Corporate Governance Policy

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Introduction

JMT Network Services Public Company Limited and its subsidiaries (the "Group") place importance on processes, systems, and practices for sound management. The Board of Directors has established control mechanisms and checks and balances to ensure efficient, transparent, and accountable management. The Group has a Board of Directors and management team with vision and accountability, who respect the rights and equal treatment of shareholders and stakeholders and are committed to ethical business conduct and good corporate governance, together with responsibility towards society, communities, and the environment. These commitments are set out in policies communicated to employees at all levels for their acknowledgment and compliance. The Group also continuously encourages employees to participate in activities that benefit society. These efforts are an important part of building confidence among investors, financial institutions, business partners, shareholders, customers, and other relevant parties.

The Board of Directors has established a good corporate governance policy to keep it current and appropriate to changing business circumstances and environments, and aligned with the Stock Exchange of Thailand's revisions to the Principles of Good Corporate Governance for Listed Companies, thereby raising the Company's corporate governance practices to international standards. The Board of Directors has established this policy based on the following five areas of corporate governance:

1. Board of Directors
2. Rights and Equal Treatment of Shareholders
3. Role of Stakeholders
4. Disclosure and Transparency
5. Risk Management and Internal Control

Definitions of Key Terms

Company	Means JMT Network Services Public Company Limited.
Group	Means JMT Network Services Public Company Limited and its subsidiaries.
Board	Means The Board of Directors of JMT Network Services Public Company Limited.
Management	Means The management team of the JMT Network Services Public Company Limited group.
Senior Executives	Means The Chief Executive Officer and directors of departments of JMT Network Services Public Company Limited and its group companies.
Employees	Means All employees of the JMT Network Services Public Company Limited group.
Shareholders	Means Shareholders of JMT Network Services Public Company Limited.
Corporate Governance	Means Efficient, transparent, and accountable corporate management that takes all stakeholders into consideration and follows good corporate governance practices.
Business Code of Conduct	Means Ethical standards establishing rules of behavior and conduct that organizations or persons with relevant interests can refer to, providing behavioral standards and a framework of laws and customs to guide organizational operations.

Section 1 Board of Directors

(1) Composition of the Board of Directors

The Board of Directors comprises qualified individuals with knowledge, competence, and extensive experience in diverse fields beneficial to the Company (Board Diversity), with a sufficient number of directors to oversee its businesses. The Board shall have an appropriate and balanced composition of at least five directors, including independent directors representing at least one-third of the Board and numbering at least four, in accordance with SEC requirements. At least half of the Board shall be non-executive directors, and at least one director shall have experience in the Company's business, to ensure a balance between non-executive and executive directors. The proportion of non-independent directors should fairly reflect the investments of each shareholder group. The Company encourages a majority of the Board to comprise independent directors, which is considered appropriate for the Board to perform its duties effectively. Each director should hold directorships in no more than five listed companies to ensure sufficient time is devoted to their duties.

(2) Qualifications of Directors

1. Directors must possess knowledge and competence, act with honesty and integrity, uphold business ethics, and have sufficient time to contribute their expertise and perform their duties for the Company.

2. Directors must possess the qualifications and have no prohibited characteristics under the law on public limited companies and other applicable laws. They must also have no characteristics indicating unfitness to be entrusted with managing a publicly held company, as specified in Section 89/3 of the Securities and Exchange Act (No. 4), B.E. 2551 (2008).

3. Directors may hold directorships in other companies, provided that such positions do not hinder the performance of their duties for the Company and comply with the guidelines of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

(3) Qualifications of Independent Directors

Independent directors must not perform executive functions, must be independent of management and controlling shareholders, and must have no business relationships with the Company that restrict their ability to express independent opinions. They must possess the qualifications prescribed in the notifications of the Capital Market Supervisory Board, as follows:

1. Hold no more than one percent of the total voting shares of the Company, its subsidiaries, associated companies, potentially conflicting juristic persons, major shareholders, or controlling persons of the Company, including shares held by related persons of the independent director concerned.

2. Not be or have been involved in management, or be or have been an employee, staff member, salaried advisor, or controlling person of the Company, its subsidiaries, associated companies, fellow subsidiaries, potentially conflicting juristic persons, major shareholders, or controlling persons of the Company, unless such status ceased at least two years before appointment.

3. Have no relationship by blood or legal registration as a parent, spouse, sibling, or child, including the spouse of a child, of another director, executive, major shareholder, controlling person of the Company, or a person nominated to be a director, executive, or controlling person of the Company or its subsidiaries.

4. Not have or have had a business relationship with the Company, its subsidiaries, associated companies, potentially conflicting juristic persons, major shareholders, or controlling persons of the Company in a manner that may interfere with independent judgment, and not be or have been a significant shareholder or controlling person of a party having such a business relationship, unless such status ceased at least two years before appointment.

Business relationships under the preceding paragraph include ordinary business transactions, leasing or renting immovable property, transactions relating to assets or services, and the provision or receipt of financial assistance through borrowing, lending, guarantees, or pledging assets as collateral, and similar circumstances, resulting in indebtedness payable by the Company or its counterparty to the other party amounting to 30 percent or more of net tangible assets or THB 20 million or more, whichever is lower. Such indebtedness shall be calculated, as applicable, using the method for calculating the value of connected transactions under the Capital Market Supervisory Board's notification on connected transactions. The calculation shall include indebtedness incurred with the same person during the year preceding the establishment of the business relationship.

5. Not be or have been an auditor of the Company, its subsidiaries, associated companies, potentially conflicting juristic persons, major shareholders, or controlling persons of the Company, and not be a significant shareholder, controlling person, or partner of an audit firm employing an auditor of the Company, its subsidiaries, potentially conflicting juristic persons, major shareholders, or controlling persons of the Company, unless such status ceased at least two years before appointment.

6. Not be or have been a provider of professional services, including legal or financial advisory services, receiving fees exceeding THB 2 million per year from the Company, its subsidiaries, associated companies, potentially conflicting juristic persons, major shareholders, or controlling persons of the Company, and not be a significant shareholder, controlling person, or partner of such a professional service provider, unless such status ceased at least two years before appointment.

7. Not be appointed to represent the Company's Board of Directors, major shareholders, or shareholders related to the Company's major shareholders.

8. Not operate a business of the same nature as and in significant competition with the Company or its subsidiaries, or be a significant partner in a partnership, an executive director, employee, staff member, salaried advisor, or holder of more than one percent of the total voting shares of another company operating a business of the same nature as and in significant competition with the Company or its subsidiaries.

9. Have no other characteristics that prevent the expression of independent opinions on the Company's operations.

Independent directors shall serve for no more than nine consecutive years from their first appointment as independent directors. If an independent director is to continue serving, the Board should reasonably consider the necessity of such continued service.

After appointment in accordance with items 1–9, an independent director may be assigned by the Board of Directors to make decisions on the business operations of the Company, its subsidiaries, associated companies, fellow subsidiaries, potentially conflicting juristic persons, major shareholders, or controlling persons of the Company, provided such decisions are made collectively (Collective Decision).

(4) Nomination and Appointment of Directors

The Company prescribes the following qualification criteria for directors:

1. Possess the required qualifications and have no prohibited characteristics under the law on public limited companies, securities and exchange law, or the rules and regulations of the Company and relevant regulators.

