- (8) Provide modern and efficient channels for reporting evidence and complaints, providing fairness and protecting individuals who report violations of the rights of individuals in SCG Decor, uses measures to protect complainants or those who cooperate in reporting violations of individual rights according to SCG Decor has defined in the Whistle blower Policy.
- (9) Those who violate individual rights arising from diversity and individual differences are violating the SCG Decor Code of Ethics and will be subject to disciplinary consideration according to the regulations set by SCG Decor. In addition, they may Will be punished according to law if the action is illegal.
- (10) Regularly review diversity and inclusion management policies in light of changes that are significant to the organisation.

This code of conduct will be effective from June 9, 2023 onwards.

## Policy and Guidelines on Supplier Selection

SCG Decor Public Company Limited

The Board of Directors participating in the 200th meeting (4/2022) on December 1, 2022, approved the policy and guidelines on Supplier Selection for the first time. Later, at the 1st meeting of the Board of Directors in 2023 on June 9, 2023, it was resolved to endorse the continuous use of the policy when the company is converted to a public limited company.

At the above-mentioned board meeting, it was resolved and approved to establish policies and practices for sourcing and selecting partners/suppliers of SCG Decor, and to disclose them for transparency. This is to ensure that SCG Decor conducts partner/supplier selection systematically, ethically, transparently, and supports partners/suppliers who operate with integrity, have social and environmental responsibility, and do not engage in transactions with individuals or entities that violate the law, engage in corruption, or exhibit behavior indicative of dishonesty.

### Definition

Procurement refers to the process of purchasing, contracting for goods, hiring services, contracting transportation, leasing, and hire purchase.

Partners/Suppliers refer to vendors, contractors, service providers, lessors, or hire-purchasers who deliver goods or services to SCG Decor.

Partner/Supplier List (Vendor List) refers to partners or suppliers who have transactions and are listed in the system of SCG Decor.

Approved Partner/Supplier List (Approved Vendor List) refers to vendors or suppliers listed in the vendor list of SCG Decor, who have undergone the selection and evaluation process for the group of products and services specified by SCG Decor.

SCG Decor refers to the company and its subsidiaries as consolidated in the financial statements of the company.

### The procurement and vendor selection policy of SCG Decor

SCG Decor will conduct procurement and vendor selection systematically, following the regulations and procurement methods of SCG Decor with strict control, considering requirements in terms of quality, price, quantity, time, service provision, delivery, after-sales service, warranty, and other conditions, without engaging in transactions with individuals or legal entities that violate the law, engage in corruption, or exhibit behavior indicative of dishonesty.

SCG Decor will conduct partner/supplier selection systematically, ethically, transparently, and support partners/suppliers who conduct business with integrity, have social and environmental responsibility.

#### The qualifications of partners/suppliers of SCG Décor

1. Being manufacturers, contractors, distributors, representatives, service providers, or subcontractors with verifiable business premises.
2. Having personnel, machinery and equipment, products, services, inventory, financial status, and a reputable business history.
3. Willing to adhere to SCG Decor's Supplier Code of Conduct.
4. Demonstrating satisfactory performance, with evaluations based on product and service quality, delivery, after-sales service, warranty, or other transaction terms.
5. Being partners/suppliers without conflicting interests with SCG Decor's business.
6. Not being partners/suppliers with a history of prohibited trading activities due to fraudulent behaviour.

#### Application for SCG Decor's partner/supplier

1. Those interested in applying as a partner/supplier of SCG Decor can submit their application according to the provided format along with detailed information and supporting documents. These documents include certificates of incorporation for legal entities or individuals, other certification documents issued by governmental agencies, letters of authorization, bank account numbers, and copies of registration documents with revenue department such as copies of value-added tax registration (Form VAT 20), among others. These applications should be submitted to the procurement unit of SCG Decor.
2. Partners/suppliers of SCG Decor must sign to acknowledge their commitment to adhere to SCG Decor's Supplier Code of Conduct.

#### The steps to do business with SCG Decor

1. Partners/suppliers engaging in business with SCG Decor must already be registered within SCG Decor's system. In certain instances, partners/suppliers may be invited to bid before formal registration in the system, and upon successful selection, they may proceed to apply as partners/suppliers. SCG Decor may also request that partners/suppliers respond to electronic transactions for expedience and compliance with relevant electronic transaction legislation.
2. Purchase orders or contracts, formulated as written correspondences, between partners/suppliers and SCG Decor shall serve as legally binding agreements for transactions between the two parties.
3. During the bidding or contracting process, SCG Decor may require partners/suppliers to furnish performance guarantees. SCG Decor will communicate such requests in writing, and upon the fulfilment of associated transactional obligations, SCG Decor will promptly return the performance guarantees.
4. Once partners/suppliers have fulfilled their agreements, contracts, or purchase orders, they must provide invoices, receipts, and/or any necessary supporting documents for payment processing. These documents should be submitted at the designated location and within the specified timeframe as determined by SCG Decor, ensuring efficient workflow for all parties involved. SCG will make payment for the product/service fee after deducting withholding tax as specified by government regulations and other obligations stipulated in the contract, such as performance bond payments. Alternatively, partners/suppliers may request payment via check unless otherwise agreed upon. However, SCG Decor

reserves the right to issue joint payment checks deposited directly into the specified account.

5. Partners/suppliers may request to update their information in SCG Decor's system by contacting the procurement department of SCG Decor and providing supporting documents certified by authorized personnel of the partner/supplier.
6. Partners/suppliers can file complaints regarding unfair practices by other partners/suppliers according to SCG Decor's corporate governance principles through the channels designated by SCG Decor, available at the SCG Decor whistleblowing platform: <https://whistleblowing.scg.com>

In addition, the above-mentioned company board meeting has approved the SCG Decor's Supplier Code of Conduct to ensure that SCG Decor's business partners have a correct understanding and apply it as a standard in conducting business together, with the following 5 principles:

1. Business Ethics:

Conduct business with honesty, integrity, and fairness towards all stakeholders. Disclose information accurately and completely, maintain confidentiality, and respect the intellectual property of others.

2. Labor and Human Rights:

Do not engage in unfair labor practices. Prioritize the protection of labor rights, especially those of children, women, and migrant workers. Do not employ forced labor. Ensure fair wages, benefits, and appropriate working hours.

3. Occupational Health and Safety:

Ensure a healthy and safe working environment. Control the risks of accidents and health impacts arising from work practices. Provide adequate and readily available personal protective equipment.

4. Environment:

Conduct business operations while considering the impact on natural resources and the environment, following the principles of the 3R: Reduce, Reuse/Recycle, and Replenish.

5. Legal Compliance and Requirements:

Adhere to all relevant laws, regulations, and rules.

This policy shall be effective and enforced starting from June 9, 2023, onwards.

## Supplier Code of Conduct

### SCG Decor Public Company Limited

The Company's Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the Supplier Code of Conduct for the first time which later resolved at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to guarantee the continued use of the Code of Conduct after the transformation into a public limited company.

#### Terminology

SCG Decor means SCG Decor Public Company Limited and its subsidiaries SCG Decor Public Company Limited according to the consolidated financial statements.

The meeting of the Board of Directors of SCG Decor Public Company Limited (the "Company") approved the SCG Decor Supplier Code of Conduct for business suppliers of the Company and its subsidiaries (collectively referred to as "SCG Decor") has a correct understanding, and use it as a standard for doing business together with the following 5 principles:

1. Business Ethics:

To conduct business with honesty and fairness to all stakeholders. Disclose information correctly and completely, maintain confidentiality, and respect the intellectual property of others.

2. Labor and Human Rights:

To not discriminate or provide unfair treatment. Prioritize labor protection especially child, women, and migrant labors. To not enforce slave labor behavior, oversee the payment of wages, benefits, and determination of working periods correctly and fairly.

3. Occupational Health and Safety:

To maintain a hygienic and safe work environment, control the risk of accidents and health effects that may arise from work, and provide adequate and always ready-to-use personal protective equipment.

4. Environment:

Conduct business by considering the impact on natural resources and the environment according to the 3R principles:  
Reduce, Reuse/Recycle, Replenish

5. Laws and Regulations:

Comply with all relevant laws, terms, and all relevant regulations.

This code of conduct will be effective from 9 June 2023 onwards.

## Policy on Environment and Climate

SCG Decor Public Company Limited

The Company's Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the Policy on Environment and Climate for the first time which later resolved at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to guarantee the continued use of the policy after the transformation into a public limited company.

### Terminology

SCG Decor means SCG Decor Public Company Limited and its subsidiaries SCG Decor Public Company Limited according to the consolidated financial statements.

SCG Decor Public Company Limited (the "Company") and its subsidiaries (collectively "SCG Decor"), both domestically and internationally, are committed to becoming business leaders in the region through creativity, innovation, and sustainable development. SCG Decor recognizes the importance of driving the economy to sustainable growth, as well as environmental and climate management. The meeting of the Board of Directors has therefore determined this policy, to determine effective and efficient guidelines for practice.

This policy covers all production operations, business facilitation, and operations of business partners in the value chain and business associates of SCG Decor, from design, purchasing, sourcing, and production, services, distribution, and logistics, as well as waste and post-use product management. It also covers partners and service providers, including other important business partners such as operations that do not have executive authority, partners in business associates outsourcing, implementation of new projects, improvement project, preparation of various agreements, including mergers and acquisitions, both within the country and abroad as follows:

1. Conduct business based on legal requirements, environmental and climate rules and regulations that is related to SCG Decor's business code of conduct which align with global issues and takes into account local issues in accordance with SCG Decor's sustainable development guidelines and other policies.
2. Conduct business with consideration to reducing environmental impacts, adapting to climate change, preserving the environment, and using natural resources, energy and water sustainably. Through the implementation of eco-efficiency and circular economy, actions consistent with the goals of relevant agreements, development of low-carbon goods and services, leaving no waste to landfill, prevention of air pollution, treatment and reuse of wastewater for maximum benefit, biodiversity and ecosystem conservation, supply chain management, green sourcing and green products, services and solutions.
3. Establish an environmental and climate management system, including continuous development and assessment of the management system as part of business operations.
4. Assess sustainable development issues (Materiality) and create environmental and climate management as well as define important indicators and strategies to achieve operational goals.
5. Disclosed, transparent and accountable for continuous reporting of environmental and climate performance data align with stakeholder expectations.
6. Strengthen knowledge and awareness of environmental and climate management among employees, customers, business partners, and related stakeholders.

For this environmental and climate policy to be embedded as part of the organization's culture and put into concrete practice, SCG Decor has been assigned both domestically and internationally to adapt it to suit its business operations and to continue to be in line with the vision of SCG Decor.

The Company will regularly review this environmental and climate policy to ensure compliance with legal requirements, rules, regulations, and guidelines regarding the environment and climate related to SCG Decor's business operations.

This code of conduct will be effective from 9 June 2023 onwards.

Charter of the Internal Audit Office  
SCG Decor Public Company Limited

The Audit and Risk Management Committee Meeting No. 1 (1/2023) on February 16, 2023 established this charter with the objective of defining the missions, scopes of work, authorities and responsibilities, as well as implementations and operations guidelines for the Internal Audit Office of SCG Decor Public Company Limited ("the Company") and developing concordant understanding on the subject among the Board of Directors, the Management, and employees at all levels of the Company and its subsidiaries. Later, the Board of Directors' Meeting No. 1/2023 on June 9, 2023, resolved to approve the continued use of the charter upon conversion to a public limited company. In summary, the matters include the following subjects:

Mission

To enhance and protect organization value by providing objective risk-based assurance, and advice.

Purpose

1. To provide assurance services and consulting services independently and objectivity.
2. To assist the company's business in achieving its stated objectives by evaluating and improving the efficiency and effectiveness of the risk management, internal control, and corporate governance processes using systematic and structured approaches.

Responsibilities of the Audit Committee

Governance, Risk Management, Compliance, and Internal Control

1. Ensuring that the Company's financial reporting is accurate and in accordance with both national and international financial reporting standards, as well as promoting complete transparent and reliable financial reporting systems. Encouraging the adequacy of financial statement disclosures, consideration of the impact of changing accounting standards, and the selection of accounting policies for the Audit and Risk Management Committee.
2. Reviewing connected transactions, acquisition and disposition of assets, or transactions that may constitute conflicts of interest to ensure compliance with the laws and regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
3. Evaluating the Company's risk management system and promoting company to manage risk internationally. Indicating significant risks and managing risks with effectiveness and appropriate indicators. Defining alarm signals and ensuring the accuracy and effectiveness of the operations, risk management, control, and governance, together with maintaining information security and effective communication network systems in compliance with international standards.

4. Assessing the effectiveness of creating awareness and reviewing risk assessment. internal control, development of preventive work system, audit, as well as providing advice on the preparation of preventive measures and guidelines. Reviewing self-evaluation of anti-corruption measures to be consistent with the guidelines of the regulatory agency such as the Thai Private Sector Collective Action Against Corruption (CAC), the Thai Institute of Directors Association (IOD), and the National Anti-Corruption Commission in addition to proposing a review of the Anti-corruption policy to the Audit and Risk Management Committee to be compliant with relevant laws and regulations.
5. Examining operational processes to ensure compliance with the Principles of Good Governance.
6. Ensuring that the Company and its subsidiaries have control and follow-up processes for compliance with Securities and Stock Exchange laws, rules, regulations, and other laws relevant to the business of the Company and its subsidiaries.
7. Evaluating the Company's internal control systems to ensure that its important business activities have appropriate and adequate internal control systems and preventing significant damage, as well as assessing the overall internal control system of the audited company.
8. Reviewing fraud investigations and complaints to ensure compliance with the rules and regulations of the law and determining guidelines for resolving and preventing corruption, as well as proposing the review of Whistleblowing Policy to the Audit and Risk Management Committee to achieve appropriate and adequate measures for business operations.
9. Establishing and improving a preventive work system and auditing procedures to promote company's preventive and beneficial operation by achieving goals efficiently and effectively according to Company's rules and regulations, the Securities and Stock Exchange laws, and others that are applicable to the Company's business.

#### Others

10. Proposing to the Audit and Risk Management Committee to appoint the Company's auditors and their audit fee, coordinating with the company's auditor to exchange information related to the audit, and arranging a meeting with the auditors without the involvement of management at least once a year.
11. Prepare a report of the Audit and Risk Management Committee to propose to the Chairman of the Audit and Risk Management Committee for consideration and signature for disclosure in the company's annual report.
12. Preparing the budget and manpower of the Internal Audit Office and submitting to the Audit and Risk Management Committee for approval.
13. The Internal Audit Director is empowered to seek external consultants or experts to provide advice or suggestions related to the Company's scope of work as it deems necessary and appropriate, at the cost of the Company.

14. Arranging for an annual performance evaluation of the Audit and Risk Management Committee.
15. Reviewing the Internal Audit Office Charter to be consistent with the Audit and Risk Management Committee Charter and proposing it to the Audit and Risk Management Committee for regular consideration at least once a year.
16. Performing any other duties as required by law, or as assigned by the Company's Board of Directors or the Audit and Risk Management Committee.

#### Audit Scope

The Internal Audit Office is responsible for internal auditing work of the Company and its subsidiaries according to the company's consolidated financial statements. In the case where the subsidiary is a listed company on the stock exchange or has an Audit and Risk Management Committee, internal audits of the subsidiary, as well as its group companies, will be carried out by the subsidiary's own Audit Office. The Company's Internal Audit Office will supervise through reports of that subsidiary. Joint venture companies and other companies will be audited as assigned by the Audit and Risk Management Committee or senior management, or in the case of finding unusual events. To ensure that the Company's risk management system, internal control, and corporate governance are adequate, effective and meets the objectives. Moreover, The Internal Audit Office is also involved in improvement proposals in all areas, such as administrative controls, profit opportunity, along with Company's reputation and image, in the following matters:

1. Risk factors are identified. Risk assessment and management are carried out appropriately.
2. Internal control is appropriate and efficient.
  - 2.1 Financial information, management, and operational information is accurate, reliable, and timely.
  - 2.2 Operations comply with policies, standards, and regulations as well as other related laws and regulations.
  - 2.3 Work operations are efficient and effective.
  - 2.4 Asset acquisition is economical and asset usage is efficient with adequate control and protection.

#### Audit Authority

The Internal Audit Director and internal auditors have the authority to access pertinent information, work systems, and personnel of the Company in relation to the performance of audits as necessary and appropriate. Management at all level shall cooperate by providing support to the Internal Audit Office's operations to achieve its objectives.

Any documents and information obtained by the internal auditor or obtained from the audit will be kept secret and not disclosed to any other person without permission from the relevant authority, unless disclosure is required by law.

### Reporting and Monitoring Audit Results

1. The Internal Audit Director is responsible for controlling and managing the audit to ensure accordance with the audit plan, as well as preparing a report of the audit results and summary to present to the Company Management and the Audit and Risk Management Committee. For administrative work, the Internal Audit Director reports to the Chief Executive Officer and President.
2. The Internal Audit Director is responsible for determining and controlling a system for follow-up the audit results and creating a preventive work system.

### Independence and Objectivity

1. Audit activities must be independent from any other influences, including the audit scope, procedure, duration, and content of the audit report in order to carry out the audit work efficiently and achieve the goal and plan.
2. The Internal Audit Director and internal auditors must have a unbiased and impartial attitude and avoid conflicts of interest.
3. The Internal Audit Director and internal auditors should refrain from auditing for which they were previously responsible as it may be considered a cause that undermines objectivity.
4. In cases where independence or objectivity is compromised, details of the impairment should be disclosed to relevant parties as appropriate. The nature of the disclosure depends on the undermining circumstances that occurred.

### Qualification of Internal Auditors

1. Having an adequate knowledge and experience for the entrusted duties.
2. Having a profound understanding of Good Corporate Governance, risk management, law, rules, regulations, and orders. For internal auditors in information technology, knowledge in information technology control and auditing techniques are also essential.
3. Showing continuous development in professional knowledge, efficiency, and quality of internal audit work.
4. Having good human relations, be polite, listen to the opinions of others and give advice that is beneficial to the company and in line with international standards.
5. Being independent and having no conflict of interest in the matters under investigation.

### Ethics

Internal auditors must perform their duties in accordance with the Institute of Internal Auditors' Code of Ethics, which consists of 5 principles:

1. Integrity
2. Objectivity

3. Confidentiality
4. Competency
5. Transparency

Standards of professional practice

The Internal Audit Office operation must be in accordance with International Standards for the Professional Practice of Internal Auditing.

This charter will be effective from June 9, 2023 onwards.

## Good Corporate Governance

### SCG Decor Public Company Limited

The Board of Directors' Meeting No. 200 (4/2022) on December 1, 2022 passed a resolution approving the Good Corporate Governance Policy for the first time. Later, there was a resolution at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to certify the continued use of the policy after the conversion to a public limited company.

#### Definition

SCG Decor means SCG Decor Public Company Limited and the subsidiaries of SCG Decor Public Company Limited according to the consolidated financial statements.

SCG Decor Public Company Limited (the "Company") and its subsidiaries (collectively referred to as "SCG Decor") conduct business with responsibility, transparency, and fairness, adhering to the ideology that we have continually practiced under the framework of ethics and balanced and sustainable benefits. With firm belief in the Principles of Good Corporate Governance, SCG Decor will be a management system that can create returns and increase long-term value for shareholders. SCG Decor will earn confidence among all relevant stakeholders and promote SCG Decor's competitiveness for stable long-term growth with SCG Decor Directors as good examples in following the Principles of Good Corporate Governance and SCG Decor's Code of Ethics.

The Board of Directors' meeting approved SCG Decor's corporate governance policy as part of the business operations policy. The Nomination, Compensation, and Corporate Governance Committee is responsible for supervising SCG Decor's corporate governance, including setting policies and guidelines, monitoring the performance of the Board of Directors and senior executives to ensure compliance with SCG Decor's Corporate Governance Policy, and evaluating compliance with Good Corporate Governance Policies, as well as reviewing practices annually to be appropriate for business operations and consistent with Good Corporate Governance Guidelines both nationally and internationally. This includes specifying Good Corporate Governance as one of the main agenda items in the Board of Directors' meeting.

This policy will come into effect from June 9, 2023.

### Core values of SCG Decor Public Company Limited

The Board of Directors' Meeting No. 200 (4/2022) on December 1, 2022 resolved to announce the use of the Company's core values for the first time. Later, an announcement was made at the Board of Directors' Meeting No. 1/2023 on June 9, 2023 to certify continued use after the conversion into a public limited company.

The success and stability of SCG Decor is due the Company's core values of conducting business with morality which both the Board of Directors, Management, all stakeholders, and employees at all levels have consistently practiced and given importance to. The core values are as follows:

Be firm in fairness

Strive for excellence

Believe in human value

Promise social responsibility

Be firm in fairness

It is SCG Decor's responsibility to ensure that all involved parties receive fairness, that is:

- Provide users of products and services the maximum benefits, both in terms of quality and price.
- Provide shareholders with an appropriate return on investment.
- Provide employees with benefits and great life quality.
- Ensure that all stakeholders receive fair treatment.

Strive for excellence

SCG Decor always strives to do the right thing with the intention to achieve excellent results.

Employees at all levels and all people involved are aware that we must always devote more of our physical energy, encouragement, knowledge and abilities than before. We must always be eager to learn new things in order to overcome obstacles and move forward with stability and sustainability in the best interests of SCG Decor and all people involved.

Believe in human value

SCG Decor considers employees to be the most valuable resource.

SCG Decor has prospered as long as it is today because of talented and good people with valuable knowledge, ability, and morality. SCG Decor adheres to this principle and selects only talented and decent people to join the company, equipping them with the skills needed to face constantly changing circumstances. Simultaneously, SCG Decor creates stability and emotional connection between employees and the company, giving employees confidence to work towards future advancement.

#### Promise social responsibility

SCG Decor has maintained good citizenship in every community and country in which it operates, taking into account duties and social responsibilities and giving importance to sustainable management of natural resources and the environment.

## Policy on Connected Transactions

SCG Decor Public Company Limited

The Board of Directors' Meeting No. 200 (4/2022) on December 1, 2022 passed a resolution to approve the policy on connected transaction procedures for the first time. Later, in the Board of Directors' Meeting No. 1/2023 on June 9, 2023, another resolution was passed to certify the continued use of the policy once the conversion into a public limited company has been completed.

SCG Decor Public Company Limited ("the Company") operates in accordance with applicable laws and good corporate governance guidelines for listed companies of the Stock Exchange of Thailand ("SET") and the Office of Securities Exchange Commission ("Office of SEC"). Therefore, it establishes the Connected Transaction Policy with the following details. The practice guidelines must be in accordance with the attached documents.

The connected transaction procedures of the Company and its subsidiaries must be strictly in compliance with the criteria of the Securities and Exchange Act B.E. 2535 and its amendments ("Securities Act"), the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Criteria on Entering into a Connected Transaction dated 31 August 2008 ("Notification of the Capital Market Supervisory Board No. Tor Jor 21/2551"), the Notification of the Board of Governors of the Stock Exchange of Thailand (Bor Jor/Por.22-01) Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions 2003, dated 19 November 2003 ("Notification of the Stock Exchange Bor Jor/Por.22-01"), and relevant laws, regulations, announcements or orders as applicable to the Company (collectively referred to as "Criteria on Connected Transactions").

In cases where the law requires the company to receive approval from the board of directors' meeting or the shareholders' meeting (as the case may be) before entering into any connected transaction, the company will arrange for the Audit and Risk Management Committee to give opinions on the necessity of the connected transactions, its price reasonableness, and its commercial conditions in comparison to entering into connected transactions with other companies or service providers. The opinions of the Audit and Risk Management Committee will be presented to the Board of Directors' meeting or the Shareholders' meeting (as the case may be) to ensure that the enter into connected transactions as proposed is reasonable and most beneficial to the Company. If the Audit and Risk Committee does not have the expertise to consider potential connected transactions, the Company may appoint an independent expert or auditor to provide an additional opinion on such connected transactions to be considered in the decision-making of the Audit and Risk Management Committee, the Board of Directors, or the Shareholders (depending on the case).

This policy will be effective from June 9, 2023 onwards.

#### Documents attached to the policy on connected transactions procedures

The Directors, executives or related persons of a listed company registered in the Stock Exchange of Thailand (“listed company”) can conduct a transaction with the listed company or its subsidiaries (“connected transaction”) when such transaction has been approved by the general meeting of shareholders of the listed company unless it is exempted as prescribed in Section 89/12 of the Securities Act and the Notification of the Capital Market Supervisory Board No. Tor Jor 21/2551. Therefore, the Company has established the Connected Transaction Policy; details are as follows:

#### Relevant Definitions

“Connected transaction” means a transaction between a listed company or a subsidiary company and the listed company’s connected persons, or any transaction between an operating company and its connected persons.<sup>1</sup>

“Decision to enter into a transaction” means an entering into or a decision to enter into any contract or agreement, whether direct or indirect, in order to cause an acquisition or disposition of assets, and/or rights to acquire or dispose of assets, leasing or renting asset, an offer or a receipt of service, and offer or a receipt of financial assistance and an issuance of new securities, including to create rights or waiver of such right to do the same.

“Connected person” includes the following persons:

- (1) The director of the juristic person having control over the listed company<sup>2</sup> ;
- (2) The spouse, minor child or adopted minor child of the director under (1);
- (3) The juristic person over which the person under (1) or (2) has control;
- (4) The person who acts with understanding or agreement that if the listed company enters into any transaction which provides financial benefits for such person, the following persons will also gain financial benefits from such particular transactions:
  - (a) the director and executive of the listed company
  - (b) the person having control over the listed company;

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<sup>1</sup> According to the Notification of the Capital Market Supervisory Board No. Tor Jor 21/2551, It has been determined that the said notification does not apply to transactions between subsidiaries and related persons of the subsidiaries. Nevertheless, Clause 26(3) in the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares stipulated that listed companies must define the corporate governance policy for its operating companies, with the objective to set measures and mechanisms that requires transactions between subsidiaries and connected persons to be approved by its Board’s meeting or its Shareholder’s meeting in order to be conducted successfully. The resolution necessity of such transactions is considered when the size of the transaction requires an approval from the meeting of Board of Directors and the meeting of shareholders.

<sup>2</sup> According to Section 89/1 of the Securities Act, “control” means:

- (1) holding of shares with voting right of a juristic person in an amount exceeding 50 percent of the total number of the voting rights of such juristic person;
- (2) having control of the majority voting rights in the general meeting of shareholders of any juristic person, whether directly or indirectly or by any other reasons;
- (3) having control over appointment or removal of at least half of all directors, whether directly or indirectly.

- (c) the director of the juristic person having control over the listed company;
  - (d) the spouse, minor child or adopted minor child of the person under (a), (b) or (c).
- (5) The connected person under the Notification of SET Bor Jor/Por 22-01<sup>3</sup> which includes:
- (a) the executive, major shareholders<sup>4</sup>, controlling persons or persons to be nominated as the executive or controlling persons of a listed company or a subsidiary company including related persons and close relatives of such persons;
  - (b) any juristic person having a major shareholder or a controlling person as the following persons of a listed company:
    - 1) The executive
    - 2) Major shareholder
    - 3) Controlling person
    - 4) Person to be nominated as the executive or a controlling person
    - 5) Related person and close relatives of person from 1) to 4)
  - (c) any person whose behaviour can be indicated as an acting person or under a major influence of persons from (a) to (b) when making decision, determining policy, handling management or significant operation.

#### Rules and procedures regarding connected transaction

The Company sets up the rules and procedures regarding connected transactions in accordance with the rules on connected transactions as follows:

- (1) Considering conducting a connected transaction, the Company will exercise similar terms of price and commercial conditions as the Company made with general contract party provided that such terms and conditions are fair, reasonable and most beneficial to the Company.
- (2) If a product or service has a standard price or there are several buyers and sellers in the market, the Company must seek for information regarding qualifications, prices and standards in the market for comparison with the connected transaction.
- (3) If a product or service has specific qualifications or made to specific order which made it not capable to compare the price of product or service, the Company must prove that the initial profit margin the Company receives from the connected transaction is indifferent from the transactions made with other traders and having indifferent terms and conditions.
- (4) The Company may refer to a report made by an independent assessment expert whose name is in the list of SEC Office which the Company or the company in its group has appointed to provide the price comparison for significant connected transaction in order to assure that the price is reasonable and brings highest benefit

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<sup>3</sup> According to the Notification of the Capital Market Supervisory Board No. Tor Jor 21/2551, It has been determined that the said notification does not apply to transactions between subsidiaries and related persons of the subsidiaries.

