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Beryl 8 Plus Public Company Limited
Corporate Governance Policy
(As approved by the Board of Directors' Meeting No. 1/2021 held on June 9, 2021)

Beryl 8 Plus Public Company Limited (the “**Company**”) has established a Corporate Governance Policy in writing to serve as guidelines for conducting its business and norms to which directors, executives and every employee of the Company adhere when performing their duties. This Corporate Governance Policy has been established in accordance with the Corporate Governance Code for Listed Companies or CG Code as prescribed by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) to assure the investors of the transparency and efficiency of the Company’s business operations and to create public confidence in the Company. The Corporate Governance Policy of the Company consists of eight main principles as follows:

Principle 1: Establish clear leadership roles and responsibilities of the board of directors

In creating sustainable value for the business

- (1) The Board of Directors must understand and recognize the importance of their leadership roles and responsibilities in overseeing the administration of the Company which include:
 - defining the Company’s objectives and goals;
 - formulating strategies and policies and allocating key resources to enable the Company to achieve its objectives and goals;
 - monitoring, evaluating and overseeing performance reporting.
- (2) The Board of Directors has a duty to create sustainable value for the business by overseeing to enable the Company to at least achieve the following governance outcomes:
 - having ability to compete and good performance driven by long-term results;

- conducting the business of the Company in accordance with the Code of Ethics with respect for the rights and responsibility to shareholders and stakeholders;
 - participating in social development activities and those aimed at reducing the environmental impacts;
 - having competence to adapt under changing business environment.
- (3) The Board of Directors has a duty to oversee and ensure that every director and executive perform their duties with responsibility, due care and loyalty, and that the Company conducts its business in accordance with the laws, regulations and the resolutions of the Shareholders' Meeting.
- (4) The Board of Directors must understand and clearly define the scope of duties and responsibilities of the Chief Executive Officer and the management and monitor the performance of the Chief Executive Officer and the management as assigned by the Board of Directors.

Principle 2: Define objectives that promote sustainable value creation

- (1) The Board of Directors has a duty to clearly define objectives and primary goals of the business and ensure that such objectives and primary goals are set out to achieve sustainable development and in line with sustainable value creation for the business, customers, stakeholders and the society as a whole.
- (2) The Board of Directors has a duty to govern the business to ensure that the objectives and primary goals of the business and short-term, medium-term and long-term and/or yearly strategic plans are in support of the achievement of the objectives and primary goals of the business through appropriate and safe use of innovation and technologies.

Principle 3: Strengthen board effectiveness

The Board of Directors has designated the Nomination and Remuneration Committee to determine the qualifications of the Sub-committees to fulfil the Sub-committees' diversity in terms of skills, experience and expertise in the areas that benefit the Company and

establish a transparent nomination process to enhance confidence among shareholders and the public. The composition and roles and responsibilities of the Board of Directors are as follows:

(1) Composition of the Board of Directors and the Sub-committees

The Board of Directors consists of persons who have extensive knowledge and experience that benefit the Company's business operations and play a vital role in establishing policies, providing direction for the Company, overseeing, monitoring and evaluating the Company's performance as planned.

The Board of Directors comprises at least five (5) directors, at least one-thirds (1/3) of whom must be Independent Directors which will establish checks and balances for proper consideration and voting on various matters. Directors and executives of the Company can hold office as directors or executives of its subsidiaries or other companies, provided that such appointment is carried out in accordance with relevant laws and regulations and acknowledged by the Board of Directors' Meeting.

The Board of Directors has approved the appointment of the following Sub-committees to assist the Board of Directors in overseeing the Company's business operations.

- Audit Committee consists of at least three (3) Independent Directors to support the Board of Directors in supervising and monitoring administration, internal control and observance of relevant laws and reviewing financial reports to ensure transparency and reliability of the Company's business operations and information disclosure.
- Executive Committee consists of at least five (5) committee members to support the Board of Directors in administering the Company's business operations in accordance with its policies, plans, articles of association, orders and goals set within the scope of duties and responsibilities assigned by the Board of Directors.
- Nomination and Remuneration Committee consists of at least three (3) directors to have a duty to consider and nominate candidates with suitable

qualifications for the appointment as directors of the Company, members of the Sub-committees, directors of subsidiaries and the Chief Executive Officer, give recommendations to the Board of Directors for approval and/or propose to the Shareholders' Meeting for approval (as the case may be).

