

Good Corporate Governance Policy

Moshi Moshi Retail Corporation Public Company Limited

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Moshi Moshi Retail Corporation Public Company Limited (“the Company”) has established a good corporate governance policy for listed companies in 2017 of the Securities and Exchange Commission to guide business operations and corporate management to create sustainable value for the business with eight principles of good corporate governance as follows:

Principle 1: Recognize the role and responsibility of the Board of Directors as an organizational leader who creates value for sustainable businesses.

(1) The Board of Directors understands its role and recognizes its responsibilities as leaders to ensure good management of the organization. The company has established a charter of the Board of Directors that clearly defines authority and responsibility both in performing duties and supervising the Company’s business in accordance with the law, objectives, regulations, resolutions of the Board of Directors’ meeting and the shareholders’ meeting with responsibility, carefulness (Duty of Care), and integrity (Duty of Loyalty) by considering the law, applicable rules and regulations, such as Section 89/7, Section 89/8, Section 89/9, Section 89/10 of the Securities and Exchange Act B.E. 2535 (1992) (including the amendments) to preserve the rights and interests of all shareholders. This includes (1) defining objectives, vision, missions, and goals; (2) defining business strategies and operational policies; (3) allocating key resources and overseeing the administration and management of the management; and (4) monitoring, evaluating, and overseeing the reporting of the performance of the Company and its subsidiaries to achieve the Company’s objectives and goals.

(2) The Board of Directors shall establish policies, for example, social responsibility policy, anti-corruption policy, including business ethics for ethical and verifiable business operation, respect of the rights of shareholders, stakeholders, and management of the work to benefit society and the environment, as well as the ability to adapt under changing factors to create sustainable value for the business. The Board of Directors will monitor the Company’s compliance with the specified policy and annually review the policy.

(3) The Board of Directors shall ensure that there are sufficient systems and mechanisms to ensure that the Company’s operations are in accordance with the law, objectives, regulations, resolutions of the Board of Directors’ meeting and the shareholders’ meeting.

(4) The Board of Directors shall establish a charter of the Board of Directors and sub-committees, as well as reviewing the charter to be consistent with the current conditions, rules, regulations, and changing circumstances at least once (1) a year.

Principle 2 : Define the main objectives and goals of the business for sustainability.

(1) The Board of Directors has determined the organization's main objectives and goals for business operations to be sustainable and consistent with creating value for the business, customers, all stakeholders, and society as a whole, including communicating to personnel at all levels to adhere to the principle of performing their duties to achieve the objectives and goals set forth and to be the culture of the organization by taking into account 1) the environment and changing factors, as well as the use of innovation and technology to improve the work and build the foundation of the organization; 2) customer and stakeholder needs; and 3) competitiveness, expertise, opportunities, and business risks.

(2) The Board of Directors will promote the adoption of new technologies and innovations to use for business operation to effectively comply with the established policies, including requiring a review of the objectives, goals, and strategic plans in accordance with the main goals of the business.

Principle 3 : Strengthen efficiency of the Board of Directors

The Company has a policy to determine and review the structure of the Board of Directors to suit the company's business and size and according to the law as follows:

(1) The Board of Directors is composed of persons with a wide range of qualifications, including knowledge, abilities, experience, gender, and age, which can contribute to the Company.

(2) The Board of Directors consists of at least five (5) persons, but not more than twelve (12) persons, comprising independent directors not less than the number required by law, which shall create checks and balances in consideration and voting on matters appropriately. All independent directors of the Company meet the qualifications set forth in the Notification of the Capital Market Supervisory Board, the regulations of the Stock Exchange of Thailand, including rules, requirements, and other relevant laws.

(3) The Board of Directors shall ensure the recruitment of persons who have appropriate knowledge, expertise, and experience and are able to perform duties that are beneficial to the Company's business to present to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) to consider appointing directors of the Company. After the company is listed on the Stock Exchange of Thailand, the Company will disclose the information of the directors and sub-committees, such as age, gender, educational history, experience, shareholding proportion, the number of years in office, the number of meeting attendance, remuneration of the Board of Directors, both monetary and non-monetary, directorships in other listed companies, roles and responsibilities, and report on the performance of the Board of Directors and sub-committees in the Company's annual report and/or on the Company's website.