<sup>4</sup> According to Notification of the Stock Exchange Bor Jor/Por.22-01, "Major shareholder" means a shareholder who directly or indirectly holds shares in any juristic person in a total amount exceeding 10 percent of the paid-up capital of that juristic person. Such shareholding shall also include the shares held by related persons.

- to the Company.
- (5) A director, an executive or a related person may enter into any transaction with the Company or its subsidiaries only after obtaining approval from the general meeting of shareholders unless such transaction having the same commercial terms as those an ordinary person would agree with any unrelated counterparty under similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or connected person, as the case may be ("Commercial Agreement with General Commercial Terms"), provided further that the said commercial terms have been approved by the board of directors or in compliance with the principle approved by the board of directors or the size of the transaction does not require an approval from the general meeting of shareholders.
  - (6) If the Company is going to conduct a related transaction or other connected transaction under this policy, the Company must strictly perform under the rules provided herein.
  - (7) The Company must disclose information in relation to entering into a transaction having conflict of interest, connected transaction or related transaction according to the rules prescribed by SEC Office and SET in the annual registration statements and annual report or other reports as the case may be and disclose information on a connected transaction to SET according to the rules prescribed by SET as well as a related transaction with the Company according to the accounting standard. The Company must audit the connected transactions according to its audit plan and the Internal Audit Office must report to the Audit Committee, have control measure, audit, and random check for the actual transactions if they comply with the contract, policy and required conditions.

Criteria to consider general terms and conditions of trade agreement

The Company shall consider the Circular No. SEC.Chor. (Wor) 38/2551, Re: Instructions for Compliance with Section 89/12 (1) of the Securities and Exchange Act (No. 4) B.E. 2551 (2008) and other related guidelines, including what will be further revised. The circular gives examples of transactions that can be described as "General terms and conditions of trade agreement", such as:

- (1) Normal transactions between the Company and their trading partners (who are not directors, executives or related persons) of which related product or service has clear standard qualifications and prices in comparison with transactions between other companies and their trading partners and transactions between other companies and their directors, executives, or related persons, having indifferent prices, terms, and conditions.
- (2) Transactions between the Company and their directors, executives or related persons of which related product or service has standard qualifications and prices or there are many buyers and sellers in the market. Their market standard qualifications and prices is discoverable to the Company in order to make comparison with transactions made with directors, executives or related persons to ensure indifferent prices, terms, and conditions.
- (8) Normal transactions between the Company and their trading partners (who are not directors, executives or related persons) of which related product or service has specific qualifications or made to specific order which made it not capable to compare the price of product or service. In this case, the Company must prove that the initial profit margin the Company receives from the connected transaction is indifferent from the

transactions made with other traders and having indifferent terms and conditions, as well as that the price and qualification of the product or service that the connected persons offer the general public is indifferent from which the Company offers the general public.

#### Consideration of the transaction size and compliance with the Criteria on Entering into a Connected Transaction

- (1) In the case of transactions between the Company or its subsidiaries and its connected, consider according to the Criteria on Connected Transactions and comply with the Criteria on Entering into a Connected Transaction, including disclosing the information to SET and resolving approval from the Board of Directors' meeting and/or the shareholders' meeting (as the case may be).
- (2) In the case of transactions between the operating company and its connected persons, consider those transactions in the same manner and size as the transactions that require approval from the Board of Directors' meeting and/or the shareholders' meeting, which includes the consideration in comparison with the size of the company according to its consolidated financial statements (not in comparison with the mentioned operating company) and the resolution of the said transactions at the Board of Directors' meeting and/or the shareholders' meeting (as the case may be).

#### Procedure for presenting a connected transaction to the Audit Committee

- (1) Connected transaction under management's approval  
In case of connected transaction under management approval, the management will consider and approve. Concerned persons such as Accounting Division or concerned executives will have duty and accountability in considering and conducting the transaction according to the approval process and delegation of authority of the Company. After approval, the management must report the Audit Committee quarterly for their acknowledgment, to ensure reasonableness of the transaction and its compliance with the Criteria on Connected Transactions, so as to disclose the transactions in the registration statements and annual report (in the form of 56-1 One Report) of the Company. Moreover, the executives and persons having interests in the connected transaction must not attend the meeting that considers this agenda and have no right to vote in the meeting.
- (2) Connected transaction under board's approval  
In case of connected transaction under board's approval, the proposing division will present details, necessity and reasonableness of the transaction so that the Audit Committee can give opinion to the board of directors for approval through the following process:  
The proposing division summarizes details of the connected transaction and prepare all relevant information and propose to the Chief Executive Officer. The Chief Executive Officer assigns the Internal Audit Office to coordinate with relevant divisions to prepare for the meeting documents with material summary for the Audit Committee to consider.  
When the Audit Committee agrees with the proposal, the Company Secretary will further propose to the meeting of the board of directors for approval of the connected transaction. In this regard, the Company Secretary will arrange that the directors having interests in the connected transaction do not attend the meeting on this agenda and have no right to vote in the meeting. Subsequently, the Company discloses the connected transaction in the annual registration statements and the annual report of the Company (in the form of 56-1 One Report) as well as the resolutions of the board of directors to SET providing minimum information as required by SET.
- (3) Connected transaction under shareholders' approval  
In case a connected transaction requires shareholders' approval, the proposing division will present details, necessity and reasonableness of the transaction so that the Audit Committee can give opinion to the board of

directors and further propose to the general meeting of shareholders for approval through the following process:

- (a) The proposing division summarizes details of the connected transaction and prepare all relevant information and propose to the Chief Executive Officer;
- (b) The Chief Executive Officer assigns the Internal Audit Office to coordinate with relevant divisions to prepare for the meeting documents with material summary for the Audit Committee to consider;
- (c) When the Audit Committee agrees with the proposal, the Company Secretary will further propose to the meeting of the board of directors to consider and agree with the 7 entering into the connected transaction. In this regard, the Company Secretary will arrange that the directors having interests in the connected transaction do not attend the meeting on this agenda and have no right to vote in the meeting.
- (d) When the board of directors agrees with the proposal, the Company Secretary will prepare documents to propose to the general meeting of shareholders to consider and approve the connected transaction. The documents include information sufficient for the shareholders to make decision as prescribed in the regulations concerning connected transaction and must specify names and number of shares held by connected persons having no voting right on this agenda. In this regard, the Company is responsible to call for the general meeting of shareholders according to the method, procedure and rules as prescribed in the regulations concerning connected transaction.

Anti-corruption Policy  
SCG Decor Public Company Limited

SCG Decor Public Company Limited has uprightly conducted business by adhering to social responsibility and every stakeholder, in accordance with the good corporate governance and company's code of conduct, as well as the policy and guidelines of stakeholders.

The meeting of the board of directors No. 200 (4/2022) on December 1, 2022, approved the corporate governance policy for the first time. Later, there was a resolution at the meeting of the board of directors No. 1/2023 on June 9, 2023, it was resolved to endorse the continuous use of the policy when the company is converted to a public limited company. As a means to be the operational guidelines for business procedure and way to sustainable organization and to ensure that the policy, guidelines, and regulations are suitable for corruption prevention in every business activity. Also, the company will be able to make decisions and deliberately analyze the case during business procedure that may lead to fraud risk.

Definition

Corruption refers to any types of bribery, whether in the form of offering, promising to give, giving, agreeing to give, requesting, or accepting money, assets, or other benefits directly or indirectly for the government officials, government sectors, private sectors, or person in charge for their duty negligence that may lead to business preservation, business promotion for the company or other benefits that are not uprightly preserved unless the law, regulation, announcement, principle, local tradition, and trade custom allow to.

The company refers to SCG Decor Public Company Limited (Public) and its subsidiaries.

Subsidiary refers to subsidiary companies as consolidated in the financial statements of SCG Decor Public Company Limited (Public).

Personnel of the company refers to the directors, executives, and employees of the company.

Anti-corruption Policy

Employees are strictly forbidden to undertake or accept any forms of corruption whether directly or indirectly. This policy applies to all affiliates and related subsidiaries in every country. The reassessment of the implementation of the anti-corruption policy should be carried out periodically. Additionally, the policy framework and provisions should be reviewed regularly in order to response to the changes in business, rules, regulations, and laws.

#### Roles and responsibilities

1. The Board of Directors are responsible for policy specification and overseeing system that supports efficient Anti-corruption Policy to ensure that the company's personnel place high priority on corruption prevention and organizational culture implantation.
2. The Audit and Risk Management Committees are responsible for the governance of ensuring that anti-corruption policies are appropriate and adequate for business operations, and review of financial and accounting report system, internal governance system, internal audit system, and risk management system to ensure that those systems are in accordance with universal standard, which are circumspect, suitable, up to date, and efficient. Also, accepting corruption evidence that are rooted from company's personnel, assessing fact, and proposing the case to the Board of Directors for punishment or solving the case, consulting, and monitoring anti-corruption policy practices.
3. Chief Executive Officer and President, Management Team, and Executives are responsible for implementing the anti-corruption policy. They are tasked with establishing systems and promoting and supporting anti-corruption policies, communicating them to company personnel and stakeholders. All parties involved must review the appropriateness of various systems and measures to ensure compliance with changes in business, regulations, laws, and requirements.
4. The Internal Audit Director is responsible for examining risk assessments, providing recommendations for developing measures and guidelines to prevent corruption-related risks, presenting them to the Audit and Risk Management Committee, and the Board of Directors. They are also accountable for auditing and verifying operational practices to ensure compliance with policies, guidelines, authorities, regulations, laws, and supervisory agency requirements. This is to ensure confidence in the adequacy of control systems and sufficient risk management regarding potential corruption risks. They also report to the Audit and Risk Management Committee and the Board of Directors.

#### Operational guidelines

1. The company's personnel must comply with the anti-corruption policy and corporate governance without direct or indirect corruption involvement.
2. The company's personnel must not neglect when detecting any action regarding business corruption. The personnel must report to the supervisor or the person in charge and cooperate in the investigation. Also, consulting with the supervisor or the person who is responsible for the company's code of conduct monitoring via provided platforms.

3. The company must uphold justice and protect the complainants, personnel who reject or report corruption relating to the company, under the policy of protection for complainants or the person who gave evidence and cooperate in the corruption report regarding the Whistleblowing Policy that the company has provided.
4. The company emphasizes the importance of publishing and educating to build understanding of any person who involves with business operation or any action that affect the company according to the anti-policy compliance.
5. The company strives for organizational culture preservation that the corruption is unacceptable regardless of transaction with government or private sectors.
6. The company has provided the risk management committee to assess corruption risk that may occur in the future. The internal audit office has provided auditing process and internal management system that are suitable and efficient at auditing process, finance, accounting, and data collection, including the reassessment constantly.
7. The company has provided the policy, in accordance with the anti-corruption policy of Thailand or any country that the business is running.
8. The company will announce the guidelines regarding this policy for representative, counterparties, person on behalf of the company.

#### Regulation during operation

1. The anti-corruption policy includes the personnel management system: sorting, personnel selection, promotion, training, staff operational assessment, and remuneration by commanding every director to communicate and understand their staff in order to apply in business activity that they are responsible for and manage operation efficiently.
2. Any process regarding the anti-corruption policy must conduct under the guidelines provided in the code of conduct guidebook, corporate governance guidebook, policy, guidelines for dealing with stakeholders, principle, operational guidebook of related company, and other operational guideline that will be provided in the future.
3. As a means to clarify the operation during high corruption risk situation, the personnel must operate carefully, in accordance with the code of conduct and operational guidelines which are as follows:

##### 3.1 Gifts and Hospitality

Any offering or accepting of gifts and hospitality shall comply with the company's code of conduct.

### 3.2 Donations or Sponsorship

Any offering or accepting money or assets for donations and sponsorships or assets shall be transparent and legal. It must be made certain that such money or assets for donations and sponsorships shall not be used as a pretext for bribery.

### 3.3 Facilitate Payment

All facilitation payment to government employees, both directly and indirectly, is prohibited.

### 3.4 Political Contributions

(1) The company upholds the political neutrality by not contributing money to support political parties, political groups, political authority, political candidate directly or indirectly in every scale: local, region, or nation.

(2) The company's personnel must strictly uphold the code of conduct in political aspects.

### 3.5 Revolving Door

Must not employ government officers that may lead to a conflict of interest or noncompliance with laws and regulations.

### 3.6 Business relations and procurement with public and private sectors

Any offering or accepting of bribery is prohibited in all business activities. Any dealing with public and private sectors shall be transparent, honest, and in compliance with relevant laws.

## Communication and Training

1. The company provided anti-corruption policy publishing for personnel via different platforms: Committee and new staff orientation, training or seminar, public relations in workplace via electronic system. Also, communicating periodically to educate every personnel about form of corruption, corruption involvement risk and whistleblowing procedure. This is to ensure that the Company's personnel acknowledge and implement the policy.
2. The company communicate and publish anti-corruption policy and complaints platform to the public, subsidiary companies, associated companies, and stakeholders via website, annual report, annual registration statement in order to build understanding and support corruption prevention.
3. The Company's personnel who have any inquiries about this policy may consult their supervisors, Secretary to the Audit and Risk Committee, or the Internal Audit Director

#### Penalty

Any personnel who conduct any action against the anti-corruption policy, will be analyzed for penalty, in accordance with the company's regulation. Moreover, that person will be punished by the law if that action is considered to be illegal.

#### Whistleblowing Measures and Channels

The company has provided mechanism for complainants and the operation relating to any action against the law, regulation, code of conduct, or corruption of the company's personnel, including the restriction of protection for any person who gave evidence regarding the whistleblowing policy in order to be the clear guideline and be able to develop effective complaint system.

This policy shall be effective and enforced starting from June 9, 2023, onwards.

Whistleblowing Policy  
SCG Decor Public Company Limited

SCG Decor Public Company Limited (“Company”) realizes the importance of preventing corruption or misconduct of operation and contacting with persons having interests which may affect decision and business operation of the Company. Therefore, the Company establishes a mechanism for receiving whistleblowing and procedure in the event that whistleblowing regarding a breach of legal requirement, wrong doing of rules, regulations and code of conduct of the Company or suspected act of corruption including protection measures to bring fairness to whistleblower regarding corruption or non-compliance of laws, rules, regulations and code of conduct.

The meeting of the board of directors No. 200 (4/2022) on December 1, 2022 resolved to approve this Whistleblowing Policy. Later, there was a resolution at the meeting of the board of directors No. 1/2023 on June 9, 2023, to certify the continued use of the policy after the conversion to a public limited company to assure that clear guidance and efficient handling of whistleblowing regarding corruption and misconduct are in place.

1. Objectives

- 1.1 The receiving of whistleblowing regarding corruption, misdeed and misconduct of laws, rules, regulations, and Code of Conduct of the Company is processed appropriately, efficiently and complies with Good Corporate Governance Principle.
- 1.2 Employees and any parties acting on behalf of the Company conduct the business lawfully, transparently, fairly and verifiably by following applicable laws, good corporate governance guidance, business ethics and regulations of the Company.
- 1.3 Any person willing to report the Company on misconduct of operation or suspicious of misconduct made by a director, employee or person acting on behalf of the Company can do so via channels provided by the Company.
- 1.4 The informants or whistleblowers or persons assisting the Company honestly are appropriately and fairly protected and prevented from maltreatment caused by raising the whistleblowing.
- 1.5 The concerned persons are prevented from any risk and damage arising from breach of laws, business ethics or acts of a director, executive and employee of the Company.

2. Definitions

- 2.1 “Misconduct” means any act of doing or not doing by the personnel which breaches laws, articles of association, code of conduct, working rules, policy and regulations of the Company.
- 2.2 “Company” means SCG Decor Public Company Limited and its subsidiaries.

- 2.3 "Subsidiary" means a subsidiary company included in the consolidated financial statements of the Company.
- 2.4 "Personnel" means director, executive and employee of the Company.
- 2.5 "Whistleblower" means the personnel including any person having interests who reports or raises any misconduct occurred in the Company.
3. Persons Having Rights to Raise Whistleblowing
- 3.1 Any person or the personnel of the Company who witnesses misconduct.
- 3.2 An employee who is maltreated, threatened or disciplinary punished such as reduced salary level, suspended, fired or discriminated by unfair act related to employment conditions caused by his or her raising of whistleblowing, providing information or going to provide information, assisting during investigation process or collecting information to persons receiving whistleblowing including legal prosecution, being witness, giving statements, or any cooperating to court or government agency.
- 3.3 If there is sufficient evidence that the whistleblower has raised the whistleblowing dishonestly, the Company considers it is necessary to protect the reputation of the respondent as follows:
- 3.3.1 investigating and punishing pursuant to the Company's regulations if the whistleblower is the personnel of the Company;
- 3.3.2 considering legal action if the whistleblower is an external party and damage occurs to the Company.
4. Scope of Whistleblowing
- 4.1 The personnel or any person acting on behalf of the Company may be the respondent under this policy if he or she commits a misconduct.
- 4.2 However, the Company will not receive the following cases:
- 4.2.1 a case that the general meeting of shareholders, the board of directors, the audit and risk committee, management committee or Chief Executive Officer and President has already resolved according to its power of authorities;
- 4.2.2 a case that has been processed in the court or already judged or ordered by the court;
- 4.2.3 a case from non-personnel without genuine name and address of the whistleblower;
- 4.2.4 a case without identified witness, clue, evidence or act of corruption or misconduct as sufficient to further investigate for more fact and finding;
- 4.2.5 a case that the Human Resource Office of the Company or its subsidiaries or other authorized office has already received, considered or decided fairly and no additional material evidence is newly provided.

## 5. Channels for Filing Information or Raising Whistleblowing

5.1 Employees can raise whistleblowing via the Company's intranet website, which is accessible to every employee. Whistleblower can direct their whistleblowing, with or without identifying their names, to any of the following:

- Trusted supervisors
- Chief People Officer
- The Internal Audit Director
- The Company Secretary
- Any Director of the Company

The whistleblowing can also be submitted verbally or formally via letters or e-mails to any of the aforementioned parties.

5.2 For external parties, whistleblowing can be lodged on [www.scgpackaging.com](http://www.scgpackaging.com) under the Whistleblowing System. Whistleblowers are required to identify their names and can direct their whistleblowing to any of the following:

- Corporate Secretary Office
- Internal Audit Office
- An Independent Director
- The Audit and Risk Management Committee

Whistleblowing can also be lodged in the form of a formal document submitted to any of the aforementioned parties.

## 6. Whistleblower Protection

6.1 If the whistleblowers reveal their names, the Company will be able to notify them of progress and mitigate impact with greater ease and convenience.

6.2 The Company considers all relevant information confidential and will reveal only as necessary, taking into consideration the safety and possible consequences to the whistleblowers, information sources, or parties related to the Company

6.3 If the whistleblowers feel that their safety is threatened or that they may be affected, they may request appropriate protection measures from the Company. The Company may prescribe protection measures without such a request if it appears that the whistleblower is likely to be affected or put in danger.

6.4 The Company takes a fair and suitable approach without retaliation, harassment, of discrimination when engaging with the Whistleblower who reports fraud, breaches of state laws or regulations, of

noncompliance with Company's Articles, or the Company's code of conduct, even in the event that they file a lawsuit, testify, give a testimony, or cooperate with a court of a government agency. Failure to comply with this approach is considered a breach of discipline and subject to disciplinary action as well as any applicable legal punishment.

6.5 Those who incur harm will be compensated in a fair and appropriate manner.

## 7. Whistleblowing Investigation

7.1 The whistleblowing recipient is to investigate and verify the validity or assign reliable persons or divisions to verify the validity. The preliminary investigation should reach a conclusion within 30-60 days, depending on its complicity. After the investigation is finalized, progress reports are also made to the Whistleblowers within seven days if their identities are identified.

7.2 The whistleblowing recipient or the assigned person can invite any of the Company's personnel to provide information or send any relevant documents for investigation.

7.3 If the investigation results that the misconduct is committed, the Company will proceed as follows:

7.3.1 If the misconduct regards to breach of laws, rules, regulations or code of conduct, the case is to be proposed with opinion and correct guidance to the Company's authorized person to consider. The case which is considered material such as having impact to reputation or financial performance of the Company, conflict with the business policy of the Company, or related to executives of the Company is to be proposed to the Audit and Risk Committee or the Board of Directors for their consideration.

7.3.2 If the misconduct brings damage to any party, the Company is to propose appropriate and fair remedy measurement to sufferers.

## 8. Punishment

8.1 If the accused person commits the misconduct, he or she is to be considered and punished according to disciplinary punishment of the Company and if said misconduct breaches the laws, he or she will be legally punished according to civil, criminal or other laws. Disciplinary punishment and/or decision of the Audit and Risk Committee or the Board of Directors are considered final.

8.2 The personnel who acts with other person unfairly, with inappropriate method or causing damage to such person as resulted from such person's whistleblowing or reporting information or providing clues regarding misconduct is considered breaking discipline and subject to punishment, provided that the punishment may include those prescribed by laws if said misconduct is breach of laws.

9. Communication

9.1 The Company will communicate and disclose this Whistleblowing Policy and whistleblowing channels to the personnel through several media such as new director and employee orientation, training, seminar, publishing in workplace and via electronics system of the Company, etc. to assure the understanding of the personnel and their strict compliance under this policy.

9.2 The Company will communicate and disclose this Whistleblowing Policy and whistleblowing channels to public, subsidiaries, affiliates and stakeholders through several channels such as the Company's website, annual report, Sustainability Report, etc.

This policy shall be effective from June 9, 2023.

## Policy on Conflicts of Interest Prevention

SCG Decor Public Company Limited

The Board of Directors' Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the policy regarding prevention of conflicts of interest for the first time. Later, a resolution was passed in the Board of Directors' Meeting No. 1/2023 on June 9, 2023, certifying the continued use of the policy after the conversion to a public limited company.

SCG Decor Public Company Limited ("the Company") pays attention to doing business fairly, transparently, and auditable, therefore, the Company deems it important to consider transactions that may lead to conflicts of interest, connected transactions, or related transactions as well as to establish clear shareholding structure and prevent cross-shareholding with major shareholders to avoid causing conflicts of interest for any party. Therefore, a resolution was passed to establish a Prevention of Conflicts of Interest Policy to control and prevent conflicts of interest and ensure that the Directors, executives and employees of the Company understand and adhere to the law and related criteria on such matters for compliance with the Company's Code of Conduct and maximum benefit of the company.

Terms used in this policy shall mean the same as those stipulated in the Public Limited Company Act B.E. 2535 (and its amendments) ("PLC Act"), Securities and Exchange Act B.E. 2535 (and its amendments) and the regulations, notifications and orders of the Office of the Securities and Exchange Commission ("Office of SEC") and the Stock Exchange of Thailand ("SET") (all together to be called "Securities Laws"). The Directors, executives and employees of the Company must comply with the rules and regulations as follows:

1. The Directors, executives and employees of the Company must file a report stating their own and their related persons' interests in the management of the Company or its subsidiaries to the Company Secretary. The Company Secretary shall deliver a copy of such a report to the Chairman of the Board and the Chairman of the Audit Committee within seven days upon the receipt of the report so as to immediately notify them of any relation and transaction with the Company and its subsidiaries, which may lead to conflicts of interest, beforehand. In addition, the Company has assigned the Company Secretary to conducting an annual interest survey of Directors, top executives and/or their related persons, and related employees, at the end of each year. The aforementioned survey shall also be proposed for the Audit Committee and the Board of Directors' acknowledgement at least once a year.
2. Directors, executives and employees of the Company must refrain from doing any transaction related to oneself and/or related persons, which may lead to conflicts of interest with the Company and its subsidiaries, must avoid any action which leads to conflicts of interest with the Company or its subsidiaries or aims for benefits of their own and/or related persons, and must strictly comply with the Company's Code of Conduct.
3. In case any director has a vested interest or conflict or interest, both directly and indirectly, in any agenda

item under consideration, such a director must not attend the meeting and must abstain from voting and sharing opinions on such an agenda item. This is to ensure that the Board and executives make decisions in a fair manner for the utmost benefit of shareholders. The minutes of the meeting must also be recorded in writing. However, if that director has more insightful knowledge on the matter of that meeting than others and if other directors requested so, that director may be present to answer questions and provide additional information to the Board of Directors, but must not be present at the meeting while the Board of Directors resolves the matter to ensure that the Board of Directors can independently use their discretion for the best interest of the company.

In case of doubt, directors should assume that they have an interest first to prevent legal problems in the case where there is a final opinion as to whether that director has an interest or not.

4. The following acts giving the Directors, executives or related persons more financial benefits than a normal course of business or incurring damage to the Company or its subsidiaries are deemed to have significant conflicts of interest with the Company and its subsidiaries:
  - (a) The transactions between the Company or its subsidiaries and the Directors, executives or related persons made outside of the rules on connected transactions;
  - (b) The use of information of the Company or its subsidiaries unless it has been already disclosed publicly;
  - (c) The use of assets or business opportunities of the Company or its subsidiaries contravening to the rules or regulations prescribed by the Capital Market Supervisory Board.
5. The Management shall submit quarterly reports to the Audit Committee and the Board of Directors of the Company for their acknowledgement and giving opinion in regard to the normal business transactions made with general trading conditions as a reasonable person would agree with any unrelated party under similar circumstance on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or related person as approved in principle by the Board of Directors of the Company.
6. The Audit Committee shall consider and give opinion in regard to the necessity and appropriateness of price before the Company's entering into the connected transactions that are not categorized as normal business transactions and the Company shall comply with applicable rules concerning connected transactions under the Securities Laws and the connected transaction policy of the Company.
7. The Board of Directors must oversee that the Company and its subsidiaries comply with Securities Laws and other applicable laws as well as disclose information according to rules and regulations prescribed by SET and other relevant agencies.
8. The Management must establish a clear system to assure that subsidiaries of the Company have sufficient system for disclosing material transactions consistently and trustworthy and provide channels that the Board of Directors and executives of the Company could receive information of the subsidiaries efficiently regarding their operating and financial performances, connected transactions made with the directors and executives, and material transactions. Moreover, the Management must set up a mechanism for auditing

such system in the subsidiaries that independent directors, audit committee members and internal auditors could directly access said information and report the audit results to the directors, audit committee members and executives for their acknowledgement in order to assure that the subsidiaries have implemented the established system consistently.

9. The Directors, executives as well as employees of the Company should avoid holding shares, positions as the directors, executives, or advisors in other companies doing business having similar nature of the Company or its subsidiaries or the business competing commercially with the Company or its subsidiaries. Holding shares and positions as the directors, executives, or advisors in other companies could be done in the event that such holding shares and positions have neither conflict of interest with the Company nor their duties in the Company or its subsidiaries and complies with rules prescribed in the Securities Laws.

This policy shall be effective from June 9, 2023.

## Policy on Trade competition

### SCG Decor Public Company Limited

The Board of Directors participating in the 200th meeting (4/2022) on December 1, 2022, approved the corporate governance policy for the first time. Later, at the 1st meeting of the Board of Directors in 2023 on June 9, 2023, it was resolved to endorse the continuous use of the policy when the company is converted to a public limited company.

#### Definition

SCG Decor refers to SCG Decor Public Company Limited (Public) and its subsidiaries as consolidated in the financial statements.

SCG Decor Public Company Limited (Public) ("the Company") and its subsidiaries (collectively referred to as "SCG Decor") are of significant importance to conducting business ethically within the framework of the law, considering the ethics in commercial practices, benefits of customers and partners, as well as fairness in competition with other businesses under the framework of competition law. The Board of Directors has therefore adopted this Competition Policy, requiring directors, executives, and employees of SCG Decor to understand and strictly adhere to it.