2. Possess knowledge and competence essential to the Company's business, be able to devote sufficient effort to the Company, and regularly attend Board meetings and Company activities.

3. Hold directorships in no more than five listed companies, in accordance with the principles of good corporate governance for listed companies.

(5) Chairman of the Board and Chief Executive Officer

The Chairman of the Board is a non-executive director who leads the Board, is an independent director as defined by the SET, has no relationship with management, and chairs Board meetings and shareholders' meetings.

The Company requires the Chairman of the Board and the Chief Executive Officer to be different persons to clearly separate their roles and ensure a balance of authority between policy leadership and executive management.

The Chief Executive Officer reviews policies, strategies, and the management structure and reports to the Board of Directors, and oversees and manages matters in accordance with the relevant charter to ensure that the Company's business is aligned with economic and competitive conditions.

The Chief Executive Officer is responsible for considering and determining business plans, budgets, and management authorities; monitoring the effective implementation of policies and management guidelines; monitoring performance; reviewing the Company's investment projects; and carrying out other assignments from the Board of Directors. Operating results shall be reported to the Board quarterly.

The Board of Directors has established a policy on outside directorships of the Chief Executive Officer, requiring executives to notify the Board for approval before accepting a directorship in another company. Such directorships must not be in companies operating businesses of the same nature as or in competition with the Company.

(6) Terms of Office of Directors

Directors serve a term of three years and may be considered for re-election upon completion of their terms.

At each annual general meeting of shareholders, one-third (1/3) of the directors shall retire. If the number of directors is not divisible by three, the number nearest to one-third (1/3) shall retire.

Directors retiring in the first and second years following the Company's registration shall be selected by drawing lots. In subsequent years, the directors who have served the longest shall retire.

In addition to retirement by rotation, a director shall vacate office upon:

1. Death.

2. Resignation.

3. Reaching the age of 72, in which case the director shall vacate office at the end of the financial year.

4. Loss of the qualifications for directorship or having prohibited characteristics under the law on public limited companies, or characteristics indicating unfitness to be entrusted with managing a publicly held company under Section 89/3 of the Securities and Exchange Act.

5. Removal by a resolution of the shareholders' meeting passed by at least three-fourths (3/4) of the shareholders present and entitled to vote, who together hold at least half of the shares held by the shareholders present and entitled to vote.

6. Removal by a court order.

A director wishing to resign shall submit a resignation letter to the Chairman of the Board.

If a directorship becomes vacant for a reason other than retirement by rotation, the Board shall appoint a qualified person with no prohibited characteristics under the law at its next meeting, unless the remaining term is less than two months, in which case the Board may leave the position vacant. The replacement director shall serve only for the remainder of the term of the director being replaced.

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

The Board of Directors is committed to overseeing the Company's business operations to become a leader in debt collection services and non-performing debt management, trusted by customers and stakeholders. It promotes strong management, personnel development, and continuous improvement in service quality to meet customers' needs and expectations.

Under the leadership of the Chairman, the Board of Directors shall demonstrate leadership and independence in decision-making and be able to establish policies and oversee management efficiently and effectively. The roles of the Chairman of the Board and the President are therefore clearly separated and must be held by different persons.

Roles, Duties, and Responsibilities

The Board of Directors is responsible for determining the Group's vision, policies, mission, strategies, goals, tasks, and business direction, and ensuring that management complies with the Company's objectives, Articles of Association, laws, and shareholders' resolutions with responsibility, honesty, due care, and transparency.

The Board is responsible for overseeing and developing the Company's corporate governance to achieve national and international recognition, considering operating plans, and developing the Group's competitive capabilities.

The Board also monitors management's effective implementation of operating plans in the best interests of the Company, shareholders, and all stakeholders, and ensures that benefits are allocated appropriately and fairly to all stakeholders.

(8) Meetings of the Board of Directors and Board Committees

8.1 The Board of Directors shall meet at least once each quarter.

8.2 The Board of Directors has determined that, when a resolution is passed, at least two-thirds of all directors attending the meeting must be present as the minimum quorum.

8.3 Meetings of the Audit and Risk Management Committee shall include consideration and review of the Company's risk management processes and recommendations to improve the effectiveness of risk management.

8.4 The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee shall meet at least once each quarter.

(9) Board Committees

The Board of Directors establishes committees to oversee and review matters requiring specialized expertise on its behalf, including the Audit Committee and the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee. These committees shall report their performance, opinions, and recommendations to the Board within the prescribed periods. Each committee's responsibilities shall be set out in a written charter.

(9.1) Audit Committee

The Audit Committee comprises three independent directors. It is responsible for establishing good corporate governance criteria by reviewing the financial reporting process, reviewing and approving quarterly and annual financial statements, and overseeing the operations of the Company and the Group to ensure compliance with policies, rules, regulations, applicable laws, and regulatory requirements.

The Committee promotes the development of financial reporting and accounting systems in accordance with international standards and SET requirements to ensure reliability, transparency, and accountability. It also

reviews the adequacy of the Group's internal control system, the compliance of its internal audit system with standards, and the assessment of a robust, appropriate, up-to-date, and effective risk management system. The Committee prepares an Audit Committee report for disclosure in the Company's annual report.

The Audit Committee performs its duties and expresses its opinions independently. The Company's Internal Audit Function reports directly to the Committee, which has authority to appoint, transfer, and remove the Head of Internal Audit and approve the Function's budget and staffing. The Committee may engage external professional advisors. It also considers the external auditor's performance and effectiveness and the Company's audit fees, and submits its recommendations to the Board for endorsement and to the shareholders' meeting for approval.

The Committee also provides employee complaint channels to encourage employees to help monitor the Company's operations and report inappropriate practices that may harm the Company. Information is sent directly to the Audit Committee or through a whistleblowing channel. The identity of employees providing information shall not be disclosed and shall be kept confidential for their protection. The Audit Committee shall meet at least once each quarter.

(9.2) Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee comprises three directors. The Board selects and appoints directors of the Company to serve on the Committee, with an independent director serving as its Chairman.

The Committee establishes criteria, policies, and procedures for nominating persons with the appropriate knowledge, competence, reputation, good standing, and experience to be appointed as directors and executives to replace those vacating office. Its recommendations are submitted to the Board, which presents them to the shareholders' meeting for approval.

The Committee discloses the criteria and procedures for nominating directors and executives and reviews the Board performance assessment system. It studies, considers, and monitors changes and trends in the remuneration of directors and senior executives to propose remuneration policies that are fair and appropriate to their duties and responsibilities.

The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee shall meet at least once each quarter.

(10)Management Committees Reporting to the Board of Directors and Board Committees

To support management in thoroughly reviewing the Company's affairs, the Company has appointed one management committee comprising executives, namely:

(10.1) The Executive Committee

The Executive Committee is appointed by the Board of Directors and comprises the Chief Executive Officer and senior executives with appropriate knowledge and competence. It supports and reviews information for the Board and the Chief Executive Officer in all areas, including business management, financial management, and other assignments from the Board. Its authority is defined in the Company's approval authority matrix, and it reports to the Board of Directors.

(11) Remuneration of Directors and Executives

(11.1) The Board of Directors has clearly established and approved the remuneration framework and policy for the Company's directors and executives.