- Risk Management Committee consists of at least three (3) directors, at least one of whom must be an Independent Director. The Chief Executive Officer and Chief Financial and Accounting Officer are ex officio members of the Committee in accordance with the principles of Corporate Governance and Checks and Balances. The Risk Management Committee has a duty to set the enterprise risk management policy, oversee and ensure that the Company has a suitable risk management system or process to reduce impacts on its business operations.

The Board of Directors has assigned the Chief Executive Officer to proceed with the appointment of the Risk Management Working Group which consists of at least three (3) members: the Chief Executive Officer, the Chief Financial and Accounting Officer and at least one (1) employee to assist the Board of Directors in setting the Company's company-wide risk management policy, overseeing to ensure that the Company has a suitable risk management system or process to reduce impacts on its business operations, setting out requirements and guidelines, supervising the implementation and observance of the Corporate Governance Policy, reporting the progress of risk management and giving recommendations to the Board of Directors. In addition, the Board of Directors has designated a Company Secretary to be responsible for assisting the Board of Directors in the conduct of their meetings and the Shareholders' Meetings, advising the Board of Directors of their compliance obligations in accordance with legal requirements and regulations concerning the Board of Directors' performance and coordinating with related parties to ensure compliance with the resolutions of the Board of Directors' Meeting.

(2) Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors has responsibility to the shareholders for the Company's business operations and has a duty to establish policies and direction for the Company and oversee the administration of the Company in accordance with its objectives and goals for the long-term interests of its shareholders within legal framework and the code of ethics in conducting business, while taking into account the interest of all stakeholders as detailed in the Board of Directors Charter.

- Corporate Governance Policy

The Company established the Corporate Governance Policy in writing and proposed to the Board of Directors' Meeting for approval. The purpose of preparing the Corporate Governance Manual is to provide guidelines for the implementation in accordance with the set policy for the Company's directors, executives and employees. The Corporate Governance Policy will be revised annually.

- Code of Conduct

The Company is committed to conducting its business on the foundation of transparency, code of ethics and responsibility to stakeholders, the society and environment. The Company developed a written code of conduct which the Board of Directors, executives and employees have to take it as implementation guidelines as follows:

- (a) Code of Conduct on Responsibility to Shareholders
- (b) Code of Conduct on Relationship with Customers
- (c) Code of Conduct on Relationship with Suppliers/Business Partners, Competitors and Creditors
- (d) Code of Conduct on Responsibility to Employees
- (e) Code of Conduct on Social and Environmental Responsibility

The company will make an announcement and communicate to all employees for acknowledgement and strict compliance with the Code of Conduct of the Company.

- Conflict of Interest

The Company firmly intends to eliminate conflict of interest issues with carefulness, honesty, rationality and independence within appropriate ethical frameworks for the best interest of the Company. Related persons or persons who have an interest in a transaction under consideration at the meeting must disclose to the Company their interest and that of related persons and shall not participate or be involved in the decision making on such transaction and have no power to approve such transaction.

The Company's Connected Transactions Policy and Conflict of Interest Policy were established in accordance with relevant laws or regulations.

- Internal Controls

The Company's internal controls are established to enable efficient monitoring and internal controlling at both management and operational levels. The Company has outsourced an internal audit to audit and assess the adequacy of the internal control system and report to the Audit Committee in accordance with the audit plan.

- Risk Management

The Company has established the Enterprise Risk Management Policy to ensure that the Company has a suitable risk management system or process to reduce impacts on its business operations

- Reports of the Board of Directors

The Audit Committee is responsible for reviewing financial statements which will be jointly considered by the Accounting Department and the Company's Auditor and submitted to the Board of Directors on a quarterly basis. The Board of Directors are responsible for the consolidated financial statements of the Company and its subsidiaries and financial information.