#### Trade competition policy

1. SCG Decor conducts its business ethically, with integrity, respect for rules and regulations, and strict adherence to competition laws. SCG Decor will not engage in any activities that may result in unfair trade practices, obstruct market mechanisms or free competition, or have destructive effects, causing harm, obstruction, or limitation of others' business operations, whether directly or indirectly.
2. In cases where SCG Decor holds a dominant market position as defined by law, SCG Decor must avoid using its market dominance in ways that are unfair or unreasonable, which may distort or obstruct market mechanisms, whether directly or indirectly.
3. SCG Decor will not undertake any actions that may cancel or reduce competition with competitors in business operations, whether directly or indirectly. This includes refraining from exchanging business information, making agreements with competitors, partners, or customers to tie, reduce, or limit competition in the market.
4. Entities responsible for business operations domestically and internationally must understand and comply with laws, regulations, policies, and practices regarding competition in the countries where they conduct business, including methods of conducting business and acquiring businesses.
5. Directors, executives, and employees of SCG Decor must always be aware that compliance with competition laws is of paramount importance in conducting the business of SCG Decor. They must exercise caution to ensure that SCG Decor's business operations comply with competition laws, adhere to ethical business practices, and provide knowledge to SCG Decor's business partners about the importance of complying with competition laws.
6. Entities responsible for transactions and investments must establish control and auditing systems to ensure full compliance with competition laws.
7. In carrying out their duties in accordance with this policy, SCG Decor's code of ethics and company handbook should

be used.

8. Non-compliance with this policy constitutes a violation of SCG Decor's ethics and may result in SCG Decor being held liable for violations of competition laws.

#### Competition policy practice

This practice is developed to provide information, guidance, and appropriate practices to ensure that employees of SCG Decor have knowledge and understanding of the principles, reasons, and behaviors that may constitute misconduct. The scope of this policy covers:

1. The business operations, trading, and investments of SCG Decor.
2. The company's directors and employees, including regular employees, temporary workers, and employees under special contracts, are affiliated with SCG Decor in every country where SCG Decor conducts business.
3. Any transactions, contracts, or dealings of SCG Decor with others, whether financial transactions, business operations, or property transactions, such as services, purchases, sales, hiring, financial assistance, technical support, or personnel, collectively referred to as "transactions," with other businesses conducting transactions with the company, such as suppliers of goods or raw materials to the company, customers purchasing goods for resale or for own use from the company, service providers or recipients from the company, collectively referred to as "partners," and businesses engaged in the same or similar operations, offering similar products or services or other types that can substitute for the company's products or services, collectively referred to as "competitors."

In cases where there are doubts regarding compliance with the Competition Policy, it is advisable to consult with superiors or legal advisors before taking any action.

This policy can be divided into three main points:

- (1) Abuse of market dominance and the use of market dominance improperly.
- (2) Unfair trade practices.
- (3) Collusive behavior resulting in tying, reducing, or limiting competition.

The details are as follows:

1. Abuse of market dominance and the use of market dominance improperly

The first key principle of competition law is the control of the conduct of businesses with a dominant market position. Generally, this refers to businesses that have a significant market share and sales volume in a particular product market. Because the behavior of market-dominant entities significantly impacts competition in the market, affecting competitors, customers, and the competitive system. According to the Trade Competition Act B.E. 2560, having a dominant market position is not an offense. However, it becomes an offense if a business with a dominant market position abuses that position. This abuse can be categorized into exploitative abuse or exclusionary abuse.

The meaning of "Dominant market player" according to the Trade Competition Act B.E. 2560

"Dominant market player" refers to

- (1) A business operator who holds a market share of at least 50% in any product market or service market in the past year, and has sales revenue of at least 1,000 million baht or more in the past year; or
- (2) The top three business operators who collectively hold a market share of at least 75% in any product market or service market in the past year.

In either case, a business operator whose sales revenue in the past year is less than 1,000 million baht or whose market share in the past year is less than 10% is not considered a business operator with dominant market power.

In determining whether a business operator has dominant market power, it begins with defining the relevant market boundaries. Products or services that can be substituted for each other from various perspectives, including characteristics, prices, purposes of use, distribution channels, customer groups, and consumer perspectives, are considered to be in the same market.

The calculation of a business operator's market share in the relevant market can be based on sales volume, sales revenue, production volume, or production capacity of that business operator, depending on the nature of the products and services involved.

It's important to note that when calculating the market share and sales revenue of a business operator, the market share and sales revenue of companies that have a "policy relationship or command power" will be aggregated. This is because they function as if they were a single business unit without competition among themselves. Therefore, even if none of the subsidiaries of SCG Corporation individually meet the criteria to be considered as having dominant market power, if the combined market share of plastic pellet products of other companies within the group exceeds 50%, the entire group of companies will be considered to have dominant market power in the plastic pellet product market.

The meaning of "Policy relationship or command power" according to the Trade Competition Act B.E. 2560

The term "Policy relationship" refers to the relationship between two or more businesses that share guidelines, policies, or methods of management, administration, or business operations under the control of the same commanding person within the same business entity.

"Command power" means the power of control arising from any of the following reasons:

- (1) Holding voting shares in a business entity exceeding fifty percent (50%) of the total voting rights of that business entity.
- (2) Having the power to control the majority voting rights at shareholder meetings of a business entity, either directly or indirectly.
- (3) Having the power to appoint or remove directors in a business entity representing at least one-half of all directors, whether directly or indirectly.
- (4) The power to exercise control as described in (1) or (2) successively, starting from exercising control as described in (1) or (2) in the initial business entity.

The behavior of businesses with market power is scrutinized more closely than that of ordinary businesses because any commercial actions by those with market power have a greater impact on competition than actions by businesses without market power.

The abuse of market power, including setting or maintaining unfair purchase or sale prices, imposing unfair conditions on trading partners, suspending, reducing, or limiting production, purchasing, selling, delivering, or importing goods unreasonably to reduce market demand, or unjustifiably interfering with the business operations of others, constitutes a violation of competition law and may lead to criminal penalties for SCG Decor and those responsible for the conduct.

According to competition law principles, behavior that is "unfair" refers to actions that are unreasonably unjustified. If the commercial behavior aligns with business, market, or economic norms and practices, it may be considered reasonable or fair and may not constitute a violation of competition law.

## 2. Unfair Trade Practices

Regardless of whether they hold market power or not, unfair trade practices include actions such as hindering the business operations of other entrepreneurs unfairly, using market power or negotiation power unjustly, and imposing conditions on trade that limit or obstruct the business operations of others unfairly. Such practices constitute violations of competition law. Unfair trade practices vary and have different objectives, but they can generally be divided into two groups: 1. Price Behavior and 2. Other Non-Price Behavior such as

### 2.1 Price Behavior

Unfair price behavior involves setting or maintaining purchase or sale prices of goods or services unfairly. This behavior may include the following practices:

2.1.1 Unfairly Low Purchase Price Setting

refers to setting the purchase price of goods, such as raw materials, at an unfairly low level. This involves setting or adjusting the purchase price to be lower than the market price under normal competitive conditions or lower than the price previously accepted, causing harm to suppliers. This practice may also harm other competitors who purchase the same raw materials at higher prices, as they cannot compete due to higher costs and may eventually exit the market. This behavior often occurs when there are few buyers for the goods or services, allowing buyers to use their power to pressure the purchase price to be lower than the market price or lower than the previously accepted price without justification.

2.1.2 Unfairly High Purchase Price Setting

refers to setting the purchase price of goods or raw materials unfairly high. This involves setting or adjusting the purchase price higher than the market price under normal competitive conditions, higher than the previously accepted price, or higher than the purchase price of competitors in markets with normal competition. This may prevent other competitors from being able to purchase or compete due to increased costs, or make it difficult for new businesses to enter the market. It should be noted that purchase prices may increase in cases of scarcity of goods due to rapidly increasing demand.

2.1.3 Sale Below Cost

Sale below cost refers to setting the selling price of goods or adjusting the selling price to be lower than the average total cost, which includes fixed costs and variable costs. Sellers who sell goods below the average total cost can bear the loss burden for a certain period or offset the profit from other products, making it difficult for other businesses to compete or discouraging new businesses from entering the market due to the lack of investment returns.

In cases where selling below cost is for promoting sales of products entering new markets, selling below cost may not be considered a violation. However, selling below cost should not persist longer than necessary, depending on the type and nature of the product or service. Typically, it should not exceed one month unless it's necessary for rapidly selling goods, such as perishable goods, close-to-expiration items, or outdated products, as prolonged periods could lead to losses.

#### 2.1.4 High-priced sales

refer to setting prices higher or significantly increasing selling prices unfairly compared to production and distribution costs, without justified cost increases. This entails setting prices above the market price in normal competitive conditions to achieve excessive profits or profits higher than reasonable rates in normal trade conditions for each business, or higher than previously earned profits. This practice may cause harm to consumers or other related businesses. Moreover, setting high prices for raw materials to its competitors in the upstream or downstream markets to prevent them from making sufficient profits to continue their business (Margin Squeeze) is also considered unfair behavior.

In cases where there is a shortage of goods due to a rapid increase in demand, and production cannot be increased sufficiently to meet the increased demand, higher prices can only be justified during the period of goods shortage.

#### 2.1.5 Predatory Pricing

refers to setting selling prices below the average variable cost, which is the cost of purchasing raw materials for production or the cost of purchasing goods for resale, excluding sales and administrative expenses and other expenses. Those who engage in this behavior can bear the burden of losses for a period or offset the profits of other products. This makes it difficult for other businesses to compete, leading them to exit the market. Once competitors have left the market, the predator raises prices to compensate for the losses incurred during the predatory pricing period. This results in harm to both businesses and consumers. However, this does not include promoting the sale of goods or services to consumers. Additionally, the period for such pricing should not exceed one month. Moreover, this excludes actions like rapidly disposing of deteriorating goods, goods near expiration, or outdated goods, as well as businesses that intend to cease operations.

#### 2.1.6 Price Discrimination

refers to the practice of setting different prices for different trading partners without justification or reasonable cause. The principle behind price discrimination is to create advantages or disadvantages between trading partners and to exercise power in decision-making. However, if there are differentiating factors, such as differences in product quality, quantity, or the cost of sales

to each trading partner, businesses can justify setting different prices.

This principle also applies to other conditions beyond just pricing. For example, providing trade discounts, trade conditions, setting credit terms, payment methods, or delivery methods differently, even when the trading partners have similar status or characteristics. For instance, a manufacturer may offer fidelity rebates to bind distributors by providing different discounts to each distributor, even though both distributors have similar trading status (both are major distributors, order large quantities, conduct business for a long time, and have similar delivery areas). Such practices can be considered as engaging in differentiating practices.

#### 2.1.7 Resale Price Maintenance

refers to the practice of compelling other businesses to sell products or services at specified prices, thereby eliminating price competition among distributors or retailers. This behavior violates competition laws. However, having a suggested or recommended price for businesses that sell the products onward, to be used solely as guidance or recommendation without being mandatory, is not considered a violation of the law.

### 2.2 Other behaviors (Non-Price Behavior)

Aside from pricing behaviors, other actions that are not related to the price of goods or services may also constitute unfair practices against other businesses or lack reasonable justification. For non-price behaviors that may be considered unfair are as follows:

#### 2.2.1 Exclusive Dealing

refers to the practice of imposing direct or indirect restrictions on other businesses, compelling them to accept terms unreasonably or without justifiable cause. These restrictions do not necessarily affect the efficiency or quality of goods or services, including post-sale services. The purpose is to become the sole provider in the market or to prevent others from entering into contracts with the business's partners. For example, a business may prohibit its distributors from purchasing products from other businesses for resale. Similarly, a business may prevent suppliers from selling raw materials to its competitors. Non-compliance with these terms may result in penalties, such as refusing to supply goods, delaying deliveries, or refusing to purchase raw materials in the future.

#### 2.2.2 Tying Arrangement

A tying arrangement involves imposing direct or indirect conditions on other businesses or customers, requiring them to purchase another type of product simultaneously without any alternative. This is done even though the products can be sold separately or bundling them does not provide significant benefits. As a result, manufacturers of the tied products may prevent them from being sold separately or from competing, potentially leading to a monopoly.

However, tying products together may be justifiable if it aims to enhance the efficiency of using the main product, provide quality assurance, or prevent damage or negative impacts on product performance. For example, a printer with specific ink cartridges may require those cartridges for optimal performance, preventing the use of ineffective ink that could damage the printer. In such cases, it may not be considered a violation of the law. Additionally, in cases of sales promotion where businesses or customers receive better deals when purchasing products together compared to purchasing them separately (while still having the option to choose), it may not be considered a violation of the law.

#### 2.2.3 Territorial Restrictions

Territorial restrictions involve imposing conditions, both directly and indirectly, on other businesses to accept and comply with terms unfairly or unreasonably to limit the sales area or to define specific customer groups in each area without affecting the efficiency or quality of the products or services. Such actions are considered violations. For example, stipulating that a distributor is only allowed to sell products within Muang district, Chiang Mai and prohibiting them from offering products outside of this area. Failure to comply with these terms may result in penalties, such as refusing to supply products or reducing the quantity of goods delivered below normal levels.

#### 2.2.4 Refusal to Supply

Refusing to engage in transactions with certain businesses is a common occurrence in business operations, which may be justified due to reasonable factors such as lack of profitability, transportation limitations, or the customer having an unreliable trading history, outstanding payments, or insufficient stock for distribution. However, refusal without reasonable cause, such as refusing to transact with businesses that are competitors' partners or customers, may be considered actions to hinder other businesses.

#### 2.2.5 Quantity Forcing

refers to the practice of stipulating that a trading partner must purchase goods or services in specified quantities or sell goods or services to customers in predetermined quantities. This can involve setting precise quantities, establishing minimum or maximum thresholds, or defining ranges. However, setting minimum purchase quantities may not constitute a violation if there are business justifications that can be explained, such as ensuring operational cost-effectiveness.

#### 2.2.6 Constraint on Credit, Goods, or Services Procurement

refers to the practice of mandating that a particular trading partner must procure credit, goods, or services from specified businesses or prohibiting them from procuring credit, goods, or services from certain businesses, unless there are justified reasons that can be explained. It's important to note that recommending businesses to trading partners without coercion allows the partners the

freedom to choose whether to procure credit, goods, or services from those recommended sources. This does not constitute a violation.

#### 2.2.7 Constraint on Quantity of Goods or Services

Constraint on the quantity of goods or services includes actions such as suspending, reducing, or limiting services, production, procurement, sales, delivery, or imports into the kingdom (e.g., reducing production, destroying stock, or any action to hinder imports of goods).

Constraining the quantity of goods or services in a manner that violates the law involves actions intended to control the quantity of goods or services in the market below market demand, with the aim of increasing prices of goods or services, causing harm to consumers, without justified reasons. Additionally, such actions may be linked to price-related behaviors because limiting the quantity of goods or services may lead to unfair pricing practices.

#### 2.2.8 Interference with the Business Operations of Other Enterprises

Interference with the business operations of other enterprises unjustly and without reasonable commercial justification may result in economic losses to other businesses, such as loss of income, loss of market value of goods or services, or missed opportunities in production of goods or services.

Examples of behaviors considered as interference with other businesses include:

- Intervening or undermining other businesses through any means to make it difficult for them to conduct business, such as specifying that the quality of goods cannot be compatible with competitors' goods without relevant performance justification.
- Mandating that trading partners must seek approval from oneself to conduct business.
- Controlling the appointment of employees of trading partners.
- Imposing various forms of compensation from trading partners in exchange for the right to purchase goods, such as handling fees or kickbacks.
- Compelling trading partners to refuse to sell goods or not to contact other businesses without reasonable commercial justification.
- Interfering with the internal management of competitors by using voting rights, appointing executives, or other means within the competitors' businesses.

#### 2.2.9 The act of engaging in any means to obtain confidential business information or technology from other businesses

The act of engaging in any means to obtain confidential business information or technology from other businesses or data beneficial to one's production, distribution, or any business transactions, without consent from the rightful owners or possessors of such information, regardless of the

method used. It also involves the intention to use such information to destroy, obstruct, hinder, limit, or disrupt the business operations of other businesses, or to cause turmoil in normal trade.

#### 2.2.10 Unfair trade practices related to the use of intellectual property rights

Intellectual property rights are copyrights, patents, trademarks, protected by law to encourage investment, research, and innovation in producing goods or services. However, if the owner of intellectual property rights uses them to unnecessarily restrict and limit competition in the market and cause harm, hinder, obstruct, prevent, or limit business operations, it may be considered a violation, subject to case-by-case consideration.

Examples of using intellectual property rights to unfairly limit competition include:

- Entering into license agreements that require the licensee to pay royalty fees for a longer period than the protected period under the law (e.g., stipulating continued royalty payments even after the expiration of the patent).
- Imposing conditions on the use of rights that serve to restrain others, such as prohibiting the purchase of products or the use of services from competitors without necessity or relevance to the performance or use of the intellectual property.
- Setting terms for the use of rights that disadvantage the licensee more than usual, such as agreements prohibiting the licensee from suing the licensor.
- Other agreements that involve the use of IPR beyond the limits set by law.

### 3. Collaborative practices that result in tying, reduction, or limitation of competition.

In addition to the behavior of market-dominant entities and unfair trading practices, competition law also prohibits businesses from colluding to engage in practices that tie, restrict, or reduce competition in any particular goods or services (collusion). This can occur through direct agreements or indirectly between competing businesses or even non-competing ones, regardless of whether it is explicit or implicit.

The impact of collusion results in the elimination of competition among businesses. Prices or quantities of goods or services are not determined by production costs or market demand but rather by the desires of businesses colluding to set prices and quantities, as well as the level of profit they wish to achieve for themselves. The individuals most affected by these actions are consumers who are unable to freely choose to purchase goods or services.

Businesses must avoid behaviors that may lead to or give rise to suspicions of collusion, such as contacting, negotiating, or exchanging confidential business information with competitors or discussing such matters in trade association meetings, including pricing, marketing plans, production costs, discounts, profits, revenues, or lists of customers.

Furthermore, collusive agreements that may constitute violations of competition law can be categorized as either hard-core cartels, which have a severe impact on competition, or non-hard-core cartels, which involve agreements that need to be

assessed case by case based on the reasons for the actions and their impact on competition.

### 3.1 Hard-Core Cartel

is an agreement between competitors operating in the same market, involving two or more parties, which leads to tying or restricting competition in the market. Collusive behavior can occur either directly or indirectly and can take various forms, including:

#### 3.1.1 Bid-Rigging

refers to behavior where businesses agree to determine the winning bidder or price in an auction or bidding process. This may involve agreements not to participate in the auction or bidding process or participating in the process with inflated bids to ensure a predetermined winner.

#### 3.1.2 Price Fixing

Businesses are typically expected to independently determine the prices of their products. Competition law prohibits businesses from colluding to fix prices or agreeing to set prices as they see fit. Price fixing doesn't necessarily mean setting identical prices; it can involve setting price ranges. It also encompasses other agreements such as fixing values or ratios for price increases or decreases, establishing price ranges, setting minimum or maximum resale prices, determining pricing formulas, setting discounts or target discounts (rebates, discounts), establishing payment terms, and determining the structure or components of sale/purchase prices (pricing method).

#### 3.1.3 Quantity Limitation

Similarly to price fixing, businesses are expected to independently determine the quantity of products they will sell in the market. Competition law deems it a violation for businesses to collude in setting production, purchase, sale, or service quantities, or to limit quantities. For example, this includes setting quotas or proportions for production or distribution, or selling goods at lower quantities during specific periods than market demand requires.

#### 3.1.4 Market Allocation

Market allocation involves businesses agreeing to divide areas for the distribution of goods or services, ensuring that other businesses do not sell goods or services in the same area and do not compete across territories. Businesses may agree to divide areas to take turns selling goods or services. Market allocation also encompasses dividing areas for purchasing goods or services and taking turns purchasing goods or services to create market power in buying. This also includes instances where businesses jointly divide or allocate customers for sales or purchases.

However, agreements of the aforementioned nature between businesses with policy-related or command-based relationships according to the criteria specified by law are not considered violations of competition law.

3.2 Agreements that require consideration of the rationale behind actions and their impact on competition vary case by case (Non Hard-Core Cartel)

These are agreements among businesses that may or may not be direct competitors in the same market, which can take several forms, including:

- 3.2.1 Price Fixing, Quantity Limitation, or Market Allocation agreements, whether direct or indirect, affecting the prices of goods or services. These are actions taken by businesses that are not direct competitors in the same market. For example, agreements between manufacturers and distributors of goods (if between competitors, it would be a Hard-Core Cartel as per section 3.1).
- 3.2.2 Agreements to jointly reduce the quality of goods or services produced and sold, while maintaining the same or higher prices. Each business may have different details regarding the reduction of product or service quality.
- 3.2.3 Appointment of a single individual as the exclusive distributor of the same goods or services. This appointment may be formalized in writing or through other means. The appointed individual may be a person, or a legal entity designated as the distributor of goods or services in the same market segment.
- 3.2.4 Agreements to establish conditions or business practices for each business entity to follow in order to reduce or limit competition, whether directly or indirectly.

The Trade Competition Commission will consider agreements that are Non-Hard-Core Cartels on a case-by-case basis, taking into account various factors and circumstances. Such agreements may be reasonable and necessary for business purposes, consistent with normal business practices, or customary trade practices.

Examples of agreements between businesses that may not constitute violations of the law include:

- (1) Agreements between businesses with policy-related relationships or hierarchical command relationships as prescribed by law.
- (2) Activities aimed at improving production, distribution of goods, and promoting technological or economic advancement.
- (3) Business operations involving contracts between businesses at different levels, such as franchise arrangements, where authorized dealers are granted rights to use trademarks and are required to pay royalties. These agreements may include certain provisions to maintain product standards, quality control, standard pricing, sourcing materials from specified sources, etc.

For the agreements mentioned in points (2) and (3), they must not impose restrictions beyond what is necessary and reasonable. They should not create undue restraint of trade or limit competition significantly in the market, taking into account their impact on consumers in terms of price, quality, quantity, or choice of goods or services.

In addition, the aforementioned behaviors are merely examples. The competition commission may announce additional guidelines on behaviors considered violations of competition law. Therefore, parties involved should consult or seek legal advice before engaging in any actions that may constitute violations of competition law.

This policy shall be effective and enforced starting from June 9, 2023, onwards.

## Insider trading Policy

### SCG Decor Public Company Limited

The Board of Directors participating in the 200th meeting (4/2022) on December 1, 2022, approved the corporate governance policy for the first time. Later, at the 1st meeting of the Board of Directors in 2023 on June 9, 2023, it was resolved to endorse the continuous use of the policy when the company is converted to a public limited company.

#### Definition

SCG Decor refers to SCG Decor Public Company Limited and its subsidiary as consolidated in financial statements.

Securities refers to securities registered in the securities market in Thailand or abroad, including but not limited to treasury bills, bonds, debentures, stocks, preference shares, units of mutual funds, certificates representing rights to assets of mutual funds, warrants to purchase shares, warrants to purchase convertible securities, warrants to purchase units of investment, forward contracts related to securities, and other securities as specified by the Securities and Exchange Act B.E. 2535 (and as amended) or the Securities and Exchange Commission ("SEC").

#### Policy

In the operation of the company, there are cases where the directors, executives, employees, and stakeholders of SCG Decor must consider and be aware of various information that may impact securities prices and cannot be disclosed to shareholders, investors, or the general public. Therefore, the use of internal information is crucial and must be appropriately managed to prevent leakage and potential misuse, which could lead to unfair advantage and damage the reputation of SCG Decor. Therefore, the Board of Directors has approved an internal data management policy to ensure that directors, executives, employees, and stakeholders of SCG Decor comply with and communicate accurately.

Furthermore, in this policy, "internal information" refers to information that has not been disclosed to the public and is crucial to the fluctuation of prices or the value of securities of the company, subsidiaries, or affiliated companies registered or related to the company.

Securities transactions refer to the buying, selling, transferring, or receiving of securities, or engaging in or executing forward contracts related to the securities of the registered company.

1. SCG Decor is committed to complying with relevant laws regarding securities trading using internal information in every country where SCG Decor operates or intends to operate.
2. Directors, executives, employees of SCG Decor, and external individuals who perform duties and have access to internal information must:
  - 2.1. Handle and securely maintain internal information to prevent leakage.

2.2 Not disclose internal information to individuals unrelated to work, whether directly or indirectly, to prevent the possibility of the internal information being used for personal gain or for the benefit of others.

Furthermore, since it could potentially impact the prices or values of securities of the company, its subsidiaries, or joint venture companies, as well as other registered companies or related entities, or affect investment decisions.

3. Directors, executives, and employees of SCG Decor, as well as external individuals who perform duties and have knowledge or possession of internal information due to their involvement in relevant roles, must refrain from buying or selling securities or entering into forward contracts related to securities associated with internal information. Such actions are allowed only if they do not result in unfair advantages for themselves or others, as specified by the regulations announced by the Securities and Exchange Commission.
4. Directors, executives, and employees in units related to internal information, as well as relevant individuals, must adhere to measures prohibiting the buying or selling of securities or entering into forward contracts related to securities, as outlined in this policy, to prevent risks associated with unauthorized use of internal information.
5. SCG Decor must establish a system for storing, safeguarding, and preventing the use of internal information to ensure confidence that internal information will not leak or be utilized for buying or selling securities, whether for personal gain or for the benefit of others.
6. Directors, executives, and employees of SCG Decor are required to adhere to the company's articles of association, code of ethics, and guidelines for the use of internal information under the Securities Act, the Public Limited Companies Act B.E. 2535 (and its amendments), as well as other stringent regulations.
7. Directors, executives, and employees of SCG Decor who fail to comply with this policy will be considered a disciplinary offense and may face penalties as prescribed by law for any violations committed.

#### Measures prohibiting the purchase or entering into futures contracts related to securities

Board members, executives, and managerial-level employees within the accounting or finance departments at the level of department managers or equivalent, employees in units related to internal information, as well as spouses or cohabiting partners and their minor children who have access to internal information, are prohibited from buying or entering into futures contracts related to securities of the company, subsidiaries, or affiliates of the registered company, or other registered companies associated with internal information, within the period of one month prior to the disclosure of quarterly financial statements and annual financial statements, and within 24 hours after the disclosure of such financial statements.

Furthermore, in cases where board members, executives, and managerial-level employees within the accounting or finance departments at the level of department managers or equivalent, employees in units related to internal information, as well as spouses or cohabiting partners and their minor children, are aware of undisclosed information that may impact the price of securities of the company, subsidiaries, affiliates of the registered company, or other registered companies associated with internal information, they must refrain from trading securities of such companies until 24 hours after the information has been disclosed to the public in its entirety.

Reporting on securities holdings and changes in securities holdings, as well as futures contracts related to securities

1. The company shall provide information to the board of directors and executives, including managerial-level employees in the accounting or finance departments at the level of department managers or equivalent, regarding their responsibilities in preparing, disclosing, and submitting reports on their securities holdings and changes in securities holdings. Spouses or cohabitants, as well as minor children, of the aforementioned individuals who have not reached legal age, and legal entities in which board members and executives, as well as spouses or cohabitants, and minor children who have not reached legal age, collectively hold shares exceeding 30 percent of the total voting rights of the respective legal entity, and where such collective shareholding represents the highest proportion in that legal entity, must report to the Securities and Exchange Commission, pursuant to the Securities and Exchange Act, SEC regulations, and related Market Supervisory Board announcements, including the penalties specified by law.
2. The company's board of directors and executives, including managerial-level personnel in the accounting or finance departments at the level of department managers or equivalent, are responsible for preparing, disclosing, and submitting reports on their securities holdings and changes in securities holdings. This includes spouses or cohabitants, as well as minor children, and legal entities as stipulated in the Securities and Exchange Act, office regulations of the Securities and Exchange Commission, and relevant regulations of the Capital Market Supervisory Board. These reports must be submitted to the company's secretary before being forwarded to the Securities and Exchange Commission, in accordance with the following procedures.
  - 2.1 Within 7 business days from the date of securities purchase, sale, transfer, or receipt of securities, in cases where individuals are responsible for reporting as directors or executives of the company and meet the criteria as follows:
    - (a) The company notifies the names of directors and executives to be entered into the director and executive information system of the Securities and Exchange Commission (SEC) as specified in the SEC announcement regarding the format and method for notifying or updating information of directors and executives of the company.
    - (b) Individuals responsible for reporting securities transactions must report before the day their names are displayed in the director and executive information system of the SEC as per (a).
  - 2.2 Within 3 business days from the date of securities purchase, sale, transfer, or receipt of securities, in cases other than those mentioned in 2.1.

Internal data storage and protection measures

Internal data is considered sensitive, and the utilization of such data collectively must adhere strictly to the assigned duties and responsibilities. Any disclosure of internal data to the public, including communication of any information related to internal data, must receive approval from the CEO, CFO, or authorized personnel.

This policy shall be effective from June 9, 2023 onwards.