(11.2) Directors' remuneration shall reflect their duties and responsibilities, taking into account companies in the same industry and of comparable size. It shall be appropriate and sufficient to attract and retain qualified directors. Additional remuneration is provided for duties and responsibilities on Board committees.

(11.3) Directors' remuneration under the Company's Articles of Association consists of meeting allowances. The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee reviews and proposes the annual directors' remuneration budget for approval by the Board and shareholders.

(11.4) Executive directors, employees of the Company, employees of controlling persons or major shareholders, and directors representing shareholders holding more than 10 percent of the shares shall not receive remuneration (meeting allowances) in their capacity as directors of the Company.

(11.5) The executive remuneration framework is developed on the following principles:

- Ensure alignment between the interests of executives and the Company's shareholders.
- Promote a performance-oriented culture.
- Be sufficient to attract, retain, and motivate qualified personnel.

- Reflect the Company's business cycle and strategic priorities.

(11.6) Executive remuneration comprises salary, bonuses, provident fund contributions, and other benefits, and is linked to the Company's performance and the executives' performance.

(11.7) The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee reviews the remuneration policy framework annually.

(12) Directorships in Other Companies

(12.1) Directors may hold directorships in no more than five other listed companies, provided that such positions do not hinder their duties for the Company and do not create conflicts of interest.

(12.2) The Board's policy does not permit executive directors and the Chief Executive Officer to hold directorships in other listed companies, except the Company's subsidiaries or associated companies, unless approved by the Board.

(13) Board Performance Assessment

(13.1) The Board requires annual self-assessments of the Board collectively and of individual directors. The results are used to improve the Board's effectiveness and develop directors. The Company will consider assessment by an external consultant as appropriate to ensure an efficient and transparent process.

(13.2) All Board committees shall assess their own performance annually and report the results to the Board.

(13.3) The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee assigns the Company Secretary's Office to distribute self-assessment forms to the Board and Board committees as a framework for reviewing their performance during the preceding year. The forms follow SET guidelines.

(13.4) After receiving the completed forms, the Company Secretary's Office summarizes the scores and discloses the assessment process and criteria to the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee for consideration and presentation to the Board.

(14)Company Secretary's Office

The Board shall appoint a Company Secretary under Section 89/15 of the Securities and Exchange Act, B.E. 2551 (2008), to perform statutory duties relating to the preparation and retention of important corporate documents, including the register of directors, notices and minutes of Board and shareholders' meetings, and annual reports, and to retain reports of interests of directors and executives. The Company Secretary arranges Board and shareholders' meetings and performs other duties prescribed by the Capital Market Supervisory Board. The Company Secretary also advises on rules and regulations that the Board should know and observe, oversees Board activities, and coordinates the complete and proper implementation of Board and shareholders' resolutions.

(15)Orientation and Continuing Development of Directors and Executives

(15.1) All newly appointed directors and executives shall attend the Company's orientation to obtain sufficient information on the Company, its rules, Code of Conduct, policies, and relevant business information before performing their duties.

(15.2) The Company supports ongoing training and development for directors and executives, particularly courses organized by the SET and the Thai Institute of Directors, to help directors perform their duties and oversee the Company effectively.

(15.3) Orientation Topics for New Directors and Executives

- Information or documents relating to statutory reporting.
- The Company's Memorandum and Articles of Association.
- The scope of duties and responsibilities of the Board and Board committees.
- Board meeting agendas and meeting schedules.
- Good Corporate Governance Policy and Business Code of Conduct.
- Legal disputes.
- Regulatory reports requiring improvements and compliance by the Company.

(16)Performance Assessment of the Chief Executive Officer

The Company assigns the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee to conduct an annual performance assessment of the Chief Executive Officer

using predetermined, objective criteria, including financial performance and achievement of strategic objectives.

The criteria for assessing the Chief Executive Officer's performance are as follows:

Criterion 1 Leadership

Criterion 2 Strategy Formulation

Criterion 3 Strategy Implementation

Criterion 4 Financial Planning and Performance

Criterion 5 Relationship with the Board

Criterion 6 External Relations

Criterion 7 Management and Personnel Relations

Criterion 8 Succession Planning

Criterion 9 Product and Service Knowledge

Criterion 10 Personal Attributes

Criterion 11 ESG Management

The assessment results are used to determine the Chief Executive Officer's annual remuneration, which is submitted to the Board for approval.

(17) Communication with Management and Access to Independent Advisors

(17.1) Directors are entitled to request and receive additional information they consider necessary for decision-making and the performance of their duties.

(17.2) Directors may directly access and communicate with management and the Company Secretary, including obtaining information and opinions from executives directly responsible for relevant matters. Such access and communication must not interfere with the Company's normal business operations.

(17.3) The Board encourages senior executives to attend Board meetings.

(17.4) The Board and Board committees are authorized to engage experts or advisors, including legal advisors, at the Company's expense.

(18) Executive Succession Planning

(18.1) The Board requires succession plans for the Chief Executive Officer and senior executives to provide investors, the organization, and employees with confidence that the Company's operations will continue promptly if these positions become vacant.

(18.2) The Board assigns the Nomination, Remuneration, and Corporate Governance Committee to establish succession criteria and plans and nominate the Chairman of the Executive Committee, the Chief Executive Officer, and senior executives reporting to the Chief Executive Officer. The succession plans shall be reviewed annually and reported to the Board.

Section 2 Rights and Equal Treatment of Shareholders

The Board recognizes the importance of shareholders' rights, encourages all shareholders to exercise their rights, and refrains from any action that violates or restricts those rights.

The Company values and respects the rights of all shareholders. Their fundamental rights are as follows:

1. Right to Receive Share Certificates and to Buy, Sell, and Transfer Shares

The Company appoints Thailand Securities Depository Company Limited as its securities registrar to facilitate shareholders' securities registration matters.

2. Right to Propose Meeting Agenda Items and Submit Questions in Advance

The Company recognizes shareholders' rights and equal treatment under good corporate governance principles and applicable laws. Shareholders may submit proposals for the Board to consider including on the shareholders' meeting agenda and questions about the Company before the annual general meeting. Shareholders shall follow the Board's criteria for proposing agenda items until the Capital Market Supervisory Board completes its own criteria.

Shareholders may propose agenda items or questions for the shareholders' meeting at least three months before the end of the financial year and nominate qualified persons for election as directors. Shareholders proposing agenda items or director nominees must hold at least five percent of the Company's total voting shares.

The Company announces the channels, submission period, and procedures for director nominations through the SET's news system. Details of the procedures for proposing agenda items and submitting questions in advance are published on the Company's website (www.jmtnetwork.co.th).

3. Right to Attend Shareholders' Meetings

The Company recognizes shareholders' equal rights to attend meetings, appoint proxies to attend and vote on their behalf, receive information on meeting rules and procedures, and express opinions and ask questions. The date, time, and venue are determined primarily for shareholders' convenience. Shareholders have the following meeting rights:

3.1) Before the Shareholders' Meeting

The Company announces the meeting schedule and agenda through the SET's news system in advance in accordance with SET requirements. The notice and supporting documents are published on the Company's website in Thai and English at least 28 days before the meeting to give shareholders sufficient time to study the information.

