

Part 2

6. Corporate Governance Policy

The Board of Directors is committed to manage the organization by adhering to the corporate governance; therefore, policies, management mechanisms and regulatory systems are determined to allow efficient operation and to achieve the Company's objectives and goals under the business' direction upholding its transparency and responsibility for all stakeholders. The Company determines the corporate governance policies and code of conduct with the aim of encouraging transparent and efficient operation in accordance with corporate governance of Thai listed companies (CG code), 2017.

6.1 Overview of Policies and Practices of Corporate Governance

6.1.1 Policies and Practices Relating to Directors

1. The Board of Directors (The Board)

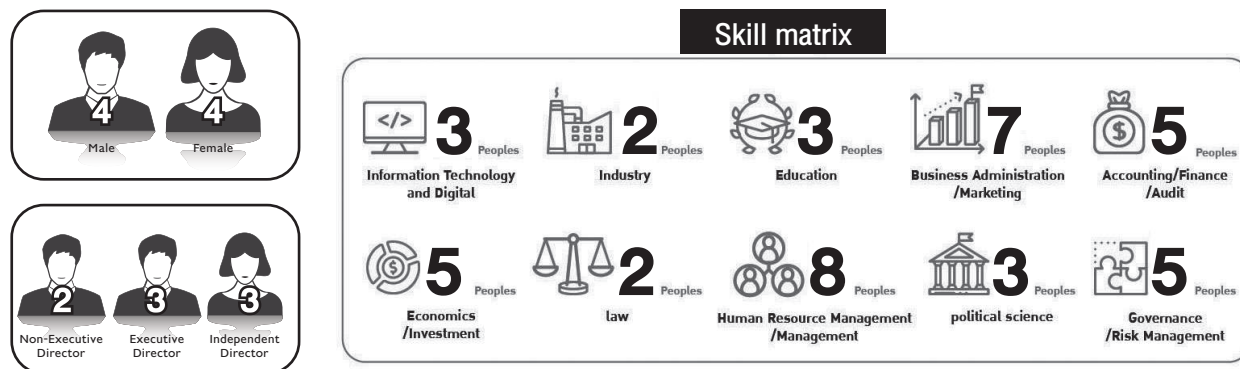
The Board is appointed by shareholders at the annual general shareholders' meeting (AGM). All directors must possess all required qualifications, and have no prohibited qualifications as prescribed by relevant laws and regulations. The Company has introduced a policy of diversity, which is considered as part of the Nomination and Remuneration Committee (NRC), to ensure its composition is suitably diverse in accordance with the good practice guidelines of the Corporate Governance's Policy and the Company's code of conduct. The nomination's process is based on the Board skills matrix, encompassing such diverse areas of expertise as knowledge and experience in the core business of the Company, business media, marketing, IT, business administration, economics, accounting, finance, law and gender diversity. Candidates will be considered regardless of their sexual preference, nationality, ethnicity, race or religious faith as diversity and inclusion can contribute to a broad range of perspectives that are crucial to the Company's business operations.

According to the Board's structure, the Company's regulations require at least 5 directors. Currently, the Board consists of 8 directors, an appropriate amount that is suitable for the size of the business, which are divided into 3 executive directors and 3 independent directors (not less than 1/3 of the total number of directors and must be at least 3 persons)

2. Independent Directors

The Company's regulation and corporate governance, the Board consists of independent directors not less than one-third of the total number of directors, and are qualified as required by the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559. The qualification stipulated by the Company's independent directors are **more stringent** than SEC and SET in the matter of not having significant business relation and has never been a professional service provider who receives service fees exceeding 2 million baht per year without any exemption period.

Composition and Skills matrix of the Board as of December 31, 2023 .



3. Director Selection and Appointment

- Appointment of director to vacant position due to retirement by rotation

The Company encourages shareholders to propose a list of candidates who have the qualifications prescribed by the law and as specified by the Company for the director selection process. An announcement will be made on the Company’s website at least 3 months in advance of the shareholders’ meeting every year. The NRC shall select and nominate a list of candidates that meet the qualifications as prescribed by the law and the criteria, for submission to the Board for agrees, will propose them to the AGM for approval. The appointment of each director must be approved by more than half of the total votes of the shareholders attending.

- Appointment of director to vacant position for any reason other than retirement by rotation

The NRC shall select and nominate a candidate who has qualifications as prescribed by the law and criteria and put the nominee before the Board which shall appoint the nominee to fill the vacant director post. The new director shall serve the remainder of the predecessor’s term.

- Appointment of subcommittees

The Board has appointed 5 subcommittees: Audit Committee (AC), Executive Committee (EXE), Nomination and Remuneration Committee (NRC), Corporate Governance and Sustainability Committee (CGS) and Risk Management Committee (RMC), each subcommittee consists of members who have suitable expertise for the respective functional requirements according to the Company’s regulations. Members of these subcommittees are tasked with screening and scrutinizing work assignments from the Board. The qualifications, term of office and scope of responsibilities of subcommittee members shall be in accordance with the charter of their respective subcommittee. All subcommittees report the results of their work assignments or progress status to the Board.

4. Remuneration for Directors

- Directors’ remuneration

The Board has established a policy on directors’ remuneration that is fair and appropriate according to the principles of good corporate governance. The NRC is responsible for determining remuneration guidelines and suitability, and propose to the Board for approval before proposing to the AGM for approval annually. Directors’ remuneration: monthly remuneration, meeting allowance and performance bonuses.

- Subcommittees' remuneration

The Board has assigned the NRC to consider and review the subcommittees' remuneration. The NRC is responsible for determining remuneration guidelines and suitability, and propose to the Board for approval annually.

5. Board of Directors Meetings

The Company schedules the entire year of the Board's meetings as well as determines clearly defined. The Board shall receive a meeting invitation, draft meeting minutes and agenda and background materials at least 7 days prior to the meeting date through the system for convenience and speed, as well as reducing the use of paper and reducing global warming in another way.

6. Development of Directors and Executive Officers

The Board places importance on the development of knowledge and competence of directors in order to promote the performance of the Board to be more effective by stipulating that all directors must attend a basic training course for the performance of duties as a director (details in the biographies of directors on page 14-21). In addition, the Company encourages Directors and Executives to attend seminars that are beneficial to their duties in business, industry law and other.

In 2023, course attended by Directors and Executives

Name	Position	Course
1. Mr. Manu Leopaibrote	Chairman of the Board	- Strategy to Cyber Security 4.0 - The Business landscape in a changing world
2. Mr. Vichaet Tantiwanich	Director/Executive Chairman	- Strategy to Cyber Security 4.0
3. Mr. Boonlerd Narathai	Director/Chairman of RMC/ CEO	- Strategy to Cyber Security 4.0 - The Business landscape in a changing world
4 Ms. Reuchaporn Sahawathanapong	Director/Executive Director/ Member of RMC/CFO	- Thai Chartered Management Accountants - Director Accreditation Program (DAP) - Strategy to Cyber Security 4.0 - The Business landscape in a changing world
5. AVM Isaraya Sukcharoen	Independent Director/ Chairman of AC/ Member of NRC/ Chairman of CGS	- Audit Committee Forum - Strategy to Cyber Security 4.0 - The Business landscape in a changing world
6. Assoc. Prof. Rana Pongruengphant, Ph.D.	Independent Director/ Member of AC/ Chairman of NRC/ Member of CGS	- Audit Committee Forum - Strategy to Cyber Security 4.0 - The Business landscape in a changing world

Name	Position	Course
7. Ms. Sunee Mattanyukul	Independent Director/ Member of AC, NRC and CGS	- Strategy to Cyber Security 4.0 - The Business landscape in a changing world
8. Mr. Thanit Klaewdetsri	Executive Director/ Member of RMC/ Business Media Director/ Company Secretary	- Strategy to Cyber Security 4.0 - The Business landscape in a changing world

Director Orientation

New directors must attend an orientation to understand the objectives, main goals, vision, mission, values of the organization. Characteristics and guidelines for conducting business related regulations Good Corporate Governance Policy and other necessary and useful information for effective performance of duties.

In 2023, the Company has 2 new director who were Executive. Therefore, this part of the event is held.

The Company has a policy of separating the positions of the Chairman of the Board. Executive Chairman and Chief Executive Officer shall be different persons, to prevent any person from having absolute power in any particular matter The committee will determine the authority and duty and select persons to hold such positions.

7. Board Performance Assessment

The Board requires an annual performance assessment to be conducted for the Board to review its performance, problems, and obstacles during the year. In 2023, the Company prepared a self-assessment form in line with the Thai Institute of Directors (IOD) as follows: Self-assessment form for directors (individual), Self-assessment form for the Board, Self-assessment form for subcommittees (consist AC, NRC, CGS and RMC) and the performance appraisal form of the CEO.

The evaluation results and recommendations from the evaluation will be presented to the Board, to determine guidelines for improving the performance of the Board of Directors to be more efficient.

8. Outside Interest Policy

The Company's directors can hold directorship positions in listed companies. However, being a director must not be an obstacle to the performance of duties as a director of the Company and no conflict of interest.

In holding the position of Chief Executive Officer, the Company stipulates that he cannot hold a position as a director in other companies, except subsidiaries or other companies approved by the Board.

Policies and Practices Related to Shareholders and Stakeholders

1. Shareholders' Rights

The Company realizes that shareholders, including institutional investors, have the ownership right; as a result, The Company has given shareholders the rights in every area eligible by the law and in compliance with The Company's policy; for instance, the right to purchase or transfer shares, the right to attend annual general meeting, the right to express opinions, the right to propose meeting agendas before

the meeting day, the right to nominate a person to be a member of the Board, the right to vote for the appointment or termination of a member of the Board and the Company's auditor, the determination of the Board's and external auditor's remuneration, the right to consider and determine the allocation of dividends and the Company impactful matters, and the right to access to the Company's Information adequately, quickly, and conveniently accessible through various channels to allow the shareholders having sufficient time to review and make decisions.

The Company held an annual general meeting once a year. In 2023, the meeting was held on 11 April 2023. In setting the meeting date and time, The Company took the convenience for shareholders and institutional investors who will attend the AGM into account. The Venue must be easy to commute, provided utterly parking spaces, accessible by public transportation and the measure to prevent the spread of COVID-19 strictly.

The Company provided shareholders the right to propose the meeting agenda prior to the meeting as well as the right to nominate a person to be a member of the Company's Board in the AGM Y2023 during the period from 1-31 December 2022. However, during that period, no shareholder proposed an agenda or nominated a person to be a member of the Board in advance.

The Company sent out invitation letters with details on the meeting agenda both in Thai and English. The information covered the matters to be determined which must be made at the meeting, also provide the cause and background of reasons for including the decisions with facts and rationales, details of each agenda, and opinion of the Board. The Company also sent out Proxy Form B as specified by the law and the list of the members of Independent Director as well as instructions on how to appoint a proxy to enable another person to attend the meeting on the shareholder's behalf. On top of this, The Company had distributed a map which showed the directions to the meeting venue for 21 days prior to the meeting. The map was also publicly available on the Company's website at <http://www.aripplc.com> 30 days prior to the meeting day. Aside from this, the Company put an advertisement on the details of the AGM Y2023 in the newspapers for three consecutive days prior to the meeting day.

On the day of the AGM, the Company utilized a Barcode system in use of the registration and vote collection to speed up the processing of the votes. The Company prepared the sufficient numbers of personnel to facilitate verification and registration of shareholders who attended the meeting with no more than 20 minutes used for services the shareholder or processes the Proxy Register. The Company also provided stamp duty using on the proxy forms for shareholders, prepare ballot card for shareholders and proxies who attended the meeting, and kept them when the meeting finished. To further facilitate shareholders, when the meeting commenced, the Company's secretary announced the number or percentage of shareholders who attended the meeting themselves and those who appointed another person to attend the meeting on their behalf with clear distinction. The secretary also announced the voting procedures and how the votes would be counted to the shareholders with one vote per share. During the meeting, the Company gave shareholders the opportunities to ask questions and record minutes of meeting on each agenda. For transparency purpose and good corporate governance, the Company invited a legal advisor "Miss Fongchan Suksaneh" to be witnessed as a voting committee. For the voting results, the Company announced the results of the AGM Y2023 by presenting the voting results on each agenda classified as "Yes", "No", "No Vote" and "Voided Ballot". After the meeting ended, the results

were sent to the SET on the same day and published on the Company's website. The Company took a complete meeting's minutes and sent to the SET. The minutes and related media became publicly available on the Company's website within 14 days after the AGM Day. The Company recorded VDO in the meeting.

