

Corporate Governance Policy

1. Overview of the Policy and Guidelines

1.1 Corporate Governance Policy

The Board of Directors realizes on the importance of the good Corporate Governance which will be the fundamental factor for improving standard of business operation to create more transparency, competitiveness and strengthen the confidence of all shareholders, investors, and other related parties. Thus, written Corporate Governance Policy and Business Ethics, which comply with the Principles of Good Corporate Governance of SET and Corporate social responsibility and Sustainable development Guidelines, have been provided for practices of directors, management and employees of the Company under the policy guiding principle of being a good corporate citizen, who is accountable to employees, customers and shareholders, and being socially responsible. The Company Secretary Division is a compliance unit to supervise and oversee the operation of the Company, directors and executives to ensure that they been correctly complied with the regulations of the SET, the SEC, the Public Company Limited Act., and other relevant laws.

1.1.1 Policy and guideline Related to the Board of Directors

As the Board of Directors is the key success of Corporate Governance practice for the highest benefit of the Company, thus, the Company sets policies relating to roles and responsibilities of the Board i.e. composition, qualification of directors in order that the Board performs duty effectively in the following details:

1. Qualification of directors

The Board of Directors comprise of directors who have various knowledge, experience, transparent working background, nobility, and integrity and must have occupational diversification. In addition, they have the skills that advantage to the Company's business, such as accounting & finance, management, strategic planning, laws, and corporate governance and other without sexual discrimination. The Board will also have leadership and vision to carry on the Company's business and achieve its objectives. The Company has 7 directors who complied with the qualification that been described under "Management Structure". In addition, all the Directors have contributed their best to the Company which may concern from their participation in the meeting. Details of directors' qualification shown in "7.2 Information on the Board of Directors." or the charter of the Board of Directors which are displayed on the company website (www.peerforyou.co.th)

2. The Independent of the Board of Directors

- Separation of Chairman and Chief Executive Officer

For best benefit of the shareholders and to strike a balance of power within the Company, the Chairman of the Board of Directors is not the same person as Chief Executive Officer. The

Chairman of the Board of Directors is an independent director who has the qualifications of independent director in accordance with the SET's notification and has no business relation with any management of the Company.

- **Roles and Responsibilities of the Board of Directors and Chief Executive Officer**

The Company has clearly set the separate roles and responsibilities of the Board of Directors and Chief Executive Officer. The Board of Directors will focus and ensure that the Company's business will achieve its target and in the direction that create value and best benefit to the shareholders as well as all stakeholders. Any conflict of interest with the Company and its subsidiaries will be prohibited. The Board will also comply with the Company's Ethics with responsibility, due care, and integrity to ensure all Company's businesses are run under Company's objectives, Articles of Association, resolutions of the Board of Directors' and shareholders' meetings as well as laws and regulations of the SET, the SEC and other related laws. The Company disclosed the scope of role and responsibilities of the Board of Directors in the "Management Structure" under the heading "Board of Directors".

- **Delegation of Authorities between the Board of Directors and the Management**

The Company has written the delegation of authorities and the Company has revised policies and procedures to be appropriate and in line with the current situation. It was specified approval authority on credit line of the Board of Directors, Executive Committee, Chief Executive Officer and Management pursuant to the transaction types, such as finance / accounting / budget, human resources, procurement, administration, marketing and public relations. In this regard, the latest version of the approval authority has been approved by the Executive Committee Meeting No. 8/2024, dated July 19, 2024, effective from August 1, 2024 onwards.

1.1.2 Policy and guidelines related to shareholders and stakeholders

1. Rights of Shareholders

The Company emphasizes and recognizes the importance of the rights of all shareholders equitably, minority shareholders, major shareholders, institutional investors, or foreigners. The Company does not hinder or create barriers to allow shareholders to communicate with each other. The rights that the shareholders of the Company receive are as follows:

- **Rights to get share certificate, sell, purchase, or transfer the Company's shares**

Thailand Securities Depository Co., Ltd. ("TSD") has been appointed as the Company's registrar to provide all services for all transactions related to registration of the Company's shares.

- **Rights to propose agenda and submit question in advance for the Shareholders' Meeting**

The Company is aware of the shareholders' rights and equitable treatment to the shareholders under the good corporate governance and to comply with laws. It is the Company policy to allow the shareholders to propose agenda of the shareholders' meeting and submit the enquiries concerning the Company's operation prior to the meeting date provided that they must comply

with criteria on proposing of meeting agenda for shareholders' meeting as per specified by the Company's Board of Directors.

In the 2024 Annual General Meeting of Shareholders, the Company allowed shareholders to propose agenda or submitted the enquiries concerning the Company's operation at least 3 months in advance prior to the end of the fiscal year from September 29, 2023. The period time for proposing agenda ended December 31, 2023. Any questions can send to the Company prior to the date of the 2024 Annual General Meeting of Shareholders. The Company notified and disclosed contact channels and period for proposing agenda and enquiries via the SET's communication system on September 29, 2023, and provide details of the procedures on the Company's website (www.peerforyou.co.th), under "Investor Relation" on the topic of "Proposal question and additional agenda concerning the Company's operation in advance of the 2024 AGM".

- **The right to nominate a person to be a director by minority shareholders**

The Company is aware of the rights and equality of shareholders following the principles of good corporate governance, shareholders nominate a person to be a director. This will help select qualified persons to serve as the Company's directors. And able to perform duties efficiently for the best interests of the Company and all stakeholders. Including helping the company able to comply with the principles of good corporate governance concretely. In the year 2024, the Company has informed the shareholders of the channel and time for receiving the matter via the SET's news system on September 29, 2023 and details the criteria for nominating a person to be a director. From September 29, 2023 to December 31, 2023 on the company website (www.peerforyou.co.th) under the category of "Investor Relations" under the heading "Shareholder Information" subject to "Nomination of Persons to be Directors for the 2024 Annual General Meeting of Shareholders."

- **Participation in the Shareholders' Meeting.**

The Company is aware of the shareholders' rights and equitable treatment to participate in the shareholders' meeting, be informed conditions and procedures of meeting as well as having proxy to vote and comment in the meeting on behalf of the shareholders. The Company was prior to notify and specify date, time and place that comfort the shareholders to participate in the meeting for convenience and encourage shareholders to attend the meeting,

The 2024 Annual General Meeting of Shareholders of the Company held on April 23, 2024, by organizing electronic meetings (E-AGM) in accordance with the rules stipulated in the law relating to electronic conferencing. Broadcast the meeting at room, 12th Floor, Peer For You Public Company Limited, 99/23 moo 4, Chaengwattana Road, Klongklua, Pakkred, Nonthaburi. This was publicized through the Stock Exchange of Thailand's news system and the Company's website. Shareholders were given the following rights to participate in the meeting:

Before the Meeting Date

The 2023 Annual General Meeting of Shareholders, the shareholders would be informed on the date and agenda of the shareholders' meeting via the SET's communication system 19 days prior to the meeting date. The Company also disclosed the notice of shareholders meeting as well as related documents in both languages, Thai and English, on the Company's website (www.peerforyou.co.th) on the section of "Investor Relations" under the topic of "The 2024 Annual General Meeting of Shareholders" 19 days prior to the meeting date for the shareholders to have sufficient time for consideration. Thailand Securities Depository Co., Ltd. (TSD), the Company's registrar was directly delivered Brief form of Invitation letter and QR code to shareholders. The QR code were contained the detail of notice of shareholders meeting, fact and rationales, opinion of the Board of Directors for each agenda, conditions, and procedures of meeting as well as other related document with sufficient information for shareholders' consideration. The Company posted all documents on company website 19 days prior to the meeting date of which better than what required by laws. Moreover, the meeting invitation letter has been announced on the Company's website (www.peerforyou.co.th) under the "News" category.

To facilitate the institutional investors to participate in the shareholders' meeting, the Company tried to contact them in advance to assist them in proxy preparation and registration. For institutional investors, the Company tried to contact them in advance to assist them in proxy preparation and registration. It facilitated to participate in the shareholders' meeting.

On the Meeting Date

Meeting procedures has been set to conform to laws and considering on shareholders' convenience. The Company is aware of the equitable of shareholders' right and their comfort to participate in the shareholders' meeting. Appropriated technology and equipment are sufficient for registration to review on required documents more than 1 hour prior to commencement of the meeting. There were 8 directors attended in the 2024 Annual General Meeting of Shareholders. Moreover, Chairman of all committees, the Company's management and external auditors were also present in the meeting in order that the shareholders could ask questions during the meeting. Vice Chairman of the Board of Directors was Chairman of the meeting. Master of Ceremonies (M.C.) introduced all members of Board of Directors, total shareholders attending in the meeting and total shares that entitled to vote to the shareholders for acknowledgement. In the 2024 Annual General Meeting of Shareholders, there were total 26 shareholders attending the meeting either in person or in proxy. M.C. declared vote casting, counting procedures and other related matters for shareholder's acknowledgement before chairman started the meeting to be in line with the agenda without any additional topic from what have been expressed in the invitation letter. Voting cards were provided for significant agenda. Voting result in term of approval, disapproval, abstain and invalid ballots for each agenda were transparently presented to the meeting. The shareholders were encouraged to express their opinions and raise any questions, either in the agenda or any other questions related to the Company's business, at the meeting. All questions had been answered and taken in the minutes of meeting as well as the opinions from the shareholders.