Thailand Securities Depository Company Limited, the Company's securities registrar, is assigned to send shareholders a printed notice containing the same information as the website at least seven days, or 14 days in certain cases, before the meeting in accordance with SET requirements. The notice includes facts or reasons, the Board's opinion on each agenda item, meeting rules and procedures, and complete and sufficient supporting documents for shareholders' consideration.

The meeting notice is also published through print media or a daily newspaper at least three days before the meeting for at least three consecutive days, as required by law.

3.2) On the Day of the Shareholders' Meeting

The Company establishes lawful meeting procedures that prioritize convenience, rights, and equal treatment of shareholders. Sufficient personnel and appropriate technology are provided for registration and verification of shareholders' documents more than one hour before the meeting.

The Board, Board committees, executives, and the external auditor attend the shareholders' meeting to answer questions. The Chairman of the Board chairs the meeting and introduces the attending directors and executives.

The Company explains voting and vote-counting procedures before the meeting and follows the agenda stated in the notice without adding other agenda items.

Ballots are provided for voting on each agenda item. Votes are counted and the numbers of votes for, against, and abstaining are disclosed for every agenda item.

The Board allocates sufficient time and gives shareholders an equal opportunity to express opinions or ask questions on agenda items and the Company's operations.

Significant questions, comments, and explanations given at the meeting are recorded in the minutes.

3.3) After the Meeting

The Company announces shareholders' resolutions through the SET's news system by the next business day, specifying votes for, against, and abstaining on each agenda item.

The Company prepares minutes in Thai and English listing directors and executives attending and absent, material explanations, and complete summaries of questions, answers, and comments. The minutes are submitted to the SET and relevant authorities within 14 days of the meeting and published on the Company's website (www.jmtnetwork.co.th) for shareholders' review.

3.4) Right to Elect and Remove Directors and Determine Directors' Remuneration

The Company's Articles of Association require one-third (1/3) of the directors to retire at each annual general meeting, with elections to replace them. Retiring directors may be re-elected for another term.

Shareholders may vote to elect directors in accordance with the following criteria:

a. Each shareholder has one vote for each share held.

b. Each shareholder shall use all their votes to elect one or more persons as directors, but may not allocate different numbers of votes to individual candidates.

c. Candidates receiving the highest votes in descending order shall be elected up to the number of directors to be elected. If candidates tied in the next ranking exceed the remaining positions, the Chairman shall have the casting vote.

In addition to electing directors, shareholders may remove a director before the end of their term by a resolution passed by at least three-fourths (3/4) of shareholders present and entitled to vote, who together hold at least half of the shares held by shareholders present and entitled to vote.

At each annual general meeting, shareholders may also consider and approve the remuneration of the Board and Board committees.

The Company provides details of each director nominated for election and sufficient information on the remuneration of the Board and Board committees for shareholders' consideration.

3.5) Right to Approve the Appointment and Remuneration of the External Auditor

An agenda item on the appointment and remuneration of the external auditor is proposed for shareholders' approval at each annual general meeting. Sufficient details of the proposed auditor and audit fees are provided for shareholders' consideration.

3.6) Right to Receive Regular and Timely Information, Operating Results, and Management Policies

The Company discloses information through the SET's news system and publishes material information, operating results, and current news on its website (www.jmtnetwork.co.th).

3.7) Right to Receive a Share of Profits

The Company distributes profits to shareholders through dividends. Its policy is to pay dividends of no more than 50 percent of net profit in the consolidated financial statements after all reserves required by the Articles of Association and law. Dividend payments are subject to investment and business expansion plans and other future needs and considerations.

3.8) Equitable Treatment of Shareholders

The Board recognizes the importance of all shareholders, including major shareholders, minority shareholders, institutional investors, and foreign shareholders. It supports their right to protect their interests, attend shareholders' meetings, express opinions and recommendations, vote on resolutions, participate in major decisions, and elect directors. Shareholders unable to attend may appoint proxies to attend and vote on their behalf.

The Company also ensures shareholders' right to receive accurate, sufficient, timely, and equitable information, with emphasis on the following:

3.8.1 Use of Information before Shareholders' Meetings and Protection of Minority Shareholders' Rights

The Company recognizes its duty to fairly protect all shareholders' interests and treats all shareholders equally in attending and voting at meetings, receiving a share of profits, and receiving regular and timely information on news, operating results, and management policies.

Each share carries one vote at shareholders' meetings. Shareholders appointing proxies receive proxy forms that allow them to specify votes for, against, or abstaining on each agenda item. The Company provides the names and profiles of two independent directors, excluding those retiring by rotation at that meeting, as proxy

options, together with documentary requirements and proxy procedures in the meeting notice. Ballots are used for all agenda items. For director appointments, shareholders may vote on each director individually.

Meetings follow the agenda stated in the notice without adding other agenda items or distributing additional documents at the meeting that would restrict the rights of shareholders unable to attend in person.

3.8.2 Prevention of Insider Information Misuse

The Company has established measures to prevent the use of insider information for personal gain by limiting the number of persons with access, preventing access by outsiders, and assigning employee access rights appropriate to their responsibilities. All employees must acknowledge and sign an agreement on non-disclosure of confidential information, non-violation of the Computer Crime Act, and non-infringement of intellectual property rights. New employees sign this agreement together with their employment contract.

The Corporate Governance Policy prohibits directors, executives, and employees with access to insider information from improperly using it for their own or others' benefit. They shall avoid or refrain from trading the Company's securities during the 30 days before the publication of financial statements or material information affecting the securities price. Directors and executives are informed of their duty to report securities holdings of themselves, their spouses, and minor children, and changes resulting from purchases, sales, transfers, or receipts of transfers within three business days of the transaction, as well as penalties under the Securities and Exchange Act, B.E. 2535 (1992). They shall notify the Company Secretary's Office of changes so that it can facilitate and coordinate submission of reports to the SEC. Changes in directors' securities holdings are also reported at Board meetings whenever they occur.

3.8.3 Blackout Period

1) Persons designated by the Company are prohibited from trading the Group's securities during the 30 days before disclosure of quarterly and annual financial statements and during other periods prescribed by the Company from time to time.
2) In exceptional circumstances, designated persons may sell the Group's securities during a blackout period, for example in cases of severe financial hardship, legal requirements, or a court order. A memorandum stating the reasons must be submitted for approval to:
   - The Chairman of the Board, where the seller is a director and/or the Chief Executive Officer.
   - The Chairman of the Audit Committee, where the seller is the Chairman of the Board.
   - The Chief Executive Officer, where the seller is a designated person who is not a director.

The applicant must execute the securities transaction within three business days of receiving written approval and provide a written copy of the request memorandum to Investor Relations.

3) Investor Relations announces blackout periods in advance to help designated persons comply with these requirements.

3.8.4 Advance Notification of Securities Trading

(1) All directors and executives intending to trade the Group's securities must notify the Company Secretary or a person designated by the Board at least one day before trading.

3.8.5 Prevention of Conflicts of Interest and Directors' Interests

For transactions that may involve conflicts of interest, directors, executives, employees, and related persons shall disclose their interests to the Audit Committee for consideration of the transaction's appropriateness, size, and compliance with SET rules and requirements of relevant authorities.

The Audit Committee submits transactions to the Board and/or the shareholders' meeting for approval before each transaction. Interested directors shall not participate in considering agenda items concerning their interests. Transactions between the Company or its subsidiaries and potentially conflicting persons are disclosed in the Annual Registration Statement (Form 56-1 One Report) in accordance with SET requirements.