2. Equal Treatment of Shareholders

The Company has a policy to treat and protect the rights of all shareholders equally and fairly based on good corporate governance principles.

1. Shareholders have the right to vote based on the numbers of share held, the right to give one vote per share, and the right to assign a proxy to attend the meeting on their behalf.

2. The Company provides an opportunity for shareholders to propose an agenda and nominate any person to be a member of the board at least three months in advance. The Company disclosed the rules and procedures on The Company's website and informed shareholders through the SET.

3. The Company published its invitation letter and the meeting details on its website both in Thai and English 30 days prior to the meeting and sent out documents via postal mail by its Securities Depository Center 21 days in advance.

4. If shareholders are unable to attend the meeting, the Company sent out Proxy Form B together with invitation letter, providing instructions on documentation of proxy appointment. The Company also proposed members of the Independent Directors as an alternative to the shareholder's proxy assignment.

5. In organizing the meeting, the Board did not add any agenda which was not already listed on the invitation letter for shareholders' consideration.

6. The Company had a clear policy and announced the time to halt the trading of its securities 30 days before the announcement of the Company's financial statements to the Board and the Company's Executives in strict compliance with the SEC's regulations.

7. The Company prepared a report on asset ownership of the Board and the Executives with accuracy and completeness. The Company presented the report at the Board meeting on a quarterly basis. The Company has never received any warning about its misconduct from the Company's secretary.

8. When there is any change or newly appointment of the Board, the Company will inform the SEC to ensure its information is always up-to-date.

9. The Company has not provided any financial assistance to non-affiliated companies. There is neither cross-shareholding in its share ownership structure nor share repurchase.

3. Stakeholders' Role

The Company recognizes the rights of every stakeholder and has clearly specified policies and guidelines for every stakeholder category to reassure and to build confidence for stakeholders; including shareholders, employees, customers, suppliers, creditors, competitors, the general public and the society. The Company has organized cooperation between stakeholders to operate best profit, create jobs and business with financially sustainable. The Board is confident that stakeholders' rights are being protected and treated with the good practices in consideration of efficient resource allocation and including the impact on the environment.

The Best Practice to the Stakeholders

■ **Shareholder/Investor:** The Company is determined to be a model representative for its shareholders in carrying out business transactions and commits to maximizing shareholder satisfaction in regards of building sustainable long-term growth while disclosing transparent and reliable information for its shareholders.

The Company respects the fundamental rights of shareholders and treats all shareholders with equality, who are entitled to attend the AGM, to vote, to propose the agenda and nomination director candidates to director, listening to opinions and suggestions from shareholders. In 2023, the Company was assessed in the quality assessment project of the AGM by the Thai Investors Association at an excellent level, and the evaluation results of the Corporate Governance Survey of Thai Listed Companies by IOD at 5 stars level.

■ **Employees:** The Company has established policies that recognize the importance of safety, sanitation and a conducive work environment as factors of successful business transactions. Thus, the Company is responsible for implementing and maintaining a safe working environment to nurture and protect the lives and the property of all of its employees. All of our Directors, Executives and Employees included, are the Company's most valuable assets and a critical factor for success. Thus, the Company must place an emphasis on developing and promoting a positive working atmosphere, along with a culture of teamwork, consideration, and respect for individuality on the fundamental basis of human rights. The employment, promotion and transferal of all employees shall be considered on a fair and equal basis based on ethical standards. The Company's staffs will be nurtured to deliver as much value to the Company as possible, by developing their knowledge in their given profession, nurturing their mindsets and personal skills, as well as developing their career paths. Training courses will be organized both internally and externally for at least 50% from the average total number of employees in a given year (including online training). Furthermore, policies to manage employee compensation and welfare must also be managed in a just manner, and strictly comply with labor laws.

In 2023, The Company revised the employment practices to enhance all the rights and benefits regarding employment policy. The Company also evaluated employees at every level using the KPIs system apply with the Balance Scorecard principles.

■ **Customer:** The Company is committed to deliver customer satisfaction and earn the customers' trust in our products and services through remarkable quality and reasonable price, along with the contributions of the strong customer relationship. The Company strives to enhance the product qualities and service satisfactions, complete without using statements that are unfair to consumers, statements that cause misunderstandings about the essence of the product or service and protect customer information, and avoid misusing information or data into fraud or corruption. The Company provides advice and recommendation with the customer's best interest at its core.

In 2023, The Company has not received any customer complaint. The Company had a survey of customer satisfaction at the "COMMART", and seminars organized by the Company the most customers satisfied with our services.

■ **Business Partners and Creditors:** The Company's dealings with any business partner shall be conducted in a manner that upholds the reputation of the Company and all relevant laws. The Company does not support partners with unethical business practices, illegal actions, corruption, intellectual

property violations or human rights violations. The Company employees must be aware of the common interests of the Company's business partners and treat them equitably. The Company determines clear and just policies and guidelines for the selection of business partners. The Company shall also consider its business partners to be a key factor in jointly creating a value chain for its customers.

The Company has a process for selecting business partners by competing on equal information and select business partners with fairness under the criteria for the evaluation and selection of business partners of the Company. It carefully considers factors such as price, quality, reliability and suitability for users. In addition, the Company has increased the number of partners and items of products/services that are friendly environmentally, and improving the green service database as the Company's suppliers' list.

In regards of its treatment of Creditors, the Company is committed to conducting business with principle and discipline to establish trust. The Company will adhere to the contract or the terms of agreed requirements including the installment, interest and collateral under the relevant contracts. In the case of non-compliance, the Company will notify its creditors in order for both parties to jointly find a solution.

In 2023, The Company sought products and services in accordance with the procurement rules by using price comparison to ensure equal treatment, transparency, accountability, and no overreliance on any suppliers. The internal audit department reviewed the procurement procedures annually and found no significant issue that could indicate lack of efficiency in the Company's operations and internal control. The Company had no disputes or complaints from its Partners or Creditors.

■ **Competitor:** The Company supports and promotes free and fair competition without monopolization or forcing suppliers to only supply to the Company. The Company has no policy to use any means to unethically or unlawfully acquire competitors' information.

In 2023, The Company adheres to the equality and fairness principles and never had any disputes or complaints from competitors.

■ **Community and Society:** The Company are a member of the society who has a responsibility in helping the society, supporting community activities, and encouraging employees to partake in the social responsibility activities.

In 2023, Granted the scholarships to the University and participated in activities with partners.

■ **Environment, Safety, and Hygiene:** The Company believes that safety, occupational health and the environment are the fundamental responsibilities of the Company and therefore has established a policy for employees to work safely and in accordance with the requirements of relevant laws. The details are as follows:

- All employees will cooperate to ensure the safety of yourself and others as well as company assets during working hours, and have the right to suggest opinions on how to improve working conditions and safely.

- Encourage all employees to have the knowledge and awareness of working safely, and have good occupational health. Promoting and supporting safety activities such as training, incentives, public relations safety.

- All Supervisors must act as a good role model, be a leader, train, coach, motivate and take responsibility for employees to work in a safe way, and in accordance with the safety regulations that are strictly established.

- The Company will strictly comply with relevant laws and regulations, and convey this policy to all employees and external stakeholders including the public.

In 2023, the Company has a policy to focus safety and hygiene Including the working environment of the Executives and Employees. The Company had a policy concerning workplace safety and hygiene and provided first aid trainings in case of emergencies including accidents, fire, earthquake, and disease outbreak for employees' safety. The Company keeps a healthy work environment and undertakes germ and rodent prevention by providing the Antigen Test Kit (ATK) to employees at risk symptoms. In the event that a patient is found or touched the patient, disinfectant will be cleaned as soon as known. The Company installing an electrical defibrillator to help patients with arrhythmias or sudden cardiac arrest in an emergency. In 2023, the Company had no work-related accidents or illnesses.

4. Information Disclosure and Transparency

1. The Company concern on the information disclosure that is accurate, complete, transparent and timely. It is in accordance with the information disclosure guidelines of listed companies, published through the channels of SET, SEC and the Company's website, for all groups of stakeholders have equal access to information such as financial reports, financial statements, 56-1 One Report and other related information both Thai and English. Investors can learn more about the Company through the Company's website or contact us directly at the Investor relations department.

2. The Company reported corporate governance policy that had been approved by the Board by summarizing and reporting the Company's operating statements through various channels including The Company's 56-1 One Report and website.

3. The Company presents the Board's responsibility report on its financial statements and the auditor's report in 56-1 One Report. The Company sent the financial report to SET and SEC in time before the deadline. There was no item on which the Company's auditor would provide conditional opinions and no inaccurate financial statements, nor none-opinion on the financial statements.

4. The Company discloses lists of the independent directors along with the roles and duties of the Board and subcommittees, the Directors' remuneration, the total number of meetings and the number of meetings each member attends, and the Directors' profile in 56-1 One Report.

5. The Company has assigned persons who are responsible for providing information and communicating with shareholders, investors, and security analysts. The Company also organized and invited them to the Company visiting when it sees appropriate.

6. The Company reported security ownership of the Board, Executives, external auditor, and parties relating to the financial information such as accounting manager as well as spouse and underage children who hold The Company's securities. The Company also reported possible conflict of interest to the Board to update on the Board's meeting quarterly and annual change in 56-1 One Report.

7. The Company presented the shareholding structure and clearly disclosed the shareholding of the Board and Executives. The Board understood the relationship structure of shareholders which might affect the controlling and management power of the Company.

8. The Company hired an external auditor who is independent and has auditor's qualifications that are generally accepted. The external auditor is certified by the SEC. The Company also disclosed auditor's fee and other service fees paid to the external auditor or the audit firm.

In 2023, The Company published its financial and non-financial information with transparency and within the time as specified by SET through various channels of the SET and the Company's website. The Company presented a report on its responsibility for financial statements and Auditor's report in the 56-1 One Report and disclosed information on the remuneration of the Board and Executives in details describing the type and amount of the remuneration in the 56-1 One Report.

The Company proposed to the Shareholders appointing EY Office Limited to be the Company's external auditor for Y2023 at the shareholders' meeting. According to the Company's policy, the auditor had no relationship that could affect its independence. The Company was actually paid the Auditor's Fee of 1,240,000 baht excluding other expenses that were actually paid, not have any service fee. The Company has no subsidiary, therefore no auditor appointment and no audit fee.

The Board, Executives and accounting manager has notified the changes on stakeholders' lists and reported on security ownership at the Board's meetings every quarter.

In 2023, Ms. Nonglak Ngamkham, Accounting manager, there was a purchase of 2,000 shares of the Company's securities. The intention to trade had been inform in advance to the Company's secretary.

Report on the Company's Securities holding by the Board, Executives, the spouses and their underage children.