(4) The Board of Directors is responsible for ensuring that the nomination and selection of directors have a transparent and clear process to obtain a qualified Board of Directors in accordance with the specified elements.

(5) The directors shall have a term of office not exceeding three (3) years according to the relevant laws. The independent directors shall have a term of office not exceeding nine (9) years, unless there are reasons and necessities as deemed appropriate by the Board of Directors.

(6) Directors and executives of the Company may take over the positions of directors or executives of affiliated companies or other companies. However, it must not hinder the performance of the duties of the Company's directors and must comply with the requirements of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand, including other relevant rules, requirements, and laws. The directors should attend at least seventy-five (75) percent of the Board of Directors' meetings of the total number of board meetings to be held in that year.

(7) The Board of Directors shall elect an appropriate person to be the Chairman of the Board of Directors and ensure that the composition and operation of the Board of Directors is conducive to the exercise of discretion in making independent decisions. The Chairman of the Board of Directors and the Chief Executive Officer of the Company shall not be the same person to provide clarity of responsibility between the formulation of governance policies and routine administration. The Company has clearly defined the authority, duties, and operational responsibilities of the Chief Executive Officer and the Chairman of the Board of Directors must be an independent director.

(8) The Board of Directors has appointed sub-committees to support the performance of the Board of Directors and the Company's operations, including an Audit Committee, Executive Committee, Nomination and Remuneration Committee, and Risk Management Committee.

(9) The Board of Directors will consider the remuneration of the directors as proposed by the Nomination and Remuneration Committee. The directors shall receive remuneration in the form of meeting allowances and monthly remuneration, which is determined at a fixed rate. The meeting premium rates will be comparable to those of other companies in the same industry. The remuneration process must be transparent and approved by shareholders, which the level and composition of remuneration must be appropriate to the responsibility and sufficient to motivate the Board of Directors to lead the organization to pursue both short- and long-term goals and retain qualified directors, including avoiding undue remuneration.

The executives of the Company and its subsidiaries will receive both fixed remuneration as salary, comparable to the compensation of other companies in the same industry, and variable remuneration in the form of bonuses, which is determined by the positions, duties and responsibilities and performance of the company

managed by such management. It is considered fairly and transparently and to incentivize the management to meet both short- and long-term goals.

(10) As defined in the Charter of the Board of Directors and sub-committees, each committee shall be responsible for evaluating an annual performance of the Board of Directors and sub-committees as a whole and individually.

Principle 4 : Recruitment and development of senior executives and personnel management

(1) The Nomination and Remuneration Committee is responsible for determining the qualifications and criteria for nominating a suitable person to the position of Chief Executive Officer to propose to the Board of Directors the appointment of such person. The Nomination and Remuneration Committee will determine the format and process for developing the Chief Executive Officer in line with the Company's business, circumstances, and necessity to drive the organization towards its goals.

(2) The Board of Directors shall establish a succession plan to prepare for the succession of the Chief Executive Officer and senior executives with the objective of ensuring the continuity of the Company's business operations. The Chief Executive Officer shall periodically report the performance of the succession plan to the Board of Directors at least once a year.

(3) The Board of Directors shall understand the structure and relationships of shareholders that may affect the management and operation of the Company and ensure that such matters are not subject to restrictions in finding suitable persons to become directors and executives.

(4) The Board of Directors shall monitor the management and development of personnel to have appropriate knowledge, skills, experience, and incentives, such as providing the Company with a provident fund to provide employees with adequate savings to support retirement, including supporting employees to have knowledge and understanding of money management so that employees can have a good quality of life and work with the Company in the long run.

Principle 5 : Promote innovation and responsible business operation

(1) The Board of Directors prioritizes and supports actions that bring about a value to the business, along with creating benefits to customers or related parties, and is responsible to society and the environment.