## Information Disclosure Policy

### SCG Decor Public Company Limited

The Board of Directors participating in the 200th meeting (4/2022) on December 1, 2022, approved the information disclosure policy for the first time. Later, at the 1st meeting of the Board of Directors in 2023 on June 9, 2023, it was resolved to endorse the continuous use of the policy when the company is converted to a public limited company.

The disclosure of information by SCG Decor (as defined below) adheres to the principles of fairness, transparency, and continuous corporate governance review. At the company's board meeting, a resolution was passed to endorse the disclosure policy of SCG Decor to ensure that shareholders, investors, the public, and stakeholders can trust that the information disclosed by SCG Decor is accurate, clear, compliant with the law, and equitable for all parties concerned.

#### Definition

Important information refers to various data related to the business operations of SCG Decor. If disclosed improperly, it could significantly impact SCG Decor's ability to conduct business effectively or affect the price of securities, potentially influencing investment decisions. This includes financial information, investment details, or trade secrets as follows:

1. Financial statements (balance sheet, income statement, cash flow statement, statement of changes in equity, accompanying notes to the financial statements), and significant changes in accounting policies.
2. Information regarding mergers, acquisitions, or divestitures involving significant joint ventures/subsidiaries that may impact or alter SCG Decor's business structure.
3. Information regarding acquisitions or disposals of assets or investment projects, cancellations or expansions of production capacity that are significant to SCG Decor.
4. Information concerning dividend payments or suspension of dividend payments, or changes in dividend payment policies of SCG Decor's listed companies.
5. Information concerning securities of registered companies within the SCG Decor group, such as capital increases, issuance of new securities, changes in par value of shares.
6. Significant legal disputes involving SCG Decor.
7. Production or cessation of production of significant products of SCG Decor.
8. Information regarding SCG Decor's business operation policies or strategies.
9. Forward-looking information about SCG Decor's business outlook, including future financial performance forecasts (Forward-looking Information), especially profit or loss data.
10. Other information about SCG Decor that may impact securities prices or influence investment decisions.

Furthermore, important information is assessed based on the criteria for disclosure set forth in the Securities and Exchange Commission of Thailand ("SEC") announcement on the practice guidelines for disclosure of information by registered companies.

Registered companies within the SCG Decor group refers to SCG Decor Public Company Limited (listed on the Stock Exchange of Thailand) or subsidiaries with securities listed on the Stock Exchange of Thailand or foreign stock exchanges.

The impact on securities prices refers to the effect that causes the prices of securities of registered companies within the SCG Decor group to rise, fall, remain stable, or support the prices of such securities.

SCG Decor refers to SCG Decor Public Company Limited and its consolidated subsidiaries according to the financial statements of SCG Decor Public Company Limited.

#### Information Disclosure Policy

1. SCG Decor is committed to complying with relevant laws concerning disclosure of information in every country where SCG Decor operates its business.
2. SCG Decor must disclose material non-public information cautiously, accurately, comprehensively, and in compliance with laws, regulations, standards, and relevant agency practices. Disclosure should be timely, widespread, and fair, ensuring that shareholders or investors have sufficient information for decision-making, equitably. Information accessibility should be facilitated, possibly through SCG Decor's website or other appropriate channels specified by relevant authorities. The timing of disclosure must be considered deliberately.  
Furthermore, SCG Decor must designate individuals authorized to disclose material non-public information that has not yet been made public, clearly defining the scope of their responsibilities. This ensures that communication of critical information from SCG Decor originates from a single source, maintains consistency, and aligns with the same direction. It prevents confusion and prohibits employees from disclosing material non-public information unless authorized by the Chairman and CEO of SCG Decor.
3. SCG Decor must disclose material public information clearly and comprehensively, without causing confusion. Additionally, any supplementary information related to previously disclosed material information must be clearly articulated and consistent, ensuring there is no misunderstanding regarding the disclosed data.
4. Regarding forward-looking information about SCG Decor's business outlook and future performance, SCG Decor must disclose such information cautiously, avoiding any potential misinterpretation of crucial details. They must also explain the conditions or assumptions used in making such forecasts. Before utilizing such forecasts or analyses, SCG Decor must verify the sources and assess the accuracy of the data.
5. When disclosing non-material information, SCG Decor must do so based on facts and without intending to mislead others significantly about the financial status, operational performance, or securities prices. Additionally, the disclosure should not be made in a manner that might lead others to believe it has a significant impact on securities prices.
6. Disclosing material or relevant information requires utmost caution. SCG Decor must not disseminate such critical information before the scheduled disclosure date to the stock exchange or foreign stock markets and the public.
7. When disclosing information to the public, SCG Decor must ensure there is a disclosure system in place that guarantees transparency, clarity, accuracy, timeliness, and adequacy of the disclosed material information for

investment decision-making.

8. To adhere to this policy, SCG Decor and its corporate governance manual should be utilized as guidelines for operational practices.
9. Failure to comply with this policy constitutes a violation of SCG Decor's ethics.

#### Practices

##### 1. Establishment of Key Information Disclosure Management System

- 1.1 Investor Relations departments must establish a key information disclosure management system necessary for investment decision-making in securities of companies within the SCG Decor group. This is to ensure that the disclosure of important information is transparent, clear, accurate, timely, and sufficient for investment decision-making.
- 1.2 Investor Relations departments must regularly review the key information disclosure management system of relevant units involved in key information disclosure to enhance its efficiency and effectiveness.

##### 2. Management of Key Information Disclosure

- 2.1 Relevant units associated with key information disclosure must establish a registry of important information to be disclosed. This is to ensure transparency, clarity, accuracy, timeliness, and sufficiency of disclosed information for investment decision-making.
- 2.2 Units related to key information disclosure should develop work standards concerning the disclosure of key information to the stock market, foreign stock markets, regulatory agencies, and the public. These standards should consider laws, standards, and best practices, including:
  - a) Key information disclosure by companies within the SCG Decor group must be accurate, comprehensive, understandable, current, timely, transparent, and fair. Information should not be disclosed selectively or exclusively to specific groups or individuals. Key information must not be disclosed before the scheduled disclosure date to the relevant stock markets and the public.
  - b) Information disclosed to analysts, shareholders, or other individuals must ensure that the disclosed key information is already available to the public.
  - c) Key information to be disclosed must adhere to the requirements and timeframes set by relevant stock markets, foreign stock markets, standards, and practices of relevant regulatory agencies. At a minimum, disclosed information should include essential aspects.
    - 2.2.3 (1) Information must be accurate and truthful, clear.
    - 2.2.3 (2) Sufficient numerical data should be provided to enable investors to compare with the activities of companies within the SCG Decor group.

- 2.2.3 (3) Information should be direct and straightforward, without distortion or omission of facts that could lead to misunderstandings.
- 2.2.3 (4) Avoid excessive technical language; use language that is easily understandable by the general public to the greatest extent possible.
- 2.2.3 (5) Avoid inappropriate language or disclosing unnecessary information that could lead investors to misunderstandings and affect the price or volume of securities trading without reasonable cause.

2.3 In cases where important information of companies within the SCG Decor group is pending disclosure to the stock exchange or foreign stock markets, or relevant regulatory agencies, SCG Decor personnel involved must refrain from disclosing such information externally. This is because it could lead to confusion and unequal access to information among investors. Therefore, it is necessary to establish a sequence and ensure understanding among SCG Decor personnel involved in disclosing information through various channels. Disclosure to the stock exchange, foreign stock markets, or relevant regulatory agencies must be completed before disclosing such important information to the media, investors, or other channels.

2.4 Companies within the SCG Decor group have the responsibility to immediately disclose important information to the stock exchange(s) and/or foreign stock markets concerned when such information pertains to operational activities, events, or trading conditions of the registered companies within the SCG Decor group. This information may have a significant impact on the buying or selling prices of securities of the registered companies within the SCG Decor group, be crucial for investors' analysis by analysts or investment decision-makers or affect the interests of shareholders.

2.5 In cases where there is important information, events, or projects meeting the following criteria, the relevant departments may consider not disclosing the information immediately, ensuring that the information can be kept truly confidential:

- a) Immediate disclosure of important information may significantly disadvantage SCG Decor or adversely affect its ability to pursue its business objectives. For example, disclosing plans to purchase real estate may artificially inflate property prices. Therefore, it is advisable to delay disclosure until an appropriate time.
- b) Continuously disclosing evolving truths to the public can lead to confusion or misinterpretation. For instance, during negotiations to acquire a business where uncertainties exist at each stage, it is prudent to wait for definitive conclusions before disclosing, rather than disclosing at each stage of negotiation.

2.6 When disclosing forward-looking information, such as projections or analyses regarding SCG Decor's business direction, including future performance, careful scrutiny of the data sources and consideration of their accuracy prior to analysis or forecasting is necessary. This information must be disclosed cautiously, avoiding misunderstandings

of critical points, and explaining the conditions or assumptions used in the forecasting process. There should be thorough verification of data sources and careful consideration of data accuracy before use in analysis or forecasting.

2.7 SCG Decor is not obligated to disclose estimates or forecasts regarding profits or any other internal information. However, if such disclosure occurs, it must be done cautiously, based on reasonable assumptions, and presented with appropriate conditions. If it later appears that the estimates or forecasts were inaccurate, SCG Decor must rectify and promptly inform relevant securities markets.

2.8 In the event of rumors or speculation regarding future sales figures, profits, or any other future information, SCG Decor is typically not required to take any action unless such rumors or speculation are materially inaccurate and could significantly impact securities prices or investment decisions. However, SCG Decor should consider the appropriateness of providing clarification to relevant securities markets if deemed necessary to ensure the dissemination of accurate information.

2.9 In the event that securities of a company registered under SCG Decor experience trading that deviates from market conditions, relevant authorities should monitor the abnormal situation and attempt to determine the cause of such deviations, whether it originates from information provided by SCG Decor or not. If the information has already been disclosed, SCG Decor is not required to take any action. However, if there is suspicion of potential internal information leakage, SCG Decor should consult with experts to consider corrective actions.

### 3. Appointment of authorized person to disclose Key Information

#### 3.1 Persons Authorized to Disclose Key Information (Spokesperson)

The individuals authorized to respond to inquiries or provide key information that has not yet been disclosed to the public by SCG Decor include:

- (1) Chief Executive Officer and President of SCG Decor.
- (2) Chief Financial Officer.
- (3) Investor Relations Manager or Brand Management Office Manager of SCG Decor.
- (4) Individuals delegated by the persons in (1) or (2) (specifically for matters delegated to them).

#### 3.2 The organization controlling the disclosure of important information

The organization responsible for controlling and reviewing the content of SCG Decor's important information disclosure to external parties includes:

- (1) The Brand Management Office is responsible for disseminating important publicity information to the mass media.
- (2) The Company Secretary Office and the Accounting Department are responsible for disclosing important information to the Stock Exchange, foreign stock markets, and relevant regulatory authorities.

(3) The Investor Relations Unit is responsible for providing important information to analysts or various securities companies.

(4) Units appointed by the CEO or CFO (specifically for assigned matters).

### 3.3 SCG Decor's employee

The Company Secretary's Office must ensure that there is communication and clarification for all SCG Decor employees regarding the impact of disclosing important information of registered companies within the SCG Decor group. Employees involved in disclosure of information can only do so after and to the extent that it has been disseminated to the public.

Employees who are not involved in disclosing important information must exercise caution in disclosing SCG Decor's information to prevent confusion. They should not disclose important information that they have knowledge of until SCG Decor has disseminated it to the public.

## 11. Creating Knowledge, Understanding, and Awareness

11.1. The Company Secretary Office must conduct training sessions for SCG Decor's executives who have the opportunity to provide important information to external parties. They should be made aware of their responsibilities in disclosing crucial information, along with best practices in communicating such information to external parties.

11.2. The Company Secretary Office must foster awareness and instill a culture within SCG Decor's employees regarding the transparent and truthful disclosure of important information. They should prioritize transparency, accuracy, and uphold the reputation of SCG Decor.

4.3 Since disclosing important information, especially to shareholders and investors, as well as notifying the stock exchanges, is crucial for companies issuing securities within the SCG Decor group, any doubts or uncertainties should be addressed by consulting relevant experts within SCG Decor. This could include legal advisors, the Company Secretary Office, the Brand Management Office, and the Investor Relations Department, among others.

## 5. Monitoring and Reporting

5.1 The relevant units involved in disclosing significant information and the auditing office are tasked with monitoring and reporting on the disclosure of significant information to ensure that SCG Decor complies accurately and completely with relevant laws, policies, and practices.

5.2 The units involved in disclosing significant information must promptly report to the commanding officers and senior management when requested by the stock exchange and/or foreign stock exchanges. They should provide information or significant events to enable senior management to make decisions regarding additional disclosure of information.

5.3 Management must support SCG Decor employees in reporting any behavior or actions that involve verbal

statements, dissemination, certification of false information, or disclosure of business analysis or predictions using false or incomplete information that may affect securities prices or investment decisions to external parties. Employees can report such behaviors or actions to trusted authorities or responsible parties for handling complaints as designated by SCG Decor or through the Whistleblowing System.

In addition, reporters or informants will be protected according to the policy on receiving complaints about corruption and misconduct.

#### Scope of Practices

1. Companies registered within the SCG Decor Group that engage in transactions involving significant data are obligated to disclose information as mandated by law.
2. Directors, executives, and employees of SCG Decor must adhere to the laws related to disclosure of information.
3. Provision of information by SCG Decor may take various forms, including written documents, verbal communication, telephone, online media, press conferences, teleconferences, remote meetings using various methods, as well as through channels provided by government agencies or other individuals for the general public to access information.
4. Compliance with the laws pertaining to disclosure of information in every country where SCG Decor operates or intends to operate is required.

#### Roles and Responsibilities

1. Every director, executive, and employee of SCG Decor must understand their roles and responsibilities in disclosing crucial information. They must adhere strictly to relevant laws and SCG Decor's disclosure policy.
2. The Investor Relations department must establish a management system for disclosing important information to ensure transparency, clarity, accuracy, timeliness, and adequacy for investment decision-making. Regulatory oversight bodies must communicate, promote, and support continuous improvement of knowledge, understanding, and capabilities among SCG Decor employees to ensure compliance with relevant laws, policies, and practices. They should ensure monitoring to ensure that SCG Decor complies accurately and completely with relevant laws, policies, and practices.
3. Employees of SCG Decor involved in disclosing important information must understand their roles and responsibilities in complying with this disclosure policy. They must develop knowledge, understanding, and abilities to perform their duties diligently, sincerely, and responsibly.

#### In the event of suspicion

In case of any doubts regarding compliance with this disclosure policy, SCG Decor's code of conduct, or the corporate governance handbook, it is advisable to refer to and consult the ethics of SCG Decor and the corporate governance handbook. If there are still

uncertainties, it is recommended to seek guidance from superiors or relevant supporting units such as the Investor Relations department, Brand Management Office, legal advisory units, or the corporate secretary office.

This policy shall be effective and enforced starting from June 9, 2023, onwards.

Policy on Investment in Subsidiaries/ Associates

SCG Decor Public Company Limited

The Board of Directors' Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the policy on investment in subsidiaries and associates for the first time. Later, a resolution was passed in the Board of Directors' Meeting No. 1/2023 on June 9, 2023, certifying the continued use of the policy after the conversion to a public limited company.

SCG Decor Public Company Limited ("Company") states its policy to invest in businesses supportive to its goals, vision and strategic plan as well as those related or similar to its business or creating synergy with current business of the Company. It aims to add more revenue channels and increase competitiveness which will bring long-term healthy and steady performances of the Company. Nevertheless, the Company may consider investing in other businesses having growth potential or capable to expand by using strengths of the Company in the areas such as technology, human resource, innovation that meets market demand, etc.

Considering an investment project, the Company will analyze its feasibility study, investment ratio, estimated financial return, possible risks, sensitivity analysis, social and environmental impact (if any) as well as financial status of the Company. Such investment decisions must be approved as stated in the power of delegation of the Company and in accordance with relevant laws.

This policy shall be effective from June 9, 2023.

## Policy on Subsidiary Supervision and Management

### SCG Decor Public Company Limited

The Board of Directors' Meeting No. 200 (4/2022) on December 1, 2022, agreed to approve the Policy on Supervisory of the Subsidiaries and Associates Operating Core Businesses for the first time. Later, a resolution was passed in the Board of Directors' Meeting No. 1/2023 on June 9, 2023, certifying the continued use of the policy after the conversion to a public limited company.

To comply with the good governance principles regarding the implementation of scopes and mechanisms to govern the policies and operations of subsidiaries and other businesses in which the Company has substantial investments, that are suitable for each business, the Company's board of directors resolved to approve the Policy on Supervisory of the Subsidiaries and Associates Operating Core Businesses with the purpose of implementing direct and indirect scopes and mechanisms to govern the policies and operations of subsidiaries and affiliates, and measures to follow up on their operating results at an appropriate level to ensure the efficient management of the Company's benefits from investments, with details provided below. This will raise the confidence of the Company's shareholders.

This policy is enforced according to the Company's rights and proportion of shareholding in the said subsidiaries and associated companies and to the extent that it is not contrary to or inconsistent with any laws, regulations, or regulations of foreign laws that apply to such subsidiaries and associated companies and as far as not causing the Company's overseas subsidiaries and associates to lose any benefits they are entitled to under relevant foreign laws.

The Policy on Supervisory of the Subsidiaries and Associates Operating Core Businesses consists of 2 parts as follows:

Part 1: Supervision and management of subsidiaries operating core businesses only if are; (a) the focal company (b) subsidiaries that are not under the focal company (c) subsidiaries that are under the focal company but with significant size and associated companies operating core businesses.

#### 1. Definitions

- 1.1 "Subsidiary" means a subsidiary company operating core businesses only if are (a) the focal company; (b) a subsidiary that is not under the focal company; and (c) a subsidiary that is under the focal company but whose size is significant (if any) according to the definition and characteristic as specified in the announcement of the Capital Market

Supervisory Board together with relevant announcements from the Securities and Exchange Commission.

- 1.2 "Focal company" means a subsidiary that conducts its main business for which the parent company has a governance mechanism that allows the focal company to control the administration and manage important matters of its subsidiary within the group that conducts its main business adequately and appropriately according to the definition and characteristics specified in the announcement of the Capital Market Supervisory Board together with relevant announcements from the Securities and Exchange Commission.
- 1.3 "Subsidiary that is not under the focal company" means a subsidiary that conduct a core business but is not within the group of the focal company and is not under the supervision of the focal company.
- 1.4 "Subsidiary which is under the focal company but whose size is significant" means a subsidiary which conducts a core business which is under a focal company but whose size is significant to the Company.
- 1.5 "Associated company" (Associates) means an associated company that conducts its main business according to the definition specified in the announcement of the Capital Market Supervisory Board together with the relevant announcement of the Securities and Exchange Commission.

2. The appointment or nomination of directors and executives in a subsidiary or an associated company

- 2.1 The appointment of persons as directors and executives in a subsidiary or an associated company to be in charge with the governance and management of the business of the subsidiary or affiliate is an important governance mechanism to ensure that the subsidiary efficiently complies with the policies, targets, vision, medium-term business plans, and growth strategies of the Company. Therefore, the Company should appoint persons as directors and executives in a subsidiary or an associates at least pro rata to its shareholding in that subsidiary or associated company, unless there are restrictions or in order to comply with relevant laws and regulations, or there are restrictions or in order to comply with an agreement to join a business or a contract between shareholders related to a subsidiary company, or such associate company only in cases where the subsidiary or associate company has a business necessity that involves joint venture partners. The business necessity includes specialized expertise in business operations, technology expertise, customer or distributor network, ability to procure resources and raw materials for production or sales for business operations, qualifications or ability to apply for or obtain a license or patent to conduct business, human resources used in business operations or knowledge and understanding of business operations in the relevant locality. The Company's management authority in such subsidiaries or associated company is according to shareholding proportion.

The appointment of persons as directors and executives in a subsidiary or an associated company according to the first paragraph must be approved by a meeting of the company's Board of

Directors, or must be on the list of names that the Company's Board of Directors has approved to be sent as a director of a subsidiary company.

In appointing persons as directors and executives in a subsidiary or an associated company, the Company's Board of Directors will carry out the appointment responsibly with caution and honesty for the highest benefit of the company, subsidiaries and associated companies.

2.2 The Board of Directors will consider and determine the nomination and appointment as directors in subsidiaries that conduct core businesses and associated companies that conduct core businesses at least once a year and will assign the Chief Executive Officer and President to consider the appointment and relocation of persons representing the Company as directors and executives in a subsidiary or an associates from the nomination list approved by the Company's Board of Directors in accordance with the framework in the policy for The appointment or nomination of directors and executives in a subsidiary or an associated company that conduct core businesses. Furthermore, The Chief Executive Officer and President will report to the Board of Directors at least once a year. Persons who will be appointed or nominated as directors in subsidiaries and associated companies must have the following qualifications:

- (a) The person must have all required qualifications, and must have no forbidden characteristics, as prescribed in relevant laws or provisions;
- (b) the person must have knowledge, ability, and experience beneficial for business operations and suitable for the performance of his or her duty;
- (c) the person must have leadership, and must be able to offer extensive viewpoints and ideas that are necessary to drive and fulfill the objectives of that subsidiary or associated company; and
- (d) the person must make appropriate decisions, in accordance with the Company's Corporate Governance and Code of Conduct. However, to appoint a person, in addition to the requirements above, the specific characteristics or other conditions of each subsidiary or associated company must be taken into consideration by considering each individual person and proceeding according to the authority. The examples of such specific characteristics and other conditions are as follows:
  - (1) Its existence under complicated or high-risk principles or regulations, such as being a public limited company listed on domestic and foreign securities markets;
  - (2) the Company's shareholding in the subsidiary, if there is a joint venture partner, the terms and conditions of the joint venture agreement must be taken into consideration; and
  - (3) statutory provisions of the country in which the subsidiary or associated company is incorporated or operated.

2.3 Directors and executives appointed or nominated by the Company will have the following duties and responsibilities:

- (a) They must supervise and ensure that the subsidiary or the associated company complies with relevant law, ordinances, rules and regulations; has good management; complies with the Company's governance principles, ethics, and anti-corruption policies, and other policies of the Company or that are consistent with the Company's policies. They are also responsible for ensuring that the subsidiary has an internal control system, risk management system, and appropriate corruption prevention system that are efficient and strict enough.
- (b) They must provide guidelines on the determination of the direction of the subsidiary's strategies, policies, and business plans to be consistent with the Company's direction. They must also promote the use of innovations and technologies to improve the competitiveness of the subsidiary and associated company.
- (c) They must report the subsidiary's operating results and disclose its information to the Company accurately, completely, and in a timely manner, as prescribed in this Policy.
- (d) They must ensure efficient business operations by the subsidiary, and appropriately manage its investment returns.

2.4 Unless otherwise specified in this Policy, or unless otherwise determined by the Company's board of directors, the directors and executives appointed or nominated by the Company will consider and vote at board of directors meetings of the subsidiary or associated company at their discretion in matters regarding the general management and normal course of business of the subsidiary or associated company, as the directors and executives consider appropriate for the utmost benefits of the Company and the subsidiary or associated company (as the case may be) except for matters in which that director has a special interest.

3. Matters that need approval or agreement from the Company's Board of Directors or Board of Directors Meetings before they take effect

Directors and executives of a subsidiary or associated company that are appointed or nominated by the Company must ensure that before the subsidiary or associated company enters a transaction or takes any action that is of significance, or that will affect the subsidiary or associated company's financial position or operating results, as described in its Authority Manual or Articles of Association, the transaction or action must be agreed upon or approved by the Company's board of directors or board of directors meetings, as the case may be, before the subsidiary or affiliate holds its own board of directors meeting and/or shareholders meeting to consider and approve that matter.

Any transaction or action to be taken by subsidiary in the following cases must be approved by the Company's board of directors or at a shareholders meeting, as the case may be.

3.1 Matters that must be considered and approved by the Company's board of directors meeting are as listed out below

- (1) An appointment or nomination of the subsidiary's directors and executives at least pro rata to the Company's shareholding in the subsidiary. Unless there are restrictions or to comply with relevant laws and regulations, or in the case where there are restrictions or to comply with the joint contract or the agreement between the shareholders related to the said subsidiary, only in the case of that there is a necessity for a subsidiary or associated company to have a joint venture partner involved. Such necessity includes specialized expertise in business operations, technology expertise, customer or distributor network, ability to procure resources and raw materials for production or sales for business operations, qualifications or ability to apply for or obtain a license or patent to conduct business, human resources used in business operations or knowledge and understanding of business operations in the relevant locality. The Company's management authority in such subsidiaries or associated company is according to shareholding proportion.

In appointing persons as directors and executives in a subsidiary or an associated company, the Company's Board of Directors will carry out the appointment responsibly with caution and honesty for the highest benefit of the company, subsidiaries and associated companies.

- (2) Unless otherwise specified in this Policy, the directors and executives so appointed or nominated in Section 3.1(1) shall have the discretion to vote at the subsidiary's Board of Directors meetings on matters regarding its general management and business operation as these directors and executives deem appropriate for utmost benefits of the Company and the subsidiary, except for matters in which these directors and executives have special interests.

Directors appointed under the previous paragraphs must be the persons whose names are included in the Whitelist and possess the qualifications, duties, roles, and responsibilities prescribed by relevant laws, including the characteristics of trustworthiness in accordance with the Notification of the Securities and Exchange Commission on the determination of untrustworthy characteristics of a company's directors and executives.

- (3) A capital increase by issuance of the subsidiary's newly issued shares, the allocation of shares or the reduction of the subsidiary's registered and/or paid-up capital that is not pro rata to the existing shareholding of the shareholders, or any other action that will result in more than 10 per cent decrease in the proportion of the Company's voting rights, direct or indirect, in any tier, of the total votes at the subsidiary's shareholders meeting, or in the subsidiary's paid-up capital, as the case may be, unless this is in the subsidiary's business plan or annual budget that has been approved by the Board of Directors of the Company

- (4) Consideration and approval of payment of the subsidiary's annual dividends and interim dividends (if any). Unless the subsidiary pays dividends for the entire year not less than that specified in the annual budget of each subsidiary. or pay dividends according to the subsidiary's dividend payment policy.
- (5) An amendment to the subsidiary's Articles of Association, except for amendments to the Articles of Association on significant matters in accordance with Article 3.2(1), which must be approved at the subsidiary's shareholders meeting.
- (6) Consideration and approval of the subsidiary's annual budget, unless it is specified in the Delegation of Authority of the subsidiary company approved by the Company's Board of Directors meeting.

Items from 3.1 (6) to 3.1 (9) are deemed as significant. Before the appointed director of the subsidiary will vote on the matter at the subsidiary's board meeting, such persons must first receive approval from the Company's Board of Directors regarding the matter. This is however provided that the size of a transaction to be entered into by the subsidiary, when compared to the size of the Company (the criteria prescribed in the Notifications of the Capital Market Supervisory Board and of the Board of Governors of the Stock Exchange of Thailand regarding the Acquisition or Disposition of Assets or Connected Transactions, or amended notifications, as the case may be, shall be applied mutatis mutandis), meets the threshold for consideration and approval from the Company's board of directors. These transactions are listed below.

- (7) The subsidiary's agreement to enter into a transaction with a connected person of the Company, or a transaction regarding the acquisition or disposition of the subsidiary's assets, including but not limited to the following:
  - (a) the transfer or waiver of rights and privileges, including the waiver of claims against any person causing damages to the subsidiary;
  - (b) the sale or transfer of the subsidiary's business, in whole or in material part, to another party that is not an affiliate of the Company;
  - (c) the subsidiary's purchase or acceptance of the transfer of the business of another company that is not an affiliate of the Company; or
  - (d) the entering into, or the amendment or termination of a lease agreement of the subsidiary's business, in whole or in material part, including the assignment of another party to manage the subsidiary's business; or the merger of the subsidiary's business with another party that is not an affiliate of the Company with objective of sharing profits and losses.

- (e) Hire-purchase or lease-purchase of all or significant parts of the business or assets of the subsidiary.
  - (8) Borrowing money, lending money, giving credits, giving guarantees, taking a juristic act to bind itself to additional financial obligations, or providing any other financial assistance to another party in a significant amount which is not part of its normal business, except for the loans between the Company and the subsidiary, or between companies within the Company's group.
  - (9) Dissolution of the subsidiary.
  - (10) Other transactions that are not the subsidiary's normal business transactions, and that will significantly affect the Company.
- 3.2 Prior to the subsidiary entering into the following transactions, it must obtain an approval at the Company's shareholders meeting with at least three quarters of the total votes by shareholders present and having the right to vote.
- (1) Amendment of the subsidiary's regulations in matters that may have a significant impact on the subsidiary's financial position and operating results.

