

Attachment 5

Corporate Governance Policy

BEC World Public Company Limited

BEC World Public Company Limited ("Company") is a Public Limited Company listed on the Stock Exchange of Thailand and a business organization with a goal to reach the sustainable growth and create a long-term value for Shareholders and Stakeholders with a strong determination to operate the business in accordance with the principles of Good Corporate Governance and give importance to having the Code of Conduct as a framework to reflect the organization's values with the main objective to enable personnel at all levels to develop themselves and create awareness of their responsibilities in performing their duties with moral and ethics.

To achieve the objectives, the Board of Directors has established the Corporate Governance Policy and the Code of Conduct for directors, executives and employees of the Company to comply therewith by adhering with moral, honesty and in compliance with related various laws. The Board of Directors has reviewed the policies and various ethics annually to make it up-to-dated in accordance with the changes. The revised policy has adjusted the titles and guidelines in accordance with the "2017 Good Corporate Governance Principle for Listed Company" published by the Office of the Securities and Exchange Commission.

The Company believes that the management process with standard corporate governance shall increase the competition capability which is one of the important factors in achieving the business objectives and the economic value to the company. In addition, it shall build confidence for shareholders, investors and all stakeholders that they will be treated fairly and thoroughly and then create confidence among all stakeholders and reflect the good image of the Group.

In 2023, the Board of Directors meeting of the Company on 15 December 2023 resolved to review the Corporate Governance Policy in accordance with the 2017 Good Corporate Governance Principles for Listed Company.

Definitions

"Company" means BEC World Public Company Limited

"Company Group" means BEC World Public Company Limited and its subsidiaries

Introduction

The Company's Board of Directors has provided vision, mission, core value of the organization in writing so that the Company Group shall have goal and direction of the operation in line with each other and use it as a guideline for the executives and employees of the Company to adhere thereto for achieving the Company Group's goal and objective.

Vision: Leader of the content and entertainment business of Thailand

Mission: To adjust BEC World to be organization with resilient and proactive idea, by level up the creativity DNA of TV3 to deliver fresh content to current viewers and apply new innovation through platforms both in Thailand and overseas as an efficiency media.

Core Value: Do things that never been done so far

- Give importance to customers (as a priority both within and outside the organization)
- 10% strategy and 90% implementation
- professional with efficiency and transparency
- cooperation for success

ATTACHMENT 5-1

Corporate Governance Policy

BEC World Public Company Limited

Principle 1 Awareness of the Board of Directors, on their roles and responsibilities as the organization's leaders who create sustainable value for the business

Principle 1.1 Understanding and awareness of their responsibilities as the leader

The Board of Directors is independent in making decisions. The Company grants rights and equality to all directors in their decisions making. The Company has clearly separated obligations between the Board of Directors, subcommittees and the Executive Committee, including management. In this regard, the Board of Directors does not have an obligation to manage the day-to-day operations of the Company. The obligations of the Board of Directors are as required by law and to attend meetings to consider the business management of the Company according to the designated agenda or as the Chairman of the Board deems appropriate to:

1. determine or approve missions, strategies, goals, policies, business plans, and budgets of the Company;
2. regularly supervise and monitor the operation result of management to achieve the Company's goals and business plan; and
3. ensure that there is a good internal control systems and appropriate risk management measures.

Principle 1.2 Supervising and monitoring to create sustainable value for the business

To operate the Company's business, the Board of Directors has prepared the Code of Conduct and Sustainable Development Policy which consists of commitments to sustainability in economic, social and environmental dimensions through various policies, including the Company's Corporate Governance Policy, Social and Environmental Policy, Anti-Corruption Policy, Risk Management Policy, Personal Data Protection Policy, etc. for all directors, executives, and employees to abide by.

All the Company's directors and executives at all levels shall abide by the Company's Corporate Governance Policy and the Code of Conduct. In this regard, the Human Resource Department is responsible for disseminating knowledge, creating understanding and encouraging employees at all levels to strictly and continuously adhere to the Code of Conduct, and causing such practice to become a part of the organization culture in the Company's operations. The result of disseminating knowledge, compliance with the Company's Good Corporate Governance Policy and the Code of Conduct shall be reported to the Corporate Governance Committee and the Board of Directors.

In ensuring that the Company's Corporate Governance Policy and Code of Conduct is in compliance with the laws, rules and regulations of the authorities, and also in line with the regularly changing business environment, the said policy and the Code of Conduct shall be reviewed and revised every year.

All directors, executives and employees at all levels shall understand, and strictly abide by the Company's Corporate Governance Policy and the Code of Conduct, as well as certify their compliance in all respects.

In respect of program production, the President (Highest Executive Director) has issued Order No. 005/2565 regarding: The Ethics of the Radio and Television News Profession of BEC World Public Company Limited B.E. 2565 to be used as a guideline for news operations of BEC World Public Company Limited and its affiliates, as a guideline for adherence to in news making and news presentation on the radio, television and online media of the Group. The contents of which are consisting of important categories such as ethics committee section, the conduct of news worker section, news content section, news production section, news presentation section, technology section and related regulatory section, etc.

Principle 1.3 Roles of the Board of Directors

The Company's directors have responsibilities to, duly and honestly, supervise, monitor and ensure that the operations of the Company are in line with the strategies, objectives, goals, Articles of Association, resolutions of the shareholders' meeting, as well as the Company's corporate governance principles, in order to protect the benefit of the Company. They shall perform their obligations reasonably, taking into account the Company's situations and operations, and fully and independently, dedicate their time and abilities to perform their obligations. In addition, they shall ensure that there are adequate systems to control the operations regarding financial report and compliance with laws, regulations and policies. They shall appoint independent personnel or an independent unit to be responsible for auditing the said system, ensuring compliance and disclosing in the annual report (56-1 Form).

Principle 1.4 Obligations and responsibilities of the Board of Directors

The Board of Directors has prepared the Charter for the Board of Directors, specifying the scope of obligations and responsibilities of the Board of Directors, as a reference for all the directors in performing their obligations. The said charter, including the separation of the roles of the Board of Directors, executive directors and management shall be reviewed every year, to make them in line with the direction of the organization.

The Company's directors shall understand their scope of duties. The delegation of controlling power to the executive directors and management shall be recorded in writing. However, such delegation shall not be deemed as a release of duty or obligations of the Board of Directors. The Company shall be responsible for monitoring the management to perform their obligations as delegated.