After the Shareholders' Meeting

Resolution of the meeting was disclosed to the SET with voting details, approved, disapproved, sustained and invalid ballots, of each agenda on the same day of the meeting date. Full minutes of meeting of which contained the attendance record of the directors, summary of questions and answers during the meeting in both Thai and English had been sent to the SET and related parties within 14 days after the meeting date as well as posted on the Company's website (www.peerforyou.co.th) for verification.

- **Appointment / Dismissal of Directors of the Company and Approve their Remuneration**

According to the Company's Articles of Association, at the Annual General Meeting of Shareholders, one third (1/3) of the Directors has to be retired by rotation. Election for replacement is required. The retired directors are eligible to be re-elected for another term. The election of the Board of Directors shall be in accordance with the rules and procedures as follows:

- Each shareholder shall have one vote on each share.
- In voting, a shareholder shall vote in accordance with the number of votes each shareholder for one or several directors. The said shareholder may not allot any number of his/her votes to any person.
- The person obtaining the highest and higher votes respectively shall be elected as directors equal to the number of directors required or ought to be elected at such a meeting. If persons receiving votes in respective orders receive equal votes and the number of directors exceeds the positions required or ought to be, the chairman of the meeting shall have a casting vote.

Apart from the appointment of Directors, the shareholders also have rights to remove any director from the office before the expiration of his/her term of office by having votes of not less than three quarters (3/4) of the number of shareholders attending the meeting and having the rights to vote and the aggregate number of shares shall be not less than one half (1/2) of the shares held by all the shareholders attending the meeting and having the rights to vote.

In every General Meeting of Shareholders, the shareholders have the rights to consider and approve the remuneration for all directors and members of sub-committees. Adequate Information of all candidates for being considered and appointed as directors or members of committees was also delivered for shareholders' consideration.

- **Appointment of Auditors and approval of their remuneration**

In every Annual General Meeting of Shareholders, one of the agenda is the appointment of Company's auditors and consideration of their remuneration. The Company will propose name of the auditors with sufficient details and remuneration for consideration of the shareholders.

- **Regularly and Timely Obtained Adequate Information, Business Performance and Management policy.**

The Company concerns on Shareholders' rights and not only disclosed Company's information via the SET's communication system but also posted all significant and updated information on the Company's website (www.peerforyou.co.th).

- **Profit Sharing**

On dividend payment, the Company has policy to pay dividend to the shareholders of no less than 50% of its net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws, subject to the Company's future investment plans and business expansion, including other necessity and suitability. The details in the topic. "Dividend Policy"

2. Treatment of Shareholders

The Company realizes to protect and due care for the interests of all major and minor shareholders as fairly basis. In addition, the Company sets policy for equitably treatment to all shareholders for attending and vote in the shareholders' meetings, sharing in profits, regularly and timely obtained adequate information, business performance and management policy. In the shareholders' meeting, each shareholder shall have one vote on each share. Proxy form requiring documents were delivered together with the invitation letter for shareholders who would like to appoint a proxy. Proxy form, which contains detail of voting as approve, disapprove, or abstain, as well as details of independent directors also are attached for shareholders consideration as alternative proxy. In addition, voting cards were provided for each agenda, especially, the agenda of appointment of directors of which been appointed by individual. In the shareholders meeting, the meetings will conduct to be in line with the agenda without any additional topic from what have been expressed in the invitation letter otherwise rights of the shareholders who could not participate in the meeting by themselves will be deprived. More details are shown in "Inside Information Control"

3. Attention to Stakeholders

The Company is aware of the support from each stakeholder should increase the competitiveness and ability to generate more benefit for long-term succession and realized the importance of all stakeholders i.e. Customers, Employees, Shareholders, Business Partners, Competitors society and community Government agencies and related agencies as well as providing more channels for the stakeholders to contact directly to the Company in order to provide either comments or recommendations which will be benefit to the Company. Thus, general rules and practices have been set for directors, management, and employees in the Company's Business Ethics for directors,

managements, and employees to perform and disclosed on the Company's website (www.peerforyou.co.th).

4. Disclosure and Transparency

The Company has strong determination to reveal accurate complete, consistent, and updated information, both financial and general information that related to Company's business. The complete, consistent, and updated information will truly reflect Company's financial performance and future business direction. The Company has a disclosure policy to disclose information of any significant and future business operation directions, so that shareholders and stakeholders can access information conveniently and speedily as follows:

- To submit the financial report and Management Discussion and Analysis (MD&A) to the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission Thailand ("SEC") within the specified timeframe. The financial report did not have any transactions where the auditor opinioned with qualified, the financial statement has also never been revised under the order of the SET and the SEC. To make the investors are more well informed and understand the changes occurred to the financial position and operating results of the Company in each quarter and post it on the Company's website and the SET's communication system.
- Criteria on provision of remuneration to directors and executives have been clearly disclosed. More details are shown in "7.4.2 Management's Remuneration Policy" and "8.1.2 Attendance at meetings and payment of remuneration to individual committee members"
- Shareholding information of directors and executives has been disclosed in the Annual Report and the Annual Disclosure information. In addition, the Company has a policy requiring directors and executives to report the change in their securities holding within 3 business days from the date the securities have been purchased, sold, transferred, or accepted transfer. The Company Secretary's unit shall coordinate on submission of such report to the SET and the SEC. Moreover, it is also specified that any change of such securities and derivative holding of directors and executives shall be reported to the Board of Directors' meeting every time. The 2024 securities and derivative holding information of the directors and the executives were shown below:

Number of ordinary shares and warrants to purchase shares of the Company

Name	December 31, 2023		Acquired / Dispose during the year						December 31, 2024		
			PEER ¹⁾		PEER-W1 ²⁾		PEER-W2 ³⁾				
	PEER	PEER-W1	buy/receive transfer	Sell/transfer	buy/receive transfer	Sell/transfer	buy/receive transfer	Sell/transfer	PEER	PEER-W1	PEER-W2
Board of Directors											
1. Mr. Supreedee Nimitkul	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
2. Mr. Priyong Teerasathain	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
3. Mr. Worasak Kriengkamol <i>Appointed on May 14, 2024</i>	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
4. Mr. Chirayu Chueyam	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
5. Mr. Prapat Yorkhant	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
6. Mr. Issara Rounsuk-udom	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
7. Mr. Rathapol Limthongchai <i>Resigned on March 11, 2025</i>	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
8. Mr. Suraphon Taveechoksubsin <i>Resigned on December 12, 2024</i>	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
9. Ms. Natenapa Pusittanont	-	-	-	-	-	-	-	-	-	-	-

Name	December 31, 2023		Acquired / Dispose during the year						December 31, 2024		
			PEER ¹⁾		PEER-W1 ²⁾		PEER-W2 ³⁾				
	PEER	PEER-W1	buy/receive transfer	Sell/transfer	buy/receive transfer	Sell/transfer	buy/receive transfer	Sell/transfer	PEER	PEER-W1	PEER-W2
Resigned on May 10, 2024											
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
10. Mr. Chaiwat Phithakraktham Resigned on March 1, 2024	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
Executive											
11. Mr.Thawee Udomkitchote	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
12. Ms. Warunee Poodee	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
13. Mrs. Sasakorn Suppatkul	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
14. Mr. Praphan Somboonngern	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
15. Mr. Krissada Boontuang	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
16. Mr. Chanatip Pumhirun Resigned on February 1, 2024	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
17. Ms. Jarinee Ritgunto Resigned on November 1, 2024	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
18. Mr. Marut Dharmmapraphon	-	-	-	-	-	-	-	-	-	-	-

Name	December 31, 2023		Acquired / Dispose during the year						December 31, 2024		
			PEER ¹⁾		PEER-W1 ²⁾		PEER-W2 ³⁾				
	PEER	PEER-W1	buy/receive transfer	Sell/transfer	buy/receive transfer	Sell/transfer	buy/receive transfer	Sell/transfer	PEER	PEER-W1	PEER-W2
Resigned on January 1, 2025											
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
19. Mr. Sombat Vithayavatcharoen Appointed on May 14, 2024	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
20. Mr. Thanachai Santichaikul Appointed on August 1, 2024	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-
21. Ms. Suvicha Kaewfacharoen Appointed on January 2, 2025	-	-	-	-	-	-	-	-	-	-	-
Spouse and minor children *	-	-	-	-	-	-	-	-	-	-	-

Remark: * Spouse, cohabiting couple and minor children, including a juristic person whose shares exceeding thirty percent of the total voting rights are held by directors and executives, including their spouse or cohabiting couple, and minor children.

