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Corporate Governance Policy

The Company recognizes the importance of promoting good corporate governance in order to create sustainable value for both the Company and society. Accordingly, the Company has adopted the Corporate Governance Code for Listed Companies 2017 (Corporate Governance Code or CG Code), which consists of eight principles emphasizing the roles and responsibilities of the Board of Directors, as guidelines for corporate governance. These principles serve as a key mechanism for driving and overseeing the Company's operations to achieve strong and sustainable long-term performance, as well as to enhance credibility among shareholders and stakeholders. This is undertaken in accordance with the five fundamental principles of good corporate governance, 1) Integrity 2) Fairness 3) Transparency 4) Responsibility 5) Accountability.

Corporate Governance Policy of The Company covers the Company's operations in accordance with corporate governance rules, which consists of 5 important categories as follows:

1. Rights of shareholders
2. Equitable treatment of shareholders
3. Role of stakeholders
4. Information disclosure and transparency
5. Responsibilities of the Board of Directors

Chapter 1: Rights of shareholders

1. Protecting the rights of shareholders

- 1.1 The Company will regularly notify all shareholders of the progress in the business operation by informing them directly or through the channel of the Stock Exchange of Thailand.
- 1.2 The Company places emphasis on protecting the rights of shareholders and encourages shareholders to exercise their basic rights, including entitle to the Company's profits, obtain adequate news and information of the Company, attending a AGM to cast their votes to appoint or remove Directors, auditor and matters affecting the Company, such as allocation of dividends, amendments to the Articles of Association and Memorandum of Association, capital reduction or increase etc.
- 1.3 The Company takes into account the rights of shareholders. We provide the shareholders with basic legal rights, including dissemination of current important information through the Company's website, Management's Discussion and Analysis (MD&A) report to explain quarterly performance etc.
- 1.4 Regarding shareholding structure of the Company, the number of small shareholders are large enough to create a balance between small and large shareholders. The Company does not allow



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any particular person or group to control voting rights or management of the Company and resulted in good corporate governance at the shareholder level. In addition, shareholders do not cross holding shares in the group of companies. There is no pyramid shareholding structure.

2. Organize shareholders' meeting and facilitate shareholders

- 2.1 The Company has arranged the General Shareholders Meeting once a year within 4 months after the end of the fiscal year. In case of any urgent matters the Company might call an extraordinary shareholder meeting as necessary. Chairman of the Board, Chairperson of every Committee, Managing Director, Directors, Executives, Auditors and Legal Advisors have attended the shareholders' meeting to answer questions at the meeting. The meeting may be held via electronic media in accordance with the law on electronic media meetings.
- 2.2 The Company has arranged for independent individual to count the votes at the shareholders' meeting and disclosed in the minutes of shareholders' meeting.
- 2.3 The Company has a policy to facilitate and encourage shareholders, including institutional investors, major and small shareholders to attend the shareholders' meeting.
- 2.4 Shareholders have an opportunity to submit any questions related to the agenda of the General Shareholders' Meeting through the Company Secretary by notified the shareholders together with the invitation letter which was published on the Company's website. www.sena.co.th
- 2.5 The Company has arranged the location for shareholders' meetings at the place where shareholders can conveniently attend by selecting a location that is accessible by variety of mass transit services, and facilitates all shareholders equally by providing sufficient staffs to facilitate and serve all the shareholders.
- 2.6 The Company allows shareholders to make advance registration one hour before the meeting and not restrict shareholders' rights to attend the meeting when they arrived late and facilitate the shareholders to fully exercise their rights in the meeting.
- 2.7 The Company uses barcode system to display each shareholder's particulars printed on the registration form so as to allow fast and accurate registration, vote counting and result display process.
- 2.8 The Company gives shareholders the right to cast their votes after the meeting had started or vote for an agenda which was under consideration and has not yet been voted.
- 2.9 Meeting of Shareholders, The Company will use and prepare a place that is convenient place including choosing an appropriate date and time for the shareholders.
- 2.10 The Company has facilitated and encouraged all shareholders to attend the meeting by providing a meeting place that can travel easily near the train station or on a road with convenient transportation, etc.



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2.11 In the case of a meeting via electronic media According to the Electronic Conferencing Act, the Company shall inform the method and process for attending and voting. Including various processes to know in advance according to the criteria prescribed by the Registrar.

3. Submission of invitation letter of the shareholders' meeting in advance

- 3.1 The Company assigned Thailand Securities Depository Co., Ltd. which is Securities Registrar of the Company to submit invitation letter of the shareholders' meeting to the shareholders at least 14 days prior to the meeting. In addition, the Company has disclosed the information, which is the same information that was sent to the shareholders, via the Company's website at least 28 days prior to the meeting date to allow shareholders to have time to study the information in advance of the meeting. Moreover, meeting schedule was published on the daily newspaper for at least 3 consecutive days and at least 3 days before the meeting date to announce the shareholders' meeting.
- 3.2 The invitation letter contained sufficient and complete details of the meeting including date, time, venue, agenda as well as clearly stated whether the agenda is subject for acknowledgement or for consideration and provide supporting documents for various agenda, objectives and reasons with the Board's opinion, Company regulations regarding the shareholders' meeting, map of the meeting venue, details of documents required to be presented by shareholders at the meeting as well as meeting procedure. In order to protect the rights and allow foreign shareholders to propose their comments, the Company has also produced invitation letter in English.
- 3.3 The Company takes into account the rights of shareholders, encourage them to exercise their rights and not violate or deprive their rights by presents important issues for shareholders to approve and prescribe all important matters in accordance with the law, requirements of Stock Exchange of Thailand and the Company's regulations.
- 3.4 The invitation letter shall clearly define important agenda as prescribed by the law to be presented to the shareholders for approval every year.

4. Conducting shareholders' meeting

- 4.1 Before commencing shareholders' meeting, the Company shall inform shareholders of their rights under the Articles of Association to participate therein and resolve and exercise the right to vote, and the right to make an opinion and allow shareholders arriving late to participate and vote in the meeting. The Company also has a policy to refrain from committing any act limiting opportunities of shareholders, and arrange non-complicated meeting registration process and voting method to facilitate shareholders' exercise of rights. The Chairman of the Board or of the meeting shall allocate the meeting time sufficiently and allow shareholders to inquire and make an opinion or recommendations equally, including recording significant issues discussed at the shareholders' meeting in the minutes thereof. The



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Chairman of the meeting, the Board of Directors and the Directors specifically in charge of matters concerned shall attend the meeting to provide information and respond to inquiries on matters concerned.

- 4.2 Before starting of the shareholders' meeting, the Company will introduce the Board of Directors and executives as well as clarified the rules of the meeting.
- 4.3 The Company has allocated sufficient time for meeting and offered opportunities for shareholders to have equal rights to express opinions and ask questions at the meeting.
- 4.4 The Company has conducted the shareholders' meeting in accordance with the agendas as stated in the invitation letter.
- 4.5 The Company used ballots for each agenda for transparency and authentication.

5. After the shareholders' meeting

- 5.1 The Company has disclosed the resolutions of the shareholders' meeting, including voting results by informing the news to Stock Exchange of Thailand and published them on the Company's website by 9.00 hrs. on the following date of the shareholders' meeting.
- 5.2 The Company has prepared accurate and complete minutes of shareholders' meeting so that the shareholders can review as well as recorded names and positions of the Directors attending the meeting, voting and vote counting methods, shareholders' opinions, statement of Directors and executives. It also states resolutions of the meeting, classify into agree/disagree/abstain votes. The minutes of the meeting was submitted to the Stock Exchange of Thailand within 14 days from the date of the shareholders' meeting and published on the Company website.

Chapter 2: Equitable treatment of shareholders

The Company is aware of the equitable treatment of all shareholders, groups, whether major or minor ones, institutional investors, or foreign shareholders. The Company has defined the guideline for practice as following:

1. Facilitating shareholders

Shareholders have an opportunity to propose an agenda in advance and any questions related to the agenda of the General Shareholders' Meeting for every year, as well as, their opportunity to propose a nominee to be appointed as the directors. Such details shall be notified to shareholders through the news channels of the Stock Exchange of Thailand, including notifying the criteria and identifying the process clearly through the Company's website: www.sena.co.th, on the topic of "Investor Relations" under the heading of "Shareholders' Meeting". Moreover, if an agenda was added or changed in essential substances, the shareholders would be informed in advance through website of the Stock Exchange of Thailand.



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2. Proxy for attending shareholders' meeting

In case shareholders cannot personally participate in a meeting, they can give proxy to a third party, Independent Director or Managing Director to attend the meeting on their behalf. The Company has sent the proxy form with clear instructions on how to use the proxy which is a general procedure that is not difficult to implement.

3. Measures to prevent use of internal information of the Company and conflict of interest

3.1 The Company keeps internal information and implements measures to prevent the use of internal information by Directors and executives for benefits of themselves or others in a way that is unfair to shareholders, such as the use of insider information, disclosure of internal information to persons related to Directors and executives, which causes damage to the shareholders etc. The Company has stipulated regulations on protecting benefits of the Company and confidentiality and trading of the Company's securities, using of internal information and conflict of interest in the Code of Conduct, including penalties for employees violating the regulations. In this regard, the Directors, executives and employees are informed of such requirements.

3.2 The Company determines the criteria for Directors and executives to report their interests and interests of their related person in the Company. The approach is consistent with the nature of business law and relevant requirements. In addition, Directors and executives must disclose their interests to the Company whenever there is a change. The Company Secretary is assigned to be responsible for monitoring on such information.

3.3 The Board of Directors has determined guidelines to disallow Directors or executives who has interests be involved in the decision-making process in considering transactions between companies and stakeholders. Before commencing the Board of Directors' meeting, the Chairman would inform the meeting of a director who has interests in the matter and ask the Director to leave the meeting room and deprive him/her of the right to vote on such agenda.

3.4 The Company does not have complicated shareholding structure. Most of interrelated transactions are normal business transactions.

3.5 The Company adheres to the law, requirements of the Stock Exchange of Thailand, such as criteria on interrelated transactions, criteria for acquiring and disposing of assets.

3.6 The Company has determined policy for Directors and executives to report the Company at least 1 day in advance before they trade the Company securities and report to the Board of Directors' meeting on quarterly basis.



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4. Shareholders' meeting

4.1 In case any shareholders express the desire to the Company to propose any additional agenda or any matter at least 3 working months prior to the shareholders' meeting, the Board of Directors considers and find out that such agenda is beneficial to the Company and shareholders. Then, the Company has a policy to facilitate by proposing such agenda to the shareholders' meeting for consideration, and notifying shareholders such additional agenda through the channel of the Stock Exchange of Thailand.

4.2 In case any shareholders express the desire to the Company to nominate a nominee to be selected to be the director of the Company by sending complete information and qualifications, and the letter of consent of the nominee to the Company at least 3 months prior the shareholders' meeting. The Company has a policy to consider a nominee as proposed to the office of director to replace the director retired by rotation in each year and propose to the shareholders' meeting for consideration and resolution.

4.3 The Company has arranged all shareholders to receive information of the Company accurately, adequately, timely and equitably in respect of the meeting date, meeting agenda items and details of each agenda to support their decision making in the shareholders' meeting. Therefore, the Company shall send the letter invitation to every meeting earlier than the time required by the law, and published supporting information for the meeting agenda items in advance in the Company's website before distributing the documents to allow shareholders having adequate time to consider such information comprehensively.