Principle 2

Defermination of objectives and goals of the Company for the business sustainability

Principle 2.1

Main objectives and goals in taking care of the stakeholders

The stakeholders of the Company are as follows:

1. Shareholders / Investors
2. The Board of Directors
3. Executives and employees of the Company
4. Drama producers / program producers / actor and actresses
5. Customers
6. Business partners/ service parties / creditors
7. Operators in the same business
8. Radio-Television media consumers/ Fan clubs/ Online members
9. Media
10. Government sector / regulator / civil society sector / charity organizations
11. Community and Society

The Board of Directors undertakes to create fairness among all stakeholders as follows:

1. Operating the Company's business in compliance with the applicable laws, and beneficial to both society and government sector, in terms of economic, culture, tradition, and environment;
2. Conducting businesses prudently, to protect the maximum benefit of the Company and the investment of shareholders;
3. Giving suitable importance to the need of stakeholders of each group, on the basis of responsibility to society and environment;
4. Determining the remuneration to shareholders, directors, executives and employees with fairness and appropriateness, supervising employment and fair compensation, ensuring safety in the workplace, having good environment and adhering to occupational health in workplace;
5. Dealing with customers and business partners responsibly, with honesty and fairness, keeping confidentiality obligations to customers and business partners, and conducting business in good faith, in compliance with the conditions of the agreed contract, without unfair exploitation;
6. Strictly complying with obligations towards partners and service parties and, dealing with creditors in making repayment of the principal, interests and maintaining of collateral in accordance with the agreed terms and conditions and with discipline;
7. Dealing and competing with operators in the same business with honesty and transparency under the rules without causing adverse consequences to the business as a whole;
8. Dealing with Radio-Television Media consumers/ Fan clubs/ Online members and producing media with responsibility by strictly adhering to Order No. 005/2565 regarding The Ethics of the Radio and Television News Profession of BEC World Public Company Limited B.E. 2565. Producing media by taking into account the fundamental rights under the consumer protection law, such as right to know complete information, sufficient to make a decision and such information must be true and not cause a nuisance to consumers, right to know useful information especially those which promote education and learning, right to be protected from accessing to inappropriate media, right to be protected of the personal data for consumer privacy, right to access and use of Media equally, right to public participation in media management and right to be indemnified from damages
9. In dealing with media, information disclosed to media shall be credible, sufficient, in a timely manner, and thoroughly;
10. In respect of government sector, regulator, civil society, and charity organization, supervising and monitoring businesses and employees to ensure their compliance with the laws, rules and regulations, and the disclosure of information as required by regulators to enhance transparency. Cooperating with government sector, civil society sector and charity organizations as deemed appropriate;
11. Encouraging employees' awareness of the environment, and participating in social and environmental activities;
12. Having a clear policy not to violate human rights in any form;
13. No supporting any violation in any form of intellectual property rights, whether directly or indirectly; and
14. Having a department to receive complaints from stakeholders of all groups.

Principle 2.2

Defermination of objectives and goals of the Company for the business sustainability

The Board of Directors undertakes to ensure that objectives and goals, including long-term, and/or annual strategy of the Company are in line with the main objectives and goals of the business by:

1. Taking into consideration, surrounding factors of the business, business opportunities, and acceptable risks, and analyzing surrounding, factors and risks that may affect on relevant stakeholders by having mechanism to truly understand the need of the stakeholders;
2. Encouraging a preparation and revision of long-term objectives, goals and strategy, for a period of 3-5 years;
3. Supervising and monitoring promotion of the creation of innovation and application of technology to strengthen competitive capacity and create business opportunity;
4. Setting goals suitable for business environment and business capacity, both financial and non-financial goals;
5. Supervising and monitoring the communication about the objectives and goals through strategy and work plan throughout the organization;
6. Supervising and monitoring the allocation of resource management and operation control, as well as following up the business operations, in accordance with the business strategy and annual plan.

Principle 3 Build the efficient Board of Directors

Principle 3.1 Determining and reviewing the structure of the Board of Directors and subcommittee

The Board of Directors is responsible to determine and review the structure of the Board of Directors, in terms of size, composition and suitable proportion of independent director. The Board of Directors is also responsible to ensure that the Board shall comprise of directors with varied qualifications, in terms of skills, experiences, abilities and specific characteristics, including genders, ages, essential to accomplish the organization's objectives and goals. The Board shall prepare the director skills matrix to ensure that the Board, as a whole, shall comprise of suitable qualifications and be able to understand and respond to the need of stakeholders.

The composition of the Board of Directors and their obligations and responsibilities, as well as the appointment method are as follows:

The Number and Proportion of Directors

The Number of directors shall be in accordance with the law and the principles of good corporate governance, with suitable proportion between the number of executive directors and non-executive directors (including independent directors), and fairly take into consideration shareholding proportion of each group to enable the directors to give their opinions freely enough. In this regard, the components of the Board of Directors and details of each director shall be disclosed in the annual report (56-1) and on the Company's website

Moreover, the number of executive directors shall not exceed half of the total number of directors and the independent directors shall be at least one-third of the total number of directors but not less than 3 people. Independent directors shall be independent from the management without any interest in or relationship with the Company's business.

Qualification of Directors

1. The Company's directors shall have variety of knowledges, skills, and experience, including expertise that are beneficial to and in line with the business strategy of the Company. There shall be at least one independent director, who must have expertise in accounting and finance, and at least one non-executive director, who must have experience in the Company's business, without restriction on gender.
2. The company's directors shall have no prohibited characteristics as specified by law and relevant regulations.
3. The Company's directors shall have additional qualifications, depending on the type, as follows:

Directors who hold management position

- Directors, who hold management position, shall participate in the business's management, supervise and monitor the management to comply with the Board of Directors' policy.
- The number of executive directors shall not exceed half of the total number of directors.

Executive directors

- Executive Directors are directors delegated by the Board of Directors to review and screen matters proposed by the management before submitting the same to the Board of Directors for acknowledgement, consideration, and approval as legally prescribed.

Authorized directors

- Authorized Directors, including directors delegated to sign any matters as approved by the Board of Directors jointly with other directors.

Independent directors

- Independent directors shall be independent in giving their opinions
- Independent directors shall have qualifications as required by the Securities and Exchange Commission and The Stock Exchange of Thailand namely; being a director who is independent from the management and the controlling shareholders; not being a close relative, or has received, or has joint interest with the management, the major shareholders or the controlling shareholders; not having significant business relationship with the Company which can influence an independent opinion; and not being an employee or staff who has regularly received salary during two years period before assuming the position.
- Independent directors shall not hold more than 0.5% of the total number of the Company's shares with voting rights
- Independent directors shall not have other qualifications against the regulations applicable to independent directors as prescribed by the Capital Advisory Board
- There shall be at least one independent director, who must have expertise in Accounting and Finance

The Board of Directors shall appoint subcommittees, responsible for studying, filtering and monitoring the operations in various fields, with components and appointing methods as follows:

1. Executive Committee

The Executive Committee comprises of executive directors and person(s) appointed by the Board of Directors, and working group responsible for reviewing and screening matters in term of management to ensure that the matters are in compliance with the strategic plan, goal, policy, annual budget plan including considering and presenting a policy and action plan for sustainable business development, which the management shall propose to the Board of Directors. The Board of Directors may appoint a working group, which may comprise of non-executive directors, employee and counselor, for assisting the performance of their duties. One of those shall be appointed as the Chairman of the Executive Committee; the President is the executive director by position. The Executive Committee is authorized to control and supervise the Company businesses as assigned by the Board of Directors and shall report to the Board of Directors directly.

2. Audit & Risk Committee

The Audit & Risk Committee comprises of at least 3 independent directors, with qualifications as required by the Securities and Exchange Commission. The Audit & Risk Committee shall be freely independent in performing its duties and shall report to the

Board of Directors directly. The roles and duties are as follows:

Duty to audit and regulate the Company's compliance

The Audit & Risk Committee is responsible to assess and control the risk. It shall act as an important tool for the board to supervise and monitor the Company's business operations, and ensure the transparency and compliance with standards, applicable laws, regulations, the Code of Conduct in business operations, policies, domestic and international standards and Compliance Function, in order to have efficient and concise internal control and audit, to supervise the preparation of financial reports and disclosure of accurate and reliable information in accordance with reliable reporting system that would benefit all involving parties, including shareholders.