¹⁾ Common stock

²⁾ Warrant to purchase the company's shares (PEER-W1)

³⁾ Warrant to purchase the company's shares (PEER-W2)

Furthermore, the Company also has a policy on the report of transaction which has conflict of interest of the directors and the executives as follows:

- 1) The director and the executive shall submit the first report on transaction with interest within 30 days from the date he/she is appointed to be the director or the executive pursuant to the specified report form.
- 2) The Director and the executive shall report a change of transaction with interest within 30 days from the date of such change pursuant to the specified report form.
- 3) Report on transaction with interest shall be kept at the Company Secretary and the Company secretary shall arrange to submit a copy of such report to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date the Company received such report.

The Company were disclosed information to shareholders, investors and any related parties via SET's Communication system, Company's website (www.peerforyou.co.th), Company's Annual Report and Form 56-1 One Report, press release and as well as participated in the Opportunity Day which arranged by the SET.

The Board of Directors has to ensure that the Company's disclosures are transparency and strictly complied by laws, Company's and any related regulations. The Company has never been notified any offense by the SEC or the SET on such matter. The Board has major concerned on transparency and disclosure in the following areas:

- **Information Disclosure Policy**

The Company appreciates on management and business operations in accordance with the principles of good corporate governance. To ensure that the information disclosure is accurate, complete transparency and equal, complied with laws and the relevant regulations. Therefore, the Company has established information disclosure policy to be a guideline for directors and employees as follows:

1. Information disclosure in both financial and non-financial should be accurate, complete, sufficient, reliable and on time to ensure that shareholders and stakeholders of the Company receive the information equally.
2. Information disclosure of the Company must be prepared carefully, clearly, accurately, and transparently.
3. Be careful to disclose important information that affects the price or value of the Company's securities and complying with the regulations and announcement of the SET.
4. Clearly appoint a responsible person to disclose the Company's information to public.

The persons who have the right to disclose important information not yet disclosed to the public are as follows:

1. Executive Chairman
2. Chief Executive Officer (CEO)
3. Manager of Investor Relation of the Company
4. Authorized person from Executive Chairman or Chief Executive Officer

Those who do not relevant or assigned duties cannot provide information or interview to the media or public about the Company's business.

- **Provide multi channels for disclosure of information apart from the SET's communication system**

- **Annual Report and Form 56-1 One Report**

The Board of Directors has to ensure that Annual Report contains adequate information with accuracy, clarity and could create understanding to the shareholders and related parties on the Company's operation and its performance for the previous year as well as the management structure, performance of the Board of Directors and all Committees.

- **Company's website**

The Board of Directors is aware of the efficiency of website disclosure to the shareholders and related persons as well as equitably and easily of getting information. The Board of Directors therefore ensures the Company not only provides all significant information of the Company in the Company's Annual report but also on the Company's website (www.peerforyou.co.th) in both languages, Thai, and English. The disclosed information comprised of Corporate Governance Policy, Business Ethics, General News, Financial Statement as well as Annual Report, Form 56-1 One Report, etc.

- **Investors Relation**

The Company has also set up an Investors Relation section to provide Company's information and activities for investors, shareholders, analysts and general public via Company's website, Road Shows, analysts meetings, conference calls, etc. The Company's Investor Relations could be contacted at phone number 0 2219 3253 or via www.peerforyou.co.th or e-mail address at investor.r@peerforyou.co.th. Ethics of the investor relations are as follows:

1. Conduct duties with integrity
2. Disclose necessary information completely and fairly to all relevant groups equally
3. Allow all relevant groups to access and enquire the information
4. Perform duties by mainly adhering to benefits of the shareholders and the stakeholders
5. Preserve confidential information of the Company and must not use inside information for personal gain
6. Perform duties at his/her best and professionally
7. Keep on studying to develop efficiency of the work
8. Observe the principle on not accepting the appointment during the period close to financial statement announcement and the practical guidelines on securities trading specified by the Company

- **Disclosure of Information of the Board of Directors and Committees**

- Structure, Roles and Responsibilities of the Board as well as performance of the Board and each Committee
- Directors 's Remunerations: Policy of Directors' Remuneration has been clearly and transparently set to be comparable to the general practice in same industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of any sub-Committees will be paid appropriately more in accordance with the extra work. The Nominating and Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders.

The above information and remuneration of each board member have been disclosed in the Company's Annual Report and Form 56-1One Report. in "8. Report on key operating results related to corporate governance" under the topic of "Remuneration for Directors".

- **Accountability to the Financial Statement**

The Board of Directors is responsible for the Company's consolidated financial statements and any financial information which been disclosed in the Company's Annual Report. They consider financial information are consistent with strategies and core policies. Such financial statements were prepared in accordance with the general accepted accounting standard in Thailand with appropriated financial policy. The reports were carefully considered and prepared with sufficient information in the notes to financial statements. The financial statements have been audited and commented independently by the authorized auditors of the SEC to increase confidence and reliability of financial report.

The Board of Directors also set out and maintained for the efficiency of the Company's internal control system to ensure that the financial information had been correctly and accurately booked and sufficient to maintain the Company's assets to prevent whether from any dishonesty or significant error. The Board of Directors had appointed the Audit Committee of which comprised independent directors to be responsible for the quality of the financial statements and the internal control system and disclosed such opinion in the Annual Report under the Report of the Audit Committee. Moreover, The Company made Report of the Board of Directors' responsibility for the Financial Reports was also attached in the Company's Annual Report.

2. Significant changes and developments in policies, practices, and corporate governance systems over the past year.

- **Compliance with good corporate governance principles in the past year.**

In 2024, the Board of Directors has revised the material matters and improved the policies and guidelines following the principles of good corporate governance to be appropriate for the circumstances and business operations of the Company as follows:

- Amend the charter of the Executive Committee. Due to the abolition of the Investment Committee, the Board of Directors' meeting is requested to approve an increase in the scope of powers, duties and responsibilities of the Executive Committee to be able to consider various types of investments, such as deposits, debt instruments, equity instruments, derivatives, mutual funds and other alternative assets, etc., in order to reduce redundant work procedures by consolidating all investment powers, duties and responsibilities to the Executive Committee.
- Improvements to the corporate governance policy include supervision of the use of inside information in the event of a change in securities and futures contract holdings due to the purchase, sale, transfer or receipt of securities within 3 business days from the date of the change in securities holdings, except in cases where the value of each item is less than 3 million baht, it can be reported within 3 business days from the date of the transaction and the accumulated value reaches 3 million baht or when 6 months have passed from the date of the first transaction, whichever comes first.

- **Compliance with good corporate governance principles in other matters.**

The Company has complied with the principles of good corporate governance for listed companies 2017 (CG CODE) of the SEC in the overall assessment results of the 2024 corporate governance survey conducted by the Thai Institute of Directors Association (IOD). The Company is rated “Excellent” for compliance with the principles of good corporate governance. The company has considered adopting other practices to suit the business of the company. The details are as follows.

The Role of Stakeholders

The Company prepares the Sustainability Report according to the framework of the Global Reporting Initiative (GRI). Including, the Environmental, Social, and Governance as part of the Annual report / Form 56-1 One Report on the topic of driving business for sustainability, the environmental and climate change management policies that have been approved and promulgated as a guideline to help reduce environmental impact and air pollution which will have an effect on the sustainability and business.

Equitable Treatment of Shareholders

1. The Company needs to determine the method of voting for the election of directors by cumulative voting. The Company has allowed shareholders to have the right to elect directors individually. The Company nominated the names of directors for shareholders to vote for, whereby one shareholder has one vote per share. According to the Company's Articles of Association, shareholders have the right to choose the Company's directors.
2. The Company has yet to set a policy for directors and senior executives on the notification of trading of Company shares at least one day before trading to the Board of Directors or the person assigned by the Board of Directors. However, the Company has a policy requiring directors and executives to report shareholding changes in every Board of Directors meeting.

Responsibilities of the Board of Directors

1. The Company allows the number of listed companies with executive directors holding director positions in up to two places. Policy for senior executives to hold directorships in other companies by stipulating that before any executive takes a position as a director in another company, they must notify the Executive Board for approval. However, they must not be a director in a company that operates in the same business or industry as the Company, or is a competitor of the Company. The Nomination and Remuneration Committee will consider and nominate persons to be the Company's directors by considering their knowledge, capability and time to perform duties for the Company.
2. The Company used to have one female independent director on the Board of Directors (Resigned on May 10, 2024). The Company does not discriminate based on gender.
3. The Board of Directors has a proportion of 50 percent of independent directors, which is in line with the corporate governance principle of more than 50 percent. At the same time, the Board of Directors has a proportion of non-executive directors of 83 percent, which is higher than the corporate governance principle of 66%.
4. The Company submitted a declaration of intention to participate in the Collective Action Coalition (CAC) on November 24, 2022. However, The Company was unable to submit documents for certification within the specified time. However, the Company continues to comply with the anti-corruption guidelines.