4.4 Any shareholders who cannot personally participate in a meeting can authorize a third party to attend and vote therein as proxy. The Company has also nominated an independent director or any other person as proxy. The Type B Proxy Form is attached to the invitation letter, whereby shareholders shall direct their vote in each agenda, which is the format prescribed by the Ministry of Commerce, with clear details of supporting documents to the proxy form. The Company has also published Type A, Type B and Type C Proxy Forms (for foreign shareholders appointing custodian in Thailand) on the Company's website for their downloading as well.

4.5 In the shareholders' meeting, the Company has allowed shareholders to make registration prior to the time prescribed for the meeting.

4.6 Chairman of the meeting shall explain the voting procedures and conduct the meeting in accordance with the agenda items stated on the invitation letter of the shareholders' meeting without adding any agenda of which shareholders were not informed in advance. The Chairman of the meeting shall explain details of the agenda items and allow shareholders equitable right to examine the Company's business operation, make inquiries, comments and suggestions before voting and counting votes. All shareholders shall vote equitably.



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4.7 In the shareholders' meeting, the Company requires that the voting rights are in accordance with the number of shares held by respective shareholders and one share would be entitled to one vote. All shareholders could vote equitably and be ensured that all shareholders receive accurate, adequate, timely and equitable information of the Company regarding to the meeting date, meeting agenda items and details of each agenda to support their decision making in the meeting. After explaining details of the agenda items, shareholders shall be given equitable rights to examine the Company's business operation.

4.8 The Company has provided voting forms and adopted a clear practical guideline to prevent conflict of interests. All directors holding shares of the Company are deemed stakeholders. If any director has conflict of interests in any agenda, such director must disclose it to the meeting and shall have no right to vote that agenda. For agenda on election of directors, the Company shall propose that voting be made to elect director individually from the list of nominees considered by the Board of Directors for transparency and verifiability.

4.9 The Company has approaches to prevent the use of internal information of the Company by defining and distributing the manual of ethics and disciplinary actions to employees of the Company.

4.10 The Company has a policy and direction to prevent the directors and the executives to use significant information with effects upon investment. Therefore, the Company shall inform the Stock Exchange of Thailand the resolutions of all Board of Directors' meetings immediately before opening of its next round of trading. The directors and the executives are unable to use the internal information for their personal benefits, and all directors and the executives must report to the Office of the SEC within 3 working days on their possession of securities every time they purchase or sell securities.

4.11 The company has issued a privacy notice for the Annual General Meeting of Shareholders to comply with the Personal Data Protection Act B.E. 2562 (PDPA), which includes the guidelines and practices. These have been attached to the invitation letter for the Annual General Meeting of Shareholders in advance.

Chapter 3: Role of stakeholders

The Company takes into account the stakeholders' roles and place emphasis on the rights of all stakeholders of the Company, including shareholders, customers, employees, business partners, competitors, creditors, society and community. The Company ensures that all stakeholders of the Company are treated fairly and equitably, under good corporate governance policy. The written guidelines are specified in the Code of Business Ethics and disseminated on the Company's website.

1. Policy on treatment of stakeholders

Shareholders The Company operates the business in a transparent, accurate and fair manner in order to develop and sustain its business, taking into account the rights of shareholders and treat all shareholders equally. The Company discloses information to all groups of shareholders, including small



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investors or institutional investors, equally and completely as well as gives shareholders the opportunity to propose comments, suggestions and agenda or nominate a person to be a Director in the shareholders' meeting.

Customers The Company emphasizes on taking care and offer responsibilities for customers which affects the success of the business by improving the quality and features of products as well as services to meet the needs of customers continuously and consistently to maintain good relationships in the long term. The Company has conduct survey on customer satisfaction to observe feedbacks or complaints so as to improve our service and administration. In addition, we have trained our personnel involving with customer service by providing training and education to employees both before and after the actual operation, and continuously develop skills and knowledge of employees as well as not to disclose confidential information of customers in order to offer service with the best quality.

Employees The Company believes that employees are the main factor and a valuable resource for conducting our business. Hence, we treat employees at all levels fairly without discrimination, respect their rights according to international human rights principle and in accordance with the laws and regulations. The Company also place importance on occupational health and safety for lives, properties and working environment of employees. We also promote positive corporate culture and good working atmosphere and teamwork. In addition, the Company also provides equal opportunities for all employees to progress in their career path as well as realize the importance of potential of employees. Therefore, the Company focuses on personnel development and provides continuous training for employees both inside and outside of the organization including set up activities to strengthen relationships in the organization among employees and between employees and the management, and appropriately adjust remunerations and welfare based on Objective and Key Results (OKRs) which indicates performance of individual employees. Furthermore, the Company also provides provident fund for employees and Employee Stock Ownership Plan (ESOP) Scheme for employees of the Company and/or its subsidiaries. and joint investment projects between employers and employees of the Company and its subsidiaries (Employee Joint Investment Program: EJIP)

Business partners The Company takes into account the importance of its business partners as a key player in providing business assistance, fair business partner selection process, conduct contract negotiation with business partners in order to obtain fair benefits of both parties. We adhere to fair practices and competition for all partners.

Moreover, the Company also emphasizes on transparency and honesty when conducting business, fair business partner selection process and conduct contract negotiation with business partners in order to obtain fair benefits of both parties. The Company will treat its business partners in accordance with the agreements and business ethics of the group company.

Competitors The Company has stipulated a policy on treating competitors in accordance with the law, compete with honestly without damaging the reputation of competitors by making false or untruthful



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allegations, do not seeking confidential information by dishonest and unethical means. We promote fair competition by competing with the quality of reliable products and services, maintain good relationships with competitors treating them as fellow companies in the same industry. Presently, the Company has no disputes relating to commercial business.

Creditors The Company has a policy to focus on building credibility for our creditors by adhering to honesty and strictly compliance with the terms and agreements made with the creditors. The Company has been accurately, punctually and completely making payment for the loan and interest. In addition, the Company has not used the loan in violation of the objective as well as not disclose the information or facts that may cause damage to its creditors.

Society and environment The Company is committed to conduct business with sustainable growth and include this into its policy to develop society, community, environment and quality of life. In addition, the Company also reckons the importance of social responsibilities. Therefore, the Company has launched "Baan Ruam Tang Fan", a project which the Company donates profits from building accommodations to specified hospital on annual basis. The donation would be used to supply and develop medical equipment, examination room and facilities in the hospitals. The donation would be managed with transparency so that all the profits would go to charity with transparency and traceably.

Moreover, regarding the development of our products, the Company has focused on natural and environmental conservation by using energy-saving materials.

We also consider social, community and environmental responsibilities which are included as part of the Sustainable Development Plan.

The guidelines for stakeholders above. The company has made concrete which has been specified as Written in the company's ethics manual.

2. Privacy Policy

The Company respects the privacy rights of customers, shareholders, employees and other persons related to the Company and to ensure that such persons will receive full protection of their rights under the protection laws. Personal data company therefore has a policy to protect personal data (Privacy Policy). for the company mechanism Regulatory measures and management personal information clearly and appropriately and published on the company's website, including organizing the security system of internal software to comply with the Personal Data Protection Act (PDPA).

3. Employee Remuneration Policy

The Company has set up an employee remuneration policy, which is consistent with the Company's performance in both short and long term, in the form of bonus and annual salary adjustment to motivate employees to achieve their targeted goals. BSC (Balance Scorecard) and Objective and Key Results (OKRs) are adopted as tools to manage performance evaluation and consideration of welfare.



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4. Business Ethics Policy

Respect and non-violation of human rights The Company has policies and guidelines not to violate human rights which Directors, executives and employees are required to comply with, pay attention to respect for human rights, taking into account the equality and imparity without discrimination on race, religion, gender, marital status, physical conditions, education, status or any other status which are not directly related to the performance of the work, including respect for the individuality and dignity of humanity.

The Company recognizes that respect for and non-violation of human rights is one of the elements in enhancing the sustainable growth. Hence, we have determined policies and guidelines on respect and non-violation of human rights in Employee Code of Conduct handbook and disseminate the guidelines to all employees to acknowledge and comply with as well as include such guidelines in HR-Online and the Company's website.

5. Anti-corruption and Anti-bribery

The Company participated in the Declaration of Intent in the Private Sector Collective Action Coalition Against Corruption project on April 20, 2015, which was attended by a large number of leading Thai private enterprises. In order to demonstrate the common intention to operate in accordance with the framework and procedures in accordance with international principles by the Company. There has been a policy on all forms of anti-corruption. Including the prohibition of bribery for business benefits in writing, which is shown in the Company's Anti-Corruption Handbook.

Due to the fact that the company has signed a declaration of intent for the Thai Private Sector Collective Action Coalition Against Corruption. The Company has conducted a self-assessment on anti-corruption measures According to the risk assessment form related to corruption, 71 items, by stipulating that the management is responsible for the implementation of policies and measures as specified in the assessment form. to be presented to the Chairman of the Board of Directors for consideration again before submitting to the Board for approval and enforcement in the future Then the company will proceed to apply for certification with the secretary of the Thai Private Sector Collective Action Coalition Against Corruption Project Committee to consider joining the Thai Private Sector Collective Action Coalition Against Corruption. The Company has joined the Declaration of Intent in the Thai Private Sector Collective Action Coalition Against Corruption as follows:

- The Declaration of Intent in the Thai Private Sector Collective Action Coalition Against Corruption on April 27, 2015. The company must apply for certification from the CAC board within 18 months from the date of the declaration of intent.
- The company received certification as a member for the first time on November 10, 2017 and must renew the certificate (Recertification) every 3 years.



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- The company received renewal certification as a member for the 1st time on December 31,2020 and must renew the certificate (Recertification) every 3 years.

- The company received renewal certification as a member for the 2nd time on December 31,2023 and must renew the certificate (Recertification) every 3 years.

By guidelines under the Anti-Corruption Policy (More details can be found from the “Anti-Corruption Policy” via the Company's website www.sena.co.th under the topic Anti-Corruption Policy.)

6. Risk and Corruption Risk Assessments

The Company has set in place processes to continuously assess various forms of business risks producing both external and internal impacts, as well as corruption risks. These processes are submitted to the Risk Management Committee for summarization of issues, feasibilities, impacts and responses of the Management on various risks, including risk control measures and joint creation of audit plans together with the internal audit agency in order to provide medium-term audit plans.

Accordingly, the Risk Management Committee reports to the Board of Directors to provide information about risk assessment and management reports and reports to the Audit Committee for consideration of approval of audit plans.

The Company is committed to combating corruption in all forms. Directors, executives, and employees of the Company are strictly prohibited from engaging in any acts that constitute the acceptance of or support for corruption, whether directly or indirectly, in accordance with generally accepted practices under the Company's anti-corruption policy.

7. Non- infringement of Intellectual Property Rights and Licenses

The Company has in place policy to not infringe intellectual property rights and licenses. It is an important policy that all directors, executives and employees are required to follow. In order to comply with the Computer Crime Act, B.E. 2550 (A.D. 2007) and the Notification of the Ministry of Digital Economy and Society on Criteria for Storage of Computer Traffic Information by Service Providers, B.E. 2550 (A.D. 2007).

The Company also has practices regarding non-infringement of intellectual property or copyright of others as follows:

1. Personnel of the Company is obligated to protect and maintain any intellectual property owned by the Company; and do not distribute such intellectual property or let other people use without permission.