Risk Management Duty

The Audit & Risk Committee is responsible to examine and revise the risk management policy and organization's risk management framework, which includes acceptable degree of risk and regulate the Company to comply with required policies, evaluate and comment on the result of risk assessment, as well as risk management. In addition, it is responsible to assure that risk management is efficient and in line with policy, strategy, objectives, goals and vision of the Company, including ensuring the disclosure of risk management information.

3. **Nomination & Remuneration Committee**

The Nomination & Remuneration Committee shall comprise of at least 3 directors, the Chairman and the majority of which must be independent directors. The committee shall have responsibilities as assigned by the Board of Directors and report directly to the Board of Directors. Its roles and responsibilities are as follows:

Nomination

The Nomination & Remuneration Committee is responsible to nominate and select the qualified people in accordance with related regulations and laws, then propose to the Board of Directors for nominating the candidate of director to Shareholder's meeting and providing the opinion regarding the appointment of suitable people to be the director, in case of vacancy of the director's position before retirement by rotation. In addition, the committee shall consider and select the director to act as director in various sub-committees. For the appointment of the President, the committee shall nominate and prescribe the guidelines and methods of recruiting the President.

Remuneration

The Nomination & Remuneration Committee is responsible to propose the guidelines and forms of committee's remuneration and opinion to the Board of Directors for considering committee's remuneration and prescribe the guidelines of performance appraisal and the President's remuneration.

4. **Corporate Governance Committee**

The Corporate Governance Committee is established for considering corporate governance policies and related practices including providing advice to the Board of Directors and management in performing their duties and being responsible for establishing framework and rules for corporate governance. The Committee shall comprise of 3 directors and report directly to the Board of Directors.

In the case where the Board of Directors has assigned a person to be the counselor of any subcommittee, such counselor's information, including his independence and non-conflict nature shall be disclosed in the Company's annual report.

Principle 3.2 **Selecting the Chairman of the Board**

The Board of Directors has prescribed the criteria in selecting and evaluating an independent director or non-executive director, who has suitable qualifications without involvement in businesses management, to be the Chairman of the Board, who shall be responsible to ensure that the compositions and the operation of the Board shall accommodate the independent decisions.

Roles and responsibilities of the Chairman of the Board

1. Not participating in day-to-day management of the Company;
2. Using leadership to ensure that the Board of Directors shall perform its obligations efficiently for the best interest of the Company and being independent from the management;
3. Considering and approving the meeting agenda proposed by the President as approved by the Chairman of the Executive Committee so that the agendas are in line with the duties and responsibilities of directors, including providing each director opportunity to propose matters that are beneficial to the Company into the agenda;
4. Allocating sufficient time for the management to propose matters and for directors to carefully and widely consider and discuss important issues, including promoting directors to use their discretion carefully and independently in giving their opinions;
5. The Chairman of the Board shall not be the same person as the President. This shall be disclosed in the Company's annual report (56-1 One Report) and on the Company's website.
6. The Chairman of the Board may be the chairman or a member of a subcommittee. However, such committee shall be truly independent in performing their duties;
7. Supervising and encouraging directors to abide by the principles of good corporate governance, the Company's Code of Conduct; and
8. Creating good relationships between executive directors and non-executive directors, and between the Board of Directors and the management.

Principle 3.3 Nominating and selecting directors

The Board of Directors shall undertake to assure the transparency and clarity in the process of nominating and selecting directors so that the Board of Directors' qualifications are in line with the prescribed requirements. There are criteria prescribed as a guideline in nominating and selecting directors, as well as the appointment of Nominating and Remuneration Committee, under which the majority of the members and the chairman shall be independent directors. The Roles and duties of the Nominating and Remuneration Committee are prescribed in the Company's good corporate governance policy and the charter of the Nominating and Remuneration Committee.

The term of directorship is 3 years as required by law and the Articles of Association. The nomination of the directors, retire by rotation shall be approved by the shareholders' meeting. Other than retire by rotation, the nomination shall be approved by the Board of Directors. In addition to the prescribed criteria, the nomination must take into account of their knowledge capabilities, their past performances, age, and their independence in giving their opinions, depending on their roles, duties and types of a directorship.

Principle 3.4 Remuneration of Directors

To propose the structure and rate of remuneration of the Board of Directors and subcommittees for the shareholders to approve, The Board of Directors shall consider the structure and rate of remuneration that is appropriate for their duties and sufficient to encourage them to lead the organization to achieve the short-term and long-term goals. The Nomination and Remuneration Committee is responsible for considering the remuneration of the Board of Directors and subcommittees in accordance with the criteria as follows:

1. Remuneration Structure of the directors shall be in line with strategy and long-term goals of the Company, taking into consideration the existing and potential risks, experiences, duties, roles and responsibilities of individual directors, including benefit to be received from each director. The directors with additional responsibilities, e.g., being a member of a subcommittee, should be entitled for additional appropriate remuneration, comparable with remuneration of other companies in the same industry, and those having the same range of income.
2. Shareholders shall approve the monetary remuneration for the Board of Directors and subcommittee, as well as determine the form of remuneration. The Board of Directors shall consider the remuneration of each form of remuneration properly.

Principle 3.5 Performing of duties and time management

The Board of Directors shall supervise and monitor all the directors to perform their duties and manage their time efficiently

1. Directors shall perform their duties with full responsibility and fairness to the organization, shareholders, executives and employees of the Company
2. Directors shall devote their times in performing their duties for the Company. For directors who assume a position in other listed companies, they shall allocate their times appropriately so as not to obstruct their performance as a director of the Company. In case where the director assuming one or more position(s) as the Chairman of the Board, executive director or authorized director in other listed companies, such position must not obstruct their performance as a director of the Company. In this regard, assuming of any position in other companies must not violate any provisions or rules of other related regulators. In addition, the directors shall notify the Board of Directors, prior to the nomination of directorship in other companies.
3. Directors shall not be a director of other companies having business similar to the Company's business and/or competing with the Company's business, whether for his/her own interest or others, unless the said director has notified the shareholders meeting before the election. In this regard, the Nomination and Remuneration Committee who has duty to nominate candidates to be directors for the Board of Directors' approval of appointment, or for the Board of Director's approval for proposing for the shareholders' meeting's approval, as the case may be, the Nomination and Remuneration Committee must investigate that such person is not a director or operate a business of the same nature and/or compete with the Company;
4. Directors, executives, or related parties may conduct a business transaction, which is an ordinary business transaction of the Company and its subsidiaries, with the Company and/or its subsidiaries, provided that such transaction shall be in a business term which a reasonable person shall conduct with a general contracting partner in the same situation and the same bargaining power without any influence, except any transaction prohibited by laws, declarations, or orders designated by the government.
5. Directors are obliged to attend all the Board of Directors meetings, except in the case of necessity. In such case, directors shall notify the Chairman of the Board or Secretary of the Board. All directors must attend at least 75% of the total number of the meeting convened each year.
6. Directors have duty to consider agendas brought to the meetings, raise issues/questions, and give opinions beneficial for the meetings, including matters relating to the good corporate governance policy.
7. Directors have duty to provide supervision for the Company and its subsidiaries appropriate for the structure, the nature of businesses and risk to ensure their good corporate governance.