(3) Board of Directors' Meetings and Board Self-Assessment

The Company shall hold the Board of Directors' Meetings at least on a quarterly basis and extraordinary board meetings as deemed necessary. The Board of Directors'

Meeting will follow predetermined meeting agenda and regular follow-ups of the implementation in accordance with the resolutions of the meeting will be carried out. The invitation letter will be delivered to all directors at least seven (7) days prior to the meeting date, to allow sufficient time for the directors to study the information before attending the meeting except in case of urgent necessity. The minutes of every meeting must be taken and officially documented and all certified documents must be collected for future reference and verification. At every Board of Director's Meeting, executives and related persons will be invited to attend the meeting to provide relevant information in order to enable accurate and timely decision-making of the Board of Directors.

Voting at every meeting of the Board of Directors shall be made final by a majority of votes. Each director present shall have one vote. The directors who have an interest in an agenda item shall neither attend the meeting nor vote on such agenda item. In case where the votes are tie, the Chairman shall have one more vote as the casting vote.

In addition, the Board of Directors shall promote performance reviews at least once a year to enhance the Company's performance. The meeting agenda shall be clearly determined well in advance before the annual performance appraisal takes place in order to collect opinions for proposing to the Board of Directors' Meeting.

(4) Remuneration

Directors' remuneration is defined as the monthly compensation and meeting allowance. As such, executive directors shall not receive monthly remuneration since they have received the remuneration in the form of a salary. The level of director remuneration shall be the average when-comparing with that of other companies in the same business sector or industry group taking into consideration the level of remuneration is commensurate to the duties and responsibilities of the Board of Directors. Executive directors shall receive remuneration in the form of a salary and annual bonuses by taking into consideration mainly the Company' performance.

The total amount of annual remuneration of all directors and executives shall not be unusually high when comparing with the average remuneration of the listed companies in the Stock Exchange of Thailand taking into account the best interest of the shareholders. The Nomination and Remuneration Committee has been appointed to be responsible for considering patterns and criteria for the determination of the directors' remuneration for further submission to the Shareholders' Meeting for approval.

(5) Board and Management Training

The Board of Directors is committed to promoting and facilitating organizing development and training programs for all persons who are involved in the corporate governance system of the Company such as directors, Audit Committee members, executives, and company secretaries, etc. to continuously enhance their performance, which can be conducted through in-house development and training programs or outsourcing training to training institutions.

In case where there is a change in the members of the Board or there are new directors appointed to the Board, the management shall assure the availability of documents and information that are useful for the new directors in effectively performing their duties and responsibilities and arrange an orientation program to cover an introduction to the Company's nature of the business and direction.

The Board of Directors shall encourage job rotation according to the executives' and employees' aptitude by taking into consideration, primarily the appropriateness of work and time. The Chief Executive Officer shall specify the time period and consider their performance, the results of which will be used for preparing Development Plan and Succession Plan for the Company. This will help enhance executives' and employees' competencies and skills and enable switching their positions and tasks.

Principle 4: Ensure effective CEO and people management

- (1) The Board of Directors has a duty to ensure that a nomination process and a development plan for the Chief Executive Officer or highest-ranking executives and

high-ranking executives are in place in order to have the necessary knowledge, skills, experience and qualifications for driving the Company towards its goals.

- (2) The Board of Directors has a duty to oversee that the determination of the remuneration structure and appropriate performance assessment are in place.
- (3) The Board of Directors should understand shareholder structure and shareholder relationship that can influence the Company's administration and business operations.
- (4) The Board of Directors has a duty to oversee that human resource management and development is in place to enhance executives' and employees' knowledge, skills, experience and motivation.

Principle 5: Nurture innovation and responsible business practices

The Company recognizes the significance of the rights of various groups of stakeholders, whether internal stakeholders, including shareholders and employees of the Company or external shareholders such as business partners, customers. The Company realizes that the support, opinions and suggestions of all group of stakeholders would benefit its business operations and sustainable growth. Therefore, the Company shall conduct its business in compliance with relevant laws and regulations to ensure fair treatment and better protection of their rights. With respect for all stakeholders' rights, the Company has set out the following guidelines for dealing with various groups of stakeholders.

Shareholders : The Company shall conduct its business with transparency and efficiency with a commitment to sustaining the Company's good performance and growth for the long-term best interest of the shareholders. The Company shall make a transparent and reliable disclosure of the Company's information to the shareholders.

Employees: All employees will be treated equally and fairly and provided with appropriate compensation. In addition, the Company recognizes the significance of continuous development of employees' skills,

knowledge and competencies and shall provide all employees with the opportunity to participate in training programs and seminars as well as motivating and retaining the high-potential employees in the Company. The Company has also set out guidelines for anti-corruption and shall encourage employees to observe relevant laws and regulations such as prohibition on using inside information, etc.