For items from 3.2 (2) to 3.2 (6), only when the size of a transaction to be entered into by the subsidiary, when compared to the size of the Company (the criteria of transaction calculation prescribed in applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand shall be applied mutatis mutandis), meets the threshold for consideration and approval from the Company's shareholders meeting.

- (2) In the case where the subsidiary agrees to enter into a transaction with a connected person. (if in accordance with the criteria specified by law) or transactions related to the acquisition or disposal of assets of subsidiaries. This includes but is not limited to the following cases:
  - (a) Transfer or waiver of benefits, including the waiver of claims against those who caused damage to the subsidiary company.
  - (b) Selling or transferring all or important parts of the business of the subsidiary to a person who is not an affiliate of the Company.
  - (c) Entering into, amending or terminating a contract regarding the leasing of all or a significant part of the subsidiary's business, including delegating another person to manage the subsidiary's business or the merger of a subsidiary company with another person who is not an affiliated company of the company with the objective of sharing profits and losses.

- (n) Hire-purchase or lease-purchase of all or significant parts of the business or assets of the subsidiary.
- (3) A capital increase by issuance of the subsidiary's newly issued shares, the allocation of shares, or the reduction of the subsidiary's registered and/or paid-up capital that is not pro rata to the existing shareholding of the shareholders, or any other action that will result in a decrease in the proportion of the Company's shareholding and/or voting rights, direct or indirect, in any tier, of the total votes at the subsidiary's shareholders meeting, to a level lower than that prescribed in the laws applicable to the subsidiary, consequently depriving the Company's power to control the subsidiary.
- (4) Borrowing money, lending money, providing loans and guarantees, and making legal transactions binding the subsidiary to bear additional financial burdens, or providing financial assistance in any other manner to other persons in an amount that is significant and is not the normal business of the subsidiary. Except for loans between the company and its subsidiaries or between subsidiaries within the group of the Company.
- (5) Dissolution of the subsidiary.
- (6) Other transactions that are not the subsidiary's normal business transactions, and that will significantly affect the Company.

#### 4. Disclosure of the subsidiary's information

- 4.1 Directors of subsidiaries must disclose information about their financial status and operating results, connected transactions of subsidiaries, items that may have conflicts of interest, as well as the acquisition or disposal of assets and/or significant items to the Company completely, correctly and within a reasonable time period as determined by the Company. In addition, to consider entering a connected transaction, or the acquisition or disposition of the subsidiary's significant assets, relevant notifications of the Capital Market Supervisory Board and notifications of the Board of Governors of the Stock Exchange of Thailand will apply mutatis mutandis.
- 4.2 Directors and executives of the subsidiary must avoid transactions that may cause a significant conflict of interest with the subsidiary's interest. If such transaction occurs, they have the duty to inform the subsidiary's board of directors, and the Company's board of directors has the duty to inform the Company's board of directors within the period of time determined by the Company so as to support the consideration or approval in which general benefit of the subsidiary and the Company will be taken into consideration.

The directors of the subsidiary shall not take part in approving any matter in which they have interest or conflict of interest, directly and/or indirectly.

The following actions which result in the subsidiary's directors or related parties receiving financial benefits other than those they are normally entitled to, or cause damage to the

subsidiary or the Company, shall be assumed actions significantly cause a conflict of interest with the Company's interest:

- (a) transactions made between the subsidiary and a director or related party which are not in accordance with the criteria of the notifications regarding connected transactions and/or relevant notifications as amended being enforced at the time;
- (b) the use of the information of the Company or subsidiary that comes to knowledge, unless it has been disclosed to the public; or
- (c) the use of the assets or business opportunities of the Company or subsidiary in the same manner as that of the Company, which violates the rules or general practices designated by the Capital Market Supervisory Board.

4.3 The subsidiary's directors must report their business operation plans, business expansion plans, large investment projects that have been approved by the Company, and joint investment with other business operators, to the Company through its monthly performance report, and must give clarification and/or submit documents to support the consideration of those matters at the Company's request, except in the case that such operations are within power of authority without any laws or regulations of the subsidiary requiring approval from the Company.

4.4 The subsidiary's directors must give clarification and/or information or documents relating to its operations to the Company if reasonably requested.

4.5 The subsidiary's directors must give clarification and/or relevant information or documents to the Company, if Company detects any significant issue.

4.6 The directors and executives of the subsidiary must ensure that it has an internal control system, a risk management system and an anti-corruption system that is appropriate, efficient, and circumspect enough to assure that its operations will truly and continuously comply with the Company's policies and Articles of Association; law and notifications regarding the good governance of a listed company, including the relevant notifications, regulations, and rules of the Capital Market Supervisory Board, the Office of Securities and Exchange Commission, and the Stock Exchange of Thailand. They must also ensure that it has a clear work system that can prove that the subsidiary has sufficient information disclosure systems, and a channel for the Company's directors to efficiently follow up on the subsidiary's disclosure of its information regarding the financial position, operating results, connected transactions, the acquisition and disposition of assets, transactions that may cause conflicts of interest, and/or other transactions significant to the subsidiary. In addition, the company must have mechanisms to examine these work systems by allowing the Company's internal auditors and directors to have direct access to data and reporting the results of the examination of these work systems to the Company's directors and executives to ensure that the subsidiary always complies with the arranged work systems.

5. Use of the subsidiary's internal information

No director, executive, officer, employee, worker of, or person designated by the subsidiary, as well as their spouses and minor children, is allowed to use the internal information of the Company or the subsidiary obtained through their performance of duty or otherwise that has or might have significant effects on Parent Company's securities price, for the benefits of themselves or others, directly or indirectly, regardless of whether any return is received.

6. Transactions by a director, an executive, or a related party of the subsidiary

The directors, executives, or related parties of the subsidiary can enter a transaction with it only after the transaction has been approved by the board of directors of the subsidiary and/or the Company, and/or the shareholders meeting of the subsidiary and/or the Company (as the case may be), based on the transaction size calculated (the criteria of transaction calculation as prescribed in the notifications of the Capital Market Supervisory Board, and the Notification of the Board of Governors of the Stock Exchange of Thailand relating to Connected Transactions and/ or amended notifications being enforced at the time shall be applied mutatis mutandis), unless the transaction is a commercial agreement that a reasonable person would enter into with any contract party in general under the same situation, by the exercise of commercial bargaining power without influence from the position of director, executive or related person, as the case may be, and being approved by the Company's board of directors, or in accordance with the principles approved by the Company's board of directors.

Part 2: Supervision and management of subsidiaries that conduct core businesses under the focal company and the size of the said subsidiary is not significant to the Company.

1. Definitions

1.1 “Subsidiary” means a subsidiary company operating core businesses and whose size is not significant to the Company according to the definition and characteristic as specified in the announcement of the Capital Market Supervisory Board together with relevant announcements from the Securities and Exchange Commission.

1.2 “Focal company” means a subsidiary that conducts its main business for which the parent company has a governance mechanism that allows the focal company to control the administration and manage important matters of its subsidiary within the group that conducts its main business adequately and appropriately according to the definition and characteristics specified in the announcement of the Capital Market Supervisory Board together with relevant announcements from the Securities and Exchange Commission.

1. The appointment or nomination of directors in a subsidiary

The provisions of Section 2 of Part 1 shall apply mutatis mutandis. The focal company assigns the Chief Executive Officer and President of the company to appoint or nominate persons to be directors in subsidiaries from the nomination list approved by the Board of Directors, which has been determined by the Board of Directors at least once a year, and report to the Board of Directors of the focal company at least once a year.

2. Matters that need approval or agreement from the focal company's Board of Directors or Board of Directors Meetings before they take effect

The provisions of Section 3 of Part 1 shall apply mutatis mutandis. The subsidiary must receive approval from the focal company's Board of Directors Meeting or the shareholder meeting before taking action on the specified matter. The focal company or the focal company's Board of Directors (As the case may be) may proceed to seek approval from the Company's Board of Directors meeting or the Company's shareholder meeting as deemed necessary or appropriate.

3. Disclosure of the subsidiary's information

The provisions of Section 4 of Part 1 shall apply mutatis mutandis. Subsidiaries must disclose, notify, report, clarify, or submit information (as the case may be) to the focal company or the committee of the focal company (as the case may be) and allow the focal company or the Board of Directors of the focal company (As the case may be) to disclose, inform, report, clarify, or submit information (as the case may be) to the Company as deemed appropriate.

4. Use of the subsidiary's internal information

The provisions of Section 5 of Part 1 shall apply.

5. Transactions by a director, an executive, or a related party of the subsidiary

The provisions of Section 6 of Part 1 shall apply mutatis mutandis. The subsidiary must receive approval from the focal company's Board of Directors Meeting or the shareholder meeting before taking action on the specified matter. The focal company or the focal company's Board of Directors (As the case may be) may proceed to seek approval from the Company's Board of Directors meeting or the Company's shareholder meeting as deemed necessary or appropriate.

It has considered and agreed that the supervision mechanism specified in Part 2 allows the central company to control the management and manage important matters of the subsidiaries conducting main business under the focal company sufficiently and appropriately. The company will establish measures in place to consider the adequacy and appropriateness of the said mechanism annually.

This policy shall be effective from June 9, 2023.

Policy on the Appointment of Directors of Subsidiaries/ Associate Operating Core Businesses

SCG Decor Public Company Limited

The Board of Directors' Meeting No. 201 (1/2023) on January 25, 2023, agreed to approve the Policy on the Appointment of directors of the Subsidiaries and Associates Operating Core Businesses for the first time. Later, a resolution was passed in the Board of Directors' Meeting No. 1/2023 on June 9, 2023, certifying the continued use of the policy after the conversion to a public limited company.

SCG Decor Public Company Limited ("Company") has established a framework and mechanism for overseeing the appointment and transfer of individuals who will represent the Company as directors in its subsidiaries and associates operating core businesses according to the objectives of the Policy on Supervisory of the Subsidiaries and Associates Operating Core Businesses. The meeting of the Board of Directors has therefore established a Policy for the Appointment of Directors to the Subsidiaries and Associates Operating Core Businesses, taking into account the type and size of the business, the complexity of the business, the appropriate number of companies, and the sufficient time to perform the duties of the appointed person to be able to perform the duties of the committee effectively. The details are as follows:

1. Definitions

- 1.1 "Subsidiary operating core businesses" or "operating subsidiary" means a specific subsidiary that is (a) a focal company, (b) a subsidiary that is not under the focal company, and (c) a subsidiary that is under a focal company but whose size is significant (if any) according to the definition and characteristics specified in the announcement of the Capital Market Supervisory Board together with relevant announcements from the Securities and Exchange Commission.
- 1.2 "Focal company" means a subsidiary that conducts its main business for which the parent company has a governance mechanism that allows the focal company to control the administration and manage important matters of its subsidiary within the group that conducts its main business adequately and appropriately according to the definition and characteristics specified in the announcement of the Capital Market Supervisory Board together with relevant announcements from the Securities and Exchange Commission.
- 1.3 "Subsidiary that is not under the focal company" means a subsidiary that conduct a core business but is not within the group of the focal company and is not under the supervision of the focal company.
- 1.4 "Subsidiary which is under the focal company but whose size is significant" means a subsidiary which conducts a core business which is under a focal company but whose size is significant to the Company.
- 1.5 "Associated company operating core businesses" means an associated company that conducts its main business according to the definition specified in the announcement of the Capital Market Supervisory Board together with relevant announcements from the Securities and Exchange Commission.
- 1.6 "Other subsidiaries or other associated companies" means subsidiaries or associated companies that don't conduct a core business.

2. Principles

The appointment of Directors to the subsidiaries and associated companies operating core businesses to oversee and manage its operation is a key governance mechanism that ensures the subsidiaries and associated companies operating the main business comply with the Company's policy guidelines, goals, vision, medium-term business plan, and strategic growth plans efficiently. As such, the Board of Directors approved the formulation of policy for the appointment of Directors to the subsidiaries and associated companies operating core businesses.

3. Policy for the appointment of directors to the subsidiaries and associated companies operating core businesses

The appointment of Directors to the subsidiaries and associated companies operating core businesses should be carried out with due consideration to ensure that the appointed person is qualified and knowledgeable and possesses work ethics, a sense of responsibility, and leadership qualities, all of which will enable them to effectively manage the subsidiaries and associated companies operating core businesses, create long-term returns and added value for shareholders, inspire confidence in all stakeholders, promote proper auditing and the system of checks and balances in the subsidiary, as well as support the sustainable implementation of the company's policies.

4. The authority to appoint directors to the subsidiaries and associated companies operating core businesses

The Board of Directors will consider and determine the nomination and appointment as directors in subsidiaries and associated companies operating core businesses at least once a year and has assigned the Chief Executive Officer and President to appoint and transfer the company's representative to the Board or an executive position in a subsidiary as deemed appropriate, considering from the nomination list approved by the Company's Board of Directors in accordance with the framework in the policy for The appointment or nomination of directors and executives in a subsidiary or an associated company operating core businesses. Furthermore, The Chief Executive Officer and President shall report to the Board of Directors at least once a year.

For subsidiaries which is under the focal company but whose size is significant, the focal company shall the Chief Executive Officer and President of the Company to appoint and transfer the company's representative to the Board or an executive position in a subsidiary as deemed appropriate, considering from the nomination list approved by the Company's Board of Directors. Such an appointment or transfer shall be in compliance with relevant conceptual frameworks and the aforementioned policy as well as related laws in each country and shall be reported to the Board of Directors of the focal company at least once a year. In the case of Subsidiary or associated company that is not under the focal company, the Chief Executive Officer and President of the company will be responsible for appointing and transferring individuals who will represent the company as directors as deemed appropriate and in compliance with related laws in each country and reporting to the Board of Directors.

5. Qualifications of the persons appointed as directors in subsidiaries and associated companies operating core

businesses

- (1) The person must have all required qualifications, and must have no forbidden characteristics, as prescribed in relevant laws or provisions;
  - (2) the person must have knowledge, ability, and experience beneficial for business operations and suitable for the performance of his or her duty;
  - (3) the person must have leadership, and must be able to offer extensive viewpoints and ideas that are necessary to drive and fulfill the objectives of that subsidiary or associated company operating core businesses;
  - (4) the person must make appropriate decisions, in accordance with the Company's Corporate Governance and Code of Conduct.
6. Selection of persons to be appointed as directors in subsidiaries and associated companies operating core businesses

In the selection of persons to be appointed as directors in subsidiaries and associated companies operating core businesses, the Board of Directors must take into account the size and complexity of the business and appoint directors in proportion to the Company's shareholding in that subsidiary. In addition, the Board of Directors must take into account the diversity of qualification suitability and consider the balances in the decisions of each company, according to the following criteria:

- (1) Subsidiaries and associated companies operating core businesses that are holding companies with total assets worth more than 5,000 million baht  
  
The Company's Chief Executive Officer and President and Chief Financial Officer are assigned as directors and select the Company's senior executives as directors. It is also possible to appoint executives at Management 3 level and above as directors if deemed appropriate.
- (2) Subsidiaries and associated companies operating core businesses that are holding companies with total assets worth no more than 5,000 million baht  
  
The Company's Chief Executive Officer, President and Chief Financial Officer are assigned as directors and may select the Company's senior executives and executives at Management 2 level and above as directors as deemed appropriate.
- (3) Subsidiaries and associated companies operating core businesses that are operating companies with total assets worth more than 5,000 million baht  
  
The Company's Chief Executive Officer, President and Chief Financial Officer are assigned as directors and select the Company's senior executives as directors. It is also possible to appoint executives at Management 3 level and above as directors if deemed appropriate.
- (4) Subsidiaries and associated companies operating core businesses that are operating companies with total assets worth 1,000 - 5,000 million baht  
  
The Company's Chief Executive Officer, President and Chief Financial Officer are assigned as directors and select the Company's senior executives as directors. It is also possible to appoint executives at Management 2 level. and above as directors if deemed appropriate.
- (5) Subsidiaries and associated companies operating core businesses that are operating companies with total assets worth no more than 1,000 million baht

Relevant senior executives of the company and relevant executives at Management 1 level and above are appointed as directors.

Nevertheless, in addition to considering the above criteria, it is necessary to consider the characteristics or other conditions of each subsidiary and associated company operating core businesses, such as:

- (1) Companies listed on stock exchanges both domestically and abroad.
- (2) Subsidiary and associated company operating core businesses are subject to the requirements for the number or proportion of directors according to the joint venture agreement between shareholders.
- (3) Compliance with the laws or regulations of the country in which subsidiary and associated company operating core businesses are operating or are established, such as the Direct Selling and Direct Marketing Act of Thailand, or conditions and requirements to receive benefits from the state or other government agencies or other agencies of the country in which subsidiary and associated company operating core businesses must comply (such as receiving research funding).
- (4) Subsidiary and associated company operating core businesses that require personnel with knowledge and expertise in specific areas, such as digital or retail trade, online trading, Start-ups, or inventing, researching, or testing research that is still unclear or is in the trial phase (R&D).
- (5) Non-active companies that are waiting for restructuring or waiting for any appropriate action.

If the case falls into at least one of the (1) - (5) above, as the case may be, individuals can be appointed as directors of subsidiary and associated company operating core businesses that differs from the core requirements to the extent necessary and appropriate for each company. The selection of individuals with specific characteristics or conditions mentioned above will be carried out individually and proceeded according to the authority or approval from the Chief Executive Officer and President of the Company in the case of other subsidiaries or other associated companies.

7. The roles and responsibilities of the persons appointed as directors or executives in subsidiaries and associated companies operating core businesses

- (1) Ensuring that the subsidiary complies with relevant laws, regulations, and Articles of Association; has a good management system; and adheres to the Company's corporate governance principle, code of conduct, anti-corruption policy, as well as other policies of the company and those that are in alignment with the policies of the company.
- (2) Providing guidance to ensure that the direction of the subsidiary's strategies, policies, and business plans is consistent with that of the company and promoting the adoption of innovation and technology to enhance the competitiveness of the subsidiary and associated company operating core businesses.
- (3) Reporting the operating results and performance of the subsidiary to the Company with accuracy, completeness, and timeliness, especially material items that may affect the financial status and the operating results of the subsidiaries as well as any transactions other than those arising in the ordinary course of business that may significantly affect the subsidiary.
- (4) Overseeing the business operation of the subsidiary and associated company operating core businesses to ensure efficiency and appropriately managing returns on investment in the subsidiary and associated company operating core businesses.

This policy shall be effective from June 9, 2023.

## Risk Management Policy

SCG Decor Public Company Limited

The Board of Directors Meeting of SCG Decor Public Company Limited (“the Company”) No. 200 (4/2022) held on December 1, 2022, resolved to approve the first Risk Management Policy, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Policy upon the conversion of the Company into a public limited company.

### Definition

“SCG Decor” refers to SCG Decor Public Company Limited and its subsidiaries based on the consolidated financial statements.

SCG Decor Public Company Limited (“the Company”) gives priority to good corporate governance as it is important for driving growth of the organization and stability of the business as well as producing strong financial status and suitable returns to shareholders. Business competition faced by the Company and its subsidiaries (hereby called “SCG Decor”) currently has been changed endlessly no matter from external or internal factors which may affect capability to achieve goals and key missions of SCG Decor. The Board of Directors meeting therefore approves the Risk Management Policy to assure that the Company implements the enterprise risk management system effectively and efficiently.

### Definition of Risk and Risk Management

“Risks” mean probabilities/ uncertain situations or factors causing failure to plan or current operation to achieve their goals/ expected targets and resulting in negative impact to SCG Decor either financial impact or impact to reputation of SCG Decor.

“Risk management” means the process conducted by the board of directors, executives, and all personnel in SCG Decor to assist strategy formulation and operation by designing the risk management process that could indicate possible situations and their impact to SCG Decor and manage their risks to be within an acceptable level to reasonably assure that the goals set by SCG Decor will be achieved.

### Objectives of Risk Management

Introduce risk management system at international standard and integrate it to organization-wide system as a part of decision-making on strategy formulation, business planning and operation of SCG Decor.

Define measures and guidance of risk management to mitigate risks to remain at an acceptable level by considering effective measures to reduce possibility and/or impact from possible risks and contribute to the achievement of defined goals of the organization at both the Company's and division's levels.

Identify risk or unexpected crisis and mitigate loss or damage to SCG Decor appropriately and timely.

Inform the Risk Management Committee and the Audit Committee with the information on key risks, trends and overall risks as well as oversee the risks effectively and efficiently.

Delegate all units in the organization to define, evaluate, establish risk management operational plan and manage key risks consistently including when there is any case, activity, process and/ or significant project or material change in SCG Decor by considering risk appetite and practicability at appropriate cost.

Communicate and train in risk management to employees consistently. Improve their common understanding and focus as risk owners to manage the risks across multiple functions jointly.

Separate risk management functions from business units which are risk taking functions to comply with good corporate governance principle and for check and balance. Moreover, to manage risks effectively, the Company establishes the Risk Management Committee assigned by the Audit and Risk Management Committee to review and monitor risk profile and manage risks appropriately and timely.

#### Risk Management Framework

SCG Decor establishes its enterprise risk management framework in alignment with international standards which includes the following contexts: Strategy Formulation

SCG Decor defines the objectives and risk appetite in managing risks clearly so that overall risk management is exercised on an enterprise-wide basis.

#### Structure and Accountability in Risk Management

The organizational structure of risk management of SCG Decor is illustrated below:



#### The Board of Directors and the Audit and Risk Management Committee

The Audit and Risk Management Committee, on behalf of the Board of Directors, establishes risk management policies, strategies, risk management framework, and oversees the risk management process of the Risk Management Committee. The Committee reviews risk and Enterprise Risk Management Network, process, monitoring, governance, operations, information technology, and safety of information and network system effectively according to the international standards, as detailed in the Audit and Risk Management Committee Charter.

#### The Audit Office

The Office evaluates risk management systems and encourages companies in SCG Decor to manage risks following international standards, indicate important risks and managed risks effectively. Establishes appropriate indicators including setting warning signs, and checking the correctness and effectiveness of work processes, risk management, monitoring, governance, and security of information and communication network systems to be up to international standards

#### SCG Decor's Risk Management Committee

The Risk Management Committee has the following core responsibilities:

- (1) Determine risk management structure and assign accountabilities for risk management;
- (2) Consider and determine risk management strategies, framework, and plans to request approval from the Audit and Risk Management Committee;
- (3) Review the risk profile and track the risk management practices of the entire organization regularly;
- (4) Report risk management results to the organization's Audit and Risk Management Committee on a quarterly basis.

#### Risk Management Process

SCG Decor's risk management framework is applied in three primary areas: strategic risk management (Medium to Long Term), investment project risk management, and operational risk management (Short to Medium Term). The risk management process comprises as follows:

- (1) Risk/opportunity identification;
- (2) Risk assessment;
- (3) Risk response, including defining the key risk indicators, which are the leading indicators, in order to anticipate risk events and to manage risk levels to be in line with the targets.
- (4) Risk reporting to the Risk Management Committee before presenting a report to the Audit and Risk Management Committee on a quarterly basis.

The risk management of the following issues shall be assessed.

- (1) Environmental and Social Risk
- (2) Governance and Compliance Risk
- (3) Reputation and IP Risk
- (4) Hazard Risk
- (5) Input Risk
- (6) Process Risk
- (7) Financial Risk
- (8) Business Risk

#### Building a Corporate Risk Culture

SCG Decor recognizes that risk culture is a critical component of risk management. SCG Decor has, therefore, set measures as follows:

- assigned top executives to communicate the significance of risk management (tone at the top) and be role models in risk management. This includes establishing practical guidelines on the common risk language, risk appetite, common risk assessment systems;
- assigned and accountability of each risk owner;
- encouraged each company in SCG Decor to include risk management as part of the agenda in major meetings;
- designated risk management as a component of training and development programs for employees;
- encouraged experience sharing across departments and companies in SCG Decor to continually communicate the benefits of risk management.

This Policy shall be effective from June 9, 2023.

## Tax Policy

### SCG Decor Public Company Limited

The Board of Directors Meeting of SCG Decor Public Company Limited (“the Company”) No. 200 (4/2022) held on December 1, 2022, resolved to approve the first Tax Policy, and the Board Meeting No. 1/2023 held on June 9, 2023, subsequently endorsed the continuous enforcement of the Policy upon the conversion of the Company into a public limited company.

#### Definition

“SCG Decor” refers to SCG Decor Public Company Limited and its subsidiaries based on the consolidated financial statements.

SCG Decor Public Company Limited (“the Company”) has approved the Tax Policy. Philosophy of SCG Decor Public Company Limited and its affiliates (hereby called “SCG Decor”) is to conduct business with fairness, adhering to social and stakeholder's responsibility, all in accordance with its corporate governance policy and code of conduct. With respect to tax policy, SCG Decor ensures that its business is operated with transparency, fairness and fully comply with laws and regulations in all countries where SCG Decor operates, as follows:

1. SCG Decor shall conduct its business and manage tax in conformity with commercial substance, transparency and verifiable.
2. SCG Decor shall comply with both spirit and the letter of relevant tax laws and regulations of Thailand and the countries where SCG Decor operates including filing tax payment in timely manner and fully cooperating with the government tax authorities.
3. SCG Decor may have business transactions in or with countries having lower tax rate to the extent necessary. Such transaction shall be implemented with accuracy, transparency, verifiable and fully comply in all respects with applicable laws. SCG Decor shall not engage in business setting up activities in tax haven for illegal tax avoidance.
4. SCG Decor shall openly and transparently comply with transfer pricing laws of Thailand and countries where SCG Decor operates and fully comply with arm's length principles.

This Policy shall be effective from June 9, 2023.

## Intellectual Property Policy

SCG Decor Public Company Limited

Proceeding from the Board of Direction's resolution to approve the intellectual property policy for the first time at the Board of Directors' 200th meeting (4/2022) on December 1, 2022, the Board endorses the use of continuous policy on June 9, 2023, on the condition that the policy will only be implemented once the company has converted into a public limited company.

SCG Decor Public Company Limited ("the Company") acknowledged the importance of intellectual properties which is the tool for creating technological advancements. The Company considers intellectual properties to be valuable assets in which the employees must protect and prevent from being used or published without permission. The Company believes in respect and compliance of others' intellectual property policies. The Board deemed appropriate to set its own intellectual property policy as a guideline for employees to abide by.

### 1. Definitions

1.1 Intellectual property includes: patents, petty patents, copyrights, trademarks, trade secrets, knowledge, integrated circuit diagrams, geological indications, and any rights or information related to the mentioned items.

1.2 SCG Decor refers to SCG Decor Public Company Limited and its subsidiaries according to the consolidated financial statements.

1.3 Employee refers to permanent employees under employment contract, probationary employees, as well as employees under special employment contract, who are affiliated with SCG Decor in any country in which business is conducted.

1.4 Business stakeholder refers to a person, a group of people, or any legal entity that has a business relationship with SCG Decor whether it is the government, government entities, state enterprises, or private sector organizations.

### 2. Purpose

2.1 Ensuring that SCG Decor employees and organizations are informed of the policy and work process relating to intellectual properties and act accordingly.

2.2 Ensuring that the stakeholders are informed of the policy and work process relating to intellectual properties. SCG Decor hopes that the stakeholders would use SCG Decor's policy as a guide in their own business operations.

### 3. Policy scope

This policy is applied to all SCG Decor employees and organizations.

#### 4. Basic principles

SCG Decor's Intellectual Property Policy must be on the basis of the following basic principles:

4.1 SCG Decor adheres to the laws and the Principles of Corporate Governance in intellectual property management.

4.2 SCG Decors encourages technological inventions and the sustainable use of innovations.

4.3 SCG Decor uses a reward system to promote employees' participation in creating intellectual properties.

#### 5. Organizational structures

SCG Decor has appointed an organization to manage intellectual properties and the related laws, to promote intellectual property management.

#### 6. Raising awareness of intellectual properties

6.1 SCG Decor encourages educating employees on intellectual properties.

6.2 SCG Decor employees must be knowledgeable about intellectual properties in order to create understanding and to put into practice efficiently.