Principle 3.6 Supervision on subsidiaries and invested businesses

The Board of Directors is obliged to supervise and monitor the Company's subsidiaries, to protect the Company's investment. The Board shall duly consider and appoint qualified representatives to act as a director or the President position in subsidiaries where the Company holds shares directly, and delegate the Executive Committee to appoint qualified representatives to act as an executive director or controlling person in those companies. The appointed representatives as the directors, executives or controlling positions in subsidiary companies shall undertake to ensure that the subsidiaries' operations are in line with the Company's policy. In addition, it shall ensure that they have a suitable internal control system, an acceptable level of risk management, financial liquidity management,

guidelines for solving financial problems, reporting system in compliance with applicable laws and related regulations, as well as providing sufficient report and disclosure of the operating result report and important transactions.

In cases of the Company's significant investment in other business, e.g. the case where the Company holds more than 20%, but not exceeding 50% of shares with voting rights, and the investment amount or the required additional investment amount is significant to the Company, The Board of Directors may procure that execution of the Shareholders' agreement or other agreements in case of necessity, for clarity in relation to authorities and participation in management for those important matters, and follow up the operation result, to be used as information in preparing the Company's financial statement in accordance with the standard and in a timely manner.

Principle 3.7 Performance evaluation

The Board of Directors and subcommittees shall self-evaluate their performance at least once a year, so that the Board of Directors shall jointly evaluate performances and problems for further development, including using such evaluation to supplement the evaluation of the Board of Directors' compositions. The result of the evaluation shall be disclosed in the annual report (56-1One Report).

Principle 3.8 Skills and Knowledge

The Board of Directors shall supervise and monitor to ensure that each director has knowledge and understanding of his/her roles and duties, the nature of the business and laws relating to business operations. It shall also encourage all the directors to always improve their knowledge and skills to perform their duties as a director continuously and regularly by encouraging directors to attend training courses or seminars. The details of directors' training and seminar shall be disclosed in the annual report (56-1One Report).

Principle 3.9 Performing of the Board of Directors' duties

The Board of Directors shall undertake to ensure that performance of the Board can run smoothly, and necessary information can be accessed. In addition, the Board shall appoint the secretary of the Board with required and proper knowledge and experiences to support the performance of the Board of Directors.

1. The management should send important information to directors at least 5 business days prior to the meeting date. In case any additional documents are required, directors may request them from the President or the Company Secretary. If necessary, the Board of Directors may also provide independent opinions from external advisors or external professionals at the Company's expense.
2. The Company shall determine the meeting and the agendas of the Board of Directors and each subcommittee in advance each year and shall inform them to all directors so that they can manage their time and attend the meeting as follows:
 - 2.1 The Board of Directors shall have not less than 7 meetings per year;
 - 2.2 The Executive Committee shall have not less than 1 meeting per month;
 - 2.3 The Audit & Risk Committee shall have not less than 7 meetings per year;
 - 2.4 The Nomination and Remuneration Committee shall have not less than 2 meetings per year;
 - 2.5 The Corporate Governance Committee shall have not less than 2 meetings per year; and;
 - 2.6 The Board may establish a specific working group as deemed appropriate. The meeting requirement of such working group shall be determined at the discretion of the Chairman of each working group.
3. The quorum of the meeting of each subcommittee shall be as specified in the notification or charter of each subcommittee. For the Board of Directors, the quorum shall comprise of not less than two-third of the total directors of the Company to constitute a quorum at the time of vote.
4. The Board of Directors should support the President in inviting senior executives to join the meeting to provide additional details which are necessary for the Board of Directors' consideration and to create an opportunity for directors to get to know senior executives to consider the succession plans.
5. The Board of Directors shall ensure that the preparation of the minute of the Board of Directors meeting, shall contain correct and complete information, including individuals' opinions for important agendas.
6. A joint discussion among non-executive directors without participation of the management shall be held at least once a year and report the important issues (if any) to the Board of Directors.
7. The Board of Directors shall appoint the secretary of the Board to support the cooperation between the directors and the management
8. The Board of Directors shall appoint the Company secretary with required and suitable knowledge and experiences essential to support the operation of the Board; determine the scope of duties as required by applicable laws; encourage the Company secretary to attend training courses to improve his/her knowledge constantly for supporting the operation of the Board.

Principle 4 Nomination and Development of Senior Executives and Personnel Management

Principle 4. Nomination and Development of Senior Executives

The Board of Directors undertakes to nominate and develop the President and Senior Executives who have expertise in the business, as well as skills, experience, and characteristics necessary for the Company to reach its goal as follows:

1. The Board of Directors may consider or assign the Nomination and Remuneration committee to prescribe criteria and method of nomination, in order to recruit the suitable person to assume the position of the President.
2. To support the President's performance, the Executive Committee may appoint working group in Human resource management to prescribe criteria of nomination and nominate, recruit suitable person to be a senior executive to manage various departments to be in accordance with the business plan, goal and objective of the Company.

3. The Board of Directors shall ensure that the Company has an appropriate system to select personnel who will be responsible for important executive position of the Company and the selection of senior executives shall be in accordance with the nominating process, to consider both personnel from the Company Group and outside the Company Group. Moreover, the Board of Directors shall also provide projects for developing directors and executives along with the succession plan.
4. The Board of Directors shall support and encourage the President and Senior Executives to obtain trainings and development to increase their knowledge and experiences beneficial for performing their duties.
5. The President shall have management authority, who may be delegated to act as a director or executive positions in BEC World subsidiaries, but not the director position in other listed companies, unless approved by the Board of Directors, provided that such position must not obstruct his/her performance as the Company's President and his/her assuming of director in other companies must not more than 5 companies.

In any event, assuming of position in any company must not violate any regulations or rules of other relevant regulators, and the Company must be notified within 7 days, from the date of appointment or assuming of position.

Roles of the President

1. The President shall have roles, duties, and responsibilities to manage the business and operations of the Company in accordance with the scope of duties and authorities delegated by the Board of Directors and the Executive Committee.
2. The President shall regulate employees at all levels to perform their duties in accordance with the policies given by the Board of Directors and the Executive Committee.

Roles of Senior Executives

1. The Senior Executives shall implement the Company's policies, strategy, including risk management framework strictly and thoroughly.
2. The Senior Executives shall determine the process and working system, including risk management system, control the Company's risk to be in a suitable and acceptable level, and review and revise risk management process and system periodically.
3. The Senior Executives shall implement organization's culture regarding risk concern and communicate risk management policies and strategies.
4. The Senior Executives shall report the risk status as required by the regulators and the Company
5. The Senior Executives shall determine the appropriate and clear duties and responsibilities in the chain of command and report.
6. The Senior Executives shall manage to recruit personnel with knowledge and abilities sufficient to perform their duties in risk management and internal control. They shall also support the Board of Directors in monitoring the management to have suitable qualifications and abilities in managing the Company's business.

Principle 4.2 Remuneration and Evaluation Structure

The Board of Directors shall supervise and monitor to ensure the appropriate remuneration structure and evaluation by taking into consideration the current and future risks.