Suppliers/Business partners :

The Company has standards in selecting suppliers/business partners by promoting fair competition based on the same collection of information and fair selection process in accordance with the criteria for supplier/business partner evaluation and selection. In addition, the Company shall make appropriate and fair contracts for all parties and ensure that a follow-up system is in place to ensure strict compliance with the terms and conditions specified in the contracts and prevent corruption and misconduct in every step of the procurement process. The Company shall purchase the goods and/or services from suppliers/business partners in accordance with general commercial conditions and strictly fulfill the suppliers'/business partners' contracts.

Customers :

The Company's responsibilities to its customers are to maintain quality standards of its services provided to the customers and strive to meet all the needs of the customers with a focus on creating long-term customer satisfaction. Additionally, the Company shall provide accurate information about its services and whistleblowing channels for receiving customer complaints arising from deficient services so that the Company will be able to prevent the recurrence of the same incident in the future and quickly and efficiently respond and resolve their complaints.

Creditors : The Company shall strictly observe all conditions specified in the contracts made with the creditors, including repayment of principal and interest and the care for collateral under related contracts.

Business Competitors : The Company shall observe fair competition framework and ethical standards within the framework of the laws on trade competition and support and promote the Free and Fair Competition Policy.

Environment and : Community The Company pays attention to and recognizes the importance of social and environmental safety and the quality of life of the people involved in the Company's business operations, instilling social and environmental responsibility awareness to employees at all levels and strictly observing relevant laws and regulations. The Company also places importance on participating in various environmental conservation and social contribution activities as well as cultural promotion activities in the localities in which the Company operates its business.

In addition, stakeholders are able to ask for information, inform their complaints or notify clues concerning violation of laws, inaccuracy of the financial statements, deficiencies of the internal control system or unethical business practices through the Independent Directors or the Audit Committee of the Company. The complaints and reports informed to the Company shall be kept confidential and the Independent Directors or the Audit Committee shall order the Company to inspect the complaints and find a solution to the problems (if any) and report to the Board of Directors.

Principle 6: Strengthen effective risk management and internal control

- (1) The Board of Directors shall appoint the Audit Committee which consists of at least three (3) Independent Directors having the qualifications and duties as required by the criteria of the Securities and Exchange Commission (the SEC) and the Stock

Exchange of Thailand (SET) including those specified in the Audit Committee Charter.

- (2) The Board of Directors shall appoint the Risk Management Committee which consists of at least 3 members, at least one of whom must be an Independent Director. The Chief Executive Officer and Chief Financial and Accounting Officer are ex officio committee members to assist the Board in establishing the Company's enterprise risk management policy, overseeing and ensuring that risk management system or process is in place to reduce impacts on the Company's business operations, setting risk management criteria and guidelines as well as overseeing and ensuring that the Company implements and observes the Corporate Governance Policy, reports the progress of risk management and provides opinions and suggestions to the Board of Directors.
- (3) The Board shall ensure that the Company's internal control system that covers all important areas including finance, operations, observance of relevant laws and regulations and efficient and adequate auditing and check and balance mechanisms are in place for constantly protecting the shareholders' investment and the Company's assets.
- (4) The Board of Directors shall monitor and manage conflicts of interest that may arise between the Company and the management, the Board of Directors or shareholders as well as to prevent the misuse of the Company's assets, information and opportunities and the entry into the transactions with connected persons of the Company in an improper manner.
- (5) The Board of Directors has a duty to oversee and ensure that the Anti-Corruption Policy and guidelines as well as communication to employees at all levels and the public are in place to enable concrete implementation as well as to ensure that the Company has a proper and effective mechanism of receiving complaints and whistleblowing.