3. Key performance in corporate governance report

3.1 Summary of the performance of the Board of Directors in the past year

In 2024, the Board of Directors reviewed and revised policies and key issues related to the company's corporate governance to ensure compliance with legal requirements, risk management, and internal auditing. Additionally, the company improved its operational guidelines to align with good corporate governance principles and monitored business operations to achieve the set objectives while considering the interests of all stakeholders

3.1.1 Selection, development and evaluation of duty performance of the Board of Directors

☐ Independent Director

The Board of Directors requires that independent directors meet all the qualifications and conditions specified in the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. Each independent director must possess the following qualifications:

Qualification of Independent Director

1. Holding no more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholder; or controlling person of the Company, including the shares held by related persons of the independent director.
2. Must not be or have ever been a director involved in management, an employee, a staff member, a salaried advisor, or a person with control over the company, its parent company, subsidiaries, affiliates, peer subsidiaries, major shareholders, or persons with control over the company, unless they have ceased holding such positions for at least two years before being appointed as a director.
3. Must not be a person related by blood or legal registration as a parent, spouse, sibling, or child, including the spouse of a child, of another director, executive, major shareholder, person with control over the company, or a person who is being proposed as a director, executive, or person with control over the company or its subsidiaries.
4. Must not have or have ever had a business relationship with the company, its parent company, subsidiaries, affiliates, major shareholders, or persons with control over the company in a manner that may interfere with their independent judgment. Additionally, they must not be or have been a significant shareholder or a person with control over an entity that has a business relationship with the company, its parent company, subsidiaries, affiliates, major shareholders, or persons with control over the company, unless they have ceased such relationships for at least two years before being appointed as a director.

Such business relationships include normal commercial transactions necessary for business operations, leasing or rental of real estate, transactions related to assets or services, financial assistance in the form of loans, guarantees, providing assets as loan collateral, or any similar circumstances that result in financial obligations between the company and the counterparty amounting to 3% or more of the company's net tangible assets or at least 20 million baht, whichever is lower. The calculation of such financial obligations must comply with the valuation

methods for connected transactions as specified by the Capital Market Supervisory Board's regulations on connected transactions. Additionally, financial obligations arising within one year prior to the business relationship with the same person must also be considered.

5. The text you've provided seems to be a legal or regulatory requirement in Thai regarding the eligibility of a person to be appointed as a director of a company. It states that the person should not have been an auditor of the company, its subsidiaries, associated companies, major shareholders, or controlling persons, or a shareholder with significant influence, nor a partner in the audit office that the company's auditor is affiliated with, unless at least two years have passed since such relationships or roles have ended before being appointed as a director.
6. The text you've provided is another legal or regulatory requirement in Thai, which states that a person should not have been a provider of any professional services, including legal or financial consulting, from which they received more than 2 million Baht per year from the company, its subsidiaries, associated companies, major shareholders, or controlling persons, nor should they have been a shareholder with significant influence, a controlling person, or a partner of the professional service provider, unless at least two years have passed since such relationships or roles have ended before being appointed as a director.
7. The text you've provided states that a person should not be a director who has been appointed to represent the directors of the company, major shareholders, or shareholders who are related to the major shareholders.
8. The text you've provided states that a person should not engage in activities that are of the same nature and significantly compete with the business of the company or its subsidiaries. Additionally, the person should not be a partner with significant influence in a partnership, a director who is involved in management, an employee, a salaried consultant, or hold more than 1% of the total voting shares of another company that conducts business of the same nature and significantly competes with the company or its subsidiaries.
9. The text you've provided states that the person should not have any other characteristics or circumstances that would prevent them from providing an independent opinion regarding the company's operations.

☐ Nomination of Directors and Management

■ Nomination of Directors

The board of directors has appointed a Nomination and Remuneration Committee to perform the duties of selecting, nominating, and proposing individuals for the positions of company director, sub-committee director, Chief Executive Officer, senior executives, and company secretary, as well as considering compensation that is appropriate to the duties and responsibilities. The committee has established the criteria and procedures for the selection as follows:

1. The Nomination and Remuneration Committee will carry out the process of selecting and nominating individuals for the position of director by considering their qualifications,

experience, knowledge, and abilities that will benefit the company. The committee will also consider diversity in the board's structure, including gender, age, race, and nationality, as well as the necessary expertise that may be lacking to align with the company's business strategy. The committee will utilize the director database from the Thai Institute of Directors Association (IOD) and will proceed with the selection of suitable candidates in accordance with the law and established criteria. The proposed candidates will be submitted to the board for consideration of appointment or to seek approval for appointment at the shareholders' meeting, as per the company's regulations.

2. The selection of independent directors: The Nomination and Remuneration Committee will carry out the process of selecting individuals who meet the qualifications of an independent director as defined by the board, in accordance with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC). These candidates will be proposed to the board meeting and/or the shareholders' meeting for approval, in cases where a position becomes vacant due to the completion of a term or other circumstances.
3. The consideration for reappointing an existing director for another term: The Nomination and Remuneration Committee will consider various factors, including the director's performance during their term, the time commitment based on their attendance and participation in meetings, the number of listed companies where each director holds a position (not exceeding 5 listed companies), and their support in the company board's activities. In the case of an independent director, the committee will also assess the director's independence.
4. The appointment of directors shall comply with the company's regulations and relevant legal requirements, ensuring transparency and clarity. The process will be carried out through the Nomination and Remuneration Committee. The criteria and procedures for electing directors at the shareholders' meeting are as follows:
 - (1) A shareholder has one vote per share
 - (2) Each shareholder must use all of their votes as specified in (1). They may elect one or more individuals as directors, but they cannot divide their votes among the candidates in any proportion.
 - (3) The individuals who receive the highest votes in descending order will be elected as directors, up to the number of directors to be appointed or elected at that time. In the case where candidates who are next in line receive an equal number of votes exceeding the number of directors to be appointed or elected, the chairman will cast the deciding vote.

The company will provide shareholders the opportunity to vote for directors individually at the shareholders' meeting, allowing shareholders to genuinely select the directors they prefer.

In the event that a director's position becomes vacant for reasons other than the completion of their term, the board of directors will consider appointing an individual who meets the qualifications and is not disqualified under the law to fill the position at a board meeting. However, if the remaining term of the vacated director is less than 2 months, the position may

not be filled. The individual appointed to replace the director will hold the position only for the remaining term of the director they replace. The appointment must be approved by a resolution with no less than 3 out of 4 votes from the remaining directors.

5. The Nomination and Remuneration Committee will consider the appropriate knowledge and skills, the composition of the entire sub-committee, the criteria for holding the position, the qualifications, and the independence of the directors. The committee will then present its recommendations to the board for approval.

■ **Selection of the Chief Executive Officer (CEO)**

The company has criteria and procedures for selecting the Chief Executive Officer (CEO). The Nomination and Remuneration Committee will consider individuals with the necessary knowledge, skills, experience, and expertise, and will present their recommendations for approval by the board of directors.

Criteria for Selecting the Chief Executive Officer (CEO)

1. The qualifications of the Chief Executive Officer (CEO) must include an individual with knowledge and capabilities, management skills, and business experience relevant to the company's operations. The CEO should also have specialized expertise beneficial to the company's business and aligned with the company's business strategy.
2. The individual must possess leadership qualities, a broad vision, ethics, and integrity, as well as a positive attitude toward the organization. They should also be able to dedicate sufficient time to effectively contribute to the company's business operations.
3. The individual must have a transparent work history and must not possess any disqualifications as defined by the regulations of the Securities and Exchange Commission (SEC)

■ **Selection of Senior Executives**

The company has criteria and procedures for selecting senior executives. The process begins with the recruitment and selection of individuals, both internally and externally, who possess leadership skills, the ability to manage the organization, and a strong understanding of the company's products and services. The Nomination and Remuneration Committee will then review and approve the candidate for the senior executive position, which will be presented to the board of directors for final appointment.

□ **Succession Plan for Senior Executives:**

The company recognizes the necessity and importance of succession planning for senior executives in the event of a vacancy. In addition to establishing the Nomination and Remuneration Committee to search for, select, and propose individuals for executive and director positions, the company has also developed a succession plan for senior executives. This plan involves selecting individuals who are suitable and have the potential to fulfill the responsibilities of the senior executive role. The company also focuses on developing these individuals to ensure they are prepared to assume the position in the future. This is to instill confidence in investors, shareholders, and employees that the company's operations will continue smoothly and without delay. The senior executive succession plan will be reviewed annually.

In addition, the company encourages the Chief Executive Officer (CEO) to invite senior executives to attend board meetings and/or executive committee meetings in order to provide additional information relevant to the issues at hand. This also offers an opportunity to become more familiar with the senior executives, which will be useful in considering the succession plan for senior positions.

□ Evaluation of the Board of Directors, Sub-Committees, CEO, Company Secretary, and Head of Internal Audit

1. The Corporate Governance Committee has established an annual self-assessment process for the Board of Directors

as a whole and individual directors. This assessment aims to evaluate the performance of the Board and individual directors, as well as to review and compile feedback on various issues related to the company's operations and the Board's duties. The purpose is to enhance corporate governance development. The results of the assessment will be reviewed and discussed in a board meeting for further consideration and improvements.