Name	Position	No. of Shares 1 Jan 2023	Changes		No. of shares 31 Dec 2023
			+	-	
1. Mr. Manu Leopaivate	Chairman of the Board	780,000	-	-	780,000
2. Mr. Vichate Tantiwanich	Director/Executive Chairman	-None-	-	-	-None-
3. Mr. Boonlerd Narathai	Director/CEO	600	-	-	600
4. Dr. Wilson Teo Yong Peng	Director	-None-	-	-	-None-
5. Ms. Reuchaporn Sahawathanapong	Director/CFO	394,800	-	-	394,800
6. AVM Isaraya Sukcharoen	Independent Director/ Chairman of AC/ Member of NRC/ Chairman of CGS	950,000	-	-	950,000
7. Assoc. Prof. Rana Pongruengphant, Ph.D.	Independent Director/ Member of AC/ Chairman of NRC/ Member of CGS	-None-	-	-	-None-
8. Ms. Sune Mattanyukul	Independent Director/ Member of AC/ Member of NRC/ Member of CGS	-None-	-	-	-None-
9. Mr. Pornchai Jantarasupasang	Executive Director/IT Director	25,000	-	-	25,000
10. Mr. Thanit Klaewdetsri	Executive Director/ Business Director	-None-	-	-	-None-
11. Mr. Wittaya Kitchanpaiboon	Executive Director/ Asst. Business Director	-None-	-	-	-None-
12. Ms. Nonglak Ngamkham	Accounting Manager	200	2,000	-	2,200

Business Ethics

The Company’s directors have strong commitment to promote the way that the Company do and manage the business with morality and responsibility to the economic and social overall, in order to promote the Good Corporate Governance system based on honesty, fairness, transparency and focus on creating good benefits for shareholders and taking into account for all stakeholders. Therefore, the Company has prepared a business ethics manual as a guideline for Directors, Executives and Employees should practice which results in a good image of the Company to investors and people involved and gain confidence from society. This will result in sustainable growth of the Company, build wealth and financial stability which will benefit for all stakeholders. (Details appear on the Company’s website, Corporate Governance Topics, Business ethics submenu)

The Significant Changes and Developments of Policies, Practices, and Corporate Governance Systems in the past year

The Company received 5-star ranking or excellency level in the survey project of corporate governance of Thai listed companies (CGR) in 2023 conducted by Thai Institute of Directors (IOD).

1. Review of policies, practices and governance systems

The Company has regulated an annual review of corporate governance policy and charter. The Corporate Governance Committee has reviewed and improved in order to be consistent with the ASEAN CG Scorecard for better adaptation for practices. In the Board’s meeting no. 5/2023 date 8 November 2023, reviewed and improved the corporate governance policies, communication channels, training, education and communication for all employees were also updated important policies, as well as practices to be in conformity with organization’s direction and operating policies.

2. Implementing and applying good corporate governance principles

In terms of topics that have not been exercised, the Company will then utilize them as guidelines for further adaptations for practices, as follows:

Principle/ Best Practices by SET	Explanation
1. The Chairman of the Board must be an independent director.	The Chairman of the Board’s qualification accordance the definition of independent director. But the Board has been appointed him as the authorized director, and The Company’s article no. 27: The Company’s authorized signature except independent directors. Then the Chairman was not the independent director.
2. The Board should specify the number of listed companies in which each director cannot hold more than 5 companies.	The Board considered that each director has sufficient time to prepare and attend the meeting of the Board and subcommittees.
3. The Board should determine that independent director can continually assume director positions for not longer than 9 years since the date of the first appointment.	The Board considered and believes that independent directors are knowledgeable and skilled persons, and experiences for the long time will help such directors better understand the Company’s business and independently provides opinion to the Board.

Principle/ Best Practices by SET	Explanation
4. The board should consider to assign the Business Sustainability Committee with least 1 member as a director, including disclosing the charter or roles and responsibilities	The Board of Directors expand the scope of responsibility for the “Corporate Governance Committee” to be responsible for the sustainability of the business. By changing the name to the “Corporate Governance and Sustainability Committee” contain with the independent directors. and/or at least 3 non-executive directors on February 23, 2023. With the charter that specifies the responsibility for supervising the company’s operations in accordance with the corporate governance code. transparency management, open, verifiable, and fair to all parties of stakeholders. and has sustainable growth.
5. The committee should consider to assign the Risk Management Committee with at least 1 member as a director, including disclosing the charter or roles and responsibilities	At the Board of Directors’ meeting No. 4/2566 on August 10, 2023, the Board of Directors assigned the Risk Management Committee containing at least 3 directors or executives, wherein at least 1 of them is the company director, with a charter that specifies the duties of considering policy and risk management framework. In order to build sentiment and credibility with stakeholders.

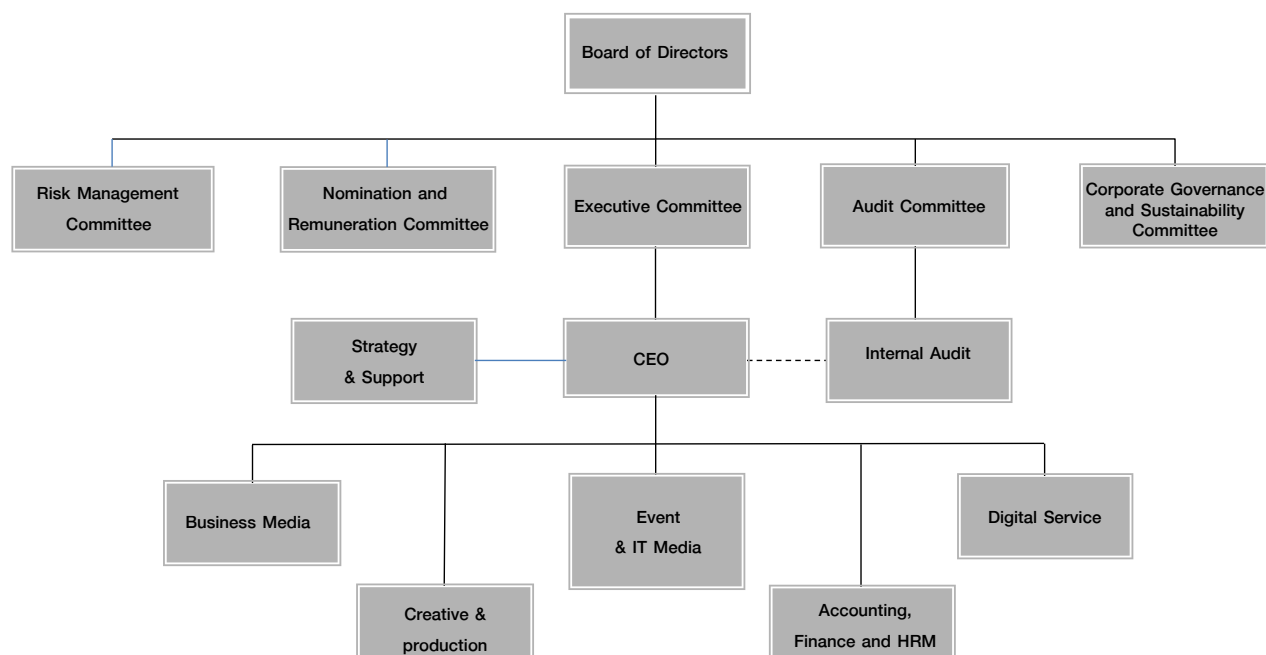
3. Other noteworthy operation information according to corporate governance to support assessments.

- The Company received a full score of 100 points or “excellence” level from assessment of the quality of the AGM Y2023, conducted by Thai Investors Association.

- The Company received overall average score of 80% or “excellence” level in corporate governance compliance of Thai listed companies assessed by Thai Institute of Directors Association (IOD) with the support of SET and SEC.

7. Corporate governance structure and important information about the Board of Directors, Sub-Committees, Management, Employees and Others.

7.1 MANAGEMENT STRUCTURE



7.2 Board of Directors' Information

The committee consists of the combination of people having the variety in the necessary skills, experience, and have at least 1 executive director who has the expertise of the Company's core business and independent. The Board has an important role in setting policies, directions and overall images of the organization as well as supervise, audit and evaluate the performance of the Company.

Composition of the Board

The Board as of 31 December 2023, comprising 8 directors as follows:

- | | | |
|---|-------------------------|--------------------------------------|
| 3 | Executive directors | (37.5% of total number of directors) |
| 2 | Non-Executive directors | (25% of total number of Directors) |
| 3 | Independent directors | (37.5% of total number of Directors) |

The Board as of December 31, 2023

Name – Last Name	Position	Type of Directors
1. Mr. Manu Leopaiprote	Chairman of the Board	Non-Executive Director
2. Mr. Vichate Tantiwanich*	Director/Executive Chairman	Executive Directors
3. Mr. Boonlerd Narathai	Director/CEO/Chairman of RMC	Executive Directors
4. Dr. Wilson Teo Yong Peng	Director	Non-Executive Director
5. Ms. Reuchaporn Sahawathanapong**	Director/Member of RMC/CFO	Executive Director
6. AVM Isaraya Sukcharoen	Independent Director/ Chairman of AC/Member of NRC/ Chairman of CGS	Independent Director
7. Assoc. Prof. Rana Pongruengphant, Ph.D.	Independent Director/ Member of AC/Chairman of NRC/ Member of CGS	Independent Director
8. Ms. Sunee Mattanyukul	Independent Director/ Member of AC/Member of NRC/ Member of CGS	Independent Director

Remark: * Mr. Min Intanate as Director and Executive Chairman resigned from the position on January 17, 2023. The Board resolved to appoint Mr. Vichate Tantiwanich as Director and Executive Chairman instead. The term of office is the same as the remaining term of the resigned director. Effective from January 18, 2023 onwards.

** Mr. Prayoon Rattanachaiyanont as Director resigned from the position on August 10, 2023. The Board resolved to appoint Ms. Reuchaporn Sahawathanapong as Director instead. The term of office is the same as the remaining term of the resigned director. Effective from August 11, 2023 onwards.

Definitions in accordance with the regulation of the Capital Market Supervisory Board

- Executive Director means a director who is an executive position and also an employee of the Company and has management responsibilities.
- Non-Executive Director means a director who is not an executive position and has no management responsibilities.
- Independent Director means an outside director who is not an executive or a regular employee of the Company or an executive director or director who is authorized to sign on behalf of the Company. They are independent from major shareholders, management and related persons, able to act to protect the interests of all shareholders equally, and can help avoid creating a conflict of interest between the Company and related persons.

Company's Secretary

Mr. Thanit Klaewdetsri

Authorized Directors

Mr. Manu Leopaiprote, Mr. Boonlerd Narathai or Ms. Reuchaporn Sahawathanapong, the signatures of any two of the three above-mentioned directors affixed with the Company's seal shall bind the Company.

Authorities and Duties of the Board

Directors shall honestly and prudently perform their duties in accordance with the laws of Thailand, the Company's objectives, Articles of Association, and resolutions from shareholders' meetings, all with the aim to protect the interests of the Company. A summary of their authorities and duties are as follows:

1. To hold an annual general shareholders' meeting within four months after the last day of each fiscal year.
2. To hold a meeting at least once every three months, as well as, attend a non-executive directors' meeting without the management team at least once a year.
3. To prepare the statement of financial position and statement of comprehensive income at the end of the quarter that had already been reviewed by auditor. And the statement of financial position and statement of comprehensive income at the end day of the fiscal year that have already been audited by auditor will be presented during the Annual General Meeting for approval.
4. To consider the qualifications required of independent directors. Independent directors are able to free their opinions on the Company's management.
5. To set up an internal audit unit that directly reports to the Audit committee, in order for members to effectively monitor the Company's operations.
6. To appoint a company secretary.
7. To designate any director(s) or any person as their proxies to act on behalf of the Board on specific issues for a period of time under the Board supervision. The Board may change, amend or cancel the proxy whenever it deems appropriate.

The Board may assign their proxy to the Executive Committee to perform certain activities. However, the proxy shall limit the authorized person(s) not to make decision on any transaction that may have any conflict of interest with the Company or its subsidiaries, except for the transactions, which are already or under guidelines approved by the Board.

8. To take part in establishing the vision and mission of the Company, in order for executives and employees to move forward in a unified direction. These statements should be reviewed annually. The Board must ensure the Company's strategies are being implemented and comply with the approved budget plan.