2. Bringing works or information to work must not infringe on the intellectual property of others.

3. Promote the company's personnel recognize the importance of respecting intellectual property rights related to work and daily life.



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8. Channels for Complaints/Informants

The Company provides channels for submitting information and filing complaints for all stakeholders in every group for cases involving suspicion of violation of business ethics, illegal activities, conduct indicative of corruption and unfair treatment. Furthermore, the Company's secretary has been designated as the person in charge for accepting complaints. There is an option to notify directly to the audit committee. address below.

1. Channels for Submitting Complaints and Recommendations

- Email the Audit Committee at Auditcom@sena.co.th
- Send a postal mail to the Company Secretary at
Sena Development Public Company Limited,
448 Thanyalakpark Building, Ratchadapisek Road,
Samsen Nok, Huay Khwang, Bangkok 10310
- Drop Box
- Call Center 1775
- www.sena.co.th
- QR code

In the event that the third-party complainant chooses to remain anonymous, provide sufficient details of facts or evidence that suggests that there are reasonable grounds to believe that there is an act in violation of the law, rules and regulations. Company regulations or ethics in the business of the company occurs.

Employees can make complaints or make suggestions to the Board of Directors. And executives directly via E-mail in the company's system. Or a drop box to communicate directly with top executives.

Any complaints will be treated as confidential. and complainants can file complaints through more than one channel and do not need to reveal the identity of the complainant but if revealing himself, the company will be able to notify the result of the operation or additional details in the complaint.

2. Complaints Handling Procedure

- 2.1 Upon the receipt of the clue or complaint, the Company's secretary shall collect data and forward it to the Audit Committee monthly or immediately in case of urgent by adding this matter to the agenda of the meeting if the meeting is called in that month. If not, the meeting of the Audit Committee shall be called separately.
- 2.2 The Audit Committee shall be responsible for considering, examining and investigating the reported issues. The Audit Committee shall then establish measures and/or pass a resolution to take appropriate action to resolve the issue.



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- Audit Committee may consider expanding the scope of the audit Investigate further if the information is insufficient or present to the committee. In the case of issues concerning senior management.

- An investigation into the facts found that Information and evidence are reliable that the accused committed fraud. The company will inform the accused of the allegation. and give them the right to prove themselves.

- If the accused has committed Corruption is considered a violation of Anti-Corruption and business ethics of the company must be subject to disciplinary action according to the regulations set by the Company And if the action is illegal, the offender may be subject to legal penalties. Disciplinary action according to the Company's regulations, the Audit Committee's decision is final.

2.3 After that, the Audit Committee shall inform the Company's secretary and the Board of Directors accordingly to take action as per the Audit Committee's resolution. The result of the clue/complaint shall be reported to the Audit Committee, the reporter/ complainer. Moreover, the Audit Committee's performance shall be reported to the Board of Directors.

2.4 False Complaint. An employee who makes any reports, complaints, statements or information with bad faith shall be punished by disciplinary action. In terms of a third party, a person shall be prosecuted, if such action causes damage to the Company.

9. Protection Measures

- The Company will maintain the confidentiality of the information and identity of informants, submitters of complaints and the people subjected to complaints.

- The Company will disclose information only as necessary with consideration given to the safety and risks of informants, potential damage to sources of information and related people and will consider damage relief measures using fair and appropriate processes.

- Complainants and people who cooperate in investigations into facts can request for the Company to set protection measures as appropriate. Otherwise, the Company might set its own protective measures with no need to be requested to do so by submitters of complaints and people who cooperated in investigations if their issues are deemed to have the potential for damage or danger to occur.

- The Company will not take any actions that are deemed unfair to informants and complainants, whether in the form of changes in work positions or work characteristics, work suspension, threats, work disruptions, termination of employment or other unfair actions against informants and complainants and people who cooperate in investigations into facts. Furthermore, the Company does not have a policy to demote or cause negative effects on employees who report events or clues of corruption, even if the aforementioned occurrences cost the Company's business opportunities.



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(For further details, please refer to the “Anti-Corruption Policy” available on the Company’s website at www.sena.co.th under the Anti-Corruption Policy section.)

Chapter 4: Information disclosure and transparency

1. Financial and non-financial report of the Board of Directors

The Board of Directors is responsible to completely, adequately, reliably and timely disclose both financial and non-financial information to the shareholders and stakeholders of the Company as well as prepare and update information on the Company’s website to be consistent and in timely manner. The Company’s information must be carefully, precisely, accurately and transparently prepared.

In this regard, the Company has never been instructed to amend its financial statements from the Stock Exchange of Thailand and the Office of the SEC. In addition, the Company’s financial statements have been unconditionally certified by the auditors. We have appointed certified public accountants by approval of the Annual General Meeting of Shareholders on annual basis. The auditors have qualifications according to the criteria stipulated by the Stock Exchange of Thailand and do not have relationship and/or any involvement with the Company/ subsidiaries/executives/major shareholders or related persons.

2. Investor Relations

The Company emphasizes on Investor Relations section. The purposes are to create and maintain continuous, consistent and timely communication with shareholders and stakeholders who invest in the Company through various channels such as MD&A, participation in Set Opportunity Day and analyst meetings.

We also uses website as another channel to communicate with investors. The website is an important source of information and is designed using the principles of good corporate governance to publish information including Form 56-1 One Report, financial statements, MD&A, invitation letter to a meeting, minutes of meetings, sustainability Report, news which are reported to the Stock Exchange of Thailand. Regarding this, shareholders and interested investors are welcome to submit their questions and inquiries to Investor Relations Department.

Telephone	: +66 (02) 2541-4642 ext.10407
E-mail	: ir@sena.co.th
Website	: www.sena.co.th

3. Policy on Disclosure of Significant Information to the Public

The Company has policy to disclose significant information to the public. This includes the Company’s performance, organizational structure, business structure, roster and background in addition to shared information on the Board of Directors and executives, corporate governance policy, ethics



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manual, the Company's regulations, shareholder meeting report, Form 5 6 - 1 One Report and sustainability report with the reporting guidelines by the Global Reporting Initiative (GRI), along with the anti-corruption policy, in order to provide investors and all parties involved, whether they are shareholders or people who have interest in eventually becoming shareholders, with information to accompany their investment decisions by the information channels and media of the Stock Exchange of Thailand and the Company's website.

Chapter 5: Responsibilities of the Board of Directors

The duties and responsibilities of the Board of Directors shall include establishment of policy, vision, mission, values, strategies, direction and operational goals of the Company, supervision and evaluation of management through sub-committees. The purpose is to increase value for shareholders. In order to realize this objective, The Board of Directors must ensure that they have carried out their duties and responsibilities in compliance with the laws and Company's rules and regulations as well as taking into consideration the conflict of interests, business ethics and codes of conducts. The committee has adopted the principles of conduct of the committee in accordance with the principles of good corporate governance. Follow the 8 guidelines to adapt to benefit creating sustainable value for the business as follows.

Principle 1 Establish Clear Leadership Role and Responsibilities of the Board

The board should demonstrate a thorough understanding of its leadership role, assume its responsibilities in overseeing the company, and strengthen good governance, including supervising the business to lead to creating sustainable value for the business.

Principle 2 Define Objectives that Promote Sustainable Value Creation

The board should define objectives that promote sustainable value creation and governance outcomes as a framework for the operation of the company.

Principle 3 Strengthen Board Effectiveness

The board should be responsible for determining and reviewing the board structure, in terms of size, composition, and the proportion of independent directors so as to ensure its leadership role in achieving the company's objectives. Including the board should ensure that the policy and procedures for the selection and nomination of directors are clear and transparent resulting in the desired composition of the board.

Principle 4 Ensure Effective CEO and People Management

The board should oversee the management and development of personnel to have appropriate knowledge, skills, experience, and motivation. and establish a succession plan in order to prepare for succession. Chief Executive Officer and Managing Director Including supervising the determination of the compensation structure and the evaluation of the business's performance.



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Principle 5 Nurture Innovation and Responsible Business

The board should priorities and promote innovation that creates value for the company and its shareholders together with benefits for its customers, other stakeholders, society, and the environment, in support of sustainable growth of the company, and ensure that management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the company to meet its objectives.

Principle 6 Strengthen Effective Risk Management and Internal Control

The board should ensure that the company has effective and appropriate risk management and internal control systems that are aligned with the company's objectives, goals and strategies, and comply with applicable law and standards.

In addition, the board will manage and monitor conflicts of interest that might occur between the company, management, directors, and shareholders. The board should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.

Principle 7 Ensure Disclosure and Financial Integrity

The board must ensure the integrity of the company's financial reporting system and that timely and accurate disclosure of all material information regarding the company is made consistent with applicable requirements.

In addition, the committee is responsible for monitoring the adequacy of financial liquidity, and ability to repay debts and provide a mechanism to resolve financial problems in the event that the business encounters financial problems or is likely to encounter problems.

Principle 8 Ensure Engagement and Communication with Shareholders

Board of Directors Giving importance to the shareholders of the Company, the Company ensures that shareholders are treated equally and shareholders can fully exercise their basic rights as shareholders, such as (1) the right to buy, sell or transfer shares (2) the right to share in the company's profits. (3) The right to receive sufficient relevant information through the company's website. or the website of the Stock Exchange of Thailand or by any other means (4) The right to attend meetings to exercise voting rights at shareholder meetings independently. To appoint or remove directors Consideration of directors' remuneration Appointment of auditors Dividend Payment Increasing capital and issuing new shares Including the right to ask questions to the Board of Directors regarding the Board of Directors' reports. and any other matters presented to the meeting for consideration and approval. The right to propose agenda items in advance and to nominate individuals to be elected as company directors. and participation in decision making on important matters of the Company.



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The Board of Directors, as the representative of the shareholders, is responsible for managing and supervising listed companies to ensure that the operations of listed companies are accurate, transparent, accountable, and in the best interests of the Company and shareholders. Therefore, to be consistent with the above duties and obligations, the Board of Directors follows guidelines or practices for protecting and monitoring listed companies. The Company takes into account its important roles and duties in the following matters:

(1) The composition and structure of the Board of Directors to prevent and deter inappropriate behavior of listed companies

(2) Roles and duties of the Board of Directors to help prevent and avoid inappropriate behavior of listed companies.

(2.1) Performing duties responsibly, cautiously, and honestly.

(2.2) Ensuring that listed companies have an efficient, adequate, and appropriate internal control system.

(2.3) Overseeing and monitoring the acquisition or disposal of material transaction ("MT") and related parties transactions ("RPT"), including fundraising transactions of listed companies.

(2.4) Communication to shareholders.

(2.5) Encouraging listed companies to comply with the Principles of Good Corporate Governance for Listed Companies 2017 ("CG Code") and participate in various assessments of relevant agencies.

(3) To support and promote the performance of duties of personnel and departments within listed companies.

To ensure good corporate governance, the Board of Directors shall select concerned persons in the corporate governance system of listed companies by considering knowledge, competence, and experience, including personnel within the listed company, such as directors, sub-committees, Chief Financial Officer, secretary, and investor relations departments, etc., and external agencies, such as auditors, financial advisors, etc. In addition, the aforementioned groups of persons or agencies must be promoted, supported, and facilitated.