● **Self-assessment of the entire board of directors**

The Corporate Governance Committee has arranged for the performance evaluation of the entire Board of Directors for the year 2024 to focus on the evaluation that can reflect the efficiency of operations in accordance with the principles of good corporate governance. This is a self-evaluation of the entire Board of Directors, using an evaluation form approved by the Board of Directors at the Board of Directors Meeting No. 17/2024 on November 12, 2024, and the evaluation form has been sent to the Board of Directors for evaluation. The evaluation form will cover the following matters

1. Structure and qualifications of the board
2. The role, responsibilities, and accountability of the board of directors
3. Board meetings
4. Responsibilities of Directors
5. Relationship with management
6. Self development of directors and executives

The evaluation results of the Board of Directors' performance for the year 2024 show that, overall, 6 key areas were rated as excellent, accounting for 96.02%.

● **The self-assessment of individual directors**

The Corporate Governance Committee has conducted an annual performance evaluation for individual members of the Board of Directors for the year 2024. This evaluation is used to assess the performance of each director and to continuously improve their effectiveness. The self-assessment process for individual directors is based on an evaluation form approved by the Board of Directors during the 17th/2024 meeting on November 12, 2024. The evaluation form was then distributed to the Board members for assessment. The evaluation will cover the following topics:

1. Structure and qualifications of the Board of Directors
2. Board meetings
3. Roles, duties, and responsibilities of the Board of Directors
4. Self-development

The evaluation results of the individual Board of Directors' performance for the year 2024 show that, overall, 4 key areas were rated as excellent, accounting for 98.15%.

2. The self-assessment of the Audit Committee

The Audit Committee has reviewed the self-assessment to evaluate its performance over the past year, assessing whether it has followed best practices and how effective its operations have been. Therefore, a performance evaluation has been conducted, with the evaluation form covering the following areas:

1. Structure and qualifications of the Committee
2. Committee meetings
3. Roles, duties, and responsibilities of the Committee
4. Development and training
5. Activities of the Audit Committee
6. Relationship with the Head of Internal Audit, external auditors, and management

The evaluation results of the Audit Committee's performance for the year 2024 show that, overall, 6 key areas were rated as excellent, accounting for 98.88%.

3. Self evaluation of the Subcommittee

The Corporate Governance Committee has arranged for an annual performance evaluation of the subcommittees in order to use the evaluation results to further develop the performance of each subcommittee to be more efficient and in accordance with the duties and responsibilities assigned by the Board of Directors, using the evaluation form approved by the Board of Directors at the Board of Directors' Meeting No. 17/2024 on November 12, 2024, and has delivered such evaluation form to the directors of each subcommittee for evaluation. The evaluation forms of the Executive Committee, the Corporate Governance Committee, the Nomination and Remuneration Committee, the Risk Management Committee, and the Sustainability Development Committee will cover the following matters:

1. Structure and qualifications of the committee
2. Committee meetings
3. Roles, duties, and responsibilities of the committee
4. Development and training

The self-assessment results of each sub-committee are as follows:

	Evaluation results	average score (%)
1. Executive Committee	Excellent	99.74

2. Risk Management Committee	Excellent	99.31
3. Nomination and Remuneration Committee	Excellent	99.31
4. Corporate Governance Committee	Excellent	98.96
5. Sustainability Development Committee	Excellent	100.00

4. The evaluation of the Chief Executive Officer (CEO)

The Corporate Governance Committee has conducted an annual performance evaluation of the Chief Executive Officer (CEO) to be used in determining compensation. The evaluation form, which was approved by the Board of Directors in Meeting No. 17/2024 on November 12, 2024, has been distributed to the Board of Directors for assessment. The evaluation form will cover the following areas:

1. Leadership
2. Strategy development and implementation
3. Financial planning and performance
4. Relationship with the Board of Directors
5. Risk management and internal controls
6. Management and relationship with personnel
7. Succession planning
8. Knowledge of products and services
9. Corporate governance and business ethics

The evaluation results of the Chief Executive Officer (CEO) for the year 2024, across 9 categories, showed an overall performance rating of excellent, with a percentage of 96.99%.

5. Company Secretary Assessment

The Board of Directors has determined that the performance of the Company Secretary shall be evaluated annually in order to use the evaluation results to develop the efficiency of the Company Secretary's work in supervising the Board of Directors to comply with the rules and regulations of the Stock Exchange of Thailand and the SEC, using the evaluation form approved by the Board of Directors at the Board of Directors' Meeting No. 17/2024 on November 12, 2024, and the said evaluation form has been sent to the Board of Directors for evaluation. The evaluation form will cover the following matters:

1. Skills and Knowledge of the Company Secretary
2. Compliance with Regulations
3. Communication and Coordination
4. Document Management
5. Meeting Organization
6. Corporate Governance

The result of the evaluation of the company secretary's performance for the year 2024 shows that, overall, the 6 categories are rated as excellent, accounting for 98.03%.

6. The evaluation of the Internal Audit (IA)

The Audit Committee is assigned by the Board of Directors to evaluate the performance of the internal audit department annually. The results of this evaluation are used to improve the efficiency of the internal audit department and its operations, both in terms of internal auditing and consulting services, to ensure independence in corporate governance, risk management, and organizational controls. The evaluation uses a form that was approved by the Audit Committee during Board Meeting No. 12/2024, held on November 12, 2024. The evaluation form is then sent to the Audit Committee for assessment. The evaluation covers the following areas:

1. Objectives, Powers, and Responsibilities
2. Independence and Impartiality
3. Educational Background and Work Experience
4. Continuous Professional Development
5. Management of the Internal Audit Department
6. Knowledge and Ability to Perform Duties

The evaluation results of the internal audit department's performance for the year 2024, as assessed by the Audit Committee, show that all 6 categories were rated at an excellent level, accounting for 94.44%.

☐ Director and Executive Development

● Development of the committee

The company has established a policy to conduct an orientation for new directors every time there is a change in the board, to ensure that they are adequately informed with the necessary information before performing their duties. A director's manual, documents, and relevant information to assist in the director's duties are provided to prepare them for their role. The company secretary acts as the coordinator for various matters as follows:

- **Key information to know:** Business nature, business structure, board structure, scope of authority and duties, relevant laws, as well as the company's policies and guidelines for corporate governance.
- **General business knowledge:** The company's business operations strategy, aimed at creating an understanding of the company's business and various operational areas.
- **Meetings with key executives:** Organize meetings with the Chairman of the Board and the CEO to inquire about in-depth information regarding the company's business operations.

In addition, to enhance the knowledge and capabilities of the directors in performing their duties, the company also supports all directors in acquiring skills and knowledge required for their role. This includes a thorough understanding of laws, regulations, risk standards, and the business environment. Directors are also kept up-to-date with current information regularly, including participating in programs offered by the Thai Institute of Directors (IOD). Notably, the Director Accreditation Program (DAP), the Director Certification Program (DCP), and other related programs for company directors are provided. One director has completed

the DCP program, and five directors have completed the DAP program. The training history of each director is detailed in the section titled 'Details of Directors, Executives, Key Personnel, Those Assigned with Top-level Responsibility in Accounting and Finance, Those in Charge of Accounting Oversight, and the Company Secretary.' Each year, the company provides the directors with information on training programs offered by various institutes for their consideration, enabling them to participate in programs based on their needs.

In 2024, one director, Mr. Suraphon Taweechoksubsin, completed the Director Accreditation Program (DAP).

- **Executive Development**

The company develops its executives by organizing senior management programs to enhance leadership skills alongside acquiring new knowledge to improve management expertise for greater efficiency. Additionally, these programs prepare executives for future promotions or position adjustments, aligning with career advancements and fostering the competitiveness of all business areas within the company. This ensures the company remains a leader in its industry both currently and in the future.