9. To determine the Company's goal, policy, business plan and budget and to supervise and ensure that the Executive Committee proceed with managing the Company in line with the Company's policy. The following matters require the approval of shareholders: a capital increase, capital reduction, debenture issuance, disposal or transfer of the business or significant part thereof to other parties, the purchase or acquisition of other businesses, and an amendment of Memorandum of Association or Articles of Association, etc.

Furthermore, the Board shall ensure that the Company complies with regulations of the SEC and SET, i.e., connected transactions, the disposal or acquisition of assets, etc.

10. To regularly monitor the Company's performance according the business plan and budget.
11. To consider the management structure, appointment of the Executive Committee, Chief Executive Officer, and members of other Committees.

12. A director shall not engage in any business which is similar or in competition with the business of the Company or become a partner in an ordinary partnership or become a director of a private company or any other company operating a business which is similar or in competition with the business of the Company, unless he or she notifies the shareholders meeting prior to the resolution of his or her appointment.

13. A director shall notify the Company without delay when he or she has a direct or indirect interest in any contract which is made by the Company, and when he or she holds shares or debentures of the Company or an affiliated Company, and shall indicate any increase or decrease in the number of the director's total number of shares.

14. The Board advocates for innovation, adding value to the Company and its customers or stakeholders as well as having a social responsibility towards society and the environment.

15. To arrange a performance evaluation on the Board as a whole, and an annual performance evaluation of the Company's Chief Executive Officer (CEO).

Approval Authority of the Board

1. To approve vision, mission objective and major policy such as the Corporate Government Policy, Code of Conduct, Risk Management Policy, Monitoring of Insider Trading Policy, Anti-corruption Policy, Internal Control Policy, Related Transaction Policy, and Policy on Conflict of Interest.

2. To approve financial investment, financial loan for amounts exceeding 20 million baht.

3. To approve procurement that exceeds the Executive committee's approval as authorized for each item.

4. To approve investment projects and major operations under the Company's objectives, articles of association, resolutions of the shareholders' meetings and relevant laws, and supervise the management to implement policies and plans as defined with efficiency and effectiveness.

5. To approve annual business plan, budget, manpower and capital expenditure.

6. To approve transaction under the Securities and Exchange Act, such as connected transactions, property acquisition, and disposal.

7. To approve the interim dividends payment to shareholders.

8. To approve list of management to hold directorship in subsidiaries or joint-venture under the agreement of proportional to its shareholding.

Roles and Responsibilities of the Chairman of the Board

To segregate the authorities and duties in the matter of the Company policy and management, the Company has mandatory required a different person to appoint as the Chairman of the Board, Executive Chairman and CEO. The Chairman's roles and responsibilities are as follows:

1. Call and chairing the meetings of the Board and the shareholders' meeting, and jointly with CEO to decide the agenda of each meeting.

2. Ensure each meeting's efficiency and comply with laws, regulations and the Company's article of associations, as well as allowing Directors' queries and expression of free views.

3. Encourage the Board to do their duties effectively in conformance with the corporate governance principles.

4. Oversee the performance of Boards and the subcommittees. In the case of an equality of votes in the Directors' meeting, the chairman shall have a casting vote.

Term in Office of the Board

In each AGM, at least one-third of all directors must retire from the office. If the number of directors cannot be divided into three parts, the closest number shall be retired. For subsequent years, the directors who have been in office the longest shall retire. Directors who retire from office may be re-elected.

7.3 Subcommittees

The Board has appointed 4 subcommittees: Audit Committee (AC), Executive Committee, Nomination & Remuneration Committee (NRC), Corporate Governance and Sustainability Committee (CGS) and Risk Management Committee (RMC). Each committee is assigned to consider and oversee specific matters before submitting the recommendations and opinions to the Board for consideration. Most members of the subcommittees are Independent Directors except the Executive Committee.

1. Audit Committee

Appointed by the Board, comprise of at least 3 independent directors who are qualified complete duties and responsibilities in accordance with the rules set forth in the notification of the SEC and according to the announcement of the Capital Market Supervisory Board. The Audit Committee must be knowledgeable, expertise and sufficient experience to act as an Audit Committee. At least 1 member of the Audit Committee must have knowledge and experience in accounting and/or finance to review the financial reports, as follows:

Name	Position
1. AVM Isaraya Sukcharoen	Independent Director/Chairman of AC
2. Assoc. Prof. Rana Pongruengphant, Ph. D.	Independent Director/Member of AC
3. Ms. Sunee Mattanyukul*	Independent Director/Member of AC

Remark: * Ms. Sunee Mattanyukul is the member of Audit Committee who has knowledge and experiences accounting and reviewing the Company's financial statements.

Audit Committee's Secretary

Ms. Sadarin Chantakul

Authorities and Duties of the Audit Committee

1. To review and ensure that the Company's financial reports (quarterly and annually) are reliable and have adequately disclosed related information prior to submission to the Board.

2. To review and ensure that the Company's internal control system and internal audit system are suitable and effective. The Audit Committee would ensure the independency of the internal audit unit, as well as approve the appointment, transfer and dismissal of the chief of the internal audit unit or any other units in charge of internal audit.

3. To review and ensure the Company's compliance with the Securities and Exchange Act, the Exchange's regulations, and the laws relating to the Company's business.

4. To consider, select nominate and terminate independent person to be the Company's auditor, and to propose such person's remuneration, as well as attend a non-management meeting with an auditor at least once a year.

5. To review and ensure that connected transactions, or transactions that may lead to conflicts of interest, are done in compliance with the Securities and Exchange Act, and are reasonable and for the best benefit of the Company.

6. To prepare and disclose the Audit Committee's report in the Company's annual report. That report shall contain at least the following information:

(a) An opinion on the accuracy, completeness and reliability of the Company's financial report.

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

(c) An opinion on the compliance with the Securities and Exchange Act, the Exchange's regulations, or the laws relating to the Company's business.

(d) An opinion on the suitability of an auditor.

(e) An opinion on the transactions that may lead to conflicts of interests.

(f) The number of the Audit Committee's meetings and the attendance of such meetings by each committee member.

(g) Opinions or comments received by the Audit Committee from its performance of duties in accordance with the charter.

(h) Other matters, as seen by the Audit Committee that should be reported to the shareholders and general investors, under the scope of duties and responsibilities assigned by the Board.

7. To perform other tasks as assigned by the Board and that are concurred by the Audit Committee.

In the case that the Audit Committee's duties are changed, the Company shall report the resolution that causes such changes, and shall prepare a list the Audit Committee members and scope of work that are changed in the form as prescribed by the Stock Exchange of Thailand (SET). Such changes must be submitted to the SET within 3 (Three) working days from the date on which the changes are made. The changes must be reported in accordance with electronic reporting procedures and regulations stipulated by the SET.

Term in office of Audit Committee

The Audit Committee shall remain in office for 3 years. The member of the Audit Committee who retired by rotation may be re-appointed. The resignation of the member of the Audit Committee shall submit their letter of resignation to the Chairman of the Board at least 30 days in advance, and send the copy of the resignation letter to SET within 3 business days.

2. Executive Committee

Appointed by the Board, having duty of manages the Company's operation to ensure the compliance to objectives and policies set forth by the board. As of December 31, 2023, The Executive Committee comprising 6 directors as follows:

Name – Last Name	Executive Chairman
1. Mr. Vichate Tantiwanich	Executive Chairman
2. Mr. Boonlerd Narathai	Executive Director/Chief Executive Officer/Digital Agency Director
3. Mr. Thanit Klaewdetsri	Executive Director/Business Media Director
4. Mr. Pornchai Jantarasupasang	Executive Director/IT Media and Event Director
5. Ms. Reuchaporn Sahawathanapong	Executive Director/Chief Financial Officer
6. Mr. Wittaya Kitchanpaiboon	Executive Director/Asst. Business Media Director

Executive Committee’s Secretary

Ms. Tassanee Baoruksa

Authorities and Duties of the Executive Committee

The Executive Committee has authorities and duties to run the day-to-day operation of the Company. They include devising of the Company’s business strategies, business plans, budget, management structure and relevant authority structure. The Executive Committee is also responsible for setting business operation guidelines corresponding to economic climates. It is to report the plan to the Board for consideration and/or approval. It has to also monitor the Company’s performance in accordance with the approved policies. The Executive Committee’s main duties are summarized as follows:

1. To review annual budget allocation proposed by the management before proposing it to the Board. In case of urgency, the Executive Committee may approve the change or increase expenditure budget as it deems necessary, provided that it must report to the Board in the next Board’s meeting.

2. To approve expenditure according to the level of authorization that has been approved by the Board.

3. To approve major investments as specified in the annual budget that are assigned or approved by the Board.

4. To provide advice to the management in the area of finance, marketing, human resource management, and other operations.

5. To approve the financial transactions as follows:

(a) No limit of authority for the Executive Committee if it approved financial transaction within the scope of the business plan or annual budget that the Board has already approved.

(b) In case that it is not prescribed in the approved budget according to clause (a), the Executive Committee has the power to approve financial transactions in an amount not exceeding 20 million baht, whereby such power to approve financial transactions shall cover the approval of expenditures in the general course of business, investment in capital assets or fixed assets, financial loans, applying for credit facilities, as well as provision of guarantee, for instance, provided that the Executive Committee has to propose to the Board’s meeting for acknowledgement.

6. To perform other tasks as assigned by the Board.

The Executive Committee does not have the authority to approve any transaction with a conflict of interest, or any transaction, which the Executive Committee or its related parties may have a conflict of interest with the Company or its subsidiary (if any) according to SET’s regulations.

The Executive Committee is required to obtain approval from the Board or Shareholders for those connected transactions in accordance with the Company’s Articles of Association or relevant laws. This excludes any transactions done in accordance with normal courses of business, for which the Board has already stipulated approval guidelines.

3. Nomination and Remuneration Committee (NRC)

Appointed by the Board comprise of at least 3 Directors and Executives, more than half of members must be Independent Directors as follows:

Name – Last Name	Position
1. Assoc. Prof. Rana Pongruengphant, Ph. D.	Independent Director/Chairman of NRC
2. AVM Isaraya Sukcharoen	Independent Director/Member of NRC
3. Ms. Sunee Mattanyukul	Independent Director/Member of NRC

Nomination and remuneration committee’s secretary

Ms. Sadarin Chantakul

Authorities and duties of the NRC

Part 1. Nomination

1.1 To set guidelines and policies with regards to the nomination of members of the Board, members of other subcommittees and CEO. The Committee shall consider the appropriate number, structure, composition of members, and qualifications, and propose to the Board and shareholders’ meeting for approval (if any).

1.2 To consider, nominate and propose suitable candidates for the position of the Board and/or the subcommittee and/or CEO, to become a director, should a current Director’s term be about to expire, should there be a vacant position and/or if the Company wishes to appoint an additional Director.

1.3 To consider, succession plans for the CEO and Executives to ensure uninterrupted operation and the availability of successors on retirement or inability to perform of the CEO or management.

1.4 To be responsible for answering any questions about nomination at a shareholders’ meeting on behalf of the Board.

1.5 To perform other nomination related tasks as assigned by the Board.

The Criteria of Nomination for the Directors

1. Consider the suitability, knowledge, experience and specialization which are useful to the Company.

2. Consider the diversity of gender, age, religion, race, nationality, expertise, skill and experience in order to perform duties effectively and fully support the Board. (Board skill matrix)

3. Qualifications according to laws, regulations, and good corporate governance principles of the Company.

4. Consider directors’ dedication.

Part 2. Remuneration

2.1 To set guidelines and policies with regards to the Remuneration of the Company's directors and members of subcommittees and propose to the Board and/or AGM for approval.

2.2 To determine necessary and appropriate monetary and non-monetary remuneration, for members of the Board and subcommittees by taking into consideration each director's duties and responsibilities, performance and propose to the Board and/or AGM for approval.

2.3 To be responsible for answering any questions about remuneration at AGM on behalf of the Board.

2.4 To perform other remuneration related tasks as assigned by the Board.

The Criteria of the Remuneration for the Board and Subcommittees

1. The remuneration for directors is divided into 3 parts: monthly remuneration, meeting allowance per time and performance bonus. No other benefits.