The Company establishes conflict-of-interest prevention guidelines in its Business Code of Conduct and communicates them to everyone in the organization for compliance. Management regularly and strictly monitors compliance with the Company's rules, regulations, Corporate Governance Policy, and Business Code of Conduct.

Section 3 Role of Stakeholders

Principle: The Company recognizes that stakeholder support contributes to its competitiveness, profitability, and long-term success.

The Company therefore values the rights of all stakeholder groups, including shareholders, employees, customers, competitors, business partners, creditors, society, and the environment. Comprehensive guidelines address stakeholders' rights and benefits, and channels enable them to submit opinions and useful recommendations that add value to the Company. Details are provided in the Business Code of Conduct for directors, executives, and employees, published on the Company's website (www.jmtnetwork.co.th).

Policies and Practices towards Stakeholder Groups

Policy and Practices towards Shareholders

The Company places great importance on shareholders as owners of the business. Directors, as shareholder representatives, together with executives and employees, shall conduct business in accordance with corporate governance principles and the Company's values to maximize benefits and continuously increase long-term shareholder value, as follows:

(1) Manage the organization in accordance with its vision and corporate governance principles, with honesty and due care and without personal conflicts of interest, to generate sustainable returns for all shareholders.

(2) Respect shareholders' rights, treat all shareholders fairly and equally, and refrain from actions that violate or restrict their rights.

(3) Allow shareholders to propose annual general meeting agenda items and director nominees sufficiently in advance.

(4) Provide sufficient advance explanations of meeting arrangements and all information relevant to matters requiring shareholders' decisions.

(5) Prohibit directors, executives, and employees in relevant functions, including their spouses and minor children, from using non-public insider information to improperly benefit themselves or others at shareholders' expense.

(6) Appoint independent directors to protect minority shareholders' interests and receive complaints or recommendations through accessible Company channels.

(7) Establish effective internal control, internal audit, and risk management measures.

(8) Disclose corporate information, financial reports, and operating results accurately, completely, promptly, transparently, and reliably through accessible channels to keep shareholders regularly informed of the Company's operations.

Policy and Practices towards Employees

The Group believes that employees are valuable resources and a key factor in success. It treats employees fairly in accordance with human rights principles, considers their needs, promotes good employee–organization relations, continuously develops their capabilities, and provides career security and advancement, as follows:

(1) Recruit through effective and fair selection processes and employment terms to attract capable, ethical, highly qualified, and honest employees.

(2) Care for all employees fairly, respect and protect their individual rights and freedoms against infringement, and support their right to express opinions freely.

(3) Provide complaint and whistleblowing channels for conduct inconsistent with the Code of Conduct, protect employees against harassment or unfair punishment, and promote discipline at work.

(4) Provide adequate, continuous development for employees in all professions and at all levels, appropriate to their duties and responsibilities, and promote ethical awareness.

(5) Encourage teamwork to strengthen organizational unity and promote discipline at work.

(6) Assess performance and manage remuneration appropriately, support individual capabilities, and promote discipline at work. Provide fair and suitable welfare benefits and regularly review and improve them, with reference to companies in the same industry.

(7) Promote awareness of safe and hygienic work practices and provide a positive workplace atmosphere and environment where employees feel part of the same family.

(8) Manage occupational health, safety, and environmental management systems in accordance with international standards.

(9) Support employees in achieving a positive balance between work and personal life.

(10) Provide channels for communicating important information so that employees understand the Group's business operations and performance.

Policy and Practices towards Customers

The Group is committed to maximizing benefits and satisfaction for users of its products and services through quality and fair prices, while developing and maintaining lasting relationships, as follows:

(1) Deliver products and services that meet the needs of consumers and those around them, contribute to a better quality of life, and support sustainable social growth.

(2) Continuously innovate and develop high-value, quality products and services that meet customers' diverse needs.

(3) Develop environmentally friendly products and services that use fewer resources, save energy, can be reused, and have long service lives.

(4) Offer safe, standardized products and services that do not harm consumers' health, and provide accurate and sufficient information.

(5) Store customer information systematically and securely and prevent its improper use.

(6) Set fair prices for products and services.

(7) Implement quality management systems in accordance with international standards.

(8) Assign a function responsible for product recommendations, advice, solutions, and complaints to maximize customer satisfaction with products and services.

Policy and Practices towards Business Partners

The Group observes fair competition and strictly honors contracts, ethical standards, and commitments to business partners, as follows:

(1) Consider appropriate and fair purchase prices based on reasonable pricing, quality, and services received, and provide appropriate explanations when reviewed.

(2) Pay business partners accurately and on time.

(3) Establish clear procurement and operating procedures.

(4) Conduct business sustainably and transparently, comply with agreed commercial and contractual terms, and ensure fairness to relevant parties.

(5) Do not solicit or accept assets or benefits from business partners.

(6) Visit business partners as opportunities arise or as appropriate to exchange opinions and receive suggestions for improvement.

(7) Support environmentally friendly procurement and products that contribute to community development.

(8) Avoid purchasing products involving human rights violations or intellectual property infringement.

(9) Do not disclose business partner information to others without the partner's consent.

(10) Do not conduct business with partners engaging in unlawful conduct or non-transparent operations contrary to good corporate governance.

Policy and Practices towards Creditors

The Group treats creditors equally, fairly, and transparently and strictly complies with agreed terms and contracts, as follows:

(1) Enter into lawful, equitable, fair, and transparent contracts with all types of creditors without taking advantage of counterparties.
(2) Do not use fraudulent methods or conceal material facts that may harm creditors.
(3) Strictly, accurately, and honestly comply with all contractual terms agreed with creditors.
(4) Repay loans and interest to all creditors in full within the agreed timeframes.

Policy and Practices towards Government Agencies

The Group values government agencies as stakeholders. Its Code of Conduct establishes guidelines for transactions with the government to ensure proper employee conduct, including cooperation on technical matters and support for activities, as follows:

(1) Strictly comply with applicable laws and regulations, recognizing that local laws, rules, and customs may involve different conditions, procedures, or practices.
(2) Do not take actions that may induce government personnel to act improperly.
(3) Develop knowledge for community development for government agencies, such as local administrative organizations.
(4) Support government activities on appropriate occasions.
(5) Cooperate with agencies visiting or inspecting the Company.
(6) Listen to government agencies' opinions, recommendations, and complaints.

Policy and Practices towards the Media

The Group recognizes the importance of providing information to the media for accurate and timely communication to the public, as follows:

(1) Disclose information to the media equally, ensuring it is accurate, clear, and relevant.
(2) Communicate information promptly and in a timely manner.
(3) Provide opportunities for the media to meet and speak directly with executives.

(4) Facilitate media representatives contacting the Company.

(5) Maintain good media relations, including visits and meetings with executives at the head office, and provide accurate information about the Company.

Policy and Practices towards Competitors

The Group treats competitors fairly within a framework of honest competition and conducts business fairly in accordance with laws and ethical standards, taking account of business ethics and competition law, as follows:

(1) Observe fair competition rules and applicable laws ethically and transparently, without taking unlawful advantage of competitors.

(2) Do not obtain confidential information through dishonest or improper means.

(3) Do not infringe competitors' intellectual property rights.