1. The Nomination & Remuneration committee shall determine the remuneration of the director who is the President and prescribes criteria of evaluation of the President's performance, including providing the appropriate criteria of payment of the remuneration to motivate the long-term working.
2. To determine the remuneration for Senior Executives and employees at all levels in the organization, the Executive Committee may appoint the Human resource management working group to prescribe the criteria and method of performance evaluation of Senior Executives and employees at all levels, including the criteria of determining appropriate remuneration rate for the best interest of the Company. The remuneration in form of salary, bonus and long-term incentives shall be consistent with each individual performance, taking into consideration the current and future risks and the Company's sustainability. The result of performance evaluation and the remuneration of Senior Executives shall be reported to the Executive Committee.
3. The Executive Committee shall supervise and monitor the determination of the principles and factors of the performance evaluation for the whole organization.

Principle 4.3 Structure and Relationship of Shareholders

The Board of Directors shall understand the structure and relationship of shareholders, including Shareholders' agreement (if any) that might affect the power to control the management of the business. In addition, the Board shall undertake to ensure the disclosure, to the extent necessary, that might affect the management of business, only as agreed and needed.

Principle 4.4 Development of Personnel

The Board of Directors shall monitor and supervise the management and development of human resources to be in line with direction and strategy of the organization that employees at all levels shall have suitable knowledge, abilities, experiences and motivation, and shall be treated fairly, in order to keep valuable personnel of the organization.

The Board of Directors shall establish a provident fund to ensure that the Company's employees shall have sufficient savings for their retirement and shall encourage the employees to have knowledge and understanding in financial management, to choose a suitable investment policy in line with their ages and risks.

Principle 5 Supporting Innovation and Business Operation with Responsibility for society and environment

Principle 5.1 Encouraging the creation of Innovation

The Board of Directors shall recognize the importance and support the creation of innovations that create value to the business while benefiting customers and relevant persons with responsibility towards society and environment as follows:

1. The Board of Directors shall place importance to the creation of organizational culture that encourages the creation of innovation and ensure that the management takes it into consideration in the revision of strategy and development plan to improve the operations and follow-up the operation performances.
2. The Board of Directors shall promote the creation of innovation that creates value for the business in accordance with the changing environmental factors, which includes the determination of Business Model, aspects in products and services development, research and operation process, including cooperation with trading partners.

Principle 5.2 Responsibilities toward society and environment

The Board of Directors shall monitor the management to ensure that the business shall be operated ethically with responsibility towards society and environment without violating any rights of related parties. This shall be reflected in the Operational Plan used as a guideline for all departments in the organization to operate sustainably, in line with the objectives, main goals and strategies of the business, with framework covering matters as follows:

1. Responsibilities towards staffs and employees shall be in accordance with relevant laws and standards. The Company shall treat staffs and employees fairly, and honoring human rights namely, setting fair remuneration and other benefits, providing welfare not less than as provided by law or more as deemed appropriate, including those related to health, hygiene and work safety, as well as providing training to develop capacity and promote career advancement, and giving opportunities for employees to develop their skills in other areas.
2. Responsibilities towards customers: It shall complete all the obligations of the Company, taking into consideration of fairness, confidential obligations, customers' satisfaction, in order to improve the Company's services.
3. Responsibilities towards trading partners, producers and actors/actresses; the Company shall conduct the procurement and purchasing process and prepare the agreements with fair terms and conditions, support capacity development, encourage the use of new innovations, while ensure that its trading partners respect human rights and treat their labors with fairness. The Company shall support and encourage producers, actors/actresses in sourcing and producing of programs and activities beneficial to the society and environment, for sustainable development of their businesses with the Company.
4. Responsibilities towards Radio-Television consumers/ Fan clubs/ Online members: the Company, as the television operator shall focus on being quality and reliable media. The Company shall produce entertainment programs taking into account the audiences, at all gender and ages, present true and useful information, produce media for good society and environment, organize entertainment activities taking into account the suitability of Thai society, and support environmental conservation and application of new innovation to improve media to increase more opportunities for the audience to access programs.
5. Responsibilities towards community: It shall use their knowledge and business experiences to develop projects to benefit the community with process of following up and assessment for long-term achievement.
6. Responsibilities towards environment: It shall prevent, reduce, manage and maintain to ensure that the Company's exploitation of energy, water and rotating resources, waste management and disposal, greenhouse gas emissions will not cause negative effects to environment.
7. Fair competition: The Company shall conduct business transparently, without causing unfair competitive advantage
8. Anti-fraud and corruption: It shall comply with relevant applicable laws and regulations. The Company shall apply to be a member of Thailand's Private Sector Collective Action Coalition against Corruption: CAC. The Board of Directors shall provide the anti-corruption policy and anti-corruption measures and provide a guideline to notify about a trace of corruption on the Company's website.

Principle 5.3 Resources Management

The Board of Directors shall monitor the management to manage and allocate resources efficiently, while taking into consideration of the effects and development of the resources along the value chain, in order to sustainably achieve the objectives and main goals as follows:

1. It shall be aware of the need of resources, including the effect of exploitation between each type of resources.
2. It shall be aware that different business model may cause different effect to resources as well as effect and worthiness of resource exploitation, while still standing on the basis of ethic and responsibility to sustainably create values to the business.
3. It shall undertake to ensure that, to achieve the objectives and main goals of the business, the management has revised and develop resources exploitation to be efficient and effective, while always taking into consideration of the external and internal factors.

Principle 5.4 Management of Information Technology

The Board of Directors shall establish a framework for governance of information technology that is aligned with the business needs. In addition, it shall ensure that the Company is using information technology to create business opportunities and improve performance and risk management, in order to achieve objectives and main goals of the business.

1. It shall provide policies regarding allocation and management of information technology, which covers allocation of resources to be sufficient for business operations, and guidelines to deal with the situation where it cannot allocate resources as planned.

2. It shall manage to ensure the organization's risks management covers management and handling of risks regarding information technology, Cybersecurity and Personal Data Protection.
3. It shall undertake to provide Information Technology Security Policy. The Executive Committee has established an IT Steering Committee, which helps reviewing Cybersecurity Policy and Information Technology Security Policy. IT Steering Committee proposes opinions to the Board of Directors on determining Enterprise Architecture to define the security of the Information Technology structure, optimize IT resources and set up practices in relation to access to information technology system to prevent damage that may occur to the information technology system including establishing of the practice guidelines which are consistent and in compliance with laws related to Cybersecurity (the Cyber Security Act (CSA)).
4. The Board of Directors has established a Personal Data Protection Policy to determine practice guidelines for directors, executives and employees to strictly adhere to, the content of which will be in accordance with the practices under Personal Data Protection Act B.E.2562 (PDPA), in respect of data collection standards, use, requesting consent from the data subject to prevent a personal data breach.

Principle 6 Risk Management and Internal Control

Principle 6.1 The Board of Directors shall focus on supervision and monitoring to ensure that risk management and internal control system cover audit process, risk management and supervision sufficient and suitable for the business situation, to enable the Company and its subsidiaries to have good and sustainable operations to achieve objectives, aligned with planned strategy, objectives and visions. The Company's operation shall be in compliance with applicable laws, rules, regulations and standards, both domestically and internationally.

Risk management

The Board of Directors has established the Audit and Risk Committee to regulate and audit the risk management system, internal control system and the operation, to be in line with risk management policies and framework of the organization. It shall set up Audit & Risk committee at operational level to manage risks as required by risk management policies and framework, in line with strategy, objectives, main goals, acceptable level of risk and various risk management frameworks, such as, strategic risks, operational risk (reporting risks), compliance risk, financial risk, Cyber & IT risk, environmental, social and corporate governance risks, including new risk, etc.