#### 7. Intellectual properties and innovations

7.1 SCG Decor employees must respect other's ownership of intellectual property.

7.2 SCG Decor values using intellectual properties as a tool for innovating.

7.3 SCG Decor holds the ownership of intellectual properties — whether legally protected or not invented by the Company's employees, as listed below:

- (1) Inventions under a contract or an employment contract with the purpose of making inventions, unless the contract states otherwise.

- (2) Inventions made by methods, statistics, or reports of which the employees may use or come to knowledge of, due being under an employment contract — whether or not the contract is related to making inventions.

7.4 SCG Decor remunerates employees to promote innovation and to create fairness according to the law and regulations.

## 8. Intellectual property protection

8.1 SCG Decor arranges proper protection for intellectual properties.

8.2 SCG Decor employees must cooperate and support in maintaining the rights and requesting for rights protection of SCG Decor.

8.3 SCG Decor employees must understand and act accordingly to the process of protection trade secrets and related policies.

8.4 SCG Decor employees are responsible for exhibiting law protected rights according to the types of intellectual property on the works, products, services, logos, and advertisements.

## 9. Utilization of intellectual property

9.1 SCG Decor encourages proper utilization of intellectual properties according to business circumstances.

9.2 SCG Decor arranges for an evaluation of intellectual properties' values for the advantage of licensing or transferring rights to individuals or agencies, both those that are affiliated with SCG Decor and those that are not.

9.3 SCG Decor establishes guidelines and procedures relating to approval in exercising the rights of transferring, purchasing, or sale of intellectual property rights, including commercial use in other forms for the benefit of intellectual property management, as to be consistent with business strategies, research, and business planning.

## 10. Intellectual property tracking and audit, and law enforcement

10.1 SCG Decor has established a tracking and audit process of intellectual properties and services in order to take appropriate action to prevent any damage to business and reputation of SCG Decor and any other party.

10.2 SCG Decor will take appropriate action according to law if violations or actions that may lead to infringement of intellectual properties were found.

10.3 SCG Decor employees are to cooperate and support the tracking and audit process of intellectual properties and services according to item 10.1.

#### 11. Cooperation between SCG Decor and stakeholders

Employees are required to consider matters of intellectual properties related to contracts and agreements according to each type. Examples of contracts or agreements on intellectual property that might be stated in contracts or agreements, such as confidentiality, appropriate information disclosure, ownership of intellectual property, as well as exercising intellectual property rights and benefit sharing.

This policy is effective from June 9, 2023 onwards

## Policy on Human Resources Management

### SCG Decor Public Company Limited

The Board of Directors' Meeting No. 200 (4/2022) on December 1, 2022, agreed to approve the Policy on Human Resources Management for the first time. Later, a resolution was passed in the Board of Directors' Meeting No. 1/2023 on June 9, 2023, certifying the continued use of the policy after the conversion to a public limited company.

The company recognizes the importance of human resources as the most valuable force to drive the business forward. Therefore, a policy is established to manage personnel with a moral system and confidence in the value of people. The goal is to provide the organization with appropriate human resources, both in number and skills to deal with rapidly changing business situations in a timely manner. The policy for personnel management is as follows:

#### 1. Recruiting and caring for diverse employees, good and talented personnel

- The Company provides opportunities, promotes and attracts diversity of personnel, including race, religion, gender, age, generation, culture, attitude, values held, knowledge, abilities, skills, experience, and characteristics required in the job to enter the selection process, and recruits human resources fairly based on competency based principles and diverse talents as the main factors in selection.
- The Company uses a committee system to interview and select employees, which consists of people with knowledge and experience from various lines of work. For those who pass the selection process, the Company will consider providing appropriate compensation, benefits, and welfare.

#### 2. Fair compensation and welfare management

The company adheres to the principles of fairness in managing employees' wages and compensation both in the short and long term. Therefore, the policy was established to consider internal fairness based on the duties, responsibilities and abilities of individual employees and external fairness from the comparison with other companies in the same industry to increase equal opportunities in life and improve the quality of life for employees and their families.

#### 3. Performance management for excellence

The company has implemented a performance management system to drive the organization. It is a system that connects business core metrics with the missions of each department and each individual's KPI. The Company also supports collaboration for employees in various departments to work in harmony with the company's goals and help drive the organization forward.

4. Employee development

Employees at all levels are encouraged to continuously learn and develop themselves, both in terms of knowledge and skills in the current job, to prepare for new job opportunities that will be assigned in the future along with the development of management and leadership by linking job duties with competency in the work performed, as well as methods and development plans that will help work achieve goals towards a guideline for developing employees in all dimensions in a 70 : 20 : 10 format.

5. Succession planning to drive the business

The Company focuses on developing knowledge, skills, and creating a variety of experiences for key talents who have been selected based on their abilities and performance. Systematic development plans are in place. Employees will rotate to work in departments that help drive business strategy, as well as participating in important projects to prepare to become a senior executive in the future. The Company has arranged a succession plan for strategic positions to ensure that there will be employees with ability and potential ready to hold management positions and important positions continuously and ready to support positions arising from the new direction of the business.

6. Development of human resource management systems in other areas

The company has guidelines to enhance good quality of life at work including communicating information and news as well as being open to listening to employees' opinions on the organization in various aspects by conducting employee engagement survey. Concepts, methods and tools that are in line with world-leading companies are implemented to analyze employee commitment to the organization and later take the results into consideration to improve the human resource management system and develop the organization to be comparable to international standards. In addition, the company continues to encourage employees to participate in the company's activities and be socially responsible.

This policy shall be effective from June 9, 2023.

## Corporate governance Policy

### SCG Decor Public Company Limited

The Board of Directors participating in the 200th meeting (4/2022) on December 1, 2022, approved the corporate governance policy for the first time. Later, at the 1st meeting of the Board of Directors in 2023 on June 9, 2023, it was resolved to endorse the continuous use of the policy when the company is converted to a public limited company.

#### Definition

SCG Decor means "SCG Decor Company Limited (Public)" and its subsidiaries as consolidated financial statements.

SCG Decor recognizes the importance of human resources as the most valuable asset in driving business. Therefore, it has a policy to manage human resources with ethics and confidence in the value of people. Additionally, it aims to ensure that the organization has suitable human resources, both in terms of quantity and skills, to cope with rapidly changing business situations. The policies for managing human resources are as follows:

#### 1. Recruitment and care for employees with diversity, goodness, and abilities:

- SCG Decor opens opportunities, promotes, and attracts diverse personnel from various backgrounds such as ethnicity, religion, gender, age, generation, culture, attitudes, values, knowledge, skills, experience, and necessary job characteristics into the fair and ethical selection and recruitment processes. The selection process adheres to competency-based principles, with diverse talents among the employee group being a key factor in the selection.
- SCG Decor utilizes a committee system for interviewing and selecting employees, comprising individuals with knowledge and experience from various fields. For those who pass the selection process, SCG Decor considers providing appropriate compensation, benefits, and welfare.

#### 2. Managing Compensation and Benefits Fairly

SCG Decor upholds the principle of fairness in managing employee wages and compensation, both in the short and long term. Therefore, policies are established to consider internal fairness based on individual responsibilities and capabilities of employees. External fairness is also assessed through benchmarking against companies in the same industry to enhance equal opportunities for livelihood and improve the quality of life for employees and their families.

#### 3. Performance Excellence Management

SCG Decor has implemented a Performance Management System to drive the organization, which is a system that links core business metrics, the missions of each department, and individual Key Performance Indicators (KPIs). Additionally, it emphasizes behaviours that support collaboration to ensure that employees from diverse units work together towards SCG Decor's goals and contribute to advancing the organization.

#### 4. Employee Development

Employees at all levels are encouraged to continuously learn and develop themselves, both in terms of current job knowledge and skills, and to prepare themselves for future opportunities. This includes development in

management skills and leadership qualities, aligning job roles with competencies in practice. There are also methods and development plans in place to help achieve goals and guide employee development comprehensively in a 70:20:10 format.

5. Succession Planning for Business Advancement

SCG Decor focuses on developing knowledge, skills, and diverse experiences for high-potential employees (Key Talent) selected based on abilities and job performance. A systematic development plan is in place where employees rotate through units that drive business strategies and participate in significant projects to prepare for future high-level managerial positions. Simultaneously, SCG Decor conducts succession planning for strategic positions to ensure a continuous pipeline of capable and qualified employees ready to assume managerial and critical roles. This proactive approach ensures SCG Decor is prepared to support new business directions effectively.

6. Development of Human Resource Management Systems in Other Areas

SCG Decor has a direction to care for and enhance the quality of life in the workplace, including communication of information and news, along with open channels for employees to provide feedback through Employee Engagement Surveys. These surveys utilize concepts, methods, and tools aligned with leading global companies to analyze employee engagement with the organization. The results are then used to consider adjustments and improvements to the human resource management system to develop the organization to international standards. Additionally, SCG Decor continues to promote and support employee involvement in company activities and social responsibility initiatives.

This policy shall be effective and enforced starting from June 9, 2023, onwards.

## Investor Relations Code of conduct

### SCG Decor Public Company Limited

Proceeding from the Board of Direction's resolution to approve Code of Conduct in Investor Relations for the first time at the Board of Directors' 200th meeting (4/2022) on December 1, 2022, the Board endorses the use of continuous Code of Conduct on June 9, 2023, on the condition that the Code will only be implemented once the company has converted into a public limited company.

#### Definition

SCG Decor refers to SCG Decor Public Company Limited and its subsidiaries according to the consolidated financial statements.

The Board of Directors has resolved to approve the establishment of Code of Conduct in Investor Relations as a guide for Investor Relations to appropriately perform their duties, on the basis of basic principles of important information disclosure, protecting internal information, and treating every stakeholder groups fairly. As well as performing duties with honesty that is in line with the Principles of Corporate Governance, which in turn, will increase the Company value and build confidence among shareholders, investors, the public, and every stakeholder.

Code of Conduct in Investor Relations consists of 4 principles as follow:

1. Disclosure of important information necessary for making investment decisions in an accurate, sufficient, and timely manner.
2. Maintaining and protecting internal information.
3. Disclosure of information with equality and fairness.
4. Performing duties with honesty in the profession.

#### 1. Disclosure of important information necessary for making investment decisions in an accurate, sufficient, and timely manner.

1.1 Disclose important information necessary for making investment decisions in an accurate, sufficient, and timely manner. The disclosure of information must be in accordance with the criteria of relevant organizations such as the Securities and Exchange Commission, and the Stock Exchange of Thailand ("Stock Exchange")

1.2 Exhibit good judgment in giving information carefully. However, trade secrets or information that may cause the Company or its subsidiaries to lose their efficiency in business competition must be kept secret.

1.3 Regularly disclose information with clarity, and with care as to not cause any misunderstanding or misinterpretation. Provide both positive and negative facts. Ensure that there is sufficient detail for clarity. Be always mindful that the disclosure of a complete set of data will help those who receive the information estimate the Company's current and future performance as accurately as possible.

1.4 In the case of rumors, leaks, misunderstandings of stakeholders, or receiving any information related to the company or its subsidiaries that may cause a significant impact on the interests of the Security Holders, investment decisions, or the value of the Company's securities, disclose information to the public within a reasonable time period as stated in the requirements of the Stock Exchange and related organizations.

1.5 Do not disclose inaccurate information or information that is an estimate or a prediction, whether verbally or in written form, before the information is disclosed to the public to encourage the purchase of the Company's shares.

1.6 Do not provide negative or slanderous information to competing companies or any stakeholder of the Company.

1.7 Establish channels for information disclosure or information sources in order to ensure that the information users are equally informed.

## 2. Maintaining and protecting internal information.

2.1 Do not use important internal information that has not been disclosed to the public for one's benefits. Do not disclose such information to other parties until the information has been disclosed to the public following related regulations.

2.2 Follow laws, regulations, or the Company policies in properly maintaining internal information. Information that is impactful to operation performances should be disclosed via the Stock Exchange's channels before any investor groups.

2.3 Designate a Quiet Period – a time period of at least 2 weeks before disclosing financial statements – to refrain from giving information or answering questions relating to operation performance in the near future to analysts and investors.

## 3. Disclosure of information with equality and fairness.

3.1 Organize activities for several stakeholder groups as opportune to allow every party to have equal access to information, without putting any party in a disadvantageous position in investment opportunities.

3.2 Establish channels in which stakeholders can contact and ask questions in order to prevent favoritism towards a certain party.

3.3 Promptly to the public the information presented in group meetings such as Roadshow Presentations and Analyst Presentations on the Company's website and through the channels of the Stock Exchange of Thailand.

3.4 Follow these guidelines on the treatment for different group of stakeholders:

### (1) Treatment towards investors

- Treat every investor equally, whether a major investor or a small investor.
- Provide individual investors with access to the same levels of information as analysts and institutional investors.
- Accept meeting appointments (One-on-One Meeting) with no favoritism towards institutional investors or investor groups.

(2) Treatment towards analysts

- Invite and provide equal opportunities for analysts from all securities companies to attend analyst meetings.
- Do not provide compensation or gifts to analysts to cajole them to write reviews for the Company and/or to write only positive reviews.
- Respect the work and opinions of analysts. However, the Company is able to correct information, in cases where the data used or provided is incorrect.

(3) Treatment towards the media

- Provide equal opportunities for the media to receive accurate, clear, and relevant information.
- Do not disclose information that is about to be disclosed to the public to any particular media before others.
- Do not give compensation or gifts to the media in order to cajole the media into writing articles or news for the Company in a way that creates false news.

(4) Treatment towards government organizations

- Cooperate in providing necessary and appropriate information to government organizations as requested.
- Do not give gifts to government officials of government organizations in exchange for any special assistance.

(5) Treatment towards individuals within the organization

- Organize activities for company executives to meet with groups of stakeholders as opportune.
- Report to the Board of Directors and executives of information that will help create added value for the organization, such as the results of investor relations activities, opinions from analysts and investors, as well as information on movements in the capital market etc.
- Inform the employees in the organization of this Code of Conduct so that they can apply the same Code of Conduct with investor relations.

(6) Treatment towards other stakeholders

- Disclose information to other stakeholders in an accurate, sufficient, fairly, and timely manner. In the event that it is necessary to disclose information for business operations, one must act with caution under conditions of confidentiality.

4. Performing duties with professional honesty

4.1 Do not express favoritism that is based on personal motives and benefits.

4.2 Avoid any action that is contrary to the interests of the Company and its subsidiaries, such as using properties or information of the Company or its subsidiaries for personal gain.

4.3 Do not seek personal benefits from relationships and information gained from conducting investor relations duties.

4.4 Follow the Company's established policies and Code of Conduct, and immediately report to the supervisor if there is a violation of the Code of Conduct in Investor Relations.

This Code of Conduct is effective from June 9, 2023 onwards

## SCG Decor Code of Conduct

### SCG Decor Public Company Limited

#### Introductions

What is SCG Decor Code of Conduct?

SCG Decor Code of Conduct is good business practices on the basis of SCG Decor ideology for all SCG Decor employees to adhere to and use it as a guideline for working properly. It is considered part of the employee regulations.

Who needs to adhere to SCG Decor Code of Conduct?

Directors, executives, and SCG Decor employees

Anyone affiliated with SCG Decor must follow the principles and guidelines established in SCG Decor Code of Conduct, following the company who will conduct themselves in a way that will create good examples.

What must you do with SCG Decor Code of Conduct?

1. Understand the principles and guidelines established in SCG Decor Code of Conduct, especially the items related to your roles and responsibilities.
2. Consult with your supervisor or inquire in the SCG Decor Code of Conduct consultation system when you are not sure whether what you are doing adheres to the SCG Decor Code of Conduct or not.
3. Inform your co-workers or related parties the business practices of SCG Decor employees according to the SCG Decor Code of Conduct.
4. Report when you discover actions which do not abide by SCG Decor Code of Conduct through the channels established by SCG Decor and cooperate in the investigation process.

What are the consequences of failing to comply with SCG Decor Code of Conduct?

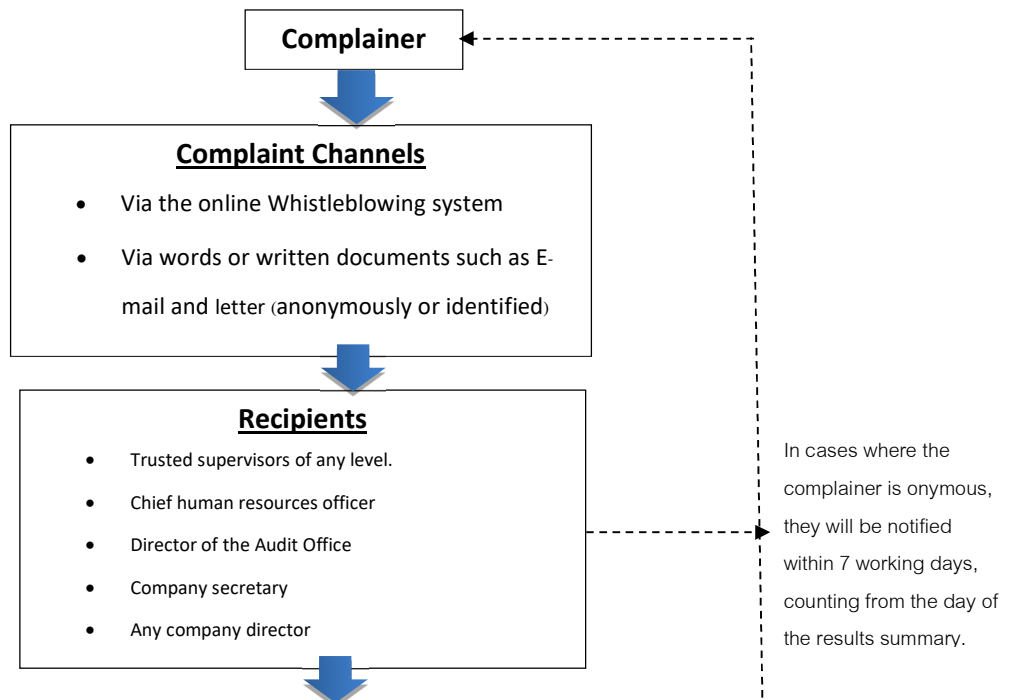
- Failure to comply with the principles and guidelines established in the SCG Decor Code of Conduct may result in disciplinary or legal offenses on a case-by-case basis, and may be subjected to punishment according to the criteria.
- In addition to not complying with SCG Decor Code of Conduct, encouraging others to violate the SCG Decor Code of Conduct, being negligent when witnessing actions noncompliant with the SCG Decor Code of Conduct, obstructing the investigation process, and improper treatment of the witnesses are considered an noncompliance with the SCG Decor Code of Conduct as well.

What you should do when having discovered actions noncompliant to SCG Decor Code of Conduct?

SCG Decor has a Whistleblowing System which is in accordance with international principles. In case you have discovered an action or a person who has suffered damage related to corruption, infringement of laws and regulations, as well as company regulations and SCG Decor Code of Conduct, you can provide information about such actions by doing the following:

- Report to a complaint recipient via designated complaint channels. The complaint must not be of false information or harassment, which SCG Decor considers to be a violation of discipline according to personnel management regulations.
- SCG Decor has a process for handling complaints and offers protection for the whistleblowe

#### Procedure when receiving complaints



#### Duties of the Company or Audit Office

##### Facts gathering must be kept confidential\*

- Complaint recipient or assign others to gather facts
- In theory, one must believe that the complainer is honest.

\* Analyzing and summarizing of basic information takes approximately 30-60 days (depending on the complexity of information gathering)

##### Set up an official fact investigation team

(The facts tend to violate discipline/ethics. It is necessary to set up an investigation team to gather information and evidence from various agencies or external agencies and summarize results/suggest

##### Set up an official investigation committee

(The complaint is a case of corruption and summarize results/suggest punishment)

##### Consideration of punishment approval

The SCG Decor Personnel Committee handles management-level employees.  
For other level employees, the reviewers are as specified in the company's operating authority.  
(According to the conclusions of investigation team or investigation committee)

##### **Report as deemed appropriate**

Company Management Committee, Business Group Management Committee, Audit and Risk Management Committee, and the Board of Directors



How will the whistleblower/informants be protected?

SCG Decor has a policy to protect and provide fairness to whistleblowers or informants who reported or provided information on corruption or non-compliance with laws, regulations, and company regulations, or SCG Decor Code of Conduct (Whistleblower Policy) as follows:

1. In cases of the whistleblower or the informant revealing their names, the Company can report progress, clarify facts, or alleviate damage more promptly and conveniently.
2. SCG Decor considers related information to be confidential and will only disclose when necessary, while taking into account the safety and damage it might cause to the whistleblower, the informant, the person who provided the source of information, or other related parties.
3. In the case where the whistleblower, informant, or clue giver thinks that they might be in danger, or might suffer any damages, they can request that the Company take appropriate protection measures, or the Company may impose protection measures without request if the matter is likely to cause any distress, damage or danger.
4. SCG Decor will use appropriate and fair methods without retaliating, bullying, or discriminating against the whistleblower, informant, or the clue giver who provided information about corruption or non-compliance with laws, regulations, company regulations, SCG Decor ethics, as well as the person filing for a lawsuit, being a witness, giving a statement, or cooperating with the court or government agency. Failure to follow these guidelines is considered a breach of discipline that must be punished, including being punished as prescribed by law.
5. Those who have suffered any damages will be reimbursed through a process that is appropriate and fair.

SCG Decor Code of Conduct consists of:

- a. Subject
- b. Principles
- c. Guidelines
- d. Examples
- e. Definitions

## 7. การปฏิบัติต่อข้อมูลและทรัพย์สิน a

7.x การใช้และดูแลระบบเทคโนโลยีสารสนเทศและการสื่อสาร (ICT)

หลักการ  
SCG เล็งเห็นถึงความสำคัญของการนำระบบ ICT มาใช้เพื่อเพิ่มศักยภาพในการทำงาน จึงจัดให้มีระบบ ICT ที่มีประสิทธิภาพ ประสิทธิภาพ และมีความปลอดภัย โดยให้ความสำคัญกับความปลอดภัยและการป้องกันข้อมูลการประมวลผลข้อมูล และทางด้านการผลิตในการใช้งานและความปลอดภัยของพนักงาน โดยพนักงานต้องปฏิบัติตามข้อปฏิบัติของระบบระบบ และปฏิบัติตาม SCG e-Policy b

แนวปฏิบัติ  
- ไม่เปิดเผย User/Password และใช้ระบบตามสิทธิในการเข้าถึงได้เท่านั้น หากต้องการเปลี่ยนแปลงสิทธิ์ในการใช้งาน ให้หาหรือผู้บังคับบัญชา  
- ไม่อนุญาตให้บุคคลภายนอกใช้ระบบ ICT ที่จัดไว้สำหรับพนักงานโดยเฉพาะ  
- ไม่ใช้ระบบระบบกับประสิทธิภาพการใช้งาน หรือใช้งานบนระบบงานโดยไม่ได้รับอนุญาต หากพบว่าประสิทธิภาพของระบบบกพร่อง ให้ติดต่อผู้ดูแลระบบ  
- เมื่อพบความผิดปกติในการใช้งานระบบหรือการเปลี่ยนแปลงข้อมูลโดยไม่ทราบที่มา ให้แจ้งผู้ดูแลระบบทันที  
- หลีกเลี่ยงการนำคอมพิวเตอร์หรืออุปกรณ์บันทึกข้อมูล เช่น Thumb Drive ส่วนตัวมาเชื่อมต่อกับเครือข่าย  
- ระบับระวังการเผยแพร่เอกสารที่ทางใดๆ โดยเฉพาะการเข้าถึงที่เกี่ยวกับความปลอดภัย  
- ระบับระวังการตอบ email ที่มีผลส่งคืนที่ไม่คุ้นเคย โดยเฉพาะการดำเนินงานข้อมูลส่วนบุคคลหรือข้อมูลเกี่ยวกับธุรกรรมทางการเงิน

นิยามศัพท์  
• ระบบ ICT - เทคโนโลยีที่นำมาใช้ในการทำงานข้อมูลผ่านทางคอมพิวเตอร์หรืออุปกรณ์สื่อสาร  
• เครือข่าย - ระบบเชื่อมต่อข้อมูลและเครือข่ายอินเทอร์เน็ต ระบบ LAN VPN internet เป็นต้น e

ตัวอย่าง  
- จดทำ email ลอนตามชื่อและเลขที่บัญชีเพื่อการทำงานในทำ email address ที่มี  
- คุ้มครองการเผยแพร่ข้อมูลให้ผู้อื่น  
- กำหนดการให้ข้อมูลให้ ทำความเข้าใจกับลูกค้าการให้บริการโทรศัพท์ Fax กับ เพื่อป้องกันการเผยแพร่ข้อมูลในข้อมูลเชิงธุรกิจ d

## General definitions

- Company refers to SCG Decor Public Company Limited.
- SCG Decor refers to SCG Decor Public Company Limited and its subsidiaries.
- Subsidiaries refer to SCG Decor Public Company Limited's subsidiaries according to its consolidated financial statements.
- Company director refers to a director of SCG Decor Public Company Limited.
- SCG Decor employee refers to permanent employees under employment contract, probationary employees, as well as employees under special employment contract, who are affiliated with SCG Decor in any country in which business is conducted.
- Stakeholder refers to an individual or groups of people who are affected by SCG Decor's business operations, whether directly or indirectly, or have any interest in SCG Decor's business operations or is in a position that may affect SCG Decor's business operations, such as company directors, employees, shareholders, contracting parties, business associates, creditors, debtors, society, communities near by the factory, etc.
- Business partner or contractor refers to contractors or providers of services to SCG Decor or contracting parties under a contract with SCG Decor.
- Partner refers to a product distributor, lessor, or hire-purchaser that delivers products to SCG Decor.
- Contracting party refers to a party that has agreed to be affiliated with SCG Decor and have rights, duties, and responsibilities as stated in the contract made with SCG Decor, including joint Ventures.
- Business stakeholder refers to a person, a group of people, or any legal entity that has a business relationship with SCG Decor whether it is the government, government entities, state enterprises, or private sector organizations.
- Customer refers to purchaser, consumer, and service recipient.
- Transaction refers to activities relating to making legal acts, contracts, or any financial, business-related, or

property-related operations with other individuals such as providing services, purchasing, sale, employment, or providing financial, technical, or personnel support, etc.

#### SCG Decor Code of Conduct Guidelines

##### 1. Human rights and labor rights

###### Principles

SCG Decor has an ideology of conducting business with ethics, by adhering to responsibility towards the society and all groups of stakeholders. Therefore, respecting the human rights of every person is of very high importance to the Company. Treating everyone according to human rights principles, avoiding actions that violate human rights, as well as supporting and promoting human rights. This includes labor practices, by treating employees fairly according to human rights principles and labor laws.

Principle of respecting the human rights of every person and treatment towards laborers covers all direct activities of SCG Decor, including activities of business partners in the business value chain and joint ventures.

###### Term Definition

Human Rights refers to the inherent rights of every human being regardless of physical, mental, race, nationality, country of origin, ethnicity, religion, gender, language, age, skin color, education, social status, culture, customs, or any other matter, according to the laws of each country and according to the treaty that each country has an obligation to observe, human rights including the right to life and freedom, escape from slavery and torture, having freedom to express opinions and form groups, rights to work, and education, etc. All human beings have these rights equally without discrimination.

###### Guidelines

- 1) Acknowledge the importance of respecting the human rights of every person. Treat everyone according to human rights principles. Avoid actions that violate human rights. Support and promote human rights.
  - Treat employees according to human rights principles, labor laws, and related regulations. Every step of the employment process must be on the basis of equality and fairness, from recruitment, compensation, working days and office hours, holidays, work assignments, performance evaluation, training, and employee development progress planning and so on.
  - Do not use forced labor, labor from human trafficking and illegal child labor. As well as not punishing in a way that is cruel to the body or mind, whether by threats, confinement, or violence in any form.
  - Do not threaten or harass employees, whether in a sexual or any other way.
  - Promote the right to freedom of association, expressing opinions, and collective bargaining.