(2) The Board of Directors shall monitor and ensure that the management carries out the business responsibly for society and the environment and reflects it in the operational plan to ensure that all parties in the organization perform in line with the objectives, main goals and strategies of the Company.

(3) The Board of Directors shall monitor and ensure that the management allocate and manage resources effectively and efficiently by taking into account the impact and development of resources throughout the value chain to achieve its main objectives and goals sustainably.

(4) The Board of Directors shall establish a regulatory framework and management of organization-level information technology in accordance with the Company's needs, as well as ensuring that information technology is used to increase business opportunities and improve risk management operations to enable the Company to achieve its main objectives and goals.

In addition, the Company has been aware the rights of all stakeholders by providing the written business ethics so that the Company's directors, executives, and employees will adhere to the guidelines for performing the work as representatives of the Company.

Principle 6 : Provide an appropriate risk management and internal control system

(1) The Board of Directors shall supervise and ensure that the Company has appropriate risk management and internal control systems and complies with relevant laws and standards. A Risk Management Committee has been appointed to assist the Board of Directors in formulating appropriate risk management policies. It covers the entire organization and ensures that there is an effective and efficient overall risk management system or process that will manage the risk to an acceptable level.

(2) The Board of Directors has appointed audit committees that can perform its duties freely and efficiently and have qualifications as required by applicable laws and regulations to perform various functions, including duties to review and/or consider financial reports, the suitability and adequacy of the internal control system, compliance with laws, the internal audit department's independence, consideration for nomination of the auditor, and disclosure of the Company's information.

(3) The Board of Directors shall monitor and manage potential conflicts of interest, including the prevention of misuse of property, information, and opportunities of the Company and transactions with persons who have an unreasonable relationship with the Company. It requires a policy to prevent conflicts of interest, a policy for transactions with connected parties, and a policy to prevent the use of inside information to supervise such matters.

(4) The Board of Directors shall establish clear anti-corruption policies and guidelines and communicate them to employees at all levels of the organization and to third parties in order to achieve practicality, including supporting activities that encourage and instill in all employees to comply with relevant laws and regulations. It has also provided the receipt of complaints and the processing of whistleblowing cases and established clear guidelines in the anti-corruption policy by providing various communication channels to allow employees and stakeholders to report whistleblowers or complaints to the Company conveniently and appropriately. The Company has established measures to protect whistleblowers or complainants, witnesses and persons providing

information in the investigation not to be suffered or any harm or unrighteousness arising from whistleblowing, petition, witnessing, or providing information to the Company.

(5) The directors and executives of the Company are responsible for reporting to the Company their interests or those of related persons who are related to the management of the Company's business. The Company has established a duty to report the interests of directors in the Charter of the Board of Directors by requiring directors to notify the Company without delay in the event that any director has an interest in any transactions made with the Company and/or its subsidiaries, or changes in the proportion of shareholdings in the Company and/or its subsidiaries, and directors having an interest shall not participate in voting on such agendas.

Principle 7: Maintain financial credibility and disclosure of information

(1) The Board of Directors is responsible for ensuring that the Company has an accounting system, preparation of financial reports, and review of financial statements that are in accordance with relevant rules and practices and to ensure that the Company and its subsidiaries disclose information – both company information, financial information, and important general information – correctly, adequately, promptly and in accordance with the relevant laws, regulations, rules, standards, practices, and regulations.

(2) The Board of Directors is responsible for the preparation of an annual report, Form 56-1 One Report, and financial reports of the Company, which are prepared in accordance with generally accepted accounting standards with careful discretion in the preparation. It also requires adequate disclosure of important information in the notes to the financial statements. The Audit Committee is responsible for the quality of financial reports and comments to the Board of Directors.

(3) The Board of Directors will monitor the adequacy of financial liquidity and the ability to repay the debts of the Company and its subsidiaries not to affect the continuity of the Company's business operations. The Board of Directors requires the management to regularly monitor and assess the financial position and liquidity of the business and report to the Board of Directors on a quarterly basis along with a plan or mechanism for solutions if there is a problem.