For the process of risk management, there must be risk evaluation, risk identification, risk analyzation by considering both internal and external factors. In addition, it shall prioritize risks by effect and opportunities it has on the business, as well as suitable method to handle risks. It shall determine monetary and non-monetary level of acceptable risks, as well as following up and report on the result of risk management periodically. It shall set up management standard by adhering to the goals, policies and rules of the Company, to ensure that all employees in the Company should follow the same direction, by providing risk management manual as a guideline for the operation and provide training to improve employees' knowledge and understanding about various types of risks relating to the Company and department.

The Board of Directors shall ensure to follow-up and evaluate the effectiveness of risk management at least once a year. In addition, it shall revise the risk management policies and framework each year and shall be alert on the risk alarms.

Internal Control

The Audit & Risk Committee has assigned the Office of Internal Audit and Risk Management to evaluate sufficiency and suitability of the Company's internal control, as well as preparation of report on annual evaluation and following-up, to be able to protect the Company's asset from unlawful or unauthorized use by directors or executives, including transactions with others, who may have conflicts with the Company, by using assessment form as prescribed by the Securities and Exchange Commission, in accordance with the concept of COSO, covering 5 factors namely; 1) internal control; 2) risk assessment 3) operational control 4) information system and communication; and 5) following-up system. The Company has the communication process to implement positive attitude of executives and personnel of the Company towards internal control, in order to assure that the Company's operation will efficiently and effectively achieve the objectives and goals.

Principle 6.2 Conflict of Interest

The Company has set the rules to prevent the employees, executives, directors and related parties from seeking interest for themselves or others as follows:

1. Setting guidelines for employees, executives, directors and related parties not to take any actions for benefits not supposed to be received under the normal circumstances or according to the Company's conditions
2. Setting guidelines for employees, executives, directors not to participate in the decisions on transactions that they have interest.
3. Setting guidelines for keeping and preventing the use of inside information. The said guidelines shall be announced in writing for everyone in the Company to comply therewith and shall be disclosed in the annual report (56-1 One report).
4. Setting guidelines to conduct a business transaction with related parties on the basis of the information, actual criteria, reasonableness, as well as reasonable price, similar to transactions with general customers.
5. Setting guidelines to prevent employees, executives, directors from receiving other benefits from related parties regarding matters requiring their consideration.
6. To prevent conflict of interest, for a related party transaction with potential conflict of interest or Related Parties Transaction (RPT), Management is required to seek approval in accordance with procedures and approval authority and in strict compliance with the rules for Related Parties Transaction to ensure that the transaction will be carefully considered, properly made, and fair for the best interest as if it was made with other person (arm-length basis).

7. To follow up on Related Parties Transaction, the Finance & Accounting Office is required to report the accumulated transactions with conflicts of interest that have been approved under the required procedures to be acknowledged by the Audit & Risk Committee and the Board of Directors regularly. Related Parties Transaction or conflict of interest shall be disclosed in the annual report and the 56-1 form (One Report).
8. Directors, executives and related parties with obligation required by laws to report trading transactions of the Company's securities (filing Form 59 to the SEC), shall submit the said report to the Company secretary, to propose such report to the Board of Directors in the upcoming Board of Directors meeting, as well as to be disclosed in the annual report the 56-1 form (One Report).
9. The director with conflict of interest in each agenda shall report such conflict and not participate in considering of such agenda, to enable other directors to discuss and cast their votes independently, which shall be disclosed in the minute of the Board of Directors meeting.
10. Directors have obligation to prepare the report form regarding their conflict of interest and ensure that the disclosure of their parts are complete and accurate, such as information regarding the shareholders in their group, etc.

Principle 6.3 Use of inside information

The Company gives importance in the use of inside information. To understand the correct practices, the Company has prohibited directors and executives to use inside information, which is important and has not been disclosed to public for the benefit of themselves or others, including trading securities of the Company. The directors, executives and employees, who are aware of inside information, shall be prohibited from trading securities of the Company for a period of one month before the disclosure of financial statement to public. The Company shall inform the directors and executives of the period for them to refrain from trading.

The Company gives importance to maintain confidentiality of information of customers, without using the said information for benefit of directors, executives, employees and related persons, unless required by law. The Company also gives importance to maintain security of information in the information system by controlling and/or preventing access to the Company's information from third party and assigning access rights to information to employees at different levels according to the duties and responsibilities. Moreover, the Company has policy to allow relevant personal know only the information necessary for work performance. In addition, the Company shall ensure the use and keeping of confidential information strictly and carefully. Any disclosure must be authorized by the executive of such relevant unit. In the event that third party is involved in ad hoc work, which involves information that has not been disclosed to public and is in the process of negotiation, falling within the category of inside information that may affect the price of the Company's securities, such party is required to sign the Confidentially Agreement until the information is duly disclosed to the Stock Exchange and the Securities and Exchange Commission.

Principle 6.4 Anti-Corruption

The Company has held anti-corruption as an important principle in conducting its business. The Company will not support the business, group of people, or the people who participate or knowingly allow the seeking of undeserved benefits, whether directly or indirectly, from wrongfully exercising of authority. The Company has a clear direction to support and cooperate with the government and private sectors in this matter. The Company will join as a member of Thailand's Private Sector Collective Action Coalition against Corruption: CAC, and the Board of Directors will consider determining the anti-corruption policies and measures, the notification channel, as well as the guideline in following-up and assessment of compliance with the said policies, which shall be disclosed on the Company's website

The Board of Directors has approved 7 policies related to the application for the CAC project as follows:

1. Anti-Corruption Policy
2. Internal control system and internal Audit
3. Giving-Receiving Gifts, Hospitality and Other Expenses Policies
4. Charitable Contribution and Sponsorship Policy
5. Political Contribution Policy
6. Human Resource Management Policy
7. Complaint and Suggestion Policy

Principle 6.5 Channel for Complaints

The Board of Directors shall ensure that the Company has a mechanism and operation to receive complaint, as well as disclose the process and channel of receiving the complaint on the Company's website (www.becworld.com) as follows:

1. It shall determine a convenient channel for stakeholders to file complaints through the complaint channel on the Company's website (www.becworld.com). The complaint shall be made in writing indicating e-mail, phone number, including contact address. The unit in charge of receiving the complaint has duty to handle complaints and report to relevant department or committee.
2. It shall have clear policy and direction in receiving complaints or information, by providing a channel for submitting a complaints or information through www.becworld.com, or submit it directly to the President and/or the head of internal audit and risk management department and/or supervisor. In the matter involves the Senior Executives or directors, the complaint shall be submitted directly to the Chairman of the Audit Committee. It shall conduct the investigation process and report to the Board of Directors.
3. The Company has a policy to protect the person who notifies a case of corruption and has an appropriate mechanism to solve the problem.