- Treat every individual equally without discrimination.
  - Respect diversity and accept the differences of every person, whether it is of the body, mind, race, nationality, country of origin, ethnicity, religion, sexual diversity (LGBTQI+), language, age, skin color, education, social status, culture, customs, or any other characteristics.
- 2) Follow human rights policy, diversity and inclusion policy, and other policies related to human rights.
  - 3) Use caution in performing your duties to prevent the risk of human rights violations in business operations, including from those involved in business operations. Monitor the operations in the aspect of human rights and report to supervisors to prevent actions that would violate human rights.
  - 4) Set guidelines, supervise, and provide support to business partners and business partners in the business value chain, as well as joint ventures in order for them to participate in business operations with ethics, respecting and treating everyone on the basis of human rights principles.

#### Examples

- 1) What should you do if you have discovered that your business partner uses child labor in their factory?  
Advice Report to your supervisor immediately. SCG Decor encourages its business partners to conduct business ethically and accordingly to the SCG Decor Code of Conduct for Business Partners, if a business partner does not comply with the Code, SCG Decor reserves the right to take any action against said business partner based on the impact and damages incurred and other related factors.
- 2) What should you do if you have discovered that SCG Decor's business operations, business partners, or joint ventures are likely to affect the human rights of local communities through toxin emissions or new toxins?  
Advice Report to supervisor immediately and carry out inspections to ensure compliance with SCG standards and the law. If problematic practice is found, SCG Decor will take corrective action and/or determine appropriate remedial measures.
- 3) What should you do, if you, as a supervisor, must evaluate the annual performance of subordinates who have personal conflicts with you?  
Advice All subordinates must receive equal treatment. Avoid discriminating, taking inappropriate actions, or unreasonable and immoral actions. Evaluate the performance based on work results, knowledge and abilities of the subordinate without allowing personal prejudice or bias influences your decision making.
- 4) What should you do if you see a pregnant female co-worker working overtime in the office?  
Advice Report this to your supervisor as pregnant employees are granted special protection under labor law. Normally, pregnant employees are prohibited from working overtime, or working on holidays unless it is an exception according to the law.
- 5) What should you do if you see a co-worker speaking disrespectfully towards others or behave in a way

that may violate the human rights of others?

Advice Report to supervisor In order to take the facts into consideration together with those involved in establishing the guidelines for each case. Cases of violation of human rights must be considered in detail, referring to the law and the process specified by law.

## 2. Environment, Health, and Safety

### 2.1 Environment

#### Principles

SCG Decor is committed to maintaining the environment throughout its business process by complying with the law and SCG Decor's environmental and climate policy, as well as supporting suppliers and business partners, direct and indirect service providers, other important business partnerships, such as operations without executive authority, business associates, outsourcing, implementations of new projects, improvement projects, agreement preparations, including mergers and acquisitions. Environmental operations are conducted in accordance with SCG Decor's environmental and climate policy as minimum standards. Instilling awareness in such matters among employees and those involved in business operations so that they, too, follow the guidelines. In order to incorporate environmental management as a part of the organizational culture and concrete practice.

#### Definitions

Products and services refer to what SCG Decor delivers to its customers, consisting of products, services, and solutions.

#### Guidelines

- 1) Conduct business based on legal requirements, standards, regulations, and other related environmental practices, including cooperation in complying with international agreements on various matters in accordance with global, national and local issues. In order to help protect or reduce environmental impacts.
- 2) Conduct business with consideration for sustainable conservation of natural resources, energy and water, through operations on eco-efficiency and circular economy, reducing environmental impacts, adapting to climate change, reducing emissions, reducing the generation of wastewater and waste, both hazardous and non-hazardous. There must be no waste going to landfill. Conservation of biodiversity and ecosystems with a commitment to creating a net positive natural impact, supplying chain management, sourcing environmentally friendly, as well as developing products and services that are environmentally friendly.
- 3) Create an environmental management system as part of business operations. The performance report is followed up and the management system is continuously audited to enhance environmental

performance.

- 4) Assess important sustainable development issues such as, materiality and environmental aspects related to business operations, and provide management of such issues along with determining important indicators, plans and strategies to achieve operational goals.
- 5) Disclose information about environmental operations in a transparent and responsible manner through various channels as appropriate, and provide opportunities for stakeholders to participate in giving opinions on environmental issues according to the expectations of stakeholders.
- 6) Promote knowledge and instill awareness of environmental preservation and management among co-workers, customers, partners, business partners, relevant stakeholders and local communities through various channels as appropriate, as well as support and provide appropriate environmental management assistance to stakeholders, and especially the communities surrounding SCG Decor's establishments.

#### Examples

- 1) If someone offers to sell you a product at a cheaper price than what is currently used in SCG Decor's business operations, however, said product has not yet been registered within SCG Decor's environmentally friendly products and services, while there are manufacturers of similar products that are already registered. What should you consider when purchasing a product?

Advice Product purchasing must be according to SCG Decor's guidelines. In cases where other manufacturers are already registered with that type of product, you must purchase products from registered manufacturers only. In cases where there are other manufacturers who want to be registered, you can give advice on improving the operations of the manufacturer, and support in requesting registration in order to consider purchasing that type of product in the future.

- 2) Your subordinates reported that they have heard the local residents complain about polluted water with a bad odor flowing from SCG Decor's factory areas into the resident areas. However, the residents do not know how or where to report the issue. What should you, as a supervisor, do?

Advice Immediately coordinate and/or take corrective action. When an environmental complaint occurs, or likely to occur from SCG Decor's business operations, start with an investigation of the facts, analyze data, take corrective action, assign responsible persons, and schedule for completion. The process must be communicated to those who are or may be affected, as well as higher level commanders in order to solve problems and reduce the nuisance as quickly as possible.

- 3) Climate change is an issue of great interest to society. There will also be a carbon tax law enacted in the future. Your organization emits a large amount of greenhouse gasses, and you are part of the team that prepares the organization's business plan and risk management. How should you consider the issue of climate change?

Advice Evaluate the organization's risks while taking into account climate change issues, such as creating a Risk Matrix that identifies climate change issues, climate change scenario analysis, and clearly

identifies the impact on business in order to create a risk management plan, such as installing equipment to reduce energy use that reduces greenhouse gas emissions in order to reduce tax, reducing water use and finding alternative water sources in the event of a drought, as well as business plans such as production of goods and services that would help reduce greenhouse gas emissions in response to changes in consumer behavior.

- 4) Your company will propose approval for investment projects that fall under the environment and energy category. You have been assigned by your supervisor to prepare information to calculate financial returns for approval, and according to SCG Decor, there is a policy that aims to be Net-Zero Emission by 2050. In order to prepare a plan for that goal, what should you do?

Advice Prepare data showing the amount of raw materials, fuel, energy, waste, and other resources of the project that affect the amount of greenhouse gasses, including showing information on the net amount of greenhouse gasses increasing or decreasing from the said project, while showing greenhouse gas data, separated into Scope 1 and 2, and calculates the financial returns of the project by including the results of greenhouse gas emissions through internal carbon pricing.

## 2.1 Health and Safety

### Principles

SCG Decor places great importance on the health and safety of its employees, business partners, customers, communities, and stakeholders involved in the value chain, covering the entire production process, service provision, transportation, as well as domestic and international offices. Starting with the assessment of risks that can affect the health, safety, and risk management before there is any investment or joint venture in any new project operation, improvements or changes in a project, including taking care of the establishment, production process, technology, machinery, equipment, raw materials, services, and transportation to keep relevant stakeholders healthy and safe. As well as instilling awareness of such matters among employees and those involved in order for them to proceed according to the guidelines in various matters.

### Guidelines

- 1) Conduct business on the basis of legal requirements, standard operating framework, regulations, and other practices regarding health and safety, including cooperation in complying with international agreements on various matters that are consistent with issues in each country where SCG Decor operates, and global, national and local issues to help prevent or reduce the impacts that may occur.
- 2) Take care of and check your own health readiness, colleague's, business partner's, and other related persons before conducting work, during work. If the health condition is not ready, you must stop the operation immediately to reduce the risk of work-related accidents.
- 3) Conduct business with consideration to reducing impacts on the well-being of the workers by assessing the risks before starting the operation or applying changes. Study about the production process, methods of work, working environment, staff qualifications, knowledge in order to plan or prepare appropriate

protection.

- 4) Report to supervisors immediately when you see any abnormality in the production process, machinery, equipment, and working environment that may affect the well-being of the workers. In the cases of dangerous assignments or if safety cannot be guaranteed, immediately stop the operation and consult with supervisors or experts.
- 5) Create an occupational health and safety management system as part of business operations. The system consists of performance tracking, performance report, and continuous evaluation to ensure that the required policy is followed, and is a guideline to elevate operations even further.
- 6) Employees at all levels have duties and responsibilities to perform, supervise compliance with rules and regulations, standards, and work procedures regarding health and safety in the work of oneself and one's team. The supervisor must determine, provide knowledge and understanding, and disseminate guidelines for preventing accidents. As well as providing employee health care according to job risks.
- 7) Transparently report and disclose operational information, and health and safety indicators through various channels as appropriate and provide opportunities for stakeholders to participate in giving opinions on issues related to health and safety.
- 8) Provide knowledge, understanding, and promote instilling awareness in maintaining health and safety to co-workers, partners, business partners, customers, communities, and related stakeholders through various channels as opportune.

#### Example

- 1) The Company assigned you to order spray paint. You happen to know an employee of a spray paint manufacturing company who can order it at a cheaper price than what is currently used. However, the spray paint has not yet been certified to safety standards. What should you do?

Advice You must not buy products that are not certified by safety standards. When ordering materials and equipment, especially chemicals for office or factory use, you must be confident that the product has been certified to safety standards and/or has safety information on the product or chemical from the manufacturer or responsible agency, and has reliable production sources.

- 2) Your subordinates who work in areas that are at risk from noise hazards reported that their ears are often unable to hear people calling for them. The doctor commented that it could come from two causes: hearing very loud noises or being in a noisy environment on a regular basis. What should you, as a supervisor, do?

Advice You must carry out an investigation immediately upon receiving a report of an issue. Initially, that employee should be transferred to perform duties in another area that is less noisy, and investigate the cause of the symptoms by assessing the risk, working environment, and work methods shared with relevant people for further improvement. All employees must report abnormalities that occur to their supervisors, even if they are only minor abnormalities in order to prevent any danger that may occur.

- 3) Your company has construction work to expand its production process. Business partners will conduct construction work in the area, but it was found that the business partner did not follow the company's safety rules. What will you do as the employee leading this construction project?

Advice Immediately stop or postpone the operation to improve work safety and control, supervise, and advise business partners to follow the company's safety rules in the same way as employees. In order to ensure safety throughout the operating period and treat business partners the same as employees of the Company, there must be staff training, checking readiness regarding safety requirements before starting work for the business partners to understand and perform efficiently.

- 4) You have been assigned by your commander to complete the repair of a 4-meter-high roof today. However, all the safety harnesses are being used, what will you do?

Advice Immediately stop or postpone the operation to improve work safety. If the assigned work is dangerous, if the safety cannot be guaranteed, or if safety equipment is not available, notify the supervisor to prepare the required equipment first. Furthermore, working at height is considered high-risk work as defined in the Life Saving Rules. Therefore, a safe workplace must be prepared and wearing required safety equipment at all times.

## 2.2 Product safety and service safety

### Principles

SCG Decor has taken steps to ensure that all products and services meet safety standards of the national legal requirements, industry standards, relevant international standards and the requirements agreed upon with the customer. As well as the life cycle and value chain, from the design process, product production, transportation, storage, use and end-of-use management to providing sufficient information, warnings, and correct usage methods regarding the products and services in order to ensure the safety of customers throughout the products and services' life cycle. Including paying attention to the product safety that SCG Decor has hired to produce, import and use in sales promotions as well.

### Definitions

Products and services refer to what SCG Decor delivers to customers, which consists of products, services and solutions.

### Guidelines

- 1) Establish and follow safety standards for products and services, covering everything from Product Hazard Analysis (PHA) of products and services in every step, from product production, transportation, storage, use and end-of-use management. Plan defect prevention, from designing, production, and effectively preparing warning labels according to international standards.
- 2) Design, produce, provide services, and communicate while considering customer safety throughout its lifespan. If there are any changes in production methods or services that would affect safety, the supervisor must agree to the changes after having conducted a risk assessment. The details and

reasons for the change must also be documented for reference.

- 3) Maintain information regarding the responsible products and services safety for verification.
- 4) Immediately notify your supervisor in cases where employees are made aware or have concerns about the products and services safety relating to the production process, service process and/or situations that may endanger customer safety.
- 5) Welcomely receive complaints regarding product and service safety, and coordinate or improve in a timely manner if there are limitations or if the problem takes time to be resolved. The responsible person must report information and status to the customers in a timely manner, including periodic progress reports.
- 6) Create measures to respond, manage, analyze, and investigate complaints, as well as emergencies caused from the use of goods and services. Rehearse and prepare for such situations.
- 7) Regularly arrange training to provide knowledge and understanding to employees, partners, and related business partners regarding the safety operations of products and services. regularly.

#### Sample

- 1) You notice that during the operation, your co-worker has skipped some steps which may cause the product to be below standards and can affect product safety. What should you do?

Advice Immediately consult your supervisor. As the production method that the Company has set is to ensure that the products meet the standards in quality, properties, and safety for customer use. Strictly following the method will help maintain standards, quality, safety, as well as the reputation of the company. Such consultation is not considered an accusation against a colleague.

- 2) You are responsible for arranging vehicles to deliver products to customers and is under an agreement with the customer regarding punctual delivery. However, you have discovered that the transport vehicle that will be used is in an unsafe condition and if you procure a new vehicle, it may not be able to deliver the goods to the customer on time. How will you proceed?

Advice Immediately notify the customer and consult with supervisors to procure a new vehicle as quickly as possible. This may cause some delays in product delivery, but the product will reach the customer safely. By using unsafe vehicles to deliver products to customers, there is a chance of an accident happening during transportation, causing damage to the vehicle and the product and ultimately obstructing the delivery process. Moreover, it may also affect the reputation of the Company.

- 3) Your company has arranged an activity to promote the new products. A subordinate came to discuss organizing the event and suggested distributing bottled fruit juice to attendees under the Company's brand. They will hire a manufacturer to produce the juice. As a commander, what should you do?

Advice You must consider health and safety aspects and assign subordinates to inspect the product safety, and have the manufacturer specify their name on the bottled fruit juice label as well. Even though the Company is not a manufacturer or seller of the bottled fruit juice, but as an entity that hired a manufacturer to produce and distribute for commercial gain, the Company still has to be responsible

for the safety of the product as much as the products the Company produces itself.

- 4) If your company's products do not have the instructions for using the product, warning, material safety data sheet (MSDS), and storage method. How will you proceed?

Advice Recommend the responsible agency to conduct a product hazard analysis to include product usage throughout its product life cycle, then determine dangerous issues that are considered warnings to prepare adequate and appropriate labels, such as warning labels, instructions on to use, material safety data sheet (MSDS), storage method, in order to prevent danger and comply with relevant international standards.

- 5) If the department that receives complaints from customers does not promptly deal with customer complaints, and without informing customers of the progress, leaving the customers tend to be highly dissatisfied. What should you do?

Advice Coordinate with said department and recommend that the corrective action should be reported to the customer. If the customer is periodically informed of the progress, they will know that the problem is being taken care of and will reduce dissatisfaction. If the customer complaint is too serious or if the damage exceeds the approval authority of the unit receiving the complaint, it must be promptly reported to the supervisor for further consideration according to approval authority. If the Company does not take appropriate action, customers may file complaints using public media. This will affect the reputation of SCG Decor and may increase the compensation that the Company has to pay.

### 3. Anti-corruption

#### Definitions

Corruption refers to any form of bribery. By offering, promising to give, giving, as well as demanding money or receiving money, property, or any other benefits that are inappropriate from government officials, government agencies, private agencies or those responsible whether directly or indirectly, to induce such persons to perform or refrain from performing their duties with the goals of acquisition or maintaining of a business, or specifically recommend business to SCG Decor, or to obtain or retain any other benefits that are inappropriate.

#### Principles

SCG Decor's business operations with business stakeholders must be carried out correctly, straightforwardly, transparently, and without corruption by complying with relevant laws and SCG Decor's anti-corruption policy, including avoiding scandals or damaging the reputation of SCG Decor.

#### Guidelines

- 1) Do not commit corruption and must be careful in high-risk work processes, such as sales and marketing, purchasing, investment projects, creating contracts, giving and receiving gifts, entertainment, donating or financial support, etc.
- 2) Publish, educate those who must perform duties related to SCG Decor on matters that must comply

with the anti-corruption policy.

- 3) Do not neglect or ignore when you have discovered corruption related to SCG Decor. You must report it to your supervisor or the responsible person, and cooperate in investigating various facts.
- 4) Conduct the process of giving or receiving donations, financial support, properties, hiring government officials transparently and in accordance with the anti-corruption policy, company regulations and the law. Ensure that the donation or the financial support was not used for bribery, does not cause any conflicts of interest and is not a direct or indirect payment convenience.
- 5) Be cautious during transactions with any individual, juristic person, or organization that is suspected of corruption.

#### Samples

- 1) An official from one project asked about the compensation they would receive if they could persuade the project owner to order SCG Decor products. How would you respond to this official?

Advice Inform that person that according to SCG Decor's guidelines, SCG Decor employees will not give benefits or compensation. If it is not in accordance with the trade traditions that SCG Decor adheres to.

- 2) The company you work for is in the process of applying for a license. One person suggested that they could facilitate the request for a license as they are acquainted with the officials who have special authority in handling licenses. You will have to pay this person. How will you proceed?

Advice Any compensation must not be given to any person in order to gain the privilege of applying for a license as it does not follow the process required by law.

- 3) SCG Decor has ordered machinery for producing construction materials from abroad. You have been informed by the seller that it is customary to give you, the purchaser, 3% compensation. What should you do?

Advice You must not receive any compensation from the seller. In this case, you must report it to your supervisor and negotiate with the seller to return the money to SCG Decor.

- 4) An official of an organization informed you that the office is being renovated. Therefore, they would like to ask for help from the company to support office equipment such as refrigerators and printers for office use. What should you do?

Advice You can support or donate by having that organization prepare a letter specifying its objectives along with details to the Company. The employee must request for approval. The Company must give it to the organization for public use. In the case of providing support or donating money, payment should be made in the name of the organization that has the request for assistance letter. Do not make payments in your own name or in cash.

- 5) In the event that an agency or an organization asks for a bribe from the Company, and if the company does not pay, it will have an impact on the company's business. What should you do?

Advice You must not pay bribes and immediately notify supervisors on the impact on the business to find

ways to reduce the impact. If the supervisor is not sure on how to proceed, consult the supervisor who is next in order of rank up to the highest ranking supervisor.

- 6) The Company considers that a former government official has knowledge and expertise which is beneficial to the Company, and therefore would like to hire them as a consultant for the Company. Can it be done?

Advice The Company must consider and verify that there is no conflict of interest, and the government official has taken a break from working in government agencies in accordance with state regulations.

#### 4. Gifts and Entertainment

##### Principles

Receiving or providing benefits, including property, services, facilitation, or entertainment with business associates must follow the customs, traditions, and related laws of each region or country. It must have an appropriate value and does not create an incentive to make unfair decisions.

##### Guidelines

- 1) Before receiving or giving gifts and entertainment to business associates, make sure they are appropriately valued for each occasion and that it is transparent and verifiable and is permitted by laws, regulations, declarations, regulations or local customs and traditions.
- 2) Do not receive or give property, services, or entertainment that may cause influence or the motivation to make a particular decision and turn the performance of duties or decisions to be unfair.
- 3) There must be evidence of spending showing the value of the property, service, or entertainment so that it can be verified.
- 4) If you are assigned or received permission from a supervisor to assist an external agency, you may receive property, services, and entertainment according to the criteria or standards set by that agency.
- 5) Be cautious when giving property, services, or entertainment to superiors or internal persons/agencies and receiving property, services, and entertainment from subordinates or internal persons/agencies. Such giving and receiving must not create an unfair incentive to make any unfair decision.

##### Samples

- 1) One of the contractors you work with has a seaside vacation home, and they have suggested that you and your family can enjoy the house privately, free of charge. They also offered to pay other expenses such as entertainment expenses and travel expenses Even Though they claim that normally no one uses it, can you accept this offer?

Advice You should not accept this offer as it may influence decision making and affect work performance and the ability to make fair decisions.

- 2) The Company has paid for your participation in external activities or seminars and you have won prizes through a drawing from all the participants. Will you be able to keep the prize for yourself?

Advice You can take it as your own if the prize received from the drawing is drawn at random from a large number of choices. The objective is to avoid influencing decision making, but if the prize is of high value, you must consult with your supervisor to find the appropriate solution. This is to ensure that the gift is not intended to provide motivation for decision-making.

- 3) The Company has assigned you to join a golf tournament organized by the Company to strengthen relationships with customers. In this competition, you received an individual award. Will you be able to claim the prize for yourself?

Advice You can receive the rewards because you have been assigned to participate in the competition. You are performing your duties as assigned. The competition follows the competition rules which have been informed to the contestants. The contestants must use unique skills and abilities to compete. However, if the prize is of high value, consult your supervisor to find appropriate guidelines.

- 4) A government agency or private organization has sent you an invitation to be a speaker for a weekday during office hours. They will compensate you according to the organization's regulations. What should you do? Can you keep the compensation money?

Advice Have the organization send your supervisor an invitation letter to ask for permission as the activity is during office hours. If the compensation money is an appropriate amount, and is in accordance with government agency standards, you can keep the compensation money. However, if the compensation is a property or benefits of high value, you must consult your supervisor.

- 5) How should gift giving or entertainment for government officials, high-level officials, or any organizations, be done?

Advice Proceed with caution whether it is for company directors, executives or employees at any levels. As giving or receiving gifts or entertainment is an issue that SCG Decor considers to have a high risk of corruption. If in doubt or if something is abnormal, consult your supervisor and agencies that provide advice.

- 6) If there is a government or private agency requesting to visit the factory and give gifts to the person who is the representative of the company. What should you do?

Advice You can receive gifts or souvenirs but you must give them to the company. If the items received are of high value, consult with your supervisor to determine the appropriate action.

- 7) A commander received a valuable gift from one of his subordinates. What should the supervisor do?

Advice You should explain to subordinates that you do not accept gifts as they may be improper and may create unfair incentives to make certain decisions.

- 8) Can the employees whose duty is to contact government agencies give snacks or souvenirs to government officials?

Advice It can be done with caution. Gift giving should be in accordance with traditions and/or in accordance with declarations of the agency. It must not be interpreted as facilitating, which SCG Decor

considers to be a risk of corruption.

- 9) An employee made a transaction to request a license from a government agency. After receiving the service successfully, they gave money to government officials in addition to the fees charged by government agencies as thanks to the staff for providing good service.

Advice You should not do this as it may cause influence or motivation to make a particular decision and cause unfair work performance or unfair decision, which SCG Decor considers to be a risk of corruption.

## 5. Conflict of interest

### Definition

Conflict of interest refers to a situation or action in which an employee has personal interests to the extent that it affects the decision or work performance of that employee, and affects the benefits of SCG Decor, whether directly or indirectly.

### Principle

SCG Decor strives to do the right thing with the intention of producing excellent results. Therefore, employees' performance must adhere to the interests of SCG Decor within legality and ethics, by avoiding actions that cause conflicts of interest that may affect decision making. SCG Decor will provide an internal and external inspection system to prevent and eliminate any further conflicts of interest.

### Guidelines

- 1) Do not engage in competitive business or become a partner with a shareholder with decision-making power, director or executive in a competitive business or business with the same characteristics as SCG Decor's business. Do not make transactions with contract parties that are related to you, such as family, close relatives, close persons. or a contract party in which you are the owner or a partner, even if it will be beneficial to SCG Decor.
- 2) Do not seek benefit from information that you have gained or received from others while being in the position of work.
- 3) Avoid getting involved in actions, whether with business associates of SCG Decor or SCG Decor employees, that may cause a conflict of interest to SCG Decor.
- 4) Avoid doing other work, aside from the work of SCG Decor, for personal gains which may have an impact on the work under your responsibility and the reputation of SCG Decor.
- 5) Employees are prohibited from using their working hours to search for information, contact, buy or sell securities or any assets on a regular basis for the benefit of themselves or parties other than SCG Decor. In the event that there is an item that may cause a conflict of interest with SCG Decor, it must be reported to the supervisor immediately.

### Examples

- 1) If you are responsible for allocating products to distributors, and a distributor of SCG Decor who happens

to be a close relative of yours has asked you to provide some goods that are in short supply by offering a purchase price that is more expensive than normal. Is it permitted to do so?

Advice It is not permitted even though the conditions received are beneficial to the company. Inform the distributor that you will discuss the matter with your supervisor and that you are happy to coordinate and will periodically inform them about the progress.

- 2) A company that is a contractor of SCG Decor has invited you to attend a seminar. The contractor will sponsor the travel expenses, air tickets, lodging, food, and travel allowances for all seminar participants. They also agree to allow you to bring your family along. Should you attend this seminar?

Advice Do not attend the seminar because the offer is more motivating than normal. However, if the seminar is interesting and has business benefits, you can request for approval from your supervisor on a case-by-case basis. If you accept to attend the seminar, you must not bring your family along and must not receive travel allowances because it is considered more beneficial than normal it should be.

- 3) If a close friend invites you to become their business partner, what should you do?

Advice Determine if becoming a business partner will affect your work performance at the Company, or if there is a conflict of interest with SCG Decor, such as SCG Decor's competitions. However, you can proceed according to the guidelines set by SCG Decor.

- 4) SCG Decor would like to urgently order a product by giving you the authority to approve the purchase of such items. You happen to have a close friend who is selling this type of product. This allows you to procure products quickly at prices that are cheaper than what the Company normally uses. Can you purchase it?

Advice No, because approval and purchasing by the same person may raise suspicions of unfairness. In this case, you must present it to your supervisor for approval while providing a clear and transparent explanation for the reasons of purchase. Other procedures must be carried out according to the authority and regulations and procedures for procurement of goods.

SCG Decor without getting involved in the procurement process.

- 5) Can employees hold shares in companies that are customers of SCG Decor or external companies that have business dealings with SCG Decor?

Advice Yes, but if SCG Decor has business dealings with the company in which the employee holds shares, the employee must not participate in decision making.

## 6. Political operations

### Principles

SCG Decor is politically neutral. It does not act in a way that favors, financially supports, or other forms of support, political parties, political coalition groups, political authority, or political candidates, whether directly or indirectly in local, regional or national level. However, SCG Decor respects the political rights of its

employees as good citizens according to the constitution, such as participating in expressing political opinions which are legal, voting in elections, and being a member of a political party.

#### Principles

- 1) Employees can exercise their political rights on their own behalf.
- 2) In exercising their political rights, the employees should avoid expressing themselves, giving information, dressing, using any symbols, or posting information on social media that may cause others to understand that SCG Decor is involved with, affiliated with, or supports any political actions, political parties, political coalition groups, political authority or political candidates.
- 3) Avoid expressing your political opinions in the workplace or during work hours, as it may cause conflicts in the workplace.
- 4) Exercising the right to participate in expressing political opinions or voting must be done outside of work hours, or during leave from work according to personnel management regulations and guidelines or regulations announced by SCG Decor.
- 5) Being a member of a political party is not prohibited. However, acting as a member of such political party must not affect working hours and does not violate the rules, regulations, and performance of employees' employment contracts.

#### Example

- 1) Can SCG Decor employees request permission to take leave from work to participate in political expression?

Advice Every employee has rights and freedom under the law to express their political opinions. However, political expression must be done in one's own name. Do not act on behalf of SCG Decor or cause others to understand that SCG Decor is involved. Do not violate rules, regulations and the performance of employees' employment contracts and human resources management guidelines of SCG Decor.

## 7. Information and property treatment

### 7.1 Personal information

#### Principles

SCG Decor respects the privacy rights of customers, shareholders, employees and those involved with SCG Decor. Any operations related to personal information, including collection, use, and disclosure, SCG Decor will ensure that personal data are securely protected in compliance with the law and SCG Decor's Personal Data Protection Policy.

#### Guidelines

- 1) Collect, use, and disclose personal information as necessary and in accordance with the law, taking into account the rights of the owner of personal data owners. There must always be a legal reason to support such action, such as complying with a contract, or having obtained consent from the owner of

personal data.

- 2) Keep personal information safe according to standards set by SCG Decor to prevent personal information from being lost, destroyed or processed unlawfully.
- 3) Destroy personal information that is no longer necessary or has expired in storage, or make the data unable to identify the data owner.
- 4) Do not neglect and facilitate personal data owners to exercise their legal rights.