(4) Do not damage competitors' reputations through adverse allegations unsupported by facts.

(5) Support free trade and avoid agreements with competitors that reduce or restrict competition.

Policy and Practices towards Communities and the Environment

The Group conducts business ethically towards all relevant parties and upholds social responsibility. It supports activities that improve quality of life and community and social well-being in Thailand and ASEAN where it operates. Employees and relevant parties are encouraged to act as good citizens and contribute to communities and society, as follows:

(1) Provide appropriate support and assistance to society and communities, particularly those surrounding the Company's premises.

(2) Promote activities and projects developing young people's capabilities in education, sports, and the arts, while instilling ethics and integrity so that they become capable and ethical individuals.

(3) Support urgent disaster relief activities and projects, and improve capabilities and living conditions through initiatives such as career development and stronger communities that can sustain themselves.

(4) Support medical and public health activities and projects to improve health and quality of life in communities and society.

(5) Support arts, cultural preservation, and religious activities as appropriate.

(6) Support foundations and charitable organizations that assist and create opportunities for disadvantaged people to improve their lives, and organizations undertaking activities beneficial to human resource development.

(7) Allow communities and all stakeholder groups to participate in activities and projects and submit opinions, recommendations, or complaints arising from the Company's operations, with the aim of sustainable coexistence between the Company and communities.

Section 4 Disclosure and Transparency

The Company discloses financial information and material general information on its business and performance accurately, completely, sufficiently, consistently, promptly, widely, and equitably. Disclosures reflect its actual operating and financial position and the Group's future business direction. Information is communicated to shareholders, investors, and relevant parties through electronic media, the Company's website (www.jmtnetwork.co.th), the Annual Registration Statement (Form 56-1 One Report), press conferences, and investor meetings. The Board strictly oversees compliance with laws, rules, and regulations on disclosure and transparency and undertakes the following:

(1) Providing Various Disclosure Channels in Addition to the SET's News System

1.1. Annual Registration Statement (Form 56-1 One Report)

The Board ensures that the Annual Registration Statement (Form 56-1 One Report) contains accurate and complete information in accordance with SET requirements, with sufficient clarity to reflect the Company's operations during the preceding year, including its vision and mission, key factors, organizational structure, business characteristics, financial position and performance, Board structure, and the performance of the Board and Board committees.

1.2. Company Website

The Board recognizes that website disclosure is convenient, fast, accessible, equitable, and reliable. It ensures that information on the Company is disclosed in Thai and English on its website, supplementing annual report disclosures. This includes the Corporate Governance Policy, Company announcements, financial statements, and annual reports, which are available for download.

1.3. Investor Relations

The Company has established an Investor Relations function to provide investors, shareholders, analysts, and the public with information and news on Company activities through its website, roadshows, analyst meetings, conference calls, and other channels. Investors may contact Investor Relations at 0-2308-8196, through www.jmtnetwork.co.th, or by email at ir@jmtnetwork.co.th.

In addition to statutory and regulatory disclosures, the Company holds quarterly performance briefings for investors, analysts, and the public. The President and management attend to provide explanations and answer participants' questions.

2) Disclosure of Information on the Board and Board Committees

The Company discloses this information, including individual directors' remuneration, in its Annual Registration Statement (Form 56-1 One Report), covering:

a. Board structure, roles, duties, responsibilities, and performance of the Board and each Board committee.

b. Remuneration of directors and executives. The Company establishes a clear and transparent directors' remuneration policy, with appropriate remuneration comparable to the same industry and sufficient to retain qualified directors. Directors assigned additional committee responsibilities receive appropriate additional remuneration. The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee reviews and proposes annual directors' remuneration to the Board before submission to the shareholders' meeting for approval.

1.4 Board Responsibility for Financial Reporting

1.4.1 The Board is responsible for the Company's financial statements, the consolidated financial statements of the Company and its subsidiaries, and financial information in the Annual Registration Statement (Form 56-1 One Report). The financial statements are prepared in accordance with generally accepted accounting standards in Thailand, using appropriate and consistently applied accounting policies, prudent judgment, and best estimates, with sufficient disclosure of material information in the notes. They are reviewed and audited by independent external auditors who can express opinions objectively, possess recognized qualifications, and are approved by the SEC, thereby enhancing confidence in and reliability of financial reporting.

1.4.2 The Board maintains an effective internal control system to ensure accurate and complete accounting records, safeguard assets, identify weaknesses, and prevent fraud or materially irregular activities.

1.4.3 The Board appoints an Audit Committee comprising independent directors to oversee financial reporting quality and internal control. Its opinions are included in the Audit Committee report in the annual report. The Board also includes its report on responsibility for financial reporting in the Annual Registration Statement (Form 56-1 One Report).

1.5. Social Responsibility Disclosure and Reporting

1.5.1. The Board promotes activities and mechanisms that encourage employee participation in policy implementation and requires reporting on corporate social responsibility and sustainability in the Annual Registration Statement (Form 56-1 One Report) and Sustainability Report.

1.5.2. The Board establishes a social responsibility policy alongside the Company's business operations, with care for the environment, communities, and society. The policy is consistent with ethical conduct and good corporate governance, avoids direct or indirect harm to society, supports sustainable business success, promotes integrity, quality, and efficiency, and encourages actions benefiting society as a whole.

1.5.3. All executives and employees shall cooperate in social responsibility activities and continuously monitor their implementation to support sustainable social development.

1.6 Intellectual Property Policy and Practices

The Group conducts business and encourages employees to perform their duties in compliance with laws and requirements on intellectual property rights, including trademarks, patents, copyrights, trade secrets, and other legally protected intellectual property. This includes using properly licensed software. All software must be checked and installed exclusively by the Information Technology and System Development Department. The policy relating to the Computer Crime Act, B.E. 2560 (2017), has been communicated to employees in writing.

1.7 Policy and Practices on Compliance with Laws and Human Rights Principles

1.7.1 The Board supports and respects human rights protection and ensures that the Company's business, employees, and relevant parties are not involved in human rights violations, forced labor, child labor, or illegal migrant labor. All stakeholders are respected and treated fairly on the basis of human dignity, without discrimination based on origin, ethnicity, gender, age, skin color, religion, physical condition, or status.

1.7.2 The Group respects employees' dignity and ensures their rights to personal safety and a clean, safe, hygienic workplace free from all forms of harassment or intimidation. Wages, remuneration, and benefits are managed fairly and without discrimination.

1.8 Safety, Occupational Health, and Environmental Policy

1.8.1 The Board recognizes the importance of safety, occupational health, and the working environment for employees at all levels. All Company personnel shall enjoy safety and good health under appropriate working conditions and environments.

1.8.2 The Board provides safe tools and equipment, promotes employee knowledge, and encourages compliance with regulations, recognizing personnel as the organization's most valuable resource.

1.9 Anti-Fraud and Corruption Policy and Practices

The Board recognizes the importance of combating fraud and corruption. It supports the Company's declaration of intent to join the private-sector Collective Action Coalition and has approved and published an Anti-Corruption Policy as guidance for the Group. Directors, executives, employees, and stakeholders are encouraged to work together to combat and prevent corruption in all sectors and embed anti-corruption in the organizational culture, maximizing benefits for all relevant parties through transparent conduct.