Principle 7: Ensure disclosure and financial integrity

- (1) The Company places importance to the Company's financial statements and financial information appearing in the Annual Report. The Audit Committee is responsible for reviewing the quality of financial statements and internal control system, and ensuring that the Company adequately discloses important information in the notes to the financial statements and reports to the Board of Directors for acknowledgement. Additionally, the Board of Directors is in support of preparing the Management Discussion and Analysis (MD&A) to be used as supporting information in the disclosures of the Company's quarterly financial statements.
- (2) In the event that the Company experiences financial distress or tends to have , financial difficulties, the Board of Directors shall assure that the Company has a problem-solving plan or other mechanisms that enable identification of solutions to the financial problems taking into account the shareholders' rights.
- (3) The Company shall disclose the information about each director, including roles and duties of the Board of Directors and the Sub-committees of the Company, frequencies of the directors' attendance as well as member attendance in the past year at the Company's Head Office.
- (4) The Company shall disclose the audit fees and other service fees for the services provided by the Auditor.

Principle 8: Ensure engagement and communication with shareholders to create confidence and trust to investors and sustainable value to the business.

The Company realizes and places importance on basic shareholder rights both as the investors who invest in the Company's securities and as the owners of the Company having the rights to purchase, sell and transfer the securities held by them, the rights to receive profit sharing from the Company, the rights to receive sufficient information and other rights to be exercised at the Shareholders' Meeting, the rights to express their opinions, the rights to participate in making important decisions of the Company such as the allocation of the dividend, the appointment or removal of directors, the appointment

of the Auditor, the approval for entering into important transactions that influence the direction of the Company in conducting its business as well as the amendments to the Company's Memorandum of Association and Articles of Association, etc.

It is the Company's responsibility to encourage and facilitate shareholders in exercising their rights as follows:

- (1) The Board of Directors shall oversee and ensure that all shareholders have the opportunity to participate in making important decisions of the Company.
- (2) The Company shall have the Notice of the Meetings together with the supporting documents of all agenda sent to all shareholders in advance and publicized in local newspapers at least seven (7) days before the meeting or 14 days before the meeting in case the Notice is for a special resolution to be made by the Board of Directors or other period of time as specified by relevant laws or regulations and posted on the Company's web site before the meeting.
- (3) In case that the shareholders are unable to attend the meeting in person, the Company shall provide the shareholders with the opportunity to appoint an Independent Director or other person as their proxy to attend the meeting.
- (4) In holding a Shareholders' Meeting, the Company shall choose a meeting venue at a suitable location that is conveniently accessible and determine appropriate meeting date and time and allocate sufficient time for the meeting or hold the meeting via electronic means (E-Meeting) in accordance with the Emergency Decree on Meetings held via Electronic Means B.E. 2563 (2020) as well as other relevant laws and regulations to be in line with the Company's policy on facilitating the participation of shareholders in the meeting.
- (5) At the Shareholders' Meeting, shareholders shall be given equal opportunities to freely express their opinions, suggestions or raise questions relating to the agenda before voting for each agenda and directors and relevant top management shall be assigned to answer shareholders' questions at the meeting.
- (6) After the Shareholders' Meeting, the Company shall prepare accurate and complete minutes of the meeting for the shareholders' review.

In addition, the Company shall ensure equitable treatment of all shareholders, whether majority or minority, executive or non-executive, Thai or foreign, the details of which are as follows:

- (1) At each Shareholders' Meeting, the Company shall provide equal opportunities to all shareholders. Before the meeting begins, the Chairman of the Meeting shall explicitly inform the voting and vote-counting procedures for each agenda item to shareholders, afford all shareholders and proxies attending the meeting equal rights to express their opinions and raise suggestions and questions for each agenda item and provide sufficient time for each agenda item. The Chairman shall proceed with all meeting agenda items in order.
- (2) On the agenda for the appointment of directors, the Company shall afford all shareholders with the opportunity to exercise their rights to vote for the appointment of the directors on an individual basis. Minority shareholders will also be given the opportunity to nominate candidates for the appointment of directors at an appropriate time period in advance together with supporting information about the qualifications and consent to nomination of the candidates.
- (3) All directors are required to report to the Company their potential conflicts of interest in any agenda item at least before the consideration of the agenda item on which he/she has a material interest at the Board of Directors' Meeting and the Company shall record such conflict of interest in the minutes of the Board of Directors' Meeting. A director with a material interest in any agenda item shall abstain from voting and taking part in the consideration of such agenda item.

This Corporate Governance Policy shall be effective from June 9, 2021.

(Mr. Chatchaval Jiaravanon)
Chairman of the Board of Directors
June 9, 2021