2. The remuneration is based on duties responsibility, the performance obligations, the Company's performance, by comparing with other companies in the same industry or the similar business.

3. The remuneration for the Board must be approved by the AGM.

Term in Office of NRC

NRC shall remain in office for 3 years. The member of the NRC who retired by rotation may be re-appointed. The resignation of the member of the NRC shall submit their letter of resignation to the Chairman of the Board at least 30 days in advance.

4. Corporate Governance and Sustainability Committee (CGS)

Appointed by the Board comprise of at least 3 Independent Directors and/or Non-Executive Directors, more than half of members must be Independent Directors. And there must be an Independent Director serve as Chairman of Corporate Governance and Sustainability Committee as follows:

Name – Last Name	Position
1. AVM Isaraya Sukcharoen	Independent Director/Chairman of CGS
2. Assoc. Prof. Rana Pongruengphant, Ph. D.	Independent Director/Member of CGS
3. Ms. Sunee Mattanyukul	Independent Director/Member of CGS

Corporate Governance and Sustainability Committee's secretary

Ms. Sadarin Chantakul

Authorities and Duties of the Corporate Governance and Sustainability Committee

1. To governing and monitoring business operations and the performance of the Board's committees, ensuring management personnel and company employees comply with the principles of the Company's policies, good corporate governance and related laws.

2. To establish and review significant company procedures and practices those comply with the principles of good corporate governance.

3. To regularly evaluate the Company's policies, principles and practices.

4. To provide suggestions relevant to business ethics and best practices to the Company's directors, management and employees.

5. To Ensuring the principles of good corporate governance are performed in practice, continuously and appropriately.

6. To report to the Board regarding the Company's corporate governance along with its opinions of the Company's practices and recommendations for relevant improvements.

7. To perform other tasks as assigned by the Board.

Term in office of Corporate Governance and Sustainability Committee

Corporate Governance and Sustainability Committee shall remain in office for 3 years. The member of the CGS who retired by rotation may be re-appointed. The resignation of the member of the CGS shall submit their letter of resignation to the Chairman of the Board at least 30 days in advance.

5. Risk Management Committee

Appointed by the Board comprise of at least 3 Directors and/or Executive, at least one of whom is a Company Director as follows:

Name – Last Name	Position
1. Mr. Boonlerd Narathai	Director/Chairman of RMC
2. Ms. Reuchaporn Sahawathanapong	Director/Member of RMC
3. Mr. Thanit Klaewdetsri	Member of RMC/Business Media Director
4. Mr. Pornchai Jantarasupasang	Member of RMC/ICT Media & Event Director

Risk Management Committee's secretary

Mr. Thanapat Kaewchang

Authorities and Duties of the Risk Management Committee

1. To review and improvement of the Company's risk management policies and guidelines. It covers important types of risks and requires the management to have appropriate measures to prevent, correct and limit risks.

2. To review business risk management policies that are appropriate and efficient. To be applied according to the business context of the Company and report to the Board and disclose the policy on the company's website.

3. To determine the strategy to be used in risk management in accordance with the business risk management policy, which the Board has approved, analyzing, evaluating, and monitoring compliance with the business risk management policy that has been established.

4. To review and amendment of the Risk Management Committee Charter at least once a year to suit the current situation.

5. To report operating results to the Board on a continuous basis.

Term in office of Risk Management Committee

Risk Management Committee shall remain in office for 3 years. The member of the RMC who retired by rotation may be re-appointed. The resignation of the member of the RMC shall submit their letter of resignation to the Chairman of the Board at least 30 days in advance.

In 2023, the Board has conducted 6 meetings. The Chairman of the Board shall pre-arrange the agenda. Each director may propose other agenda to the board meeting according to the determined methods and procedure. The Company has prepared meeting-related documents in electronic form to the Directors at least 7 days in advance, which helps facilitate the meetings and shorten document distribution process. The Company has organized online meeting via by Zoom. Directors can join the meeting at the office or online meeting. Before the meeting, all participants must be verifying their identity and the Company will record the meeting for reference. The Company has established policy that for a director having interest or potential conflict of interest must temporarily leave during that agenda. In the meeting have been considered the Company's financial statement and monitor the Company's operation according the business plan and budget.

In the Board meeting no. 5/2023 on November 8, 2023, have been arrange for the Self-assessment form for directors (individual), Self-assessment form for the Board, Self-assessment form for subcommittees (consist Audit Committee, NRC, CGS and RMC) and the performance appraisal form of the CEO. After the meeting finished, the Company's non-executive directors and independent directors had the meeting together to discuss general management and corporate governance problems of the Company. The discussion issues were sent to the CEO for action.

In the Board meeting no. 6/2023 on December 20, 2023, have been agenda proposed for consideration such as review and approval of the Company's vision, mission, strategy, work plan, business plan, manpower, capital expenditure and annual budget for Y2024.

The subcommittees' report see page 234-240.

7.4 Management's information

7.4.1 List of Management

As of December 31, 2023, the Executive Committee comprising 7 directors as follows:

Name – Last Name	Position
1. Mr. Vichate Tantiwanich	Executive Chairman
2. Mr. Boonlerd Narathai	Chief Executive Officer/Digital Agency Director
3. Mr. Thanit Klaewdetsri	Business Media Director
4. Mr. Pornchai Jantarapang	IT Media and Event Director
5. Ms. Ampawan Krungphanich	Media Agency Director
6. Ms. Reuchaporn Sahawathanapong	Chief Financial Officer
7. Mr. Wittaya Kitchanpaiboon	Asst. Business Media Director

7.4.2 Remuneration Policy for the Executive Directors and Executives

Executive remuneration shall be in accordance with the rules the determined by the Executive Committee, based on the Company's operating results and the results of performance assessment of each executive. Short-term and long-term key performance indicators (KPIs) shall be determined based on Balanced Scorecard principles by considering the aspects related to finance, customer, work process development, and learning for development of innovations. Human Resources Department shall compile the assessment results and submit them to the Executive Committee for determination of criteria for

annual salary adjustment and bonus of the Managing Director and Executives in accordance with the operating results and ensure competitiveness with other companies in the same business.

7.4.3 Total Remuneration of the Executive Committee and Executive

The Executive remuneration included the Executive chairman, CEO, first top 4 Executives and all equivalent position in the 4th Executive as at December 31.

Type of Remuneration	Y2023		Y2022	
	No. of Person	Amount (Baht/¥)	No. of Person	Amount (Baht/¥)
Salary bonus and welfare*	7	11,416,048	7	11,431,562
Provident fund	6	381,885	7	444,810

Remark: *Other benefits: The same as the others employees, such as social security tax, Health insurance, Annual health check, PI & DO and Training.

7.5 Employees' information

As at 31 December 2023, the Company employs a total of 92 employees (excluding Executives). They can be divided into 87 full time employees and 5 temporary employees with the details as follows:

Department	Full Time Employee	Full Time Employee	Total
Strategy and Support	9	-	9
Event and IT Media	9	-	9
Creative and Production	27	1	28
Business Media	9	-	9
Digital Service	18	4	22
Internal Audit	3	-	3
Accounting, Finance, HRM and Procurement	12	-	12
Total	87	5	92

Labor Disputes

-None-

Employee Remuneration

The Company has determined short-term and long-term key performance indicators (KPIs) shall be determined based on Balanced Scorecard principles by considering the aspects related to finance, customer, work process development, and learning for development of innovations for each employee in accordance with their positions, duties and responsibilities. Executive of each division conducted the assessment and Human Resources Department compiled the results, classified employees and sent them to the Executives for consideration and determination. The remuneration payment policy was in conformity with both short-term and long-term operating performance together with economic circumstances, cost of living, and standard remuneration in the same industry. The KPIs has been regularly used in considering salary and bonus. The Company has offered a package of welfare apart from salary, bonus and contributions to the Provident Fund, which includes team incentive, health insurance, annual health check and professional indemnity insurance.

Employees' remuneration (excluded of the Executives) as at December 31

Type of Remuneration	Y2023		Y2022	
	No. of Person	Amount (Baht/Y)	No. of Person	Amount (Baht/Y)
Salary, bonus and welfare*	92	42,971,318	92	42,118,867
Provident fund	56	957,778.25	55	890,115
Proportion of employees participating in PVF		60.87%		59.78%

Remark: * Other benefits such as social security tax, group health insurance annual health check Professional insurance, training fees etc.

The Company set up a registered provident fund under the Provident Fund Act B.E. 2530 (1987). Executive select a fund manager who manages the fund responsibly, comply with good investment governance principles. This is an investment to ensure the long-term benefits for employees. Employees who have passed the probationary period will have the right to apply for membership in the Company's provident fund.

Details of saving and contributions are as follows:

Year of service	Employee's contribution	Employer's contribution	Employee's contribution (In case: termination of membership)
Less than 5 years	3%-15% of salary	3%	0%
More than 5 years	5-15% of salary	5%	100%

Human Resource Development Policy

The Company has a policy to develop its staff on a regular basis with an aim to enhance their knowledge, skills and expertise, as well as efficiency in the performance of employees in all levels. The Company encourages its staffs to develop their expertise from actual operation (On-the-job training). New employees will have supervisors from each department to train them. Besides, the Company's advisors will regularly provide internal trainings to share their experiences and provide additional knowledge to employees. The Company also considers sending its employees and executives from various departments to attend additional trainings and seminars on matters related to the operation of each department. Moreover, the Company has a policy to send employees on overseas field trips, in order for them to catch up with new technology and innovations and see if those innovations may be applied to improve the Company's business operation.

In 2023, the Company encourages employees to engage in online and offline training via the "Wisimo" as a KPIs in the annual employee assessment and has planned to develop our human resource by improve the learning process to respond to change in technology and media competition. By providing training on virtual technology development, Intelligent design on AI, I-Creator conference, etc. In addition, the Company has arranged for employees to receive training and seminars both inside and outside the office. The Company has provided in average 12.81 hours per person of human resource development.

7.6 Other Important Information

7.6.1 Information of Company secretary, Person Supervising Accounting, Head of Internal Audit and Company Secretary

The Board appointed Mr. Thanit Klaewdetsri to be the Company's secretary according to the Board's meeting 5/2021 on 8 November 2021 (History see page 20) with main duties and responsibilities as follows:

1. Provide advice on relevant legal and regulatory issues as well as guidelines on operational oversight as stipulated by law.
2. Promote Knowledge and understanding on corporate oversight by providing information and encouraging the Board to implement.
3. Prepare meeting agenda and documents for Shareholders' and Board's meetings.
4. Preparing Shareholders' and Board's meetings following the laws, the Company's regulations and best practices.
5. Take minutes for Shareholders' and Board's meetings and follow up to ensure actions are taken following the decisions in Shareholders' and Board's meetings.
6. Prepare and keep the director list, annual report, Shareholders' meeting invitation letter, Board's meeting invitation letter, Shareholders' meeting minutes, and Board's meeting minutes.
7. Ensure that the Directors and Executives report conflict of interest report as stipulated by law.
8. Keep the report on possible conflict of interest presented by the Directors or Executives.
9. Ensure that information is disclosed and reported following the rules and regulations.
10. Coordinate and communicate with the shareholders to inform shareholders about their rights and corporate news as well as be an intermediary between shareholders and the Board and Executives.
11. Facilitate the Board's Activities.
12. Ensure to conduct the Board and CEO Assessment, and report the results to the Board coordinate between the Board and Executives.