(4) The Board of Directors will supervise the management to provide an agency or persons responsible for investor relations to communicate with shareholders and other stakeholders, such as investors and securities analysts in an appropriate, equal, and timely manner.

(5) The Board of Directors will promote the use of information technology for the dissemination of information. This is in addition to the channels for dissemination of information in accordance with the rules prescribed through the channels of the Stock Exchange of Thailand. The Board of Directors will also arrange for the disclosure of information in both Thai and English through other channels, such as the Company's website, and present up-to-date information.

Principle 8 : Encourage participation and communication with shareholders

(1) The Board of Directors will ensure that shareholders participate in the consideration and decision-making of important matters of the Company in accordance with the rights of the shareholders.

(2) The Board of Directors will supervise, promote, and facilitate the exercise of shareholders' rights in an orderly, transparent, efficient manner, including treating all shareholders equally as follows:

- (2.1) The date, time, place, and agenda of the meeting shall be provided with a statement, reasons, and opinions of the Board of Directors for each agenda or supporting the request for resolutions as specified in the notice of the shareholders' meeting or in the agenda attachments completely and sufficiently for the shareholders' decision making.
- (2.2) Facilitate all shareholders to fully exercise their right to attend meetings and vote, and refrain from any actions that limit the opportunity to attend the shareholders' meeting.
- (2.3) Before the date of the shareholders' meeting, the Company will provide an opportunity for shareholders to submit their opinions, suggestions, inquiries, or proposals to add to the agenda of the meeting in advance by clearly setting the rules for submitting questions and proposing agenda in advance and notifying the shareholders together with the delivery of the notice of the shareholders' meeting, and the Company will publish such rules through the Company's website. However, executive shareholders should not unnecessarily add unnotified agendas, especially important agendas that shareholders need to consider before making decisions.
- (2.4) Establish rules and procedures for minority shareholders to nominate persons to serve as directors and disseminate information regarding qualifications and consent of nominees through the Company's website.
- (2.5) Encourage shareholders to use a power of attorney in a form where shareholders can direct their vote and nominate at least one independent director as an alternative to shareholders' proxies.
- (2.6) Before the start of the shareholders' meeting, the chairman of the meeting will clarify to the shareholders the rules used in the meeting, methods to exercise voting rights, voting rights according to each type of share, and methods to count the votes of shareholders passing a resolution on each agenda.
- (2.7) At the shareholders' meeting, the chairman of the meeting will allocate time appropriately and the company will provide equal opportunities for all shareholders to freely express opinions, suggestions, or raise questions on relevant agendas before voting on any agenda.

- (2.8) The Company will encourage all directors and senior executives of the Company to participate in the shareholders' meeting in response to the shareholders' inquiries.
- (2.9) Provide for the resolution of the shareholders' meeting for each item if that agenda includes several items, such as the appointment of directors.
- (2.10) The Company will encourage the use of ballots for transparency and monitoring of the counting of votes.
- (2.11) The Company will provide an independent person to assist in the counting or verification of votes for each agenda item and disclose it to the meeting with a record in the minutes of the meeting.
- (2.12) After the shareholders' meeting is completed, the Company will prepare the minutes of the meeting with the recording of accurate and complete information in essence, including important questions, opinions and suggestions in the minutes of the meeting for shareholders to review. Moreover, the Company will publish the results of the voting on each agenda, including the minutes of the meeting, on the Company's website for shareholders to consider.
- (2.13) The Company will send a copy of the minutes of the shareholders' meeting to the Stock Exchange of Thailand within 14 days from the date of the shareholders' meeting.
- (2.14) Encourage the Company to apply technology to shareholders' meetings, both registrations, vote counting, and displaying results so that the meeting can be conducted quickly, correctly, and accurately.

In addition, the Company will arrange for a review of the policy on good corporate governance in accordance with the company's circumstances and business.

This policy on good corporate governance shall come into force from July 6, 2022 onwards.

(Dr. Warapatr Todhanakasem)

Chairman of the Board of Directors

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