Principle 7 Financial creditability and disclosure

Principle 7.1 Disclosure and Transparency

The Company's directors shall ensure the fair treatment towards all groups of stakeholders, the correct, transparent and timely financial report and disclosure. The Company has disclosed news and information relating to the business, in compliance with criteria required by laws, as well as regulations required by the Company's regulators. The information to be disclosed must be reviewed and screened its correctness and completion by responsible persons to be sufficient for the investors to make decisions. The disclosure must be approved by an authorized person of the Company, without disclosing confidential information of the Company, customers or partners to those irrelevant, unless with approval or in case it is necessary to comply with the laws. Such disclosure shall not be exaggerated, leading to misunderstanding in the essence of information. The disclosure may be categorized as follows:

1. Types of information to be disclosed

- 1.1 Disclosure of the operating result, the revised and audited statements of financial position and the profit and loss account, including the Management Discussion and Analysis: MD&A, as supplements for disclosure of financial statement in each quarter, the disclosure reflects the link between the nature of the Company's business operations and concept of sustainable business (ESG) of the Company, however, for the investors to acknowledge the information and better understand the change to the financial status and the operation result of the Company in each quarter, and be able to analyze the direction of the Company besides the figures on the financial statement.

The auditor shall audit and give opinions on the Financial Statement and Profit and Loss Account at the end date of the Company's financial year and submit them to the Audit & Risk Committee and the Board of Directors for approval before presenting the same to the Shareholders in the Annual General Meeting for consideration and approval.

- 1.2 Report of the Board of Directors' opinion on the financial report presented together with the auditor's report in the annual report (56-1 From One Report).
- 1.3 Corporate governance policy approved by the Board of Directors, the Code of Conduct and report of operation in compliance with the Corporate Governance Policy shall be disclosed in the annual report (56-1 From One Report) or on the website of the Company.
- 1.4 Disclosure of the directors and senior executives' remuneration policies reflecting duties and responsibilities of individuals, including the form or nature of remuneration. In this regard, the disclosed remuneration amount shall include the remuneration that each director may receive as the director of subsidiaries as well.
- 1.5 Roles and responsibilities of the Board of Directors and subcommittees, the number of meetings convened, the number of meetings attended by each director in the past year and his/her performance as well as training courses and professional development of the Board of Directors shall be disclosed in the annual report (56-1 From One Report).
- 1.6 Audit Fees and other service fees for auditors
- 1.7 The Company's Information, in accordance with criteria, conditions and methods regarding the disclosure of information as specified by the Stock Exchange of Thailand as well as applicable laws i.e., disclosure of transactions relating to the acquiring or disposal of the Company's assets, Related Parties Transaction, the amendment of the Company's registered capital, etc.
- 1.8 Information of the head of audit and the head of compliance shall be disclosed in the annual report (56-1 From One Report), in compliance with the rules required by the announcement of The Securities and Exchange Commission.
- 1.9 The information of the Company secretary shall be disclosed in the annual report, in compliance with the notification of The Securities and Exchange Commission.
- 1.10 Other information, including the information regarding charges from related regulators

2. Channel for disclosing information are as follows:

- 2.1 The Stock Exchange of Thailand's website
 - The Company's financial statements
 - Management's Discussion and Analysis: MD&A
 - Annual report form (56-1 From One Report)
 - Resolutions of the Board of directors' meeting, Shareholders' meeting, and information
- 2.2 The Company's website www.becworld.com
 - Annual report form (56-1 From One Report)
 - Financial Statement and annual report (56-1 From One Report)
 - Resolutions of the Board of directors' meeting, Shareholders' meeting, news, and information

3. Press, newspaper and other media

4. Analyst Meeting

5. The Company Visit/ One-on-One Meeting

Principle 7.2 Financial Liquidity

The Board of Directors shall monitor the sufficiency of financial liquidity and solvency as follows:

1. It shall ensure that the management shall follow-up and assess the financial status of the business periodically. The Board of Directors and the management shall jointly and promptly find a solution whenever there is an indication showing a problem in liquidity and solvency.
2. In approving any transactions or giving opinions in the shareholders meeting for approval, the Board of Directors shall ensure that those transactions do not affect continuity of the business operation, liquidity or solvency.

Principle 7.3 Solution to solve financial problems

The Board of Directors shall have a plan or other mechanism to solve financial problems in situations where the business is facing or tend to face financial problems, taking into consideration of the rights of stakeholders.

1. In cases where the business tends to be unable to pay debts or having financial difficulties, the Board of Directors shall closely follow up and monitor the business to operate carefully and in compliance with the regulations regarding the disclosure of information.
2. It shall ensure that the business has planned solutions to solve financial problems, taking into consideration fairness to stakeholders, including creditors, including following up the problems solving by assigning the management to report the status periodically.
3. Any decision to be made to solve the Company's financial problems shall be made reasonably.

Principle 7.4 Preparation of Sustainability Report

The Board of Directors shall prepare the sustainability report as deemed proper.

1. The Board of Directors shall consider appropriateness of the disclosure of information, compliance with laws, the corporate governance policy, the Code of Conduct, the drafting of the anti-corruption policy, treatment to employees and stakeholders, fair treatment and human rights recognition, as well as responsibilities towards society and environment, taking into account of report framework, which has been accepted both domestically or internationally where the disclosure shall be made in the annual report (56-1 form).
2. The Board of Directors shall ensure that the disclosed information is important and it shall reflect the operation, leading to the sustainable value to the business.

Principle 7.5 Investor Relations

The Company shall establish "Investor Relations Center" to be the center of communication with investors, institutions, shareholders, analysts and government sectors, by coordinating between Senior Executives and internal departments.

The Chief executives of financial unit and the Head of Investor Relations shall be assigned to communicate any information of the Company and its subsidiaries. In this regard, they may delegate a representative to conduct the communication on their behalf, but only limited to matters relating to work within the representative's responsibilities.

Principle 8 Encourage participation and communication with shareholders

Principle 8.1 Encouraging shareholders to participate in making decision of important matters

1. Shareholders of the Company have equal basic rights to attend shareholders meetings. In this regard, the Company shall inform the shareholders of various regulations relating to the meeting, including voting rights according to each type of share, voting process, giving an opinion, and receiving news about the Company's status and operating results.
The Board of Directors shall ensure the disclosure of a policy to support and encourage all groups of shareholders, including institution shareholders, to attend shareholders' meetings.
2. The Company shall regularly hold a shareholders meeting annually, called "Annual General Meeting of Shareholders", within 4 months from the end of the Company's financial year. Any other shareholders meeting other than the Annual General Meeting of Shareholders may be held upon the necessity on a case-by-case basis. This meeting is called "Extraordinary General Meeting of Shareholders".
3. The Company shall deliver the meeting invitation along with the meeting agendas and opinions of the Board of Directors, in both Thai and English Language, to the Stock Exchange of Thailand and appoint Thailand Securities Depository Co., Ltd., who acts as the Company's registrar, to deliver them to the shareholders within the timeframe specified by law. In addition, the Company shall disclose the aforementioned information on the Company's website at least 30 days prior to the date of the shareholders meeting.