The Person Supervising Accounting

The Company has appointed Ms. Reuchaporn Sahawathanapong to be the person who is directly responsible for overseeing the accounting and financial work. (History see page 17)

Head Internal Audit Office

The Company has appointed Ms. Sadarin Chantakul, Head of Internal Audit Office, is the person who reviewed and assessed the internal control system, plan the internal audit work by reporting directly to the Audit Committee. The biography of Ms. Sadarin Chantakul as follow:

Miss Sadarin Chantakul

Position: Head of Internal Audit Officer

Educations: B.Sc. in Account, Dhurakij Pundit University Work

Work experience:

- ARIP Public Company Limited (Mar 2016-Present)

• Develop audit program to drive the organization's internal control system to be continuous effectiveness and to ensure that each area comply the Company policies, standard and work instructions as well as concerning regulations and laws.

- Ensure work papers contain adequate evidence to support audit findings.
- Supervise and suggest internal audit staff to achieve audit objectives and have work efficiency
- Assist internal audit section manager to review audit working paper of internal audit staff

to ensure that the audit process, result, and audit evidence to be accurate, clear and reliable.

- Communicate audit result, recommendations and consulting service to the auditees
- Prepare draft internal audit reports of each audited area.
- Carry out other assignments from internal audit department manager
- Another ad hoc task assigned

- Eighty nine cons Co., Ltd. (Jan 2015 – Feb 2016)

- Responsible for company’s internal audit planning and operation
- Communicate audit result, recommendations and consulting service to the auditees
- Prepare draft internal audit reports of each audited area
- Carry out other assignments from internal audit department manager
- Another ad hoc task assigned

Training: - IA Clinic #3/2014 “Fraud Audit”

- The Securities and Exchange Commission, Thailand “Smart Disclosure Program (SDP)”

7.6.2 Investor Relation

The Company assigned Mr. Thanit Klaewdetsri, the Company’s secretary, as chief investor relations, Ms. Reuchaporn Sahawathanapong, CFO, and Ms. Tassanee Baoruksa, Executive’s secretary, are investor relations assistant.

E-mail address	tarip@arip.co.th
Telephone no.	0-2642-3400
Fax no.	0-2641-2331

7.6.3 Audit Fee

In 2023, The Company paid the audit fee to EY Office Limited in amount of 1,240,000 Baht and other expenses such as postage, photocopy in amount of 1,908 baht. Not have any service fee.

The Company has no subsidiary, therefore no auditor and audit fee.

8. Corporate Governance Performance Report

8.1 Summary of the Board of Directors' Performance in the Past Year

8.1.1 Nomination, Development and Performance Evaluation of the Board

(1) Independent Directors

Independent director is a director who independently provides opinions to the Board and protects the interests of all shareholders equally. He or she should be able to review transactions that may lead to conflicts of interest between the Company and related parties. The Qualifications stipulated by the Company's independent directors are **more stringent** than SEC and SET as follows:

1. Holding less than 1 percent of the shares with voting rights of the Company paid-up capital, shall be inclusive of the shares held by related persons and those involved.

2. Not being or used to be committee who involve in the management of the Company, or its subsidiaries, employees, staffs, or advisers with regular salaries from the Company, or any persons with controlling power over the Company, except such qualifications have ended for at least two years.

3. Being an independent director from the management and shareholders who have the authority in the Company.

4. Not being related person by blood or by legal registration or close relative of any directors, managements or major shareholders of the Company or authorized persons.

5. Not having significant business relation with the Company that may restrict him/her to provide or express impartial opinions.

6. Not being or used to be an auditor of the Company, its subsidiaries or entities that may be in conflict.

7. Not being or used to be a professional service provider who received a service fee of more than 2 million Baht per year from the Company, its subsidiaries or entities that may be in conflict.

8. Not being a director who is appointed to be a representative of directors, executive directors or major shareholder.

9. Not operating businesses that are similar or competitive with the Company's businesses.

10. Not holding any other positions, may affect his/her ability to provide independent opinions regarding the business operation of the Company.

(2) Nomination of Directors and Executives

The NRC which consists of 3 Independent Directors from 3 directors have the responsibility for selection and consideration the qualified persons complied to the regulations and policy of the nomination of directors and executives. By considering the structure, size and composition of the Board (Board diversity) and prepare a table of expertise (Board skills matrix) to determine the qualifications of the directors who want to recruit based on the skills needed and relevant to the business of the Company. The considerations will be based on ability, experiences, knowledge and specific skill for the benefit and development of Company's business, and dedicating their times and efforts in conducting their duties. Then, the list will be submitted to the Board and shareholders' meeting for approval.

The Company provides shareholders the right to propose the meeting agenda prior to the meeting as well as the right to nominate a person to be a member of the Company's Board in the AGM Y2023 during the period from 1-31 December 2022. However, during that period, no shareholder proposed an agenda or nominated a person to be a member of the board in advance.

In voting for the election of directors, shareholders are allowed to use ballots to elect directors individually by allowing shareholders to cast all their votes to select the persons nominated as the directors one by one. Each director must receive approval votes of more than half of the total number of votes of shareholders attending the meeting and having the right to vote.

Executives and CEO nomination and Succession planning

The Board has tasked the NRC with nominating a qualified and capable individual for the chief executive office. The nominee is presented to the Board for appointment. The CEO of the Company also serves as a member of the Board in accordance with the Company's regulations and legal procedures. The candidate must possess the necessary experience, knowledge and a profound understanding of the Company's business, in addition to a good reputation, leadership, and a record of accomplishment of corporate governance compliance.

Succession Plan

The Board required a CEO, Business Media Director, ICT Media & Event Director, Digital Director and CFO, succession plan to assure investors, organizations, and employees that the Company's operations will continue seamlessly if the position becomes vacant. The Board assigned the Human Resource department to be in charge of determining the criteria and succession plan and ensure that the plan is reviewed every year.

Remuneration of Directors

The NRC considered the remuneration guidelines for the Company's directors and members of subcommittees and proposed to the Board. The remuneration is based on experience, the performance, obligations and responsibilities of the directors by comparing with other companies in the same industry or companies that perform similar business. After the Board has considered and agreed, the remuneration of the Company's directors will be proposed to the shareholders' meeting for consideration and approval, which requires the votes of not less than two-thirds of shareholders and proxies (if any) present at the meeting.

8.1.2 The Attendance and Remuneration of Each Directors

Director meeting attendance for the Y2023

Director	No. of meetings throughout the year	Board	AC	NRC	CGS	RMC
		(8 directors) 6 Times	(3 directors) 4 Times	(3 directors) 3 Times	(3 directors) 2 Times	(4 directors) 1 Time
1. Mr. Manu Leopaiprote		6/6	-	-	-	-
2. Mr. Min Intanate ⁽¹⁾		1/1	-	-	-	-
3. Mr. Vichate Tantiwanich ⁽²⁾		5/5	-	-	-	-
4. Mr. Boonlerd Narathai		6/6	-	-	-	1/1
5. Dr. Wilson Teo Yong Peng		5/6	-	-	-	-
6. Mr. Prayoon Rattanachaiyanont ⁽³⁾		4/4	-	-	-	-
7. Ms. Reuchaporn Sahawathanapong ⁽⁴⁾		2/2	-	-	-	1/1
8. AVM Isaraya Sukcharoen		6/6	4/4	3/3	2/2	-
9. Assoc. Prof. Rana Pongruengphant, Ph.D.		6/6	4/4	3/3	2/2	-
10. Ms. Sunee Mattanyukul		6/6	4/4	3/3	2/2	-
11. Mr. Thanit Klaewdetsri		-	-	-	-	1/1
12. Mr. Pornchai Jantaraprasang		-	-	-	-	1/1

Remark: ⁽¹⁾ Mr. Min Intanate resigned from Director and Executive Chairman on January 17, 2023.

⁽²⁾ Mr. Vichate Tantiwanich appointed as Director and Executive Chairman effective on January 18, 2023.

⁽³⁾ Mr. Prayoon Rattanachaiyanont resigned from Director on August 10, 2023.

⁽⁴⁾ Ms. Reuchaporn Sahawathanapong appointed as Director effective on August 11, 2023.

Remuneration

Directors' remuneration Y2023 was approved by the AGM Y2023 held on April 11, 2023, details as follows:

Name	BOD's	BOD's	AC's	Exe's	Subcommittees'	Total remuneration
	Monthly remuneration	Meeting allowance	Monthly remuneration	Monthly remuneration	Meeting allowance	
1. Mr. Manu Leopaiprote ⁽¹⁾	2,400,000	30,000	-	-	-	2,430,000
2. Mr. Vichate Tantiwanich ⁽²⁾	230,000	25,000	-	1,495,000	-	1,750,000
3. Mr. Boonlerd Narathai ⁽³⁾	-	30,000	-	-	-	30,000
4. Dr. Wilson Teo Yong Peng ⁽⁴⁾	-	-	-	-	-	-
5. Mr. Prayoon Rattanachaiyanont ⁽⁵⁾	146,667	20,000	-	-	-	166,667
6. Ms. Reuchaporn Sahawathanapong ^(3,6)	-	10,000	-	-	-	10,000
7. AVM Isaraya Sukcharoen	240,000	30,000	360,000	-	25,000	655,000
8. Assoc. Prof. Rana Pongruengphant, Ph. D.	240,000	30,000	240,000	-	25,000	535,000
9. Ms. Sunee Mattanyukul	240,000	30,000	240,000	-	25,000	535,000
10. Mr. Min Intanate ⁽⁷⁾	-	5,000	-	75,000	-	80,000
Total	3,496,667	210,000	840,000	1,570,000	75,000	6,191,667

Remark: ⁽¹⁾ Mr. Manu Leopaiprote, Chairman of the Board, approved monthly remuneration was 273,000 baht, but due to the economic situation he had a reduction his remuneration to 200,000 baht per month since April 2016.

⁽²⁾ Mr. Vichate Tantiwanich appointed as Director and Executive Chairman effective on January 18, 2023.

⁽³⁾ Mr. Boonlerd Narathai and Ms. Reuchaporn Sahawathanapong have proposed an intention not to receive the monthly remuneration as the Director.

⁽⁴⁾ Dr. Wilson Teo Yong Peng has proposed an intention not to receive the monthly remuneration and any other benefits as the Director.

⁽⁵⁾ Mr. Prayoon Rattanachaiyanont resigned from Director on August 10, 2023.

⁽⁶⁾ Ms. Reuchaporn Sahawathanapong appointed as Director effective on August 11, 2023.

⁽⁷⁾ Mr. Min Intanate resigned from Director and Executive Chairman on January 17, 2023.

8.1.3 Oversight for Associated Companies and Joint Ventures

In 2023, The Company had no associated and/or subsidiary company; therefore, it did not provide any oversight.

8.1.4 Monitoring of the Compliance with Corporate Governance Policies and Practices

The Company pays close attention to good corporate governance by defining relevant policies and practices that are established in Corporate governance policy, Code of conduct and Anti-corruption policy handbook, as well as to promote real practices to build confidence among all groups of stakeholders.

At the Board's Meeting no. 4/2023 on August 10, 2023, the Committee reviewed, revised and approved Corporate governance policy, and the Board's Meeting no. 5/2023 on November 8, 2023, to review the Code of conduct and Anti-corruption policy handbook. In the past year the Company has followed up on compliance with good corporate governance. The Company does not receive any complaints from customers, partners, employees or any legal disputes affecting the Company's business operations.

Conflict of Interest

The Company is committed to conducting business with transparency, fairness and accountability. Therefore, we have a policy on conflict of interest, using the principle that any decision to enter into a transaction must protect the best interests of the Company and its shareholders, and to avoid actions that may lead to conflicts of interest. In this regard, the Directors or Executives who are involved or have interests with the subject being considered must notify the Company of their relations or interests in the transaction and must not participate in the consideration. This includes having no power to approve such transactions, connected transactions, inter-transaction and situations that lead to conflicts of interest. It has been formulated as a good corporate governance policy and a practical guideline for Directors, Executives and Employees, there must be reported in order to avoid taking advantage of the opportunity. The Company has set the practice in the business ethics manual on the topic of conflicts of interests (page 4). The Board's meeting no. 5/2023 had reviewed regularly to ensure standards and transparency in management in accordance with the principles of good corporate governance.