(2) Risk Management

The Board emphasizes the assessment of risk management and requires systems and methods aligned with international standards. The Audit Committee assesses management effectiveness and reviews risk assessments and departmental processes for controlling risks. It also reviews and proposes risk management policies, gives attention to early warning signals and unusual transactions, and ensures disclosure in the Annual Registration Statement (Form 56-1 One Report).

(3) Internal Control and Internal Audit

The Board emphasizes effective internal control and internal audit systems, encouraging employees at all levels to recognize their importance and comply with procedures appropriate to operations. The Company develops employees' capabilities to supervise, control, review, and assess their own work effectively. The Internal Audit Function reports directly to the Audit Committee and assesses internal control systems and audits management, finance, and operations for compliance with policies, plans, operating authorities, resolutions, orders, regulations, and laws applicable to the Group's business.

The Internal Audit Function evaluates internal audit results to ensure that audits benefit the relevant functions in accordance with established objectives. The Audit Committee should express its opinion on the adequacy of internal control and risk management in the Annual Registration Statement (Form 56-1 One Report).

(4) Corporate Governance Policy

The Board recognizes good corporate governance practices for directors of listed companies and assigns management to establish and update guidelines in accordance with SET and SEC guidance and international standards.

The Board regularly oversees, monitors, and evaluates the Group's performance and financial position to consider and propose improvements for more efficient and sustainable operations. This includes human resource development using modern management approaches and audit policies promoting transparency through sufficient disclosure in the best interests of all stakeholders. Policies and compliance should be regularly reviewed to remain appropriate and current.

(5) Business Code of Conduct for Directors, Executives, and Employees

The Board oversees management's preparation and dissemination of the Business Code of Conduct to establish consistent ethical standards and awareness among all directors, executives, and employees, enabling the Company to achieve its mission with integrity, honesty, and transparency.

(6) Arrangements for Board Meetings

a. The Board holds scheduled quarterly meetings and additional special meetings as necessary. The Company Secretary's Office distributes the meeting schedule in advance so that directors can arrange to attend. Meeting notices clearly state the agenda and regularly include performance monitoring.

b. The Company Secretary's Office sends the meeting notice, agenda, and supporting documents in advance to allow directors time to study them. The Articles of Association require notices to be sent at least seven days before the meeting, except in urgent cases. Directors may propose agenda items by notifying the Company in advance or raise additional matters under other business at the meeting.

(7) Performance Assessment of the Board and Senior Executives

The Board and management conduct annual self-assessments as a framework for regularly reviewing the performance of the Board and senior executives and determining whether the Board has complied with the approved Corporate Governance Policy and/or good governance practices.

The assessment results are considered at Board meetings to align performance with established policies and enable the Board to jointly review achievements, problems, and improvements.

(8) Directors' Remuneration

The Company establishes a clear and transparent directors' remuneration policy, with appropriate remuneration comparable to the same industry and sufficient to retain qualified directors. Directors with additional responsibilities on Board committees receive additional remuneration reflecting those responsibilities.

The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee initially considers remuneration and submits its proposal to the Board for consideration before submission to the shareholders' meeting for approval.

The criteria and individual directors' remuneration are disclosed in the Annual Registration Statement (Form 56-1 One Report).

(9) Development of Directors and Executives

The Company provides orientation for new directors whenever the Board changes, including a directors' handbook and useful documents, and an introduction to the nature and direction of the Company's business. This builds understanding of its business, operations, policies, and corporate governance practices.

To continuously develop directors' and executives' knowledge, understanding, and skills in the Company's business and other areas necessary for their duties, the Company supports participation in training organized by the Thai Institute of Directors or other appropriate organizations.

Development methods include orientation and the provision of information, news, and knowledge necessary for directors, new directors, executives, and persons involved in the Company's corporate governance system to continuously improve their work.

(10) Communication between Directors and Management

Directors may communicate directly with all members of management to ask questions, consult, and provide opinions on Board policies and resolutions, enabling management to implement matters accurately, completely, and promptly for the benefit of the Company's business.

Such communication must not directly or indirectly encroach upon, interfere with, or involve participation in management duties that fall within management's responsibility.

(11) Board Report

The Board prepares a report for shareholders in the Annual Registration Statement (Form 56-1 One Report), explaining its responsibilities alongside the financial reports and covering material matters required by the SET, SEC, and applicable laws.

The Company establishes policies in accordance with good corporate governance principles and publishes them on its website (www.jmtnetwork.co.th).

Section 5 Risk Management and Internal Control

The Board emphasizes effective governance and internal control at both management and operational levels. Internal control is a key mechanism providing management with assurance by reducing business risks, promoting efficient operations and appropriate resource allocation, achieving objectives, protecting assets against leakage, loss, fraud, or misconduct, ensuring accurate and reliable financial reporting, supporting compliance with laws and regulations, and protecting shareholders' investments. The Company clearly defines employees' and executives' duties and authorities in writing, controls the beneficial use of assets, and separates operational, monitoring, control, and evaluation duties to ensure appropriate checks and balances.

The Board assigns the Audit Committee to review the appropriateness and effectiveness of the internal control system established by management. Internal controls are established and reviewed across operations, financial reporting, compliance with rules, regulations, and policies, operational governance, and risk management, with attention to early warning signals and unusual transactions.

The Company has engaged Jaymart Group Holdings Public Company Limited to examine its internal control system to ensure its adequacy and appropriateness. To ensure independence and the full exercise of audit and checks-and-balances responsibilities, internal auditors report directly to the Audit Committee. The Company conducts regular monitoring and evaluation, assessing the adequacy of internal control at least annually to ensure that the established system operates effectively.

Risk Management

The Board emphasizes risk management and is responsible for establishing an organization-wide risk management policy. Executives analyze potential risks and present them to the Board for acknowledgment and recommendations to limit or manage risks within acceptable levels. Where risks may prevent achievement of planned business objectives, the Company shall establish measures to manage them and encourage everyone to create a risk-aware working culture, understand causes, and take corrective action. Measures include improving procedures, using resources appropriately, and applying tools to prevent or reduce potential risks. These systematic actions aim to prevent and reduce potential losses and enable the Company to benefit from new business opportunities that add organizational value.

Anti-Corruption Policy

Corruption is increasingly prevalent, accompanied by a social perception that it is normal, although it seriously affects society. The Company therefore places great importance on combating fraud and corruption.

The Board has established and approved a written Anti-Corruption Policy and guidelines to declare the Company's commitment to opposing all forms of corruption, ensure a common understanding throughout the organization under one policy, and communicate that commitment to relevant parties.

Anti-Corruption Policy

Directors, executives, and employees are prohibited from involvement in any form of fraud or corruption for the direct or indirect benefit of themselves, their families, friends, or acquaintances, whether as recipients, providers, or offerors of monetary or non-monetary bribes to government or private-sector agencies with which the Company conducts business or maintains contact. They shall strictly comply with the Anti-Corruption Policy.