There are various practices as follows:

1. Components of the Board of Directors and Sub-committees

The Board of Directors must be composed of at least 5 directors with independent directors forming at least 1/3 of all directors, but not fewer than 3 directors. Furthermore, the Board of Directors has



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formed several sub-committees to manage and carry out many of the Company's activities in line with good corporate governance. In addition to the Board of Directors these are the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, the Risk Management Committee and the Board of Executives. Accordingly, the Audit Committee is required to be entirely composed of independent directors and of at least 3 directors with at least 1 audit director possessing sufficient knowledge and experience to perform audits on the reliability of financial statements. Furthermore, the Nomination and Remuneration Committee is required to be composed of at least 3 directors and to be independent directors forming a majority. In addition, the Corporate Governance Committee is required to be composed of at least 3 directors, while the Risk Management Committee is required to be composed of at least 3 directors. Lastly, the Board of Executives must be composed of no more than 3 executive directors.

Director's tenure which can hold the position for a term of 3 years at the expiration of the term The Board of Directors will consider the qualified candidates to replace them. will be considered from those who have knowledge competence and experience suitable for the company Directors who retire by rotation may be re-elected to be the Company's directors for another term.

Board of Directors do not have a history of violating regulations of the Securities and Exchange Commission / Stock Exchange of Thailand.

The management structure of the Company is composed of 6 committees in total, namely, the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainability Committee, the Risk Management Committee and the Executive Committee. Each committee has the Scope of power, duties and responsibilities as follow:

Scope of power, duties and responsibilities of the Board of Directors

1. Perform duties to ensure compliance with laws, objectives, Articles of Association as well as resolutions of shareholder meetings, except for matters requiring approval from shareholder meeting, and enter into connected transactions and trading of significant assets pursuant to regulations of the Stock Exchange or as prescribed by other agencies, etc.
2. Consider and approve major policies on business operation, such as corporate governance policy, risk management policy, and anti-corruption policy, and appoint subcommittee to monitor such policies.
3. Consider approving business policies, targets, operation plans, business strategies and annual budgets.
4. Consider approving appointment of qualified persons without prohibited characteristics prescribed in the Public Limited Company Act B.E. 2535 (A.D. 1992) and law governing securities and



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security exchange including notifications, rules and/or regulations related to directorship in case the director office is vacated for reason other than vacating office at the end of its term.

5. Consider electing executive directors from directors of the Company and determine scope of their power, duties and responsibilities.
6. Consider appointing independent directors and audit directors taking into consideration their qualifications and prohibited characteristics pursuant to law governing securities and security exchange including relevant notifications, rules and/or regulations of the Stock Exchange, or propose to shareholder meeting to consider electing as independent directors and audit directors of the Company.
7. Consider determining and amending the list of directors authorized to bind the Company.
8. Appoint any other person to operate the Company's business under supervision of the Board of Directors, or may authorize such person to have such power and/or within such time as the Board deems appropriate, and the Board may cancel, revoke, change or amend such authorization.
9. Consider approving transactions of acquisition or disposal of assets, except if such transactions require approval from the shareholder meeting. Such approval will be in accordance with notifications, rules and/or regulations related to the Stock Exchange.
10. Consider approving connected transactions, except if such transactions require approval from the shareholder meeting. Such approval will be in accordance with notifications, rules and/or regulations related to the Stock Exchange.
11. Ensure the presence of an appropriate and adequate internal control system and monitor the effectiveness of internal control in line with accepted standards such as that of the Committee of Sponsoring Organization (COSO) and by disclosing the sufficiency of the internal control system and audit reports in annual reports.
12. Specify information technology management policies and measures to maintain the security of information technology systems in line with accepted standards within the industry and conduct reviews and make improvements to ensure consistency and appropriateness in regards to information technology risks.
13. Supervise and ensure the preparation and disclosure of correct, complete and timely financial information that reflect business performance and financial position and which comply with accounting standards set by laws governing accounting, including the disclosure of various other important information of the organization correctly and fully in line with relevant regulations and practice guidelines.
14. To consider and approve the interim dividend payment to shareholders, when it is deemed that the company has sufficient profit to do so, and to report the dividend payment to the shareholders at the next shareholders' meeting. The delegation of authority and responsibility to the board of



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directors will not constitute a power of attorney or sub-delegation that would allow the board of directors or any person authorized by the board to approve matters in which they or any individuals with potential conflicts of interest are involved or stand to benefit (as defined in the SEC's announcement), for both the company and its subsidiaries.

15. Promote the appropriate development and implementation of innovations and technologies in order to ensure effective business operation and resource utilization for the mutual benefit of the Company, trade partners, stakeholders and society.
16. Promote the Company to maintain financial security in order to ensure continuous business operation.
17. New directors receive introductions on the organization's overview, the Company's operations, strategic plans, regular work plans, laws, regulations and ethics related to directors. High-ranking executives and the Company's secretary present the aforementioned information before any meeting in which there is a new director.
18. Promote directors and high-ranking executives to receive training and development in various forms such as seminar training, lectures and off-site work studies in order to increase knowledge and provide new and modern experience in line with changing circumstances for the benefit of work operations.
19. Ensure the presence of management and personnel development in the Company in order to continuously improve work knowledge and abilities.
20. Review the charter of the Board of Directors and Subcommittee at least once a year.
21. Prepare a report on the performance of the Board of Directors following the regulations of the SET and disclose in Form 56-1 One Report and the Company's annual report.
22. Encourage adherence to privacy guidelines. and encourage the company comply with the law.
 - 1) Personal information
Respect the privacy rights of customers, shareholders, employees and other persons related to the Company. Any actions related to personal data Both collections, use and disclosure, the Company will ensure that the owner of personal data receives complete rights protection. Comply with the law and the company's privacy protection policy.
 - 2) Recording, Reporting and Data Retention
Realize the importance of data management within the organization. by recording or reporting information must comply with the criteria set by the Company prescribed and correct and complete according to the law storage part Data must be processed in a secured state. and can be used as a reference or for the benefit of the Company available when needed.
23. Supervise the company to comply with the laws related to business such as the Public Limited Companies Act B.E. 2535, the law on securities and stock exchange. Requirements of the



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Stock Exchange of Thailand and the regulations of the Capital Market Supervisory Board, Principles of Good Corporate Governance for Listed Companies 2017, Guidelines from the Securities and Exchange Commission (SEC) on good practices of the Board of Directors to prevent and deter inappropriate behavior of listed companies, etc.

Scope of Authority and Responsibilities for the Chairman of the Board

The Chairman of the Board plays a leading role in the Board. The duties of the Chairman are as follows:

1. The chairman of the board is the person who summons board of directors' meetings. In summoning a board of directors meeting, the chairman or a person assigned by the chairman will send meeting invitation letters to directors to schedule the board of directors meeting. Such notifications will be delivered to all directors at least seven days before each meeting date, unless the meeting is urgent. In addition, each notification must contain the meeting place, date, time and agendas for discussion.

The chairman of the board will chair meetings of the board of directors. Whenever it is necessary to cast a deciding vote at a meeting in which votes are evenly divided, the chairman can cast one additional vote to decide the matter under deliberation.

Moreover, the chairman will chair the Company's shareholder meetings and ensure that meetings follow the Company's regulations and set agendas and will cast a deciding vote in cases where the votes cast at the meeting of shareholders are evenly divided.

2. The chairman of the board is responsible for specifying the agendas of board of directors' meetings through joint discussion with the chief executive officer to ensure that all key matters are included in meeting agendas.
3. Conduct board of directors' meetings in line with relevant agendas, laws and good governance principles while also allocating sufficient time and encouraging every director to participate in discussion by expressing their opinions, exercising their judgement thoroughly and expressing comments freely about the contents of each meeting agenda to ensure conciseness and meticulousness.
4. Facilitate good relations between the board of directors and management.
5. Perform all other duties stipulated by laws to belong to the chairman of the board.

Scope of power, duties and responsibilities of the Audit Committee

1. Review the financial reports of the Company to ensure the correctness, according to financial reporting standards, reliable and with adequate disclosure of information.
2. Review for the Company and the company group There is an internal control system (Internal Control) and an internal audit system (Internal Audit) that is sufficient, appropriate and effective.



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by reviewing together with the auditor and consider the independence of the internal audit department as well as to approve the appointment, transfer, termination of the head of the internal audit unit or any other department responsible for internal auditing.

3. Review compliance with securities and exchange laws. Regulations of the Stock Exchange of Thailand and laws related to the business of the Company Group.
4. Consider, select and nominate an independent person to be the Company's auditor. and propose the compensation of such person including attending a meeting with the auditor without the presence of the management at least once a year.
5. Conducting an audit of matters notified by the Company's auditors in the event that the auditor finds any suspicious behavior indicating that the director, manager or person responsible for the Company's operations has committed an offense as defined under the Securities and Exchange Act B.E. 2535 (Securities and Exchange Act). and reports the results of the preliminary audit to the Securities and Exchange Commission (SEC) and the auditor within 30 days from the receipt of notice from the auditor.
6. Considering and giving opinions on the acquisition or disposal of assets of material transaction (MT) and related parties transaction (RPT) of listed companies to comply with the laws and regulations of the Stock Exchange of Thailand to ensure that such transactions are reasonable and in the best interests of the Company.
7. Considering details related to the use of funds, including establishing mechanisms to supervise and monitor the use of funds correctly and appropriately in accordance with the disclosed objectives.
8. Check information on securities holdings of directors In case of doubts about violations of the SET's regulations Regarding Practices Regarding Acquisition or Disposal of Securities by Directors and Employees or if there is a complaint from a third party or in other cases when there is a reasonable cause.
9. Check and review as appropriate. Report on Anti-Corruption Measures. The Board of Directors has entrusted them with the oversight of the Audit Committee. According to the company's anti-corruption policies.
10. Prepare the audit committee activity reports by disclosing on Form 56-1 One Report. The report shall be signed by the Chairman of the Audit Committee and should contain at least the following information:
 - A. Comments on the accuracy, completeness and reliability of the financial report of the Company.
 - B. Comments on the sufficiency of the internal control system of the Company.



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- C. Comments on the compliance with the laws governing securities and security exchange and the Stock Exchange's regulations and any laws applicable to the business of the Company.
 - D. Comments on the appropriateness of the auditor of the Company.
 - E. Comments on the transactions that may lead to conflicts of interests;
 - F. The number of the Audit Committee meetings, and the attendance of such meetings by each committee member.
 - G. Opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter.
 - H. Report on other matters that shareholders and investors should be concerned within a scope of duties and responsibilities appointed by the Board of Directors.
11. Approve the annual audit plan and review the performance of the internal audit department to ensure that it meets international standards for the practice of internal auditing professions.
12. Review the performance of the internal audit department to ensure that it meets international standards for professional practice of internal auditing. and consider the effectiveness of the internal audit department Evaluate the audit work according to the approved work plan, as well as follow up on the progress of the implementation of the audit report. and the use of resources per audited task.
13. Review the charter of the Audit Committee. At least once a year.
14. Report on performance of the Audit Committee Let the Board of Directors know.
15. Perform any other tasks assigned by the Board of Directors. Assigned with the approval of the Audit Committee.

Scope of power, duties and responsibilities of the Nomination and Remuneration Committee

- 1. Responsibilities of the Nomination
 - 1.1 Select a nominee appropriately to be nominated as the new director, or recruit the senior executives and the authorities to manage the Company. The Nomination and Remuneration Committee defines policy, criteria, and procedures on nomination transparently to propose to the Board of Directors' meeting and/or the General Shareholders Meeting for approval.
 - 1.2 Establish and review policies Criteria for nomination of the Board of Directors subcommittee and senior management by adhering to the principles of good corporate governance is clear, transparent for the Board of Directors to consider and presented to the shareholders' meeting.