In 2023, there was no conflict-of-interest transaction, and the Company has prepared media to promote knowledge and understanding of corporate governance policy and the business ethics, conflicts of interest, anti-corruption policy, to Directors, Executives, and Employees continuously through Wisimo platform and the Company's public relation via online and offline formats. And assigning the Directors, Executives, or related persons to report their own interests or involve themselves in actions that may cause conflicts of interest.

Supervision of Inside Information Usage

The Company recognizes the importance of preventing the misuse of the Company's internal information for personal gains. It, therefore, made a policy to withhold confidential information that has not been made available to the public. Such confidential information shall only be disclosed to the parties concerned.

1. The Company's Directors, Executives, Employees and Staff are not allowed to disclose the Company's confidential and/or internal information or exploit it for the benefit of themselves or others whether directly or indirectly and whether they will receive any benefit in return.

2. The Company's Directors and Executives (including their spouses and minor children), Employees and Staff are not allowed to use the Company's internal information, which may have actual or potential impact on the price of the Company's securities. They could not use the internal information to buy, sell, and offer to buy or offer to sell or persuade other people to buy, sell, offer to buy or offer to sell the Company's securities whether directly or indirectly before it is released to the public. The above prohibitions also apply regardless of the fact that the action may benefit the Company's Executives or others or in order to allow others to conduct such action so that they will receive benefit in return. Any person violating this regulation will be subject to disciplinary punishment measures of the Company and relevant laws.

3. The Company has notified Executives to ensure their awareness and acknowledgement of their obligations to report the holdings of the Company's shares by themselves, their spouses and minor children. They also have an obligation to report changes in securities possession to the Office of SEC in pursuant to Article 59 and penalties under the Securities and Exchange Act, B.E. 2535.

4. The Company has notified its Directors, Executives, Employees and Staff so they are aware of the above regulations, and to forbid them from trading the Company's securities within the period of 1 month prior to the disclosure of financial statements to the public.

5. The Company includes this subject as a matter of ethics to be observed by Employees. Employees must not use their positions, duties and the Company's confidential information to seek benefits for themselves and related parties.

If any of the above persons are found to use the Company's internal information for their own benefits, the Company shall deem that such persons have committed a serious disciplinary offense and will be subjected to disciplinary actions pursuant to the Company's Articles of Association.

In 2023, The Company did not receive any report on the misuse of the Company inside information by Directors, Executives, Employees and Staff.

Anti-corruption Policy

The Board of Directors is committed to fighting fraud and corruption. The Company requires that the Company and parties related to the Company's operations follow the anti-corruption policy. For Directors, Executives, and Employees, the policy is the principle and responsibility that must be fulfilled to create good organizational culture in an effort to prevent work-related fraud and or and direct or indirect bribery, whether monetary or non-monetary. It also assesses the risks associated with corruption within the Company including the preparation for a self-assessment on anti-corruption policies. There is a process of inspection, monitoring, control which is a signal to monitor the Company's corruption.

In 2023, there were no significant issues or defects related to corruption. The Company has a e-learning platform "Wisimo" to communicate the policies and measures against the corruption including laws or other regulations related to such matters to Directors, Executives and Employees to completely understand. If the Company finds fraudsters, they will be subject to disciplinary action according to the Company's regulations.

Whistleblowing Policy

The Company has made available channels for whistleblowers, including employees and other stakeholders to report on any suspected violation of law or Code of conduct or fraudulent behavior or wrongful conduct of a person in the organization. A mechanism for the protection of whistleblowers and accused persons is also put in place. To ensure whistleblower's trust, information obtained from whistleblowers will be kept confidential and known only among responsible parties. The procedures are as follows:

1. Whistleblowing report and complaint: The complainant lodges a complaint or provides information through 2 channels:

1.1 Post:

The Chairman of Audit Committee
ARIP Public Company Limited
99/16-20 Ratchadapisek Road, Din Daeng,
Bangkok 10400

1.2 Email: aripwhistleblow@arip.co.th

2. Whistleblowing procedure

2.1 The Audit Committee verifies the complaint and considers an investigation.

2.2 The Audit Committee will be appointed and report the results to CEO, Executive Chairman, the Board, to notify the result to complainant.

2.3 In case, no disclose complainant, must be provide the sufficient evidence to show that there are reasonable to believe that it is a violation of laws, rules and regulation of Code of Conduct.

3. Whistleblower's Protection

The Company is aware of safety and damage to the whistleblower or the complainant and the respondent of those who cooperated in the investigation including sources of information or related parties. The Company will not disclose the name, address, image and other information of the complainant.

The Company has created channels for all groups of stakeholders to report clues and complaints through the channels specified by the Company, by sending mail or electronic mail (e-mail) that the Chairman of the Audit Committee has considered. In 2023, there was no whistleblowing and complaint on unlawful or unethical conduct or risky behavior that might indicate fraud or misconduct by the organization's personnel whether by Employees or other stakeholders.

Information System Security Policy

The Company set the prime priority on the security of information technology systems by preparing a policy for Employees and/or other persons allowed by the Company to access computers and information technology systems for use in operations related to the Company's business. It covers matters such as usage practices, computer usage, and information technology systems that require special monitoring including is the guidelines for system administrators that cover the contents of the Computer Crimes Act B.E. 2550 and other related acts, as well as penalties for violating this policy and causing damage to other people or company property.

In 2023, the Company has not found any violators of its computer usage policy, information technology systems, or any other action that will cause damage to other persons or the Company's assets from the use of its information.

8.2 Performance Report of the Directors and Subcommittees

Performance Report of the Audit Committee

In 2023, the Audit Committee has set up 4 meetings and all member of the Audit Committee had joined all the meetings, and reported their duties to the Board each time. Anyway, there was one meeting that the auditors joined in which no any Executives.

In addition to reporting the performance of duties as specified in the Audit Committee Report. The Audit Committee also provided valuable advice on management and providing advice and guidelines for internal audit of the Company, to have more perspectives indifferent dimensions to give shareholders and investors' confidence that the Audit Committee gives importance to inquiring about the adequacy and appropriateness of the Company's internal control system.

Performance Report of the Nomination and Remuneration Committee

In 2023, the NRC has conducted 3 meetings and all member of the Nomination and Remuneration Committee had joined the meetings, and reported their duties to the Board each time.

In addition to reporting the performance of duties as specified in the Nomination and Remuneration Committee Report. It also provides additional guidance for reviewing succession plan for the development of senior management. To prepare potential persons to be able to succeed the position in the event of retirement, resignation, or inability to perform duties for the benefit of management and recruiting suitable people to take the position of top management.

Performance Report of the Corporate Governance and Sustainability Committee

In 2023, the Corporate Governance Committee has conducted 2 meetings and all member of the Corporate Governance Committee had joined the meetings, and reported their duties to the Board each time.

In addition to the Company compliance as specified in the Corporate Governance Committee Report. It also provides the priority and promotion guile line to Company for following ESG model in order to reflect the Company intention to operate with harmony to the good governance.

Performance Report of the Risk Management Committee

In 2023 The Company held 1 of the Risk Management Committee meeting, where all the committee attended the meeting and reported their operation against the committee

The Risk Management Committee also takes an important role in providing the overall risk management framework and guidelines for the company. It covers essential types of risks and requires the executive to prepare the appropriate measures to prevent, correct, and limit risks, including monitoring, evaluating, and supervising the executive's risk management process to be at an appropriate level and in accordance with policy. that has been specified.

Performance of Executive Committee

The Executive Committee and executives have meetings every week at least once a week. The details of important performances were summarized as follows:

1. Made preparation, suggested and stipulated guideline on business policy, budgets, management structures of the Company to the Board.
2. To approve expenditure according to the level of authorization that has been approved by the Board.
3. To approve major investments as specified in the annual budget.
4. Oversaw, controlled and supervised on the management in accordance with the laid down strategies and plans.
5. To provide advice to the management in the area of finance, marketing, human resource management, and other operations to achieve the goal and the Company's business policy.

The Executive Committee carefully manage and operate with full of competence and capacity that harmonize to the good governance policy and business ethic guides for the best benefits of the Company, shareholders and every stakeholder in the long run.

Evaluating the Performance of the Board of Directors

The Company conducts an evaluation of Board and subcommittees self-assessment, both as an overall group and individually at least once a year, to use as a framework for examining performance has performed its work completely and appropriately according to the scope of authority and duty, accordance with the principles of good corporate governance. The self-assessment of the subcommittees consists of:

- The Audit Committee
- Recruitment and remuneration committee
- Corporate Governance and Sustainability Committee
- Risk Management Committee

The committee evaluates the performance of the company's Top Executives. (Chief Executive Officer) by considering the business performance of the company, Operating according to the policies from the committee, together with the overall economic and social situation. The committee will use the information obtained to considerate the remuneration for the top executives.

Criteria

The performance appraisal for the committee uses the evaluation form prepared according to the guidelines of the Stock Exchange of Thailand. By adapting it to meets the nature and structure of the committee. The results of the evaluation will be an essential part in developing the duties and operations of the committee to be more efficiency and effective in the future.

Self-Evaluation for the committee include 6 topics as follow:

- structure and qualification for the committee
- Roles, Duties, and Responsibilities of the committee
- Committee's Meeting
- Performance of the Committee
- Management division Relations
- Committee's development

Self-Evaluation for the committee individual, Subcommittee both the whole committee and individual include 4 topics as follow:

- structure and qualification for the committee
- Committee's Meeting
- Roles, Duties, and Responsibilities of the committee
- Committee's Report

In the Board Meeting No. 5/2566 on 8 November 2023, the Company Secretary delivered the performance evaluation form to all of the directors to evaluate themselves. The company secretary summarizes all evaluation results. Including suggestions from the performance evaluation of the committee, brought them to improve the effectiveness of the committee's work. and/or related departments. To achieve maximum benefit in corporate governance of the company.

In 2023, The assessment results of the Board and subcommittees are very good to excellent. The assessment results of the member of Directors, subcommittee, and CEO are very good to excellent.

BOARD OF DIRECTORS' DUTIES ON FINANCIAL DISCLOSURE 2023

The Board of Directors of ARIP Public Company Limited understands the responsibility of ensuring integrity, sufficient, relevant and transparent disclosure of the Company's fiscal year 2023 financial statements. Such disclosure abides the generally accepted accounting principles, ensuring the integrity of the Company's operations/ appropriate accounting policies have been put in place and adhered to on a consistent basis while due consideration has been placed on the process of preparing the Company fiscal year 2023 financial statements including other information that has been included in this year's annual report.

To enhance stakeholder trust, the Board appointed an audit committee comprising of independent directors with qualification as stipulated by the guidelines of Stock Exchange of Thailand. Ensuring that the Company provides sufficient, transparent, correct and appropriate financial disclosure along with information regarding related party transaction is a key function of the committee. Ensuring appropriate, sufficient and effective risk management guidelines, appropriate internal control procedures along with robust internal audit processes are also the function of the committee. Legal compliance is at the forefront of the Board's concerns therefore the committee is also charged with ensuring that the Company's operations adhere to all relevant external and internal legal guidelines and policies.

The Board believes that the Company's overall financial statements for fiscal year 2023 ending December 31, 2023, which has been reviewed by the audit committee, management and the Company's financial auditor to be correct, complete, appropriate, in compliance with generally accepted accounting practices and employs appropriate accounting policies on a consistent basis. The financial disclosure is deemed to be transparent, provides an appropriate level of disclosure and is in compliance with all the relevant legal, guidelines and policies.



Mr. Manu Leopaiprote
Chairman of the Board



Mr. Vichate Tantiwanich
Executive Chairman

AUDIT COMMITTEE'S REPORT

The Audit Committee of ARIP Public Company Limited is composed of three (3) independent directors. Each member of the Committee meets the qualification as defined by The Stock Exchange of Thailand regulations. The members of the Committee are as follows:

1. AVM Isaraya Sukcharoen Independent Director and Chairman of Audit Committee
2. Assoc. Prof. Rana Pongruengphant, Ph.D. Independent Director and Audit Committee Member
3. Ms. Sunee Mattanyukul* Independent Director and Audit Committee Member

*Ms. Sunee Mattanyukul is the member of Audit Committee who has knowledge and experiences in reviewing the Company's financial statements.

