
CORPORATE GOVERNANCE POLICY

BETAGRO PUBLIC COMPANY LIMITED



Corporate Governance Policy