

# THE REPORT OF THE CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE

## Dear Shareholders of MBK Public Company Limited

The Company's Board of Directors approved the establishment of the Good Corporate Governance Committee on 3<sup>rd</sup> June 2015. On 7<sup>th</sup> December 2022, the Company's Board of Directors passed a resolution to review the order to establish the Good Corporate Governance Committee to include sustainability in accordance with the corporate governance principles. The Good Corporate Governance Committee shall also serve as the Sustainability Committee. Thus, the committee's names were changed to the Corporate Governance and Sustainability Committee, comprising 10 members as follows:

|     |               |                  |   |
|-----|---------------|------------------|---|
| 1.  | Mr. Banterng  | Tantivit         | Chairman of the Corporate Governance and Sustainability Committee |
| 2.  | Mr. Suphadej  | Poonpipat        | Member of the Corporate Governance and Sustainability Committee   |
| 3.  | Mr. Kasama    | Punyagupta       | Member of the Corporate Governance and Sustainability Committee   |
| 4.  | Mr. Pracha    | Jaidee           | Member of the Corporate Governance and Sustainability Committee   |
| 5.  | Mr. Suwit     | Rojanavanich     | Member of the Corporate Governance and Sustainability Committee   |
| 6.  | Ms. Panit     | Pulsirivong      | Member of the Corporate Governance and Sustainability Committee   |
| 7.  | Mr. Piyaphong | Artmangkorn      | Member of the Corporate Governance and Sustainability Committee   |
| 8.  | Mr. Suvait    | Theeravachirakul | Member of the Corporate Governance and Sustainability Committee   |
| 9.  | Mr. Atipon    | Tantivit         | Member of the Corporate Governance and Sustainability Committee   |
| 10. | Ms. Vijitra   | Thumpothong      | Member of the Corporate Governance and Sustainability Committee   |
| 11. | Mr. Wichak    | Praditavanij     | Member of the Corporate Governance and Sustainability Committee   |

**Notes:** Mr. Kasama Punyagupta resigned from the independent director, Chairman of the Audit Committee, and the Corporate Governance and Sustainability member positions on 2 February 2023. The Company's Board of Directors Meeting No. 2/2023 passed a resolution to appoint Mrs. Vijitra Thumpothong to assume the vacant positions in replacement, effective from 2 February 2023 onwards.

Ms. Chonlada Ngamnikulchalin, the Company Secretary and Senior Vice President of the Compliance Department, acted as Secretary of the Corporate Governance and Sustainability Committee.

The Corporate Governance and Sustainability Committee gives importance to the promotion and support of the Company in conducting business with a Good Corporate Governance system by continuously developing the Company's and its subsidiaries' corporate governance. One meeting was held in 2022 to carry out duties within the specified scope of responsibilities. The following are the specific key operations:

1. To review the Company's Good Corporate Governance policy and Code of Conduct and relevant policies and best corporate governance practices suitable to the Company and in line with the CG Code prescribed by the SEC, the guidelines and criteria in the ASEAN CG Scorecard under the CGR Project of the Thai Institute of Directors (IOD) and aligns with the anti-corruption policy
2. Established the policy for MBK subsidiaries to join Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) as well as to be informed of the Company's and subsidiaries' performance of the CAC project to be in line with the CAC committee's assessment, including the creation of awareness to educate employee to strictly comply with anti-corruption policy and measures as a part of effort and support to eliminate corruption in Thailand.

3. Supervised the organization's sustainable development operations by considering the responsibility towards the environment, the society, corporate governance, and all stakeholders. Adopted the Sustainable Development Goals according to the United Nations framework as a guideline for setting sustainable business goals to drive concrete actions throughout the Company's value chain. To give comments and suggestions for the project implementation to be a part in driving the creation of a happy society and strengthening the Thai economy sustainably.
4. Supervised and promoted knowledge and understanding of good corporate governance, corporate business ethics, sustainable development, and anti-corruption among the directors, executives and employees to strictly adhere to in order to increase the efficiency of corporate governance in a sustainable manner. As a result, the Company's corporate governance assessment of listed companies achieved the level of "Excellent or 5 stars" for 7 consecutive years since 2016. And to provide recommendations for improving corporate governance according to corporate governance promotion projects, focusing on operations in accordance with good corporate governance principles.

The Corporate Governance and Sustainability Committee were responsible for considering and reviewing the Company's Good Corporate Governance policy and practices, as well as supervising management's operations in accordance with the principles of Good Corporate Governance established by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The Committee was committed and persistent in driving the organization to strive to be a transparent and ethical organization on the basis of honesty, transparency, and against all forms of corruption in order to develop and build confidence among all stakeholders and create added value for the organization to grow sustainably.



**Mr. Banterng Tantivit**  
**Chairman of the Corporate Governance**  
**and Sustainability Committee**