Duties and Responsibilities of Each Function

1. The Board considers and approves the policy and supports anti-corruption throughout the Company so that everyone understands the importance of problems caused by corruption. When the Audit Committee reports corruption affecting the Company, the Board provides advice and recommendations, considers penalties, and works with the Chief Executive Officer to resolve the matter.
2. The Audit Committee has the following duties and responsibilities:
   2.1. Consider the Anti-Corruption Policy proposed by the Chief Executive Officer to ensure suitability for the Company's business, environment, and organizational culture, and submit it to the Board for approval.
   2.2. Review the appropriateness of amendments to the Anti-Corruption Policy proposed by the Chief Executive Officer and submit them to the Board for approval.
   2.3. Review audit reports, internal control systems, and corruption risk assessments proposed by Internal Audit to minimize opportunities for corruption affecting the Company's financial position and performance and ensure suitability for its business. Receive reports of corruption involving personnel, investigate reported facts, and submit matters to the Board for consideration of penalties or corrective action.
3. The Internal Audit Function has the following duties and responsibilities:
   3.1. Perform duties under the internal audit plan and submit reports on internal control audits and corruption risk assessments arising from those audits to the Audit Committee.
   3.2. Carry out assignments from the Audit Committee to investigate corruption involving the organization outside the established internal audit plan.

4. The Chief Executive Officer has the following duties and responsibilities:
   4.1. Establish the Anti-Corruption Policy for submission to the Audit Committee.
   4.2. Communicate the Anti-Corruption Policy to personnel and relevant parties.
   4.3. Review the policy's appropriateness in light of business or legal changes and submit the review to the Audit Committee.
   4.4. Assist the Audit Committee in investigating reported facts or assigned corruption investigations, and assign tasks to management team members considered able to assist in fact-finding.

Anti-Corruption Guidelines

Directors, executives, employees, and workers shall strictly comply with the Anti-Corruption Policy and Business Code of Conduct and shall not be involved in corruption, directly or indirectly.

1. Do not engage in conduct constituting the receipt or payment of bribes to stakeholders in matters within one's direct or indirect responsibility to obtain improper benefits. The following requirements apply:
   1.1. Do not accept or give gifts or souvenirs in the form of cash, cheques, bonds, shares, gold, gemstones, immovable property, or similar items to or from relevant parties contacted in government or private-sector agencies.
   1.2. Do not accept assets, items, gifts, or other benefits that induce failure to perform one's duties. Before accepting souvenirs, ensure compliance with laws and Company rules. Gifts exchanged in the course of work should be modest in value and appropriate to the occasion.
   1.3. Do not give assets, items, gifts, or other benefits to influence decisions or cause recipients to depart from commercial practices applied to other business partners. Gifts on various occasions must not exceed customary value.
   1.4. Do not act as an intermediary offering money, assets, items, or other benefits to business-related persons, government agencies, or any organization in exchange for undue privileges or to induce government officials to disregard prescribed rules, regulations, or legal requirements.
2. Procurement shall follow Company procedures and be transparent and verifiable.
3. Business hospitality and other expenses relating to business contracts are permitted, provided they are reasonable and verifiable.
4. Charitable donations shall comply with the following:

4.1. Company funds or assets used for charitable donations must be donated only in the Company's name to certified or credible and verifiable foundations, charitable organizations, temples, hospitals, medical facilities, or organizations benefiting society, following Company procedures.

4.2. Personal charitable donations are permitted, provided they are not connected with or create suspicion of corruption to obtain benefits.

5. Company funds or assets used to sponsor projects must be provided only in the Company's name and for business purposes or to promote its image and reputation. Disbursements must have clear objectives and verifiable supporting evidence and follow Company procedures.
6. Do not conduct political activities within the Company or use Company resources for such purposes. The Company maintains political neutrality, supports compliance with laws and democratic governance, and does not provide direct or indirect political contributions to any political party.
7. Do not disregard conduct constituting or suggesting corruption directly or indirectly involving the Company. Notify the Chief Executive Officer immediately or use the whistleblowing channels specified in this policy.
8. Directors and executives shall recognize the importance of disseminating knowledge and providing advice to help subordinates understand anti-corruption and comply with this policy, and serve as role models of honesty, ethics, and integrity.

Channels for Reporting Corruption or Complaints

The Audit Committee receives reports and complaints concerning conduct suspected of constituting corruption involving the Company through the following channels:

1. The Company's website (www.jmtnetwork.co.th); or

2. Telephone: 02-481-9889 or 02-838-7650; or

3. The whistleblowing and complaint box at the reception counter, Building A, Level L.

Complainants must provide details of the report or complaint and their name, address, and contact telephone number.

All stakeholder groups may report corruption, including shareholders, customers, competitors, creditors, government agencies, communities, society, executives, and employees. Regardless of the reporting channel used, the Company keeps the whistleblower's or complainant's information confidential in accordance with its protection and confidentiality measures.

Protection and Confidentiality Measures

To protect complainants and information providers acting in good faith, the Company conceals names, addresses, and any identifying information and keeps such information confidential. Access is limited to persons responsible for investigating the complaint.

For complaints against the Chief Executive Officer, the Audit Committee protects whistleblowers, complainants, witnesses, and persons providing information in fact-finding investigations against hardship, harm, or unfair treatment arising from reporting, giving testimony, or providing information. Such complaints should be submitted directly to the Audit Committee.

The Chief Executive Officer exercises discretion and issues appropriate instructions to protect whistleblowers, complainants, witnesses, and persons providing information in fact-finding investigations against hardship, harm, or unfair treatment arising from reporting, giving testimony, or providing information.

The Chief Executive Officer may assign an executive to exercise this discretion and issue protective instructions on their behalf. The assigned executive must have no direct or indirect involvement in the reported matter or complaint, such as having the accused as a direct subordinate.

Persons receiving information in the course of complaint-related duties must keep complaint information and supporting evidence of complainants and information providers confidential. Disclosure to uninvolved persons is prohibited, except as required by law.

Dissemination of the Anti-Corruption Policy

To ensure that everyone in the organization is aware of the Anti-Corruption Policy, the Company shall:

1. Display the policy prominently where everyone in the organization can read it.
2. Disseminate the policy through Company communication channels, including email, the Company's website, posters, and the Annual Registration Statement (Form 56-1 One Report).
3. Provide ongoing Anti-Corruption Policy training for new and existing employees.
4. Review the Anti-Corruption Policy at least annually.

This policy shall take effect from 11 November 2025 onwards.



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Approver of the Good Corporate Governance Policy

Mr. Adisak Sukumvitaya

Chairman of the Board

Revision History

Revision	Responsible Function	Review Date	Effective Date	Description of Changes
REV02	Investor Relations	Board Meeting No. 10/2023 7 December 2023	8 December 2023	Updated content to reflect current circumstances.
REV03	Investor Relations	Board Meeting No. 5/2024 8 November 2024	11 November 2024	● Updated content to comply with SET requirements as follows: (Added) Maximum consecutive tenure of independent directors of nine years. (Added) Minimum quorum of at least two-thirds when the Board passes resolutions. (Added) Orientation topics for new directors and executives (item 15.3, (Added) ESG management as a criterion for assessing the Chief Executive Officer's performance (criterion 11). (Added) Blackout Period (item 3.8.3). (Added) Advance notification of securities trading (item 3.8.4). (Amended) References to the Nomination and Remuneration Committee changed to the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee to reflect its new name.
REV04	Investor Relations	Board Meeting No. 7/2025 11 November 2025	11 November 2025	● (Revised) Item 3.8.4 Advance Notification of Securities Trading: directors and executives intending to trade securities must notify the Company Secretary at least one day in advance.