In 2024, the following executives underwent training

No	Executives	Position	Program" or "Course
1	Mr. Thawee Udomkitchote	Acting - Vice Chief Executive Officer	Conflict Management
2	Ms. Warunee Poodee	Senior Vice President – Operation	<ul style="list-style-type: none"> – Nena : Addressing for NG9-1-1 – Nena : Enhanced Caller Management – CX Asia Week 2024 – CX Asia Week 2024 – Nena : Preventing Telecommunicator Tunnel Vision - ILO – Nena : SOP Development
3	Mrs. Sasakorn Suppatkul	Vice President – Sales and CR	<ul style="list-style-type: none"> – C.Q. Communication Quotient for COLLABORATION – Productivity Boost With Gen AI ใช้ AI อย่างไรให้เวลาทำงานลดลง
4	Mr. Praphan Somboonngern	Vice President - Information Technology	<ul style="list-style-type: none"> – Cloudflare Technical Part I – Cloudflare Technical Part II – Nena : Preventing Telecommunicator Tunnel Vision - ILO – Nena : Change Management in 9-1-1-ILO – Nena : SOP Development – Nena : Addressing for NG9-1-1 – Nena : Enhanced Caller Management
5	Mr. Sombat Vithayavatcharoen	Assistant Vice President - Company Secretary Division	– "Applied COBIT for IT Governance, organized by the Accounting Profession Council"

			<p>– "Cyber Security Basics for General Users, organized by the Office of the National Science, Research and Innovation Policy Council"</p> <p>– "Insight in SET, organized by the Stock Exchange of Thailand"</p>
6	Mr. Marut Dharmmapraphon	Assistant Vice President - Finance and Accounting	

3.1.2 Attendance at Meetings and Individual Director Compensation

- Attendance at Meetings

1) Board of Directors

The Board of Directors' meetings require at least half of the total number of directors to be present in order to form a quorum. In the event that the Chairman of the Board is not present or unable to perform their duties, if the Vice Chairman is present, the Vice Chairman will preside over the meeting. However, if there is no Vice Chairman present or if the Vice Chairman is unable to perform their duties, the directors present at the meeting will select one director to act as the Chairman of the meeting. For the voting process, the company requires a quorum of at least two-thirds of the total number of directors for decisions to be made.

The Board schedules its meetings in advance for the entire year, with more than six meetings held annually, along with additional special meetings as needed. The company secretary's office sends the meeting schedule in advance and notifies each director so they can arrange their schedules to attend. The meeting invitations include a clear agenda, with regular updates on business performance. The company secretary's office sends meeting invitations along with the agenda and supporting documents to the Board at least seven business days before the meeting, allowing the directors time to review the materials before attending. The company's regulations require that invitations be sent to directors no less than seven days before the meeting, except in urgent cases. Additionally, any director who wishes to propose an item for the agenda may notify in advance before the meeting to have it considered for inclusion or raise it during the meeting under other matters.

Typically, each meeting lasts approximately 2 hours. In 2024, there were 17 Board of Directors meetings, as follows:

List of Directors	Position	Date of Appointment as Director	Term of Office (Year/Month)	Meeting Attendance / Total Meetings (Times)
1. Mr. Supreedee Nimitkul	Independent Director / Chairman of Audit Committee / Chairman of the Nominating and Compensation Committee	August 2, 2023	1 Year 8 Month	17/17

Peer for You Public Company Limited and its subsidiaries
(formerly, One to One Contacts Public Company Limited)

List of Directors	Position	Date of Appointment as Director	Term of Office (Year/Month)	Meeting Attendance / Total Meetings (Times)
	/ Corporate Governance Committee Member			
2. Mr. Priyong Teerasathain	Independent Director / Audit Committee Member / Chairman of Corporate Governance Committee / Nominating and Compensation Committee Member / Risk Management Committee Member	March 8, 2021	4 Year 1 Month	17/17
3. Mr. Worasak Kriengkamol	Independent Director / Audit Committee Member	May 14, 2024	10 Month	7/7
4. Mr. Chirayu Chueyam	Vice Chairman of the Board of Directors / Chairman of Executive Committee / Chairman of Risk Management Committee / Corporate Governance Committee Member / Nominating and Compensation Committee Member / Chairman of Sustainable Development Committee / Chief Executive Officer	August 2, 2023	1 Year 8 Month	17/17
5. Mr. Prapat Yorkhant	Director / Executive Committee Member / Risk Management Committee Member / Sustainable Development Committee Member	August 15, 2023	1 Year 7 Month	17/17
6. Mr. Issara Rounsuk-udom	Director	December 12, 2023	1 Year 3 Month	17/17
7. Mr. Rathapol Limthongchai - Resigned on March 11, 2025	Director	March 1, 2024	1 Year	12/12
8. Mr. Suraphon Taveechoksubsin - Resigned on December 12, 2024	Director	March 25, 2024	9 Month	10/10
9. Ms. Natenapa Pusittanont - Resigned on May 10, 2024	Independent Director / Audit Committee Member	September 14, 2023	8 Month	9/9
10. Mr. Chaiwat Phithakraktham - Resigned on March 1, 2024	Director	December 14, 2020	3 Year 3 Month	5/5

In 2024, the Board of Directors considered various matters. The key points of the matters discussed are summarized as follows:

- Approved the financial statements.
- Approved the appointment of directors, sub-committee members, Chairman of the Audit Committee, and Chairman of the Nomination and Remuneration Committee.
- Reviewed and approved the company's vision, mission, annual budget, and business plan.
- Reviewed, amended, and updated the corporate governance policy, business ethics, and charters.
- Approved the salary increase rates and annual bonus payments.
- Approved the Directors' and Officers' liability insurance.
- Approved the change in the list of authorized signatories for financial documents.
- Approved the appointment of the company secretary.
- Considered the Board of Directors' report on the independent financial advisor's opinion regarding the issuance and offering of new ordinary shares through a private placement.
- Considered the purchase of common shares in Happy Products and Service Co., Ltd.
- Approved the extension of the short-term loan repayment period for Wow Factor Public Company Limited.
- Approved the service contract for management and administrative services with One to One Professional Co., Ltd. (subsidiary).
- Approved the closure of CCS Carbon Clear Solutions Co., Ltd.
- Approved the evaluation of the adequacy of the internal control system and risk assessment.
- Approved the decision not to pay the annual compensation to the Board of Directors.
- Approved the joint venture agreement with business partners for the Contact Center business.
- Approved the loan to the subsidiary company.
- Approved the appointment of the auditor and the audit fee for the year 2024.
- Approved the decision to suspend the allocation of legal reserves and the payment of dividends for the 2024 financial year.
- Consider approval of the cancellation of the Investment Committee.
- Approved the agreement for the purchase of common shares in Base Economy Capital Securities Brokerage and Investment Unit Broker Co., Ltd.
- Approved the increase of registered capital for One to One Professional Co., Ltd
- Approved the sale of common shares in for One to One Professional Co., Ltd (subsidiary) to Sky ICT Public Company Limited and Turnkey Communication Service Public Company Limited .
- Approved the set date for the rights offering to shareholders for the allocation of subscription warrants for the second time PEER-W2, to be distributed to existing shareholders in proportion to their holdings (Rights Offering).
- Approved the criteria for the self-assessment of the Board of Directors, sub- committees, and the evaluation of the CEO's and company secretary's performance for the year 2024.

2) Subcommittees

In 2024, the subcommittees held meetings as scheduled. The summary of the number of meetings and the attendance records of each director are as follows

Name	Attendance / Total Meetings						
	Audit Committee	Executive Committee	Corporate Governance Committee	Nomination and Remuneration Committee	Risk Management Committee	Sustainability Development Committee	Investment Committee
1. Mr. Supreedee Nimitkul ¹⁾	12/12		2/2	5/5			
2. Mr. Priyong Teerasathain	12/12		3/3	5/5	2/2		
3. Mr. Worasak Kriengkamol ²⁾	4/4						
4. Mr. Chirayu Chueyam		14/14	3/3	5/5	2/2	4/4	5/5
5. Mr. Prapat Yorkhant		14/14			1/2	4/4	
6. Mr. Issara Rounsuk-udom							5/5
7. Ms. Natenapa Pusittanont ³⁾	7/7						
8. Mr. Chaiwat Phithakraktham ⁴⁾		1/1					0/1
9. Mr. Thawee Udomkitchote		4/5					
10. Ms. Warunee Poodee ⁵⁾						2/2	
11. Mr. Marut Dharmmapraphon ⁶⁾		9/9					

Remarks:

¹⁾ Appointed as a Corporate Governance Committee member on February 29, 2024.

²⁾ Appointed as an Audit Committee member on May 14, 2024

³⁾ Resigned from the Audit Committee member on May 10, 2024.

⁴⁾ Resigned from the Executive Committee member and Investment Committee member on February 1, 2024.

⁵⁾ Resigned from the Sustainability Development Committee member on August 30, 2024.

⁶⁾ Appointed as an Executive Committee member on May 14, 2025.

3) Non-Executive Directors' Meetings

In 2024, the non-executive directors held meetings among themselves as necessary and appropriate, either before or after the board meetings. These meetings were conducted to discuss various management-related issues of interest without the presence of the executive team, allowing for independent deliberation and exchange of opinions.

All sub-committees have carried out their duties as assigned by the Board of Directors and have regularly reported their performance to the Board. Their activities over the past year have been disclosed to shareholders in the respective sub-committee reports, which are included in the company's annual report.

● Remuneration for Directors

Directors' remuneration consists of meeting allowances and bonuses. The meeting allowances are approved by the shareholders' meeting and paid only to directors who attend the meeting. In the Board of Directors and the Audit Committee, all directors receive the same meeting allowances, while the Chairman of the Board of Directors receives one time more than other directors. For the Nomination and Remuneration Committee and the Corporate Governance Committee, the Chairman of the Board of

Directors receives 50 percent more than other directors, except for the Executive Committee, the Risk Management Committee, the Sustainable Development Committee, and the Investment Committee, which do not pay any meeting allowances. As for the directors' bonuses, they will take into account various factors and compare them with organizations in the same industry and with similar business sizes, as well as the Company's performance, the performance and responsibilities of the Board of Directors, and the overall business situation.