Principle 8.2 Shareholders' Meeting

1. In shareholders' meeting, the Company shall provide the rights of shareholders in the shareholders meeting as follows:
 - 1.1 Right to attend and vote in the shareholders meeting: All shareholders can attend the shareholders meeting and vote on every agenda, except for any agenda that the shareholder has conflict of interest and is prohibited by law from participating and voting in that agenda;
 - 1.2 The Company shall provide sufficient information relating to the matters of each shareholders meeting to shareholders for making their decisions, such as, invitation letter which specifies the cause and reason of each agenda and sufficient information to support the decision making, minutes, and annual report (56-1 From One Report), which has been prepared in the form prescribed by the Office of the Securities and Exchange Commission;
 - 1.3 Right to appoint and remove directors;
 - 1.4 Right to appoint auditors;
 - 1.5 Shareholders may appoint others as their proxies to attend the shareholders meeting and vote on their behalf by using a proxy in the form specified by law. The Board of Directors encourages shareholders to use a proxy form, that shareholders can specify their voting direction and nominate at least 1 independent director as an option for proxy; and
 - 1.6 Shareholders can check their shareholding information as of the book closing date at the Company or Thailand Securities Depository Co., Ltd.
2. The Company has a policy that every director has a duty to attend every shareholders meeting so that shareholders have an opportunity to make inquiries to the Chairman of sub-committees in related matters. In this regard, the Company shall accommodate shareholders at every meeting by focusing on allowing shareholders to attend the meeting to achieve equality as follows:

2.1 Place of Shareholders Meeting

The Company shall convene shareholders meetings in Bangkok where the Company's headquarter is located. The venue shall have sufficient space to accommodate all shareholders, all necessary facilities, good accessibility, modern meeting atmosphere, and up-to-date communication equipment. Moreover, the Company shall also implement suitable equipment and technology for the meeting, for instance, meeting attendance registration system and votes counting, processing, and result announcing system, in order to make the meeting proceed smoothly, quickly and accurately.

The Board of directors shall determine to convene shareholders meetings in the form of electronic meeting. Organizing electronic meetings shall comply with all relevant laws, regulations, announcements, related requirements and rules. Sending the invitation letter of shareholders and the documents to be used in the meeting may be transmitted via electronic media as prescribed by law. In organizing electronic meeting, the Company shall use the meeting control system, complied with safety standards set by the regulatory agency.

2.2 Suitable Date and Time

In determination of appropriate date and time for the shareholders meeting, the company will also consider suitable time, e.g., not to hold the shareholders' meeting during public holidays, long holidays, etc. In this regard, the Chairman of the meeting shall also allocate the time of the meeting appropriately and provide opportunities for shareholders to express their opinions and make inquiries in the meeting regarding the matters relating to the Company.

2.3 Voting

- 1) The Company shall arrange the voting of each agenda separately, and if any agenda contains many items for consideration, such as agenda relating to director appointment, the voting shall be made item by item.
- 2) The Company has prepared ballots for voting in every meeting unless in the event that organizing shareholders' meetings via electronic media, the Company shall provide the voting system through electronic media according to safety standards set by the regulatory agency.
- 3) Vote counting shall be clear, transparent, and verifiable. The Company shall segregate vote counting as follows:
 - vote from proxy delivered to the Company before the meetings;
 - vote from those who attend the meeting.
- 4) The Chairman of the meeting shall report the result of vote counting from the proxy forms delivered before the meeting together with the votes in the meeting already reported to the meeting.
- 5) The Company shall arrange inspector (i.e., auditor, legal advisor) who is an independent person to be an observer to ensure that the shareholders' meeting is conducted transparently and in compliance with laws and the Company's Articles of Associations. The Company shall provide opportunities to attendees to appoint a representative to observe the counting in the shareholders meeting, except the electronic meetings, and disclose the result thereof in the meeting, including recording them in the minutes of the meeting.

2.4 Meeting Agendas

The Company provides that the clarification and reasoning for each agenda or the requested resolution shall be specified in the invitation letter or attachment to the meeting agenda. The Company shall refrain from any actions which limit the opportunity of the shareholders to review the information of the Company.

2.5 Submission of Questions in Advance

The Company requires the shareholders to submit questions in advance of the meeting date. In this regard, the Company shall inform the shareholders of this submission together with notifying them of the invitation letter on the Company's website.

Principle 8.3 Meeting Resolution and Disclosure of Minutes of the Meeting

The Board of Directors shall ensure that the disclosure of the meeting resolution and preparation of the minutes of shareholders meeting shall be conducted correctly and completely.

1. Preparation of the minutes of shareholders meeting

- 1.1 The Company shall prepare the minutes of the meeting after every meeting. The minutes shall record the number of shareholders attending the meeting in person and by proxy, including number of the shareholders, shares, and proportion of the number of shares attending the meeting compared to the total number of the issued shares.
 - 1.2 The minutes of the meeting shall be finished within 14 days. The minutes shall include the list of directors who attended the meeting and directors who absent; the record of voting procedures clarification, method of showing voting result to the meeting before convening the meeting and granting opportunities for shareholders to raise an issue or question; question, answer, and details of consideration, discussion, and opinion of shareholders; and the voting results of each agenda detailing the number of affirmative, negative, and abstention votes. The Shareholders may find and download the details of the said minute of shareholders meeting from the Company's website www.becworld.com.
 - 1.3 The Company shall disclose the voting result of each agenda at the shareholder's meeting to public on the next working day at the Company's website.
2. The Company shall keep documents relating to the meeting so that shareholders can access and verify them.
 3. Shareholders have equal rights to the Company's profits in the form of dividends.
 4. Other than the rights described above, shareholders also have various rights as stipulated by law.



The Board of Directors, BEC World Public Company Limited
Reviewed this Charter on 15th December 2023

Compliance and revision

1. The Board of Directors expects the directors, executives, and employees at all levels to be aware of the importance of the Corporate Governance Policy and the Code of Conduct of the Company Group and to comply therewith strictly to ensure that the Company Group has the acceptable standard of the corporate governance.
2. The directors and the executives should be the leader of the action as a role model for employees. Supervisors should ensure that the employees under their control understand and strictly comply with the Corporate Governance and the Code of Conduct of the Company Group. They cannot claim that they are not aware of the said policies.
3. If there is a problem about complying or interpretation of the Corporate Governance Policy and the Code of Conduct:
 - (1) In case of director or executive of the Company Group, the Corporate Governance Committee shall make decision;
 - (2) In case of employee, the President of the Company Group shall make decision.
4. If employee has any question or uncertain about the compliance with the Corporate Governance Policy and the Code of Conduct of the Company Group, he or she shall consult supervisor or the Resource Management Office, or the Internal Control and Audit Unit, the Internal Audit and Risk Office, or any work unit with similar function with different name, in charge of regulating the compliance with the Corporate Governance Policy and the Code of Conduct of the Company Group.
5. The Code of Conduct of the Company Group is a discipline, to which all employees must adhere strictly. An employee who violates the Code of Conduct of the Company Group shall be subject to disciplinary penalty according to the human resources regulations. In case any employee who commits legal violation which is also deemed a violation of the Code of Conduct of the Company Group if it falls within the following cases:
 - (1) Violate or fail to comply with the Code of Conduct of the Company Group;
 - (2) Suggest, promote or support others to violate the Code of Conduct of the Company Group;
 - (3) Ignore or disregard when he or she finds any violation or non-compliance with the Code of Conduct of the Company Group where he or she is aware of or should be aware of such violation or non-compliance since it involves work under control;
 - (4) Fail to provide cooperation or obstruct the investigation involving the accusation of violation or non-compliance with the Code of Conduct of the Company Group;
 - (5) Conduct unfair treatment to another person caused by such person has reported the violation or non-compliance with the Code of Conduct of the Company Group.
6. The Corporate Governance Committee shall review appropriateness and sufficiency of the Corporate Governance, the Code of Conduct of the Company Group. The management shall propose the review to the Executive Committee to make it in line with the international standard of the corporate governance at least once a year, provided that the revision shall be approved by the Board of Directors of the Company Group.