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- 1.3 Consider recruiting, selecting and nominating suitable persons to serve as directors who have completed their terms and/or vacancies and/or additional appointments. for the Board of Directors to approve and present to the shareholders' meeting.
 - 1.4 Consider the succession plan for the position of Chief Executive Officer. and managing director and review the plan annually. for the Board of Directors to consider and acknowledge.
 - 1.5 Provide orientation for new directors and ensure continuous development and updating of knowledge in directors.
 - 1.6 Supporting the company Opportunity for minority shareholders to propose a list of candidates for being a director of the company.
2. Responsibilities of the Remuneration
- 2.1 Consider the guidelines on the remunerations including other benefits of the directors, the senior executives, and the authorities on managing the Company as fairly and reasonably in order to present to the Board of Directors' meeting consideration.
 - 2.2 Establish policies and rules on determining remuneration of the Board of Directors, Subcommittee and Managing Director to present to the Board of Directors and/or the General Shareholders Meeting for approval, as the case may be.
 - 2.3 Propose the policy and criteria for determining remuneration. and other remuneration for the Company's directors. and members of sub-committees to present to the Board of Directors for acknowledgment.
 - 2.4 Consider suitability and to approve the determination of necessary and appropriate remuneration, both in monetary and non-monetary forms. To motivate and maintain the Board of Directors subcommittee and senior management to present to the Board of Directors for consideration.
 - 2.5 Set criteria and methods for evaluating the performance of the Board of Directors. subcommittee and senior management to present to the Board of Directors for acknowledgment.
3. Review the charter of the Nomination and Remuneration Committee at least once a year.
 4. Report the performance of the Nomination and Remuneration Committee to the Board of Directors and prepare a report following the regulations of the SET by disclosing in Form 56-1 One Report and the Company.
 5. Perform other duties assigned by the Board of Directors.



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Scope of power, duties and responsibilities of the Risk Management Committee

1. Acknowledge and suggest to the policies, strategies and directions on the risk management of the organization. and determine and review the risk management framework. Risk management policy and process Including suggesting guidelines for managing various risks related to the company's business operations. appropriately and efficiently consistent with the strategic direction of operations.
2. Set up a risk assessment process by identifying and acknowledging the key risks of the business, including the risk of corruption. Possibilities and impacts, including the management's response to such risks appropriately.
3. Manage risks appropriately by providing control measures in any forms and prepare control and inspection plans based on risk issues so that executives and the Audit Committee will acknowledge, approve enforce as appropriate. As well as ensuring that the management policy is reviewed annually.
4. Provide risk assessment report together with overall risk management processes of the company.
5. Report the result of risk management of the company to the Company's boards of Directors in case that there are any factors or situation which might affect to the company or corruptions must be reported to the Board of Directors immediately.
6. Review the charter of the Risk Management Committee at least once a year.
7. Report the performance of the Risk Management Committee to the Board of Directors and prepare a report following the regulations of the SET by disclosing in Form 56-1 One Report and the Company.
8. Perform other duties as assigned by the Board of Directors.

Scope of power, duties and responsibilities of the Corporate Governance and Sustainability

Committee

1. Consider, establish, review, and revise policies, manuals and practices on good corporate governance, code of conduct and employee ethics in alignment with international practices, presented to the Board of Directors for approval, including supervising compliance with such policies, manuals and practices on good corporate governance, code of conduct and employee ethics.
2. Consider, establish, review, and revise policies, manuals and practices on Corporate Social Responsibility (CSR) to present them to the Board of Directors for approval, including supervising compliance with such CSR policies.
3. Consider, establish, review, and revise policies and practices on anti-corruption and bribery to present them to the Board of Directors for approval, including supervising compliance with such policies and practices on anti-corruption and bribery.



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4. Report the performance of duties of the Corporate Governance and Sustainability Committee to the Board of Directors and prepare a report to disclose in Form 56-1 One Report and the Company's annual report.
5. Appoint a working group to assist in the operations of the Corporate Governance and Sustainability Committee, as well as appoint independent consultants with knowledge and expertise to provide advice and guidance and assist the operations of the Corporate Governance and Sustainability Committee.
6. Supervising and giving advice on strategies and operations on social responsibility and sustainable development (SD)
7. Determining and reviewing the Company's policies and strategies, and improving the Company's sustainable development goals that are appropriately balanced in various aspects, including Environmental, Social and Governance (ESG), and the Company's sustainability policy, human rights policy, environmental policy, and related practices, as well as in line with good corporate governance guidelines in accordance with national standards and international standards.
8. Providing suggestions and promoting the formulation of principles, policies, strategies, including operations of the Company which shall be in line with the principles of sustainable development of the business and the organization, also encouraging the Board of Directors, executives, and employees to comply with the Company's sustainable development guidelines effectively.
9. Consider and provide recommendations concerning processes in the evaluation of the board of directors' performance and create summaries of performance evaluation results for presentation to the Company's board of directors.
10. Consider and provide recommendations concerning the drafting of the Company's business governance development plans in line with the principles of good governance.
11. Provide consultation, recommendations and proposals concerning business governance to the Company's board of directors.
12. Evaluate the annual performance of the Corporate Governance Committee and Sustainability and report the evaluation results to the Board of Directors.
13. Review the charter of the Corporate Governance and Sustainability Committee at least once a year.
14. Appoint the working groups to assist in any operations of the Compliance Committee and knowledgeable and expertise independent consultants for giving advices and consultation, including assisting operations of the Committee.

Scope of power, duties and responsibilities of the Executive Committee

1. Prepare and present business policies, goals, operational plans business strategy administrative power Including other important policies such as the Anti-Corruption Policy for approval to the Board of Directors.



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2. Determine business plans, managerial power and budgets of the Company for approval by the Board of Directors.
3. Control, support and control the company's business operations. in accordance with business policies, goals action plan business strategies and budgets approved by the Board of Directors to be efficient and conducive to business conditions.
4. Have Financial management authority and investment of the company.
 - 4.1 Have the power to consider approving application for any loan or credit from financial institute as well as payment or expenditure for transaction in the normal course of business of the Company, e.g., expenditure for investment to purchase land or land with structure, investment on construction and expenditure for work execution, within the amount not exceeding 3,000 million baht or its equivalence for each transaction, or as assigned by the Board of Directors.
 - 4.2 Have authority to consider and approve financial management for investing in liquidity such as investing in funds and various debt instruments Within the limit for each item not exceeding 3,000 million baht.
 - 4.3 Have the power to consider and approve the purchase of ordinary shares of other companies Within the specific limit of Sena Development Public Company Limited, not more than 10,000 million baht per year, including the person or group of persons authorized by the Executive Committee is the one who determines the details related to the purchase of ordinary shares in other companies necessary and appropriate in connection with the transaction.
 - 4.4 Has the power to approve the establishment of a subsidiary to certify the development of real estate projects and future business expansion of the company Credit limit not exceeding 100 million baht per time.
 - 4.5 Has the power to approve the sale or dispose of the Company's assets and its subsidiaries Credit limit not exceeding 100 million baht per time.
5. Stablish an effective organizational and management structure It covers the selection, training, hiring and termination of the Company's employees. who is the executive committee or senior management The managing director may be assigned to be authorized to sign the employment contract.
6. Supervise and approve matters related to the Company's business operation and may appoint or assign one or more persons to perform any act on behalf of the Executive Committee as deemed appropriate, and the Executive Committee may cancel, change or amend such authorization.
7. Have the power to consider and approve of suretyship or guarantee of debt or liability and performance bond of any person or juristic person including any personal guarantees related to



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business or operation of the Company.

8. Review the charter of the Executive Board at least once a year.
9. Perform other duties assigned by the Board of Directors. However, in the granting of such power to the Board of Executives, who have a vested interest or any conflict of interest or might have any conflict of interest with the Company and its subsidiaries shall not be entitled to vote on that matter. To approve any transactions which might have such conflict of interest may be carried out in accordance with the Notifications of the Stock Exchange of Thailand, about regulations, rules, procedures and disclosure of connected transactions of listed companies.

Scope of power, duties and responsibilities of Chief Executive Officer

1. Have control Supervise the management of the company. to be in accordance with the policy set by the Board of Directors or set by the executive committee and reports on the company's performance, including reports on other main policies, including anti-corruption policies. to the Board of Directors.
2. Consider the annual budget allocation prepared by the Management for submission to the Executive Committee for consideration and approval, and control the expenditure of the annual budget of each Agency.
3. Consider assessing the Company's business operation regularly to prevent risks from various factors, internal or external.
4. Has the power to issue orders, regulations, notifications, memorandum to ensure that work performance is in accordance with policies of the Board of Directors or the Executive Committee or for the benefit of the Company.
5. Approve the appointment, transfer, assignment of duty, removal, punishment, promotion and termination of employment of all levels of employees under the Company's work regulations.
6. Has the power to consider approving procurements and expenditures on matters relating to the normal course of business of the Company, including land purchasing, approval for procurement of construction materials and other relevant services, and the operation costs, selling and administrative costs and investment costs to be in accordance with budgets approved by the Board of Directors or the Executive Committee.
7. Consider the incurrence of obligations against the rights and properties of the Company with any parties, companies, firms or financial institutes for submission to the Executive Committee for approval.
8. Consider with Managing Director the profit and loss of the Company, interim dividend distribution or annual dividend distribution for submission to the Board of Directors for approval.
9. Take any action to support the Company's business operation as authorized by the Board of Directors subject to the policy of the Board of Directors.



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The granting of the power and duties of Chief Executive Officer referred to above will not include the power enabling Chief Executive Officer to approve any transactions in which he or any parties with possible conflicts of interest or any other conflicts of interest (as prescribed by the Articles of Association and the Office of the SEC) made with the Company or its subsidiaries.

In addition, for the Company's subsidiary stipulated that the Board of Directors of that subsidiary Have the power to consider and approve the purchase and spend money on matters related to the operation of the company which includes the purchase of land Approval for the purchase of construction materials and other related services for the benefit of operating costs Selling and administrative expenses and capital expenditures to be in accordance with the budget approved by the Board of Directors or the Board of Directors of the Company Within the limit for each transaction is not more than 50 million baht. If the aforementioned transaction exceeds 50 million baht, such transaction must be approved by the Company's Executive Committee. and if the amount exceeds 100 million baht, the said transaction must be approved by the Board of Directors of the Company.

Scope of power, duties and responsibilities of Managing Director

1. Have the power to control the Company's management and/or daily executive to in compliance with policies prescribed by the Executive Committee and Board of the director.
2. Execute and operate in accordance with policies, plans and budgets approved by the Chief Executive Officer and the Executive Committee and the Board of Directors and other subcommittees to report to the Chief Executive Officer and the Risk Management Committee.
3. Follow up and evaluate the performance of the company. Regularly To prevent risks from various factors both inside and outside the company.
4. Leaders and behave themselves according to ethical principles. And the Company's business ethics Including promoting, supervising and monitoring management based on sustainability principles social responsibility and follow the policy Various rules Including performance with good governance in doing business and anti-corruption practices.
5. Have the power to carry out transactions Analyze the situation financial management plan and other management plans including the presence as a representative of the company to third parties in related businesses to benefit the company and employees.
6. Consider to propose connected transactions which are normal commercial conditions. To present to the Executive Committee Board of Directors and shareholders.
7. Approve general expenditures in normal operations.
8. Approve the appointment of advisors necessary for the operation of the company.
9. Follow up and inspect control in order to have good operating results as target. And report the overall performance of the company to the Board of Directors quarterly including finding ways to improve and develop the business for better operating results.