Monetary compensation

The remuneration for the Board of Directors and sub-committees for 2024, approved by the shareholders, has a total budget of no more than 4,000,000 baht, the same as the previous year. This amount is divided into meeting attendance fees for the Board and sub-committees, as well as director compensation, with no other benefits provided. The meeting attendance fees for directors attending the meetings are set as follows:

The Board of Directors and the Audit Committee.

- Chairman of the Board Amount 20,000 Baht per session.
- Director Amount 10,000 Baht per session.

Nomination and Remuneration Committee and Corporate Governance Committee.

- Chairman of the Board Amount 15,000 Baht per session.
- Director Amount 10,000 Baht per session.

In 2024, the company paid monetary compensation to the Board of Directors and the subcommittees. The company did not pay compensation to directors and executives holding positions on the board of subsidiaries. The details are as follows:

(Unit:Baht)

Name Director	Meeting Allowance				Board of Directors' Compensation	Total Compensation Received by Each Member (Baht)
	The Board of Directors	Audit Committee.	Nomination and Remuneration Committee	Corporate Governance Committee		
Mr. Supreedee Nimitkul	170,000	240,000	70,000	20,000	-	500,000
Mr. Priyong Teerasathain	170,000	120,000	50,000	45,000	-	385,000
Mr. Worasak Kriengkamol	70,000	40,000	-	-	-	110,000
Mr. Chirayu Chueyam	170,000	-	50,000	30,000	-	250,000
Mr. Prapat Yorkhant	170,000	-	-	-	-	170,000
Mr. Issara Rounsuk-udom	170,000	-	-	-	-	170,000
Mr. Rathapol Limthongchai	120,000	-	-	-	-	120,000
Mr. Suraphon Taveechoksubsin	100,000	-	-	-	-	100,000
Ms. Natenapa Pusittanont	90,000	70,000	-	-	-	160,000
Mr. Chaiwat Phithakraktham	50,000	-	-	-	-	50,000
Total	1,280,000	470,000	170,000	95,000	-	2,015,000

3.1.3 Supervision of operations of subsidiaries and associates

The Board of Directors supervises the operations of subsidiaries and associated companies as follows: In every new company establishment, the management must submit the matter to the Board of Directors' meeting for consideration and approval before proceeding with the registration of the new company. The Board of Directors will consider appointing executives to hold positions as directors and executives in subsidiaries and associated companies, and determine the scope of authority, duties and responsibilities of directors and executives who represent the company in such companies. Executives in subsidiaries and associated companies must report the operating results of the companies they oversee to the Board of Directors on a monthly basis. Any investment or significant action as specified in the Company's approval authority must be in accordance with the policy and must be presented to the Board of Directors' meeting of the Company. Each year, executives of subsidiaries and associated companies must present the annual work plan to the Board of Directors' meeting and the Board of Directors' meeting for consideration and approval of the plan. If any company's operating results do not comply with the plan, they must be explained to the Board of Directors' meeting. In cases where the operating results are very problematic, they will be required to be explained in a special meeting of the Board of Directors (Watch List) to closely monitor management and resolve the problem.

For internal control systems, subsidiaries and associated companies must establish measures or internal control systems, in which the Company will have an internal audit department to inspect the operations of the Company and subsidiaries and report to the Audit Committee and the Executive Committee. In the event that any company has internal control deficiencies that pose a risk of causing damage to the Company, the Executive Committee will order the improvement and correction of internal control for such issues immediately. In addition, if a subsidiary conducts any transactions that must comply with the Company's regulations or related laws, which must be considered and approved by the shareholders' meeting of the subsidiary, such as capital increase, capital reduction, or dissolution of the subsidiary, such transactions will be brought to the Board of Directors' consideration for approval of voting guidelines at the shareholders' meeting of the subsidiary.

When a new company is established or participates in significant investments in other businesses, such as holding 20% but not exceeding 50% of voting shares, and the investment amount may require significant investments in the company, the board of directors will consider establishing shareholders. An agreement or other protocol that clarifies the authority to manage and participate in important decisions, in order to monitor performance and use it as information for preparing the company's financial statements based on standards and timelines.

In the event that a subsidiary company performs any act which is an acquisition or disposal of the subsidiary company's assets, the Company shall comply with the criteria for the acquisition or disposal of the Company's assets, which shall be in accordance with the criteria for the significant transaction that is considered an acquisition or disposal of assets as announced by the Capital Market Supervisory Board. For the transaction of a subsidiary company with a related person of the subsidiary company, the Company shall not supervise such matter, except when the subsidiary company performs a transaction with a related person of the Company, the Company shall comply with the criteria for the related transaction as announced by the Capital Market Supervisory Board.

In 2024, the associated company or subsidiary complies with the subsidiary and associated company governance policy and does not have any actions that cause conflicts of interest, including the preparation of financial reports and important transactions that can be carried out and disclosed completely, correctly and within the specified time frame.

3.1.4 Monitoring compliance with corporate governance policies and practices

1) Conflict of Interest

To prevent conflicts of interest, the Company has established guidelines for directors and employees in the Company's business ethics to be used as guidelines for operations as follows:

1. Avoid engaging in proprietary trading that may lead to conflicts of interest
2. Where directors or employees conduct transactions related to the company, the company will virtually conduct transactions with outsiders, and the directors or employees concerned shall not participate in the examination and approval
3. Don't take advantage of the opportunities or information obtained by serving as a director or employee for personal gain, including not engaging in business that competes with the company or related businesses
4. Do not use inside information for personal gain in trading the Company's shares or disclose inside information to other persons for the benefit of trading the Company's shares. Also, avoid or refrain from trading the Company's securities during the period of 1 month prior to the release of financial statements or important information that may affect the price of the Company's securities
5. Employees are not allowed to disclose confidential information of the company, whether it is electronic data, financial data, operational data, business data, future plan of the company or other relevant information for the benefit of anyone, whether during the performance of their duties or after leaving the company's working conditions

If there is a transaction that may cause a conflict of interest, the Company requires directors, executives, employees, and related persons to disclose information about their interests to the Audit Committee to consider the appropriateness of the transaction. The Audit Committee will review and present it to the Board of Directors. The Board of Directors will carefully consider every transaction that has a conflict of interest or related transaction. The Company complies with the Stock Exchange of Thailand's criteria by setting the price or conditions in the same way as transactions with external parties (Arm's Length Basis) and disclosing details of the transaction, such as transaction value, contractual party, reasons, and necessity, in the Annual Report (Form 56-1 One Report) and notes to the financial statements. In addition, when considering related transactions, directors who have an interest must refrain from attending the meeting and voting, both in the Board of Directors' meeting and the shareholders' meeting. For the year 2024, the Company has provided details of transactions that may cause a conflict of interest under the topic "Related Transactions"

2) Supervision of the use of internal information

The Company has established measures to prevent the use of inside information for personal gain by limiting the number of persons who can access the information and using an encryption system to prevent access by external persons. In addition, the Company has set the level of access to

information appropriate to the responsibilities of each level of employees to enhance compliance with such measures. The Company requires all employees to acknowledge and sign the memorandum of understanding Regarding non-disclosure of confidential information, non-computer crimes, and non-infringement of intellectual property rights, new employees must sign this agreement with the employment contract. In addition, the Company has stipulated in its business ethics that directors, executives, and employees must not use inside information for personal gain or improperly provide it to others and must avoid or refrain from trading in the Company's securities for 1 month prior to the release of financial statements or material information that may affect the price of securities. To ensure that such measures are complied with, the Company has prepared a letter announcing the stock trading suspension period throughout the year prior to the release of financial statements to directors and executives in advance and has also sent a letter to directors and executives to acknowledge every quarter. However, in 2024, the Company did not find any directors or executives using inside information to trade in the Company's securities. The Company has publicized such practices to employees via email and the Company's website.

The company also notifies directors and executives that they have an obligation to report on the company's securities and derivatives (if any) held by themselves, their spouses, or individuals living together as husbands and underage children, including legal entities in which the aforementioned individuals hold more than one percent of the shares. All voting rights of such legal entities, including their spouses or cohabitants, i.e. husbands, wives, and minor children, shall be reported to the SEC to prevent any change in ownership of securities and derivatives resulting from the purchase, sale, or transfer or accept securities transfer within 3 working days from the date of the transaction, including penalties under Section 59 of the Securities Exchange Act B.E.2535 (1992). If there is a change in the holding of securities and derivatives, directors and executives shall notify the company's secretariat for the purpose of coordinating and submitting a holding report. In addition, the company is required to report information on directors and securities and derivatives held by directors to the SEC.