#### Examples

- 1) If you are the secretary of the managing director. And the factory manager asked them to send personal information of the managing director in order to be disclosed in a book, claiming that they have received permission from the managing director. However, you are not informed of this. How will you proceed?

Advice Consent must be obtained from the managing director before taking any actions, as disclosing other people's personal data requires direct consent from the data owner. Those who disclose other people's personal information without permission will be held responsible for any damages that may occur.

- 2) A former employee of the company that you are acquainted with has called to ask for the names, addresses, and telephone numbers of employees in your organization while claiming that it will be used to contact those people to offer various financial benefits such as credit cards and loan services. Will you be able to provide information to that former employee?

Advice Such information cannot be provided to that former employee. Names, addresses, and telephone numbers are considered personal information and the employees – data owners – have provided it for the sole purpose of operating the Company.

- 3) You would like to interview and record images and audio of people participating in the Company's activities for use in publicizing the company's business. Can you do it?

Advice Name, surname, image and audio of the person being interviewed is personal information. Consent must be obtained from the interviewee before recording. You must also comply with personal protection laws. And the interviewee should inspect the images and audio before publishing

- 4) Can you send information of product promotions, special privileges, and new product lists to customers via customer contact channels such as SMS or email received from selling products to the customers?

Advice You must first obtain consent to receive such information from the customer who is the owner of personal information before sending the information to the customer. This is because customers may not be able to expect that their information will be used to send product promotions.

## 7.2 Recording, reporting, and data management

### Principles

SCG Decor realizes the importance of data management within the organization. By recording or reporting information, it must comply with the criteria set by SCG Decor and be accurate and truthful according to the law. As for data storage, it must be carried out in a safe condition and can be used as a reference or useful

with SCG Decor when needed.

#### Guidelines

- 1) Record information correctly, completely, and in a timely manner by following the criteria set by SCG Decor or specified in laws such as tax laws, accounting standards, etc.
- 2) Report information accurately and truthfully according to the facts.
- 3) Maintain important documents and confidential information using the methods specified for each level, type of data, or type of information. As well as ensure that it is stored safely and appropriately, both information that is internal information and information of business stakeholders such as customers, partners, or business partners, etc.
- 4) Do not disclose confidential information of stakeholders to unrelated persons. Do not use the information for unfair and inappropriate benefits.
- 5) Retain the information according to the schedule and according to the criteria set by SCG Decor or the requirements of the law. They must be organized carefully and systematically for ease of retrieval and use. Relevant employees must arrange for destruction by methods appropriate to each type of information or document when the period for which data must be kept has expired.

#### Examples

- 1) Your friend requests a copy of an electronic article in the company's database for internal use of a company other than SCG Decor. Can you let your friend do this?

Advice No, information contained in the Company's database is the property of SCG Decor. It must not be distributed or used for personal gain or the benefit of others.

- 2) If you are a lecturer for students who come to attend an event of SCG Decor. A student has requested electronic data to use in making reports, what will you do?

Advice You should consult or request approval from your supervisor and the owner of the information before using or publishing it. This must not cause damage to SCG Decor.

- 3) At the end of the year, various documents are organized in your department. Most of these documents are accounting documents. If you are responsible for collecting documents that have exceeded their legal retention period and prepare to destroy the entire box. How must you proceed?

Advice Documents should be inspected. Make a list of documents to be destroyed as evidence before destruction. This is to ensure that no documents that are not yet expired will be lost.

- 4) If you have used paper only on one side and want to use the other side, Can you do it?

Advice Yes, but before you reuse the paper, you must first make sure that the paper does not contain confidential information. If it is a confidential document that is no longer in use, you must not reuse the paper and please destroy it.

### 7.3 Securities trading and use of internal information

#### Definitions

Internal information refers to Information that has not yet been disclosed to the general public and is a material to changes in the price or values of the securities of the Company or other companies affiliated with SCG Decor, such as information in the financial statements, investment project information that has not yet been disclosed to the public, or information about auctions, etc.

#### Principles

The use of internal information must be done appropriately, by taking into account the overall impact on stakeholders and accuracy as required by law. The information must not be used for personal gain or the benefit of others.

#### Guidelines

- 1) Do not use internal information that has not been disclosed to the public in securities trading to take advantage of outsiders. No matter what time period.
- 2) Do not give advice or give opinions on the trading of securities of the Company or its affiliated companies, unless it is related to work duties assigned by SCG Decor which is carried out under the provisions of the law.
- 3) Do not disclose or pass on internal information to anyone unrelated to the information. This includes family members, relatives, and friends, etc.
- 4) Employees in departments involved in preparing financial statement information, including their family members, spouses or people living together as husband and wife, and children who have not yet reached the age of majority of the employee must not buy or sell the Company's or its affiliated companies' securities during the period of one month before the disclosure of financial statements, and 24 hours after the disclosure of financial statements or other information that may have an effect on the price of the securities of such companies, and within 24 hours after the disclosure of such information.

#### Examples

- 1) You have been assigned to work with information that may affect the price of the Company's securities. Your work does not require you to meet and contact the representatives of the securities company. However, one day, a representative of a securities company that has never contacted or acquainted with you personally called and asked to arrange a dinner without explaining the reason. What will you do?

Advice Ask about the reason for the party appointment. If it is unclear, you should politely decline while informing your supervisor as well. Try to avoid unreasonable contact with any individual who might give other people the false impression of having a special connection with you.

- 2) There are rumors that SCG Decor will invest in a large project which, if successful, will greatly benefit the business. Such rumors caused the share price of the company or its affiliated companies to increase significantly. SCG Decor does have plans to invest in the project and is preparing to reveal the details to the public. If you are a person involved in preparing the information for disclosure, can you buy or sell shares of the company that you own?

Advice You must not buy or sell shares of the related company during this period. The use of internal

information is an offense according to SCG Decor's regulations and is an offense under the law which is punishable by criminal penalties.

- 3) If you are a committee member in charge of opening a bidding envelope in a procurement event, and colleagues in your organization asked for information about the participants in the said bidding. Will you be able to share information with your co-workers?

Advice No, information cannot be given to those not involved in the bidding. This is because such information must be used for bidding purposes only.

#### 7.4 Use and maintenance of SCG Decor's assets

##### Definitions

SCG Decor's assets refers to any type of property, whether it is movable property or real estate or any other property that SCG Decor owns or is responsible for possessing and maintaining.

##### Principles

SCG Decor uses assets efficiently and to their full benefit. As well as encouraging employees to take care of properties so that they are not damaged, lost, or used for personal gain or for others.

##### Guidelines

- 1) Use SCG Decor's assets efficiently and only for the benefit of the Company.
- 2) Do not use SCG Decor's assets for the wrong purpose or for illegal actions.
- 3) Maintain and protect SCG Decor's assets from damage or loss.

##### Examples

- 1) If you have withdrawn advance payments to use in the Company's operations, what should you do?

Advice The advance money must be used only for the company's operations. Do not use it for the benefit of yourself or others. SCG Decor regulations must be followed when withdrawing and returning advance payments. The supervisor is responsible for supervising the disbursement of their subordinates, ensuring that the process strictly complies with the regulations.

- 2) If the agency you are responsible for has machine spare parts that are deteriorated and stored in the factory. How must you proceed?

Advice You must maintain and manage the assets for maximum benefit. Do not use it for the benefit of yourself or others. This is because machine parts that are deteriorated still remain as properties of the Company.

#### 7.5 Using and maintaining information technology system

##### Definitions

Information technology system refers to various tools and systems used for processing and transmitting electronic data, such as computers, network systems, the Internet, e-mail, passwords, and various programs,

etc.

#### Principles

SCG Decor emphasizes the efficient and safe use of information technology systems, in accordance with policies and regulations for the use of information technology. The system must be well maintained so that it will not be violated or used without authorization.

#### Guidelines

- 1) Use information technology systems, including various information in the system, for the benefit of SCG Decor. Avoid using the system in a way that may violate the rights of others in matters not related to work or matters that may affect the efficiency of the system.
- 2) Do not use the system to access or send information which content is contrary to good morals, related to gambling, or may affect national security or violate the rights of others.
- 3) Use the system appropriately according to the permitted rights. Do not allow others to use your password for accessing the system.
- 4) Avoid opening files of unknown origin, and using data recording devices that have been used with computers suspected of having viruses.
- 5) Avoid installing computer programs by yourself, modifying and changing system settings that may affect the safety. If you have encountered a problem or see an abnormality during use, notify your IT administrator.

#### Examples

- 1) If you received an email from an external company that is interested in being a raw material seller for SCG Decor, the email has content that is not specific to any organization and there are attachments and website addresses to click on for more information. What will you do?

Advice Do not open attachments or websites sent with e-mails that you are not familiar with, unsure of its origin, or who you want to send it to. This is to protect against unwanted software that may be hidden in emails. In the case of business dealings or transactions via email, you should first confirm the identity of the person you are dealing with by telephone or fax.

- 2) If a third party that you have assigned to organize promotional activities for SCG Decor requests to use your computer to improve SCG Decor's website to support such activities. Will you allow that person to use your computer to access internal systems?

Advice Third parties are not allowed to access computers, user accounts, or SCG Decor's internal network. You should consult with your supervisor to grant permission to third parties as appropriate.

## 7.6 Use and maintenance of intellectual properties

#### Definitions

Intellectual property refers to creations created from human invention, invention, or creativity.

Patent refers to important documents issued by the government to protect inventions, or product designs, consisting of invention patents, product design patents, and petty patents.

Copyright refers to literary works, dramatic works, fine arts, musical works, audiovisual works, films, sound recordings, sound and image broadcasting works such as computer programs, paintings, photographs, articles, etc.

Trademark refers to marks or symbols or brand signage, consisting of trademarks, service marks, certification marks, and conjunction marks.

Trade secrets refers to commercial information that is not known to the public and has commercial values because of its confidentiality.

#### Principles

SCG Decor considers intellectual properties to be valuable assets of the Company. Employees must strictly comply with SCG Decor's intellectual property policy. They must protect and maintain SCG Decor's intellectual property from being used or distributed without permission. They must also respect the intellectual properties of others, and must not infringe their intellectual property rights.

#### Guidelines

- 1) Maintain SCG Decor's intellectual properties so that they are not infringed, disclosed, duplicated, modified in any way without permission from SCG Decor.
- 2) Respect and do not infringe on the intellectual properties of others. Examine works that are the rights of third parties that have been received or will be used within SCG Decor operations.
- 3) In making a contract or any juristic acts, every party should clearly agree on intellectual property rights. If in doubt, please consult SCG Decor's intellectual property supervisor or SCG Decor's legal advisor.
- 4) Cooperate in exercising your rights, or request protection of intellectual property rights owned by SCG Decor.
- 5) Report to your supervisor or Intellectual Property Supervisor when you have discovered actions that are considered a violation of rights, actions that may lead to rights violations, or actions that may cause a dispute regarding the intellectual properties of SCG Decor.

#### Examples

- 1) After conducting research to develop new products for some time, the sales team plans to display product samples at trade shows. The supervisor has advised you to register a patent. What should you do?

Advice Consult the business's intellectual property team from the start of your research to plan for intellectual property management by applying for patent protection at least 1-2 months in advance of public disclosure.

- 2) If you hire an outside company to organize promotional activities, the hired company will design a cartoon character as the symbol for the activity. In this case, whose copyright is the cartoon character?

Advice During the making of the contract, it should be clearly stated who the copyright belongs to. You should clearly check first whether the commissioned company has an agreement with its employees, stipulating that the copyright of the works created by its employees has been transferred to the commissioned company or not.

- 3) If you are preparing a corporate public relations letter and found that the illustrations used were others' copyrighted images. What must you do?

Advice You should notify the person who has provided the image and contact for permission from the copyright owner of the image and give proper credit to the owner of the work, or change to another image in which SCG Decor owns the copyright.

- 4) If you want to use a program that is not available on the Company's computer and you found out that there were stores selling said software disks. Are you able to install the disk onto the Company's computer?

Advice Do not install computer programs yourself as this may be a copyright infringement, which may lead to lawsuits for damages. If you want to use another computer program that is not available on the Company's system, you should consult your IT administrator.

- 5) The company exports products to sell abroad through distributors. You later found out that there are sellers of the same type of product with a brand similar to SCG Decor's brand, what should you do?

Advice Notify the business's intellectual property department, technology office and/or SCG Decor's legal advisor, in order to take action as soon as possible. Trademarks of products should be registered in the country of production and trade, before being released into the market. If there are distributors, they should have made agreements regarding intellectual property rights.

- 6) While attending an academic conference, there were many people who were interested in SCG Decor's products who came to visit the Company's exhibition and asked for more information about production, and the technology used. What should you do?

Advice Exercise caution when giving information. Filter out confidential information from disclosable information because there may be information that is knowledge, trade secrets and information stated in the patent. ใช้ความระมัดระวังในการให้ข้อมูล โดยก่อนเปิดเผยควรเตรียมการคัดกรองข้อมูลที่เปิดเผยได้ออกจากข้อมูลส่วนที่ไม่สามารถเปิดเผยได้ เนื่องจากอาจมีข้อมูลที่เป็นองค์ความรู้ ความลับทางการค้า และข้อมูลในสิทธิบัตรอยู่

## 8. Information disclosure and communication

### 8.1 Information disclosure

#### Principles

SCG Decor's information disclosure adheres to the principles of fairness, transparency, and auditability. You must ensure that information is accurate, clear, up-to-date, fair, and consistent with the law whether disclosed

in writing, verbally, through a press conference, or through any other channels.

#### Guidelines

- 1) Disclosure of information that may have any impact on SCG Decor must be made by someone with direct authority in that matter, unless assigned by the person with authority to disclose that information. The disclosure must also strictly comply with SCG Decor's information disclosure policy.
- 2) When disclosing internal information that has not yet been disclosed to the public, the individual responsible for the disclosure must proceed carefully, accurately, completely, and in a timely manner, while ensuring that various groups of stakeholders receive adequate and equal information.
- 3) Disclosure of other information must be based on fact and must not intend to mislead others in the facts.

#### Examples

- 1) The media called to inquire about rumors about the company's operating results. Will you be able to explain the facts?

Advice Answering questions or providing important information to the media must be carried out only by the persons who have the right to disclose information. Even if you are assigned, you can only disclose information only on the assigned matters. If in doubt, contact the agency responsible for disclosing such information.

- 2) You have a friend working in a competing company. Will you be able to exchange market information such as the growth rate of your company's products?

Advice No, unless the information has already been disclosed to the public.

- 3) If you are invited to be a representative of SCG Decor to exchange and express opinions on online media, such as chat rooms, pages, or bulletin boards, etc. Can you represent the Company?

Advice You should inform your supervisor immediately to consult. This is because expressing opinions as a representative of the organization must be assigned by a supervisor and in accordance with the duties and responsibilities of the agency or person already assigned.

## 8.2 Communication

#### Principles

Communications of SCG Decor, which includes communicating the SCG Decor brand both inside and outside the organization, marketing communication of brands of SCG Decor products, SCG Decor's logo using and communicating via social media must be appropriate management, correctly, concerning justice to all involved parties and does not cause any damage to SCG Decor should strictly follow guidelines of brand communication and policy of using social media of SCG Decor.

#### Guidelines

- 1) Communication by demonstrating responsibility for social, environment and concerning social values of each country that conducts the business.
- 2) Do not use marketing communication in directly comparing with competitors about goods or

services.

- 3) Do not present anything that would cause any social conflict such as national, religious, monarchy, politics, beliefs, international relations, opinions on genders, or issues that are contrary to morals and culture, social inequality, discrimination and human rights.
- 4) Do not over-communicate information that can mislead customers about product quality, services and other qualifications of the organization. Except for using technology that can help customers realize that it is not real. It can enhance the interest of advertising and public relations. However it should be clearly stated to customers that this is not reality.
- 5) Symbols of the organization should be correctly applied and following the Corporate Identity Manual: CI Manual. The use of the organization marks should have prior approval by the responsible department. The logo should not be used for personal gains.
- 6) Pay close attention to communications regarding the Company, and immediately inform the responsible department or chief in case that the communication refers to the organization or procedures that can affect the reputation of the organization including inappropriate logo use and any action that can damage the brand's reputation.
- 7) When sharing information or private opinion on social media, clearly state that it is private opinion. Share any information and/or opinion with caution as an SCG Decor employee.

#### Examples

- 1) You have been assigned to create an advertising media for the organization that can be popular in the social. What should you do if the advertising company suggested you use the actual situation to be the main story, one of them is political rally or sarcasm to people who like the same gender for fun and continue following?

Advice Do not present the following content. Be careful that the format and content are not related to other people or imitate some situations that can affect the society, especially sensitive and controversial issues and can cause reputational damage to the organization.

- 2) You were assigned to produce a media for the Company to reflect the leader of business conduction in the ASIAN region by using maps and flags of countries in the region. What would you do if there is a comment that the content and picture you use are incorrect after the media was shared to the target group?

Advice You should check the correction of information, maps, flags or symbols of each country. Consider various sources of information and pictures and check with the official organization that can approve their accuracy. If you feel uncertain about the correction, you should not use the information and pictures to create the media. In case of complaint that the media is not correct you should coordinate with the complainer and relevant organization to inform them and make them understand and cancel the media immediately. Then find out the methodology to correct the media.

- 3) You were assigned to be in charge of the product exhibition of the company. You would like to show the

quality of the product that it is better than the same product that is produced by another manufacturer. Can you test the quality of the product in front of the attendants of the exhibition?

Advice You cannot test the quality of products of other manufacturers. Even if it is fact verification, it is a violation of business etiquette. However, if you would like to demonstrate the quality of the product you can compare but should not specify the source or the manufacturer of the comparison product.

- 4) You have been informed that your competitor is about to launch an advertisement for a new product and it is the same type of the new product of SCG Decor but it is not ready for marketing yet. Can you publish an advertisement showing the information of the new product of SCG Decor via advertisement to beat the competitor and to increase the business opportunity?

Advice Yes, if the product is to be released into the market, it should be communicated to consumers as well. However, the opportunities of products being launched before the competitors' should be done after considering the readiness of SCG Decor. You should not distort the facts if they are not ready.

- 5) Suppose that you are on vacation traveling to Vietnam and you saw an advertising board of SCG Decor had been damaged and had fallen off. What would you do?

Advice You should find a channel to inform the relevant person, the corporate communications department, or the supervisor to coordinate further corrections.

- 6) You would like to raise money to help people who suffered from the flood by making t-shirts, screen-printing the SCG Decor logo on them to sell to fellow employees. Can you do it right away?

Advice You should write a letter asking permission to the department responsible for the logo, clearly stating the objectives and the focal point person. You can proceed with the activity after you have received the permission.

- 7) If you find an allegation of discrimination in recruiting SCG Decor employees that has been forwarded through social media. What must you do?

Advice Do not forward and do not express any opinions on that information and notify the relevant agencies or your supervisor.

## 9. SCG Decor's transactions

### 9.1 Inter-company transactions in SCG Decor

#### Principles

Business conducting or work performing that is a transaction between companies within SCG Decor must take into consideration the law and regulations issued by government agencies, including policies, guidelines, regulations, and operating authority of SCG Decor, as well as various criteria and conditions specified in each region.

#### Guidelines

- 1) Study the criteria, policies, guidelines, regulations, procedures, and authority of SCG Decor before proceeding.
- 2) Do not proceed with any requests to skip steps or ignore any normal process.
- 3) Follow the guidelines and processes for considering and approving related transactions, related items or items that may have conflicts of interest to provide maximum benefit to SCG Decor according to the criteria set by law.
- 4) Conduct related transactions fairly, reasonably, and without transferring benefits between companies in SCG Decor.

#### Examples

- 1) The A company asked to buy motor remains that are no longer usable from the B company to use in motor repair technicians training. The B company will not charge any expenses from the A company because they are companies in SCG Decor. Can it be done?

Advice No, because assets trading between companies in SCG Decor must be traded at market prices or book value.

- 2) Requesting to borrow employees from other companies in SCG Decor to temporarily work in your department by having verbal agreement of the executives of both companies. Can it be done?

Advice No, because borrowing personnel between companies in SCG Decor should follow personnel agreement and Transfer Pricing guidelines and specify cost center to collect expenses correctly.

- 3) A company is a company in SCG Decor that sells/provides services to other companies in SCG decor with the same type and same condition in lower or higher sells/provides services to companies outside SCG Decor. Can it be done?

Advice If A company sells/provides services in the same type same condition to companies inside and outside SCG Decor, A company must charge the same amount of remuneration.

### 9.1 SCG Decor's transactions with third parties

#### Principles

Transactions with third parties must be strictly performed according to the rules and the process prescribed by law, regulations of government agencies and policy of SCG Decor, including approval according to SCG decor's operating authority, In addition, the transactions should be performed according to the condition agreement with straightforward, transparency, verifiable by avoiding transactions that may cause distress or damage to SCG Decor or third parties.

#### Guidelines

- 1) Study, understand and follow the law, regulations that are issued by government agencies, policies and guidelines of SCG Decor towards various groups of stakeholders.
- 2) You must proceed according to regulations and procurement methods of SCG Decor in procuring.

Juristic persons must be considered first and should avoid individuals except in cases that require individual expertise or for the benefit of any operation of SCG Decor and must strictly comply with SCG Decor's policies and guidelines for recruiting and selecting business partners or business partners.

- 3) Transactions must be concerned about value, price of market mechanisms, quality and services received, do not discriminate or deprive performing business through unfair or unlawful means.
- 4) Avoid transactions that may cause an impact on social, environment or may cause damage to SCG Decor's reputation even though the transactions bring business benefits.
- 5) In transactions that are not related to SCG Decor, do not refer stealthily to SCG Decor, the Board of Directors, management or employees even if it does not directly impact SCG Decor.
- 6) Promote and support partners or business partners to follow the SCG Decor Business Code of Conduct and use it as a standard for doing business together.

#### Examples

- 1) Foreign companies offer to sell machinery at a lower price than sourcing directly from the manufacturer. Will you be able to buy this machine?

Advice You can buy the machine but you have to check all the details to ensure that the machine has efficiency suitable for the amount paid including the information of its origin, ensure that there is no infringement of anyone's intellectual property rights. This may be inspected through government agencies such as the Ministry of Industry, the Customs Department, or the Royal Thai Police, etc..

- 2) If there is a person who would like to buy products from SCG Decor and asks to not issue a VAT invoice to avoid paying VAT. Can you do it?

Advice You cannot do it because you must comply with tax laws.

- 3) You would like to order a product for yourself from a manufacturer that is a partner of SCG Decor. You also know that if the contract is signed under SCG Decor's name, you will receive a larger discount than usual. Will you be able to use the name of SCG Decor when ordering?

Advice The name of SCG Decor cannot be used in transactions that are not related with SCG Decor under any circumstances. Doing so may lead others to believe that it is a transaction with SCG Decor and may cause damage to SCG Decor. However, if SCG Decor has an agreement with the seller that allows employees to place personal orders then they can place orders on their own.

- 4) You have made an agreement to buy and sell by creating a purchase order/sales contract with a vendor. You would like to edit the trading conditions on payment terms because the company will benefit from a longer payment cycle. What would you do?

Advice Trade terms determination should consider the status of business of partners that consist of determining payment terms to be correspondence to financial liquidity of the partners for fairness in business operation.

## 10.1 International business

### Principles

Business operations abroad, whether it is the establishment of companies, factories, offices, branches, or business representatives. Commercial transactions with agents or overseas acquisitions should consider and follow local laws of countries that SCG Decor invests in and should act as good citizens in each locality, considering the local environment, traditions, norms and culture.

### Guidelines

- 1) Business operations should follow all of the internal laws of the country, policy of inspection and monitoring, and other related regulations that SCG Decor operates in. If the SCG Decor has better or higher regulations, procedures than the determining laws or policy, employees should follow the regulations, procedures of SCG Decor.
- 2) Refuse any operation that would have risks of violating the local laws. Report to commander or ask to SCG Decor's law consultant, if the conduction is unclear, is not according to the regulations or is contrary to the local laws, traditions, norms, and culture.
- 3) Regularly following changes of the laws or regulations in each country where business is being conducted. If you are uncertain, you should ask for advice from SCG Decor's laws consultant or related person who can evaluate risks and effects of the laws, regulations changing and to make appropriate and carefully risk management plans.

### Examples

- 1) If someone else offered to help you to apply for the license of a factory establishment in a foreign country, they claimed that they can coordinate with an authorized official for the license approval by skipping some steps of the laws. What would you do?

Advice Refuse the offering and proceed according to required steps as usual and report to your supervisor.

- 2) In case of buying business in foreign country, the seller offers to determine a lower price in various documents than the actual price to facilitate them to pay less tax. What would you do?

Advice Refuse the offering and consult the laws consultant of SCG Decor to study and conduct other appropriate and legal processes.

## 10.2 International trade

### Principles

Importing and exporting products or any transactions of SGC Decor that are related to foreign countries must strictly follow the relevant laws such as Import and Export laws, Custom laws, laws regarding product safety, Consumer Protection laws, as well as regulations and guidelines of SCG Decor.

### Guidelines

- 1) Study and follow the information of customers, partners and business partners that would proceed their business. Avoiding conducting the business with customers, partners and business partners who will not comply with the relevant laws or who conducts business in a dishonest manner.
- 2) Regularly monitor any transactions to ensure compliance with the law.
- 3) Ensure the accuracy of data and evidence of the imports and exports, and report to the responsible person such as internal organization in SCG Decor or government office etc.

#### Examples

- 1) You have received an invoice that showed an incorrect price and did not give clear product information. What would you do?

Advice Inform business partner to correct and clarify the invoice.

- 2) What would you do in cases where a customer who lives abroad asks you to make a document that does not match with the agreement in the transaction for tax benefit of the importing country?

Advice Refuse to create the document and report to your supervisor.

### 11. Commercial competition

#### Principles

SCG Decor is committed to conducting fair business under the framework of law and concerns the ethics of business with customers, partners and business of SCG Decor, fairness in business competition and laws of business competition of various countries where SCG Decor operates its business. SCG Decor will not do anything that may cause trade unfairness, hinder free competition for both customers and partners of SCG Decor including following the relevant policies and regulations of SCG Decor.

#### Guidelines

- 1) In case that SCG Decor is a market power as required by law. You must not use unfair market power that would limit competition or distort market mechanisms such as determining unfair prices or conditions, limit purchase options of customers or business partners with inappropriate reason.
- 2) SCG Decor will not make an agreement, including the exchange of business information with competitors or any person that can cause limited competition between SCG Decor with its competitors.
- 3) International or domestic merger must be conducted correctly according to conditions and any procedures as required by relevant trade competition laws, such as requesting permission before merging or notify after merging.
- 4) Competition laws are complex and different from country to country. The organization whose duties are related to business both domestically and internationally must understand and follow the laws, rules, policies and guidelines related to business competition of SCG Decor. Prior consultation to the law consultant of SCG Decor is an option in case of doubts.

#### Examples

- 1) What would you do if you were invited by a competitor of SCG Decor to share any opinions of marketing

plans to allocate customer groups and target areas to reduce cross-selling?

Advice Refuse to talk about the issue and insist on the policy of SCG Decor that inhibits employees to exchange opinions on the issue and report to the supervisor.

12. Money laundering Prevention

Principles

SCG Decor adheres to the principles and laws that are related with money laundering prevention. SCG Decor will not accept transfers or changes of the conditions of property that are related to any rule breaches to prevent someone from using SCG decor as a channel or a tool for transferring, concealing or disguising the illegal source of assets.

Principles

- 1) Reassure that source of money is legal before making a transaction with counterparty.
- 2) Do not transfer money to an unknown account or receive unusual transfer money especially from the country that is not related with the transaction.
- 3) Report to supervisor immediately in case of an unusual transaction.

Examples

- 1) Is it possible for a foreign debtor to transfer debt payment to SCG Decor through a country that has Tax Haven?

Advice Yes, because transferring funds or making contractual payment through a Tax Haven country is not illegal. However, you must be confident that the contracting party is reliable and that their business history can be verified.

- 2) What must you do if a contractual debtor would like SCG Decor to receive money transfer to settle debt from another party that is not a contractual party of SCG Decor?

Advice Avoid receiving contract payment from any party that is not a contracting party. If unavoidable, investigate the source of money in any transactions, relationship between debtor and transferor and history of transferor first before proceeding.