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10. Create to business opportunities and new investments Related to the main business of the Company and its subsidiaries to increase income for the company.
11. Follow up to monitor audit and control the performance of subsidiaries. And associates that the Company has invested in to achieve good operating results according to the target and report to the Board of Directors every quarter, including finding ways to improve and develop for better operating results.
12. Perform duties as assigned and was authorized by the Chief Executive Officer Or the Executive Committee Or the Board of Directors.
13. Approve the appointment, transfer, assignment of duties, removal, punishment, promotion and termination of employees at the director level. Under the regulations about the work of the company and proposed the Chief Executive Officer for acknowledgment.
14. Support and Develop knowledge, ability and potential of employee to up potential of the Company.

The granting of the power and duties of Managing Director referred to above will not include the power enabling Managing Director to approve any transactions in which he or any parties with possible conflicts of interest or any other conflicts of interest (as prescribed by the Articles of Association and the Office of the SEC) made with the Company or its subsidiaries.

2. Appointment and Removal of Directors

1) In every annual general meeting, at least 1/3 of all directors in the Board of Directors is required to vacate their positions upon expiration of term. If the total number of directors cannot be divided evenly by 3, then the closest number to 1/3 of directors is to vacate their positions. Additionally, directors who vacate their positions are eligible for reappointment.

2) Shareholder meetings have the right to appoint directors meeting the following criteria and by the following procedures:

- Each shareholder's votes amount to a total one vote per each of the total number of shares they hold.
- In descending order, the people who received the most votes are to be appointed as directors for the total number of directors due to be appointed on each occasion. In cases where directors received an equal number of votes and there are more directors than the total required or due to be elected for the given occasion, the chairman is to cast the deciding vote.

3) In addition to leaving their positions upon expiration of term, directors vacate their positions due to death, resignation, failure to meet the qualifications or possession of the prohibitions stipulated by the Public Limited Companies Act, B.E. 2535 (A.D. 1992), resolution of removal by a shareholder meeting and removal by a court order.



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4) In cases where a director position becomes vacant for other reasons other than expiration of term, the Board of Directors is required to pass a resolution with at least 3/4 of the total remaining directors to appoint a person with the qualifications without the prohibitions stipulated by the Public Limited Companies Act, B.E. 2535 (A.D. 1992) to become a replacement director for the subsequent meeting of the Board of Directors, unless the remaining term of the aforementioned director is less than 2 months.

5) Shareholder meetings can pass resolutions for the removal of any director from position before their term has expired by a majority of votes of at least 3/4 of all shareholders present at the meeting with the right to vote with the total votes amounting to at least one-half of the total shares held by shareholders present at the meeting with the right to vote.

3. Recruitment of New Directors

The Nomination and Remuneration Committee is responsible for recruiting new directors. By recruiting persons to nominate to the Board of Directors to screen and consider appointing, or to propose to the shareholders' meeting for consideration and appointment (depending on the case) The criteria for recruiting new directors will consider the structure of the company's directors. Diversity in the structure of the Board of Directors (Board Diversity) Appropriateness of qualifications and necessary director skills.

Nomination Process

The Nomination and Remuneration Committee will consider the nomination of persons to serve as directors of the Company, from the recommendation of other directors in the Company Nomination of persons to be elected as directors by shareholders of the Company recruitment by outside consultants Nomination from the database of directors of various departments or recruiting through other processes that the Nomination and Remuneration Committee deems appropriate and appropriate.

Qualifications of Directors

1. Properly possess the qualifications without the prohibitions stipulated by the laws governing public limited companies, laws governing the securities and the Stock Exchange, the Company's regulations and related supervisory agencies, along with the Company's good corporate governance. Furthermore, for nomination of people to become a nomination and remuneration director of the Company, the aforementioned people must possess the qualifications defined for independent directors for the Company. Additionally, for audit directors, they are required to possess additional qualifications as prescribed by the law.

2. Possess qualifications with a broad range of knowledge, skills, abilities, experience and expertise that benefit the Company.

3. Independently perform the duties of director with caution, integrity, good physical and mental health and with complete dedication to working for the Company.

4. Maintain a good work background without engagement in businesses or as a partner in ordinary partnerships or partnerships without limited liabilities in limited partnerships or being a director in other private companies or public companies engaged in the same business in competition with the Company. Unless



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notified to the shareholders' meeting prior to the appointment resolution. as well as complying with relevant laws.

Duties and Responsibilities of Independent Directors

Sena Development Public Company Limited has defined the definition independent directors are stricter than the minimum requirements of the Securities and Exchange Commission. and the Stock Exchange of Thailand According to the announcement of the Capital Market Supervisory Board The details are as follows.

Independent Director means a person who is fully qualified and independent as specified by the Board of Directors in the Company's good corporate governance policy. and in line with the rules of the Capital Market Supervisory Board, namely.

1. Holding shares not exceeding 1 percent of the total number of shares with voting rights of the Company, parent company, subsidiary, associated company or juristic person that may have conflicts, including shares held by related persons of independent directors.

2. Not being or having been an executive director, employee, staff, advisor who receives regular salary or controlling person of the company, parent company, subsidiary company, associated company, same-level subsidiary company or juristic persons that may have conflicts Unless he or she has retired from such a position for not less than 2 years before being appointed.

3. Not being a person related by blood or by legal registration in a manner that is Parents, spouses, siblings and children, including spouses of children of executive's major shareholder controller or a person who will be nominated as an executive or a controlling person of the Company or its subsidiaries.

4. Does not have or used to have a business relationship such as conducting normal commercial transactions to operate a rental business or rent real estate Transactions relating to assets or services or giving or receiving financial assistance. Including other actions similar to the Company, its parent company, subsidiaries, affiliates or juristic persons that may have conflicts of interest in a way that may obstruct their independent judgment. including never being a major shareholder Non-Independent Director or executives of persons having a business relationship with the Company, parent company, subsidiary, associated company or juristic person that may have conflicts Unless he or she has retired from the position for not less than 2 years before being appointed.

5. No history as an auditor of the Company, parent company, subsidiaries, joint venture companies or juristic persons with potential conflict of interest and has never been a major shareholder, non-independent director, executive or managing partner of an audit office to which an auditor of the Company, parent company, subsidiaries, joint venture companies or juristic persons might belong, unless already removed from the aforementioned characteristics by at least two years prior to the date of appointment.

6. No previous or current service as a professional service provider, including legal and financial consultation, with service fees exceeding 2 million baht per year of the Company, parent company, subsidiaries,



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joint venture companies or juristic persons with potential conflict of interest, and, if the service provider is a juristic person, also include major shareholders, non-independent directors, executives and partnerships and managers of the professional service provider, unless already removed from the aforementioned characteristics for at least two years prior to the date of appointment.

7. No appointment as a director to represent a director of the Company, major shareholder or a shareholder connected to the major shareholder of the Company.

8. Not a director assigned by the Board of Directors to make decisions in the activities of the Company, parent company, subsidiaries, joint venture companies, subsidiaries on the same tier or juristic persons with potential conflict of interest.

9. In cases where an independent director holds a position as an independent director in a parent company, subsidiary or subsidiary on the same tier, the Company is required to disclose information about the aforementioned position along with the remunerations of the independent director in the Form 56-1 One Report.

10. A resolution was passed setting continuous tenures of independent directors to unconditionally not exceed 9 years, beginning on January 1, 2019 onward

11. No other characteristics that prohibit independent expression of opinions on the Company's activities.

4. Meetings of the Board of Directors and sub-committees

The company's board of directors has a schedule for meetings in advance every year, with at least six meetings per year. Additional special meetings may be held as necessary and appropriate. A schedule of meetings for the entire year is provided and notified to each board member. In addition, the meeting documents were sent to the directors at least 5 working days in advance of the meeting date. so that the directors have time to study the information for the various sub-committees, the Audit Committee Nomination and Remuneration Committee Risk Oversight Committee Meetings are scheduled quarterly and additionally as appropriate. The Corporate Governance and Sustainability Committee has a monthly meeting schedule and may hold additional meetings as necessary and appropriate.

In addition, the Board of Directors requires non-executive directors to hold meetings among themselves as appropriate. At least once a year without executive directors or the management participated in the meeting to provide an opportunity to discuss various problems both related to the Company's business such as management strategies Sustainable Growth Approach or other matters in the interest

This is for good corporate governance. There is a policy by setting a minimum quorum at the time of voting that there must be no less than two-thirds of the total number of directors.

5. Development of Skills and Abilities of Directors/Orientation of New Directors

The Company has policy that encourages directors to develop their knowledge and abilities continuously and sufficiently and supports directors to receive course training and participate in seminar activities in order



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to increase knowledge in the work activities of directors, for example, training organized by the Institute of Thai Directors (IOD). Furthermore, the Company provides orientation for new directors appointed to their positions for the first time to provide them information about the Company's business policies along with the scope of duties and responsibilities of the Board of Directors and sub-committees along with related information such as Form 56-1 One Report, corporate governance policy, ethics manual and the Company's regulations. Additionally, the Company issues manuals containing useful information about directors of registered companies such as the Public Limited Companies Act, B.E. 2535 (A.D. 1992), the Securities and Exchange Act (No. 4), B.E. 2551 (A.D. 2008), the good corporate governance principles for registered companies and manuals for directors in registered companies for the Company's directors.

6. Performance assessment of the Board of Directors

Board of Directors The annual performance assessment of the Board of Directors has been arranged as a group so that the Board of Directors can review their performance, problems and obstacles in their operations during the past year. In order to bring to fix and increase the performance.

7. Performance evaluation of sub-committees

The Board of Directors has determined that every sub-committee, namely the Audit Committee, Nomination and Remuneration Committee Good Corporate Governance Committee Risk Oversight Committee and the Executive Committee self-assessed its performance. and report the assessment results to the Board of Directors annually.

8. Performance evaluation of executives

Board of Directors has set the management Conduct performance appraisals by yourself and report the results to the Board of Directors annually.

9. Chief Executive Officer's policy for holding a directorship position at other companies and high-level executives

The Company has set a policy for the Chief Executive Officer and high-level executives to hold directorships in other listed companies. It can be concluded that the chairman of the Executive Committee should not hold a directorship position in other companies listed on the stock exchange outside the group of companies, but not exceeding 5 companies listed on the stock exchange. except in the case of exceptions as specified, that is, excluding subsidiaries affiliates and the company's joint venture which is necessary to supervise the administration to provide supervision and management of the company's work in the most efficient way.

10. Policy for taking the position of director of other companies of the Board of Directors

Board of Directors Determine the policy of holding the position of director in other listed companies as follows:



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1) The Board of Directors can hold a directorship in other listed companies, provided that being a director must not hinder the performance of a director of the Company. As for the number of companies in which each director can serve as a director The Board encourages directors to consider limiting them to not exceeding 5 companies listed on the stock exchange. in order to be effective in performing duties and to enable the directors to devote their time to performing the duties of the Company's directors. fully

2) Directors should not serve as directors in other listed companies that cause conflicts of interest with the Company. and performing duties as a director.

11. Chief Executive Officer Remuneration

The Chief Executive Officer's compensation policy should be paid both in the form of short-term compensation and in the long-term form of salary compensation. Performance rewards and long-term incentives should be consistent with the Company's performance and the performance of the Chief Executive Officer.