If there is a potential conflict of interest in a transaction, the company requires directors, executives, employees, and related personnel to disclose interest information to the audit committee before submitting it to the board of directors, in order to consider the appropriateness of the transaction, the size of the transaction, and compliance with SET and relevant institutional rules guidelines. Prior to each approval of the transaction by the shareholders' meeting, stakeholders and directors are not allowed to attend the meeting and are required to review and vote at the board of directors and shareholders' meeting. In addition, the company has established a corporate governance committee to continuously and appropriately monitor compliance

3) Anti-Corruption

The Company places importance on good corporate governance, believing that good corporate governance and management within the framework of transparent and auditable corporate governance will help protect the interests of all stakeholders. The Company has therefore established the "Anti-Corruption" policy and guidelines and announced them for executives and employees at all levels to adhere to. The scope of the anti-corruption management system covers every step and every work process of the Company and its subsidiaries that are involved in

procurement and hiring, including other work processes that are at risk of corruption. The Audit Committee and the Internal Audit Department, appointed by the Company, are the main working groups.

1.1 Roles and Responsibilities

1) The Board of Directors has the following duties and responsibilities

- 1.1 To establish policies and supervise a system that supports effective anti-corruption measures to ensure that the Board of Directors is aware of and places importance on anti-corruption measures and instills them into the organization's culture so that all levels of the Company's employees understand and are aware of the importance of problems arising from corruption. In the event that the Audit Committee reports corruption that affects the Company, the Board of Directors is responsible for providing advice, consideration of penalties, and jointly finding solutions to the problem for the Chief Executive Officer and the Board of Directors.
- 1.2 Comply with the anti-corruption policy and practices and have penalties for non-compliance. The penalty for directors is termination of office when there is an internal audit report or a complaint about corruption.

2) The Audit Committee has the following duties and responsibilities

- 2.1 Consider anti-corruption policies and practices to ensure they are appropriate for the business model, the company's environment, and the organization's culture, and present them to the Board of Directors for consideration and approval.
- 2.2 Review the appropriateness of changes in anti-corruption policies and practices and present them to the Board of Directors for consideration and approval.
- 2.3 Review the financial and accounting reporting system, internal control system, internal audit system and risk management system to ensure that they are in line with international standards, are rigorous, appropriate, up-to-date and efficient.
- 2.4 Received reports of corruption involving personnel within the organization, investigated the facts based on the notification, and made recommendations to the executive committee for punishment or resolution of such issues.

3) Internal Audit has the following duties and responsibilities

- 3.1 Review and audit the performance of the audit plan to ensure that it is correct and in accordance with the policies, practices, operating authority, regulations, requirements and laws to ensure that there is a control system that is appropriate and sufficient for the risk of corruption that may occur and report to the audit committee.
- 3.2 Perform duties as assigned by the Audit Committee regarding the investigation of corruption related to the organization in addition to the audit plan that has been established.

4) Good Corporate Governance Board has the following duties and responsibilities.

- 4.1 Establish a framework for the supervision of the Company's operations related to anti-corruption.

- 4.2 Provide suggestions and guidelines, monitor and evaluate the performance of operations related to anti – corruption.
- 5) The Sustainable Development Committee has the duty and responsibility to determine the guidelines and operational plans for sustainable development that are appropriate and consistent with the Company's anti-corruption policies and practices
- 6) The Risk Management Committee has duties and responsibilities to supervise and support the implementation of corruption risk management by assessing corruption risks and reviewing anti-corruption measures to ensure they are adequate and appropriate.
- 7) Executive committee and Executive has the following duties and responsibilities
 - 7.1 It is required to assess the corruption risks during the operation process that may lead to corruption.
 - 7.2 Develop procedures to promote and support anti-corruption policies and guidelines, and communicate with all employees and stakeholders.
 - 7.3 Continuously implement anti-corruption policies and frameworks throughout the organization.
 - 7.4 Review the appropriateness of procedures and preventive measures to adapt to changes in business, regulatory, and legal requirements.

3.2 Anti-Corruption Policy

The Company operates its business based on the principles of good corporate governance. Therefore, the Company has established an anti-corruption policy as a guideline for all parties involved, such as the Board of Directors, executives, and employees, to strictly adhere to. The main principles are as follows:

3.2.1 Political Neutrality and Upholding Business Ethics

The Company has a policy of conducting business with political neutrality, which includes supporting compliance with the law and the democratic regime with the King as Head of State. Directors, executives, and employees who have political rights and freedoms under the law will not take any action that would cause the Company to lose its neutrality or suffer damage from political involvement, including not using any of the Company's resources to do so. In addition, the Company has a policy of conducting business with an adherence to morality and ethics and managing with transparency by promoting its instillation in the organization's culture.

3.2.2 Charitable Donations and Financial Support

The Company supports community and social development to improve the quality of life of the community and society through business processes or charitable donations. There must be clear supporting documents and evidence in accordance with the Company's regulations, which stipulate that donations and support funds must be used to promote the Company's business and for public charity.

3.2.3 Receiving or Giving Gifts, Presents, Property, or Other Benefits

Receiving or giving gifts, presents, property or any other inappropriate benefits will result in support or obligations that affect decision-making in performing duties, which damages the company. The company does not support such actions. The company requires directors, executives, employees and related persons to adhere to important practices in receiving or giving as follows.

Receiving or giving in an ethical and legal manner, always being aware that laws, rules or traditions in each country or each locality may have different conditions or practices, which must be strictly followed. This includes hiring government employees, both in the case of hiring them to be consultants or company employees with transparent and appropriate employment conditions.

- Receiving or giving appropriately and honestly, including transactions with government agencies.
- Please enter here to translate content.
- Not accepting or giving anything that will unfairly influence a decision in any way in the performance of duties.
- Receiving or giving at a reasonable price on each occasion and reporting to superiors in order if it is necessary to receive or give items with a value that exceeds normal business practices.
- Receiving or giving in accordance with the criteria set by the external agency in cases where a superior is assigned to assist an external agency.
- Expenses for business entertainment and other expenses directly related to the performance of business contracts are reasonable.
- Maintaining financial evidence that clearly shows the value of the gift or gift and that can be verified as requested.

Operational Practices

1. Risk Management

The company has a clear risk management structure. The board of directors and management team are responsible for supervising senior executives and relevant employees at all levels to ensure correct practices that comply with company policies. Including the establishment of a risk management committee responsible for appropriately managing organizational risks and related corruption risks

2. Create a preventive corporate culture

The Company supports directors, executives and employees at all levels to work without corruption and adhere to morality, ethics and transparent management, as well as being responsible to all stakeholders by providing fair compensation and rewards to outstanding employees, including punishing employees who violate the Company's policies and regulations

3. Training and communication

The company provides training for employees to promote integrity and informs them of good conduct standards, ethics, and business ethics practices through new employee onboarding training and other training courses, including electronic communication such as websites and applications.

4. Report

The company encourages directors, executives, employees, and stakeholders to report any behavior that violates company policies, including unfair treatment, and provides channels for reporting any behavior that violates company governance, code of conduct, policies, and regulations. The company will protect whistleblowers and not disclose their names to anyone.

5. Policy compliance supervision

The company has an internal audit unit responsible for checking the compliance of various departmental policies based on risk issues to ensure that the company has appropriate internal control systems. If it is found that the internal control system of any unit is not tight enough and causes significant damage to the company, the internal audit unit will directly report the audit results to the audit committee for reporting to the board of directors in the next step.

6. Penalties

Any action that directly or indirectly violates this policy will be subject to disciplinary action in accordance with the Company's regulations, including legal penalties if the action is illegal.

In summary, the Company has implemented the aforementioned anti - corruption policies and practices adequately and appropriately. In the past year 2024, the Company did not have any direct or indirect corruption.

4) Whistle Blowing

- Listen to suggestions and complaints

The board of directors attaches great importance to the participation of stakeholders, strengthens the company's business performance by fully and transparently disclosing important information to stakeholders, creates sustainability for the business, and provides a channel for stakeholders to submit useful suggestions or complaints. Create added value for the company by mailing, sending emails, or filling out the 'Report' menu on the company website (www.peerforyou.co.th)

Letter to : Internal Audit Department
Peer For You Public Company Limited
944 Mitrtown Office Tower, 28th Floor, Units 2807-2810,
Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330

E-mail : auditcommitteesecretary@peerforyou.co.th

The internal audit department will collect information, suggestions, and complaints, and continue to implement the "whistleblowing and whistleblower protection" procedure

- **Procedures and methods for "Whistleblowing and whistleblower protection"**

The company adheres to the principles of good corporate governance and encourages stakeholders to report any actions that violate ethical standards, company regulations, or laws, as well as any corrupt practices that may harm the company, including violations of rights. Stakeholders can report such misconduct by submitting related information or evidence to the company's internal audit department via the website www.peerforyou.co.th under the "Report Whistleblower and Complaints" section. If the whistleblower includes their name and surname, it would be beneficial to the company for easier follow-up and/or to request additional information.

In 2024, the Company had "no" complaints or legal disputes that may significantly affect the Company's business operations.