Duties and responsibilities of the Audit Committee are as follows:

- To review the financial report to be accurate, complete and reliable.
- To oversee adequacy and efficiency of internal control and internal audit system.
- To consider disclosure of connected transactions or the transactions that may lead to conflict of interests with sufficiently accuracy and completion.
- To consider, propose, appoint and terminated persons to be the Company's auditor and audit fees.
- To oversee the Company's compliance with related laws and regulation.
- Other duties assigned by the Board.

During 2023, the Audit Committee conferred quarterly with the Company's auditor, internal auditors, management and the account department to review the financial reports, discuss and mutually give recommendations so that the financial reports reflected generally accepted accounting principles. The Company's financial statements were adequately disclosed and that no transactions, in contrary to the related requirements and regulations, were found. Each quarter the audit committee submitted a report on audit results to the Board. The major issues could be summarized as follows:

1. Financial Report Review: The review of 2023 quarterly and annual financial statements examined material items, the appropriateness of accounting policies used to prepare financial statements, the completeness and accuracy of information disclosed in the notes to the financial statements, auditor's opinion, and the explanation and analysis of the Company's financial position and performance. The Audit Committee requested the auditor's opinion regarding the accuracy and completeness of the financial statements, information disclosure, and key accounting adjustments and agreed that the Company's financial statements and information disclosure were adequate and complied with the generally accepted accounting principles.

2. Risk management and Internal control: The committee reviewed the adequacy, effectiveness, and efficiency of the internal control system by considering the audit report prepared by the internal control department, auditor's opinion, follow-up of internal control system improvement, risk management oversight, good internal control system, and strict compliance with the laws and regulations of the Stock Exchange or related business law.

3. Internal control oversight: The committee approved audit plan and regularly reviewed audit results every quarter and monitored that the management make improvements following its recommendations. The committee also made sure that the Company's protocol is compliant with relevant standards and suitable for the Company.

4. Regulatory compliance: The Audit Committee held meetings with the Executives who are directly responsible for the concerned issues and with the internal control department to pose questions and exchange opinions in order to ensure that the Company's practices complied with the laws, regulations, rules, and international standards

5. Corporate governance: The committee reviewed the Company's policies to ensure that it has adopted the Corporate Governance Code for listed companies issued by the Securities and Exchange Commission (SEC) and other corporate governance practices; for example, the Stock Exchange of Thailand principles of good corporate governance and the criteria of the Thai Institute of Directors (IOD)'s survey project on corporate governance of Thai listed companies, and ASEAN CG Scorecard in the Company's operation monitoring. The committee also conducted a review to ensure that the Company complied with the specified corporate governance policy.

6. Whistle Blowing: The committee reviewed the reporting of the report on misconduct and fraud through various channels. In 2023, there was no report or complaint on illegal, unethical conduct, corruption or behavior that might indicate fraudulent or unlawful conduct of the Company's personnel, either by employees or other stakeholders.

7. Related items: The committee reviewed the reasonableness and benefit maximization of items that are related or items that are likely to cause conflict of interest as well as the proper disclosure of that information to ensure compliance with the laws and rules issued by regulatory bodies and the Stock Exchange of Thailand.

8. External auditors: The Audit Committee had a duty to propose the appointment or termination of external auditor concluded that EY Office Limited possessed the professional expertise, experience, and independence. The committee, therefore, proposed EY Office Limited to be the Company's external auditor. Moreover, the committee held a meeting with the external auditor without the management's presence to discuss issues that the Audit Committee deemed appropriate for private discussions as well as issues concerning problems or hindrances facing external auditor in performing their duties.

For the year 2023, the Audit Committee has proposed to the Board to appoint Ms. Kirdsiri Kanjanaprakasit C.P.A., Registration No. 6014 or Ms. Orawan Techawatanasirikul C.P.A., Registration No. 4807 or Ms. Rosaporn Decharkom C.P.A., Registration No. 5659, EY Office Limited, as the Company's auditor, for the shareholders meeting's approval.

To summarize, in 2023, the Audit Committee performed its duties with independence, prudence, and discretion and gave opinions and recommendations which were beneficial to the Company to ensure that the Company's financial report was accurate and reliable and that the Company had good corporate governance, compliant business operations, risk management system, and efficient and effective internal control system for the maximum benefit of the Company.



AVM Isaraya Sukcharoen

Chairman of the Audit Committee

Nomination and Remuneration Committee's Report

The Nomination and Remuneration Committee of ARIP Public Company Limited is composed of there (3) independent directors. The members of the Committee are as follows:

- | | |
|---|--|
| 1. Assoc. Prof. Rana Pongruengphant, Ph. D. | Independent Director and Chairman of NRC |
| 2. AVM Isaraya Sukcharoen | Independent Director and Member of NRC |
| 3. Ms. Sunee Mattanyukul | Independent Director and Member of NRC |

In 2023 the Committee called Three meetings. The meeting was well participated with due care by all the members of the Committee. The Committee's members proactively participated, contributed and provided recommendation that are beneficial for improvement of the Nomination and remuneration of Directors of the Company. The committee called the meeting to consider the proposed agenda with transparency and independence for the best interest of the Company and its shareholders, within the given powers and responsibility prescribed therein the committee's charter, which is in accordance with SET's regulations and guidelines according to good governance. The major topics considered are:

1. Nomination of director (s)

To consider, recruit and nominate person with knowledge and qualification according to the legal requirements, regulations and possessing no prohibited characteristics in accordance with the Company's by law. The Nomination of director procedure is conducted with accountability, justification, transparency, and agreeing with the Company's structure. In order that, to promote compliance with the principles of good corporate governance regarding shareholder rights. The Company provides an opportunity for shareholders to propose the names of qualified persons to be elected as the Company's directors in advance. According to the criteria set by the Company and can be published on the Company's website from 1-31 December 2022 which no minority shareholders propose the names of persons to be considered for election as directors.

The committee, therefore, reviewed and considered, and recommended the director whose term would expire in 2023 to be re-appointed as director for another term. The Shareholders' 2023 Annual General Meeting approved as recommended.

2. Remuneration

The Company directors' remuneration is based on duties, responsibilities, and performances, type and size of the Company. Other factors taken into consideration are risks threatening the Company's business and the general economic situation. The remuneration must be at an appropriate level and attractive enough to attract and retain the qualified directors. The remuneration is proposed to the Board for endorsement and further proposed to the shareholders' 2023 annual general meeting for approval. The approved remuneration table of members of both the Company's directors and subcommittee is published in the Company's Form 56-1 One report.

As at December 31, 2023 there are 8 Directors in the Board, in which 3 of them are Executives and 5 of them are non-executives, which also include 3 members of the independent directors. In 2023 the Directors received remuneration according to the director's remuneration table. It is of the opinion of the committee that the number of the directors of the Company and the corresponding remuneration are reasonable and commensurate with their respective responsibilities, and in line with the guidelines endorsed by the committee.



Assoc. Prof. Rana Pongruengphant, Ph. D.

Chairman of the Nomination and Remuneration Committee

Corporate Governance and Sustainability Committee' Report

The committee considered and approved the sustainability management of the business based on suggestion from Thai Institute of Directors (IOD) to establish the Business Sustainability Committee or expand the scope of responsibilities of the Corporate Governance Committee to determine the policies, supervise, and promote operations in the aspect of overall sustainable development. In order to develop and prepare the Company's corporate governance. The board approved expanding the scope of responsibilities and changed the name from the "Corporate Governance Committee" to "Corporate Governance and Sustainability Committee" on February 23, 2023.

The Corporate Governance and Sustainability Committee of ARIP Public Company Limited is composed of there (3) independent directors. The members of the Committee are as follows:

1. AVM Isaraya Sukcharoen Independent Director/ Chairman of the CGS
2. Assoc. Prof. Rana Pongruengphant, Ph. D. Independent Director/ Member of the CGS
3. Ms. Sunee Mattanyukul Independent Director/ Member of the CGS

The Corporate Governance and Sustainability Committee has convened for two meeting during the year of 2023 and has accomplished the duties which have been assigned by the Board. Responsibilities of the Committee include supervising the Company's operations to follow the established corporate governance code, ensuring the Company's management is executed with transparency, disclosure, accountability and fairness to all potential stakeholders and that it will lead to the Company's sustainable growth. The key points of the Committee's discussion are as follows:

Duties and Responsibilities for Corporate Governance

1. Executing a review and development of the Company's corporate governance policies, the principles of how business is conducted and the ethics of the Company's committees, management and staff, in order to coincide with the corporate governance code of The Stock Exchange of Thailand, The Securities and Exchange Commission, Thai Institute of Directors, and the rules of the ASEAN CG Scorecard. Further policies and best practices regarding corporate governance will also be implemented, as approved by the Board.

2. Revising the Company's corporate governance policies and the agreement to apply the corporate governance code of 2017 (hereinafter known as CG Code) to be adjusted for the Company's business context and be reveal in the Company's Form 56-1 One Report and the Company's website.

3. Directing and encouraging the Company to follow the corporate governance code, in order to instill confidence that the Company's management is executed with transparency, disclosure, accountability and fairness to all potential stakeholders.

4. Ensuring there is an assessment and revision of the Board's and subcommittees' charter to align with the appropriate, and current circumstances.

5. Regularly reporting the Committee's findings to the Board.

Duties and Responsibilities for Sustainability

1. Consider and provide suggestion to establishing the policies framework and guidelines for sustainable development of the Company to meet the standard and equivalent to the international practices or principles. So the Company could operate efficiently in respond to the demands of the stakeholders and be responsible for society and the environment. for sustainable growth of the Company.
2. Provide suggestion for establishing the Company's sustainability development plan in accordance with the established policies framework, as well as provide useful suggestions to the Company.
3. Other assigned operation from the boards.

Isaraya Sukcharoen

AVM Isaraya Sukcharoen

Chairman of the Corporate Governance and Sustainability Committee

Risk Management Committee' Report

The Risk Management Committee of ARIP Public Company Limited is composed of four (4) members. The members of the Committee are as follows:

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| 1. Mr. Boonlerd Narathai | Director/ Chairman of the RMC |
| 2. Ms. Reuchaporn Sahawathanapong | Director/ Member of the RMC |
| 3. Mr. Thanit Klaewdetsri | Business Media Director/ Member of the RMC |
| 4. Mr. Pornchai Jantarapasang | ICT Media & Event Director/ Member of the RMC |

In 2023 There was 1 meeting of the Risk Management Committee. The Risk Management Committee has performed its duties as assigned by the Board. which is specified in the Risk Management Committee Charter It is responsible for considering policy and risk management framework to be the guideline for practices within the Company. including support for training, Collect and monitor risks to create awareness and understanding of the importance of risk management. and apply into practice in order to build sentiment and credibility to stakeholders. The increase the value and promotes sustainable growth of the Company. with the important matters to be considered as follows:

1. Supervise the review and improvement of the Company's overall risk management policies and guidelines. Which covers the essential types of risks, and requires the management to provide the appropriate measures to prevent, correct and limit risks.
2. Review business risk management policies that are appropriate and efficient. To apply according to the business context of the Company, includes providing the report of the Risk Management Committee to present to the Board of Directors' meeting as deemed appropriate. and to be disclosed in the 56-1 One Report and the Company's website.
3. Determine the strategy to be used in risk management in accordance with the business risk management policies, wherein approved by the Board of Directors meeting. Along with analyzing, evaluating, and monitoring the compliance with the business risk management policies that has been established.
4. Supervise the review and amendment of the Risk Management Committee Charter. At least once a year to fit the current situation.
5. Constantly report the performance to the Boards.



Mr. Boonlerd Narathai

Chairman of the Risk Management Committee