The Board of Directors assigns the Remuneration and Nomination Committee as a follower and assess the performance of the Chief Executive Officer annually to be used in the review and determination of the Chief Executive Officer's remuneration using the pre-agreed basis with the Chief Executive Officer on concrete criteria including financial performance Portfolio of implementing strategic objectives Both short-term and long-term management development, etc., and senior directors assigned by the chairman of the board communicate the results of the consideration to the Chief Executive Officer.

12. Remuneration for Directors and Executives

The Nomination and Remuneration Committee considers and specifies the remunerations of directors based on business size and the responsibilities of the Board of Directors relative to registered companies in the Stock Exchange of Thailand with similar market values to the Company with the roles, duties and responsibilities of the Board of Directors for presentation to general shareholder meetings for consideration of approval every year.

13. Relationship of the Board of Directors on the Management

In regards to the attendance of meetings by non-directors of the Company at meetings of the Board of Directors and sub-committees, the Board of Directors is glad to allow the senior members of the Company's Management to attend meetings of the Board of Directors and sub-committees, since the aforementioned people are able to provide additional in-depth information on the issues that are discussed or debated at the meetings. This is because the aforementioned people are related to or have personal knowledge about the aforementioned issues.



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14. Recognition of company information of the Board of Directors from the management

The Board of Directors can request information from members of the management, including company documents and records without limitation. Each sub-committee can request information from the management, including the company's documents and records for the performance of duties of the directors. The Company's directors should notify the Chief Executive Officer and relevant management in advance of any contact with the management in matters related to the business or affairs of the company. Because every director of the company knows that the director of the company has a duty to keep information about the business and the business of the company already kept a secret.

15. Board of Directors and Advisors

Board of Directors and each committee have the power and discretion to hire an external consultant after consultation with management. The company will be responsible for such expenses.

16. Company Secretary

The company secretary is responsible for taking care of the company. Comply with the laws and regulations related to the Company. To comply with the principles of good corporate governance of listed companies as follows:

- 1) Organize the Board of Directors' meeting and the shareholders' meeting to be in accordance with the laws and regulations related to the Company including monitoring to ensure compliance with meeting resolutions.
- 2) Prepare and maintain a register of directors. Invitation to the Board of Directors Meeting Minutes of the Board of Directors' Meeting, Invitation to the Shareholders' Meeting and the minutes of the shareholders' meeting.
- 3) Supervise the disclosure of various information, to be in accordance with the regulations of the Stock Exchange of Thailand Securities and Exchange Commission and other relevant regulatory agencies as well as principles of good corporate governance.
- 4) Keeping stakeholder reports reported by directors or executives, and send a copy of the stakeholder report to the chairman and the chairman of the audit committee.
- 5) Keep a copy of the report on the change of securities holding of directors or executives.
- 6) Serve as Anti-Corruption Policy Coordinator. Collection of whistleblowers about corruption. Organizing a meeting of the Audit Committee to consider issues, report on the results of the Audit Committee's considerations and resolutions, by coordinating between the Audit Committee and Management, including notifying the whistleblower of the result if it is a disclosure, and a public summary report of the compliance results. Anti-Corruption Policy in the part that can be disclosed.



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7) Provide advice to directors on various laws and regulations. related to good corporate governance, maintaining the status of a listed company on the Stock Exchange of Thailand and various laws and regulations relating to the Company's business operations.

8) Other Actions as announced by the Capital Market Supervisory Board or assigned by the Board.

17. Overseeing the use of inside information and conflicts of interest

The Company realizes the importance of supervising the use of inside information in accordance with the principles of good corporate governance by adhering to the principles of good governance. Integrity in business operations and for the shareholders of the Company Receive news that is equal to the company therefore has established a policy for disclosing information financial report and the operation in summary as follows:

1) Disclosure of financial and business information and the Company's business results to be accurate, complete, adequate, reliable, timely and consistent to shareholders, investors, securities analysts and the general public. Regulations related to disclosure of information strictly Director and Executive When trading in securities, securities must be held in accordance with the form within the specified period.

2) To supervise the use of inside information, it is the responsibility of the directors, executives and employees not to disclose any material inside information. This will affect the business and securities prices of the Company. and has not yet been disclosed to the public and will not use opportunities or information obtained from being directors, executives or employees of the Company To seek personal benefit or to provide inside information to others.

3) Trading in the Company's Securities and in doing business that competes with the Company or related business, the Company has set protection by limiting information to only directors and high-level executives concerned. In addition, directors and executives are prohibited from trading in the Company's securities within 30 days before the disclosure of the quarterly and annual financial statements and within 24 hours after the disclosure of the said financial statements.

Any infraction which causes the company Damaged or lost business opportunities, the Company considers it a violation of the policy and business ethics. Must be subject to serious disciplinary penalties and also an offense under the Securities and Exchange Act (No. 4) B.E. 2551

18. Oversight of the Activities of Subsidiaries and Joint venture companies

The Company has management policies for subsidiaries and joint venture companies as follows:

Management Policy for Subsidiaries

The Company will set a policy for conducting business that the Company Considered that it supports the achievement of the Company's objectives and long-term goals for its subsidiaries through annual budget approval. and by sending representatives of the company at the level of executive directors or senior executives to serve as directors in subsidiaries. To determine the business strategy of the subsidiary and follow up on the operation of the subsidiary to ensure that it has proceeded according to the business framework set by the



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Company. set or not in this regard, directors in subsidiaries representing the Company Will use discretion in the way for the benefit of the company. and the group of companies for matters that are important or have implications on the business of the subsidiaries, the directors of the subsidiaries representing the Company will report the progress of the results of operations. or propose this matter for the Executive Committee or the Board of Directors to consider and approve. in addition, the management is responsible for reporting the financial status and operating results of the main subsidiaries in line of business through financial reporting to the Board of Directors on a quarterly basis.

Management Policy for Joint venture companies

When the company has entered into a joint venture with another company the company will send a representative to be a director in that associated company. in order to follow up on the work of the associated companies that they have operated in accordance with the guidelines set by the Company expected.

Policy

- The Company respects the rights of stakeholders and treats shareholders equitably (equitable treatment) and takes responsibility for decisions and actions that can be explained and described (accountability).
- The Company arranges for transparent disclosure of information to allow verifiability (transparency).
- The Company adheres to the principles of morals and ethics as the foundations for business (Code of Conduct and Code of Ethics).
- The Company generates growth for subsidiaries and joint venture companies in order to create long-term added value for shareholders with consideration to the rights of other stakeholders together with good balance between the differences of each group of stakeholders and the Company with fairness for every party.
- In cases where the Company and subsidiaries or joint venture companies organize a competitive bidding event, the Company has policy to not compete against main businesses and will take actions for the greatest interest of stakeholders in the Company, subsidiaries and joint venture companies.
- The Company is conscious about its duties and obligations and performs to the fullest extent of its abilities in regard to actions concerning stakeholders, especially shareholders (responsibility).

Management

- Consideration is given to sending people who possess proper qualifications for representing the Company to become directors and/or executives in subsidiaries and joint venture companies at least according to share ratio in order to provide supervision and control over business activities.
- Reports of the aforementioned representatives that are sent along with the qualifications of representatives are submitted to the Board of Directors for acknowledgement.



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- Supervision is provided for the Company to take actions in line with approved authority and activities with disclosure of information, actions in line with the regulations on securities and the Stock Exchange along with regulations, notifications orders and specifications of the Stock Exchange of Thailand in compliance with the specifications on disclosure of information about connected transactions and/or acquisition and disposal of assets.
- Report summaries of the performance of subsidiaries and joint venture companies are made to the Board of Directors every quarter and in important issues of the aforementioned companies such as capital increase/decrease and discontinuation of company. The aforementioned issues are to be submitted to the Board of Directors for approval of actions.

In the aforementioned actions, the Company is aware of the importance of good corporate governance as the primary factor for enhancing the effectiveness of the organization's system and is determined to conduct business in line with the principles of good corporate governance in order to create control mechanisms for the Company's work, ensure transparency and justice and create build confidence in all stakeholders.

19. Internal Control

Good internal control system will promote and lead the company to achieve the entity's objectives, especially in relation to 1) the efficiency and effectiveness of its operations, 2) the reliability of financial reporting, and 3) the compliance with laws and regulations. This will be able to build confidence for shareholders as well as various groups of stakeholders of the Company. The Company has given importance to the continuous internal control system. by the Board of Directors Has assigned the Audit Committee to review and assess the internal control system. and report to the Board of Directors in order to create a good internal control system in various areas, Including Control Environment, Risk Management, Control Activities, Information and Communication Systems. Information & Communication and Monitoring Activities to be efficient and effective.

Control Environment

The Company has clearly set a vision, mission, strategy, business direction and goals clearly with announcements for general knowledge by employees to serve as guidelines in the work of all employees. As well as having an organization structure has been set with a clear separation of responsibilities between each work position, which clarifies the scope of each work position. Including establishing various committee charter and review annually, Code of Conduct, Good Corporate Governance Policy, Anti-Corruption Policy, a manual for operating authority and manual / operational procedures that are suitable for the organizational structure. Furthermore, the Company has established channels for accepting complaints involving corruption and informants of clue, with whistle blower policy and declaration its intention to participate in the Collective Action Coalition against Corruption (CAC) to prevent damage to the assets and reputation of the Company and subsidiaries and prevent executives and employees from seeking unlawful gains.



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Risk Assessment

The Company has set a risk management policy which focuses on the development of risk management systems in accordance with the principles of good corporate governance and provides risk management that covers all aspects of risk. Accordingly, the Risk Management Committee (RMC) functions to supervise the organization's risk management activities in line with objectives to ensure that risks remain within acceptable levels. Furthermore, the RMC set risk management policies for all departments to follow, including establishing strategies and assessing risk factors including external factors and internal factors such as strategy, operations, finance, situational and corruption risks. The Company annually reviews risk factors with potential impact on the organization and has formed a Risk Management Work Committee composed of representatives from the Company's internal agencies to serve in the compilation of risks in each agency, conducting risk assessment and reporting annually to the Risk Management Committee.

Control Activities

The company has written measures in place to control risks in various types, which requiring to create an operation manual of every department and has set the scope of duties and responsibilities and financial limits that can be authorized by each level of management. In addition, the Company has set in place policy and practice regulations to govern the authorization of financial transactions, procurement and general administration. In order to prevent the abuse of authority of the company's assets or use more than the assigned authority for various transactions with the major shareholders, directors, executives and individuals connected to the aforementioned persons. The Company has set in place strict measures for monitoring and preventing conflicts of interest and has stipulated that connected transactions between the Company and subsidiaries and persons with potential conflicts of interest must follow relevant announcements and regulations in the Company's best interests. In addition, the Company regularly monitors activities in subsidiaries.

Information & Communication

The Company has continuously developed information and communication systems covering all work processes to support the company's expansion with a committee to consider the worthiness of the investment. The Company has created a database and system linking, determines the right to access data to verify the Company information to be accurate, sufficient, ready to use and safe for stakeholder decisions. Moreover, the Company has prepared an emergency backup plan and revise it at least once a year.

The Company has effective communication channels within the organization. All employees will receive information via the E-mail system and the Company's intranet system so that all levels of employees will receive the correct information. The Company also has communication channels for outsiders via the website www.sena.co.th and also has channels for all groups of stakeholders both insiders and outsiders. The stakeholders can give opinions, suggestions and other complaints related to the Company via e-mail:



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Auditcom@sena.co.th Mail to the Audit Committee and the Company's Drop Box. Call Center 1775 Through the company's website www.sena.co.th and QR code format.

Monitoring Activities

The company requires supervisors of each department to regularly follow up and evaluate performance. To ensure that the internal control has been completely and appropriately implemented, there is an internal audit unit responsible for auditing, analyzing and evaluating the internal control of various work systems, and report the audit results directly to the Audit Committee. In the event that significant defects are found The Audit Committee will report to the Board of Directors for consideration and improvement. In this regard, the internal audit department is responsible for following up on the progress of correcting such defects.

20. Oversight on the Use of Internal Information and Conflict of Interest

Policy on Prevention of Unlawful Use of Internal Information

The Company has set in place policy covering the use of internal information for the main purpose of preventing use of the Company's internal information in seeking unlawful gain in order to ensure transparency and prevent exploitation by directors, executives and employees on the use of the Company's internal information that has not yet been disclosed to the public. This policy also covers exchanges of the Company's assets. Essentially, directors, executives and staff members on every level of the Company's secretary office and Investor Relations Department are required to submit reports of assets within their possessions and exchanges of the Company's assets to the Company's secretary office for subsequent submission to the Office of the Securities and Exchange Commission and the Stock Exchange, depending on the case, within the a timeframe specified by the law and in compliance with all related regulations for every time that changes occur. In addition, the Company's secretary office is assigned to report changes of asset possession of directors and executives to the meetings of the Board of Directors on a quarterly basis. Moreover, the Company's directors and executives (including spouses and children who have yet to reached the age of majority) are required to report changes of asset possessions to the Office of the Securities and Exchange Commission and the Stock Exchange pursuant to Section 59 of the Securities and Exchange Act, B.E. 2535 (A.D. 1992) (as revised) within three business days subsequent to changes in asset possession as well as submit copies to the Company's secretary office for compilation, summarization and presentation to meetings of the Board of Directors on a quarterly basis.

Accordingly, the Company has measures in place to provide confidence that the policy is disseminated to the Company's directors, executives and employees for acknowledgement and implementation through the following channels:

1. Notified through training for directors, executives and new employees.
2. HR-Online
3. HR-News



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Conflicts of Interest

The Board of Directors has set in place a policy and practice guidelines on conflict of interest in writing and has included them in the Company's business ethics. Furthermore, the Company has a policy to follow the guidelines set forth by the Stock Exchange of Thailand and the Securities and Exchange Act for the best interest of the Company. Additionally, it is considered to be the duty of personnel on every level to consider and resolve conflicts of interest in a meticulous manner with adherence to integrity, honesty, reason and independence within the framework of good ethics and with complete disclosure of information primarily for the overall benefit of the Company.

21. Measures or procedures for approving related transactions of the Company

The related party transaction policy must be approved by the Audit Committee and the Board of Directors has been approved by the shareholders' meeting, as the case may be. In the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2548 (as amended) and the Notification of the Capital Market Supervisory Board TorJor. 21/2008 Criteria for making connected transactions (as amended) as well as the law on securities and exchange, regulations, notifications, orders or regulations of the Stock Exchange of Thailand relating to the regulations on connected transactions or transactions that may have conflicts of interest or the relevant rules at that time.

22. Policy or trend of related party transactions

The Company may have a necessity in making related transactions with connected persons or persons who may have conflicts of interest in the future. If such a case occurs, the Company will prescribe various conditions to be in accordance with according to general trading conditions and at the market price which can be compared with the prices and conditions given to third parties and will comply with the announcements and rules related to related transactions

However, if there is a relationship between the Company or a subsidiary occurs with a connected person or a person who may have a conflict of interest have a stake or there may be conflicts in other ways, the company will ask the Audit Committee to give opinions on the necessity and appropriateness of such transactions. In the event that the Audit Committee does not have expertise in considering the connected transactions that may occur, the Company will assign an independent expert, independent financial advisor or the Company's auditor to give opinions on such connected transactions. to be used in the decision of the Board of Directors or shareholders, as the case may be. and in the event that the shareholders' meeting is asked to consider and approve related transactions then an independent financial advisor will be appointed. To prepare a report and give opinions on the transaction to shareholders. The Company will disclose related transactions in the notes to the financial statements which have been audited by the Company's auditors and Form 56-1 One Report.



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23. Policy on transactions that may conflict with the Company's interests

For avoidance any transactions that may conflict with the best interests of the business and shareholders and to maintain good corporate governance, The Board of Directors has established a policy on transactions that may conflict with the Company's interests as follows:

23.1 New business policies

The Company must present the details of its business plan to the Board of Directors. or a person assigned by the Board of Directors to operate and arrange for consideration of those investment plans by considering the returns and benefits that will occur to the Company. However, the Company has no policy to do business with the Executive Directors, major shareholder and/or a person related to such person Unless there is a necessity or it is in support of the Company's business and it is in the best interests of the Company. and shareholders as a whole, and the Company must act in accordance with the announcements and rules related to related party transactions.

23.2 Policy on holding shares in companies that the company invests

In various investments, the Company has a policy to own shares. Unless it is necessary and in the best interest of the Company. or shareholders as a whole This must be presented to the Audit Committee and the Board of Directors for approval and interested persons must not be present at the Board of Directors' meeting. while considering such items and will not have the right to vote.

23.3 Policy on lending to joint venture companies

Lending is not the Company's business. joint venture loan in order to provide financial support to the joint venture companies in the form of loans from shareholders, the Company will provide loans in proportion to the investment. except in the case There is a necessity and appropriate cause that the Board of Directors will consider and approve on a case-by-case basis. However, the Company has no policy to lend to directors, executives or major shareholders of the Company and/or related persons to such persons. or a business in which the company jointly ventures with such persons unless it is a loan in proportion to the spread of capital or is it for the best benefit for the company or shareholders as a whole and the company must act in accordance with the announcements and rules related to related transactions. Including, if the transaction is less than the criteria to be disclosed, the Company will report the transaction to the Audit Committee for acknowledgment.

23.4 Policy for the preparation of written documents

The Company must enter into a contract of promissory note, loan agreement and/or contract with financial assistance in a strict, written form and keep evidence. even if it is a loan to a subsidiary of the Company.



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23.5 The policy for entering into connected transactions that have a trade agreement in the same way as a reasonable person would do with a general contractual party in the same situation.

The Board of Directors approved the policy in principle for entering into connected transactions of the Company/subsidiaries with the Executive Directors, or connected person that are characterized by general trading conditions and/or in accordance with market prices under a trade agreement in the same way as a sensible person would do with a general counterparty in the same situation with commercial bargaining power without influence of being a director, executive or a connected person under Section 89/12 of the Securities and Exchange Act (No. 4) B.E. does not have general trading conditions and/or in accordance with market prices, the Company shall comply with the rules and regulations of the relevant agencies.

23.6 Future measures to prevent conflicts of interest.

For the company engaged in real estate business and meeting the criteria as a related company due to shared directors and/or shareholders under the relevant regulations of the SEC, the company has not structured the integration of such companies under its control. Therefore, in order to enhance transparency in the company's management and to align with the practices under the Securities and Exchange Act B.E. 2535 regarding the protection of minority shareholders' interests, the company has signed an agreement with the related company to define the framework for each company's business operations to eliminate any potential conflicts of interest with the company.

In the event of a transaction between the company and the related company mentioned above, the company will treat it as a transaction with a party that may have a conflict of interest. The transaction will be reviewed by the Audit Committee and presented to the Board of Directors for consideration. Any director who has an interest or may have a conflict of interest in the transaction will not be involved in the approval process for such a transaction. The company will comply with the regulations of the Stock Exchange of Thailand regarding related party transactions and will disclose the details in the notes to the financial statements in the 56-1 One Report on an ongoing basis.

For measures to prevent breaches of agreements by companies, the Board of Directors monitors and inspects such occurrences by reviewing reports from the Audit Committee. The Audit Committee is responsible for reviewing and reporting any significant changes in business operations to the Audit Committee on a quarterly basis.

24. Policy on the preparation of stakeholder reports of directors and executives

Directors and Executives of the Company Must submit reports of their interests and related persons to the Company, and notify every time there is a change by giving the company secretary Be the keeper of the stakeholder report reported by the directors or executives, and prepare a copy of the conflict-of-interest report for the Chairman of the Board and Chairman of the Audit Committee for verify and control conflicts of interest.



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25. Ethics and Code of Conduct

The Board of Directors has established a policy to conduct business with honesty and fairness in accordance with ethics and codes of conduct. A written code of conduct manual has been prepared for directors, executives and employees. The contents consist of 1) vision, mission, expected values, strategy and long-term goals 2) corporate governance 3) business code of conduct 4) employees and 5) responsibility towards society, community and environment. annually and has regularly followed up on the implementation of such guidelines, as well as training to understand the management and employees. which executives and supervisors are responsible for surveillance Supervise and encourage subordinates to comply with the prescribed code of conduct and behave as role models.

26. Anti-Corruption Measures Manual

The Board of Directors has assigned the management to formulate anti-corruption measures. There is a policy against all forms of corruption. In order for the Company to operate its business with transparency and universality, the Company has expressed its intention to become one of the Thai Private Sector Collective Action Coalition against Corruption. And the company received renewal certification as a member for the 2nd time on December 31,2023 and must renew the certificate (Recertification) every 3 years.

27. Monitor to ensure compliance

All personnel of the Company must acknowledge and understand this Code of Conduct. to adhere to the principles of work Those who fail are subject to investigation and disciplinary action where appropriate. may even be terminated from being an employee and may be prosecuted by law in the event that the act is against the law to comply with the said code of conduct may not be able to cover all cases If employees have difficulty making decisions or performing tasks related to business ethics that are not specified Let you answer questions about yourself first as follows.

- Is this the right thing?
- Is it acceptable and can be disclosed to society?
- Is it an action that negatively affects the honesty or reputation of the company or its employees?

In case of uncertainty or unable to decide whether their decision is correct or not Should consult or ask supervisors that they trust at all levels. or manager of the Office of the Chairman of the Executive Committee or HR and Admin Manager or internal auditors or directors, as the case may be.

28. Sustainability and environmental policies and practices

The company conducts business by adhering to the principles of good corporate governance. Including social and environmental responsibility, taking into account the benefits of all stakeholders. The goal is to develop quality real estate projects that are responsible for society, the community, and the environment. The company develops housing in an all-round manner, adhering to the guidelines for sustainable organizational



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development in order to continue providing best housing and a sustainable quality of life. The Company has a policy to conduct sustainable business operations under short-term and long-term strategies, taking into account society, communities, and the environment under the goals aimed at the world's New Mega Trends business in order to improve the quality of life with care and creating a sustainable society earnest. SENA will be the most lifelong trusted partner for our customers.

In addition, the company is committed to operating an environment-friendly business and giving importance to sustainable energy management, being aware of environmental impacts by paying attention to, maintaining and using available resources for maximum efficiency, promote systematic waste management from every work process as well as inculcate basic awareness of living in society and communities. For people in community can live together and use the available resources wisely. In addition, the company is aware of the climate change situation that affects business operations. Therefore, the company has set guidelines for determining measures to control and reduce energy use to reduce greenhouse gas emissions which is the main factor of climate change for express a clear intention in conducting business that is friendly to the environment and reduce environmental impacts both in the short and long term by continuing to develop and operate.

Corporate Governance Policy the effective from December 18, 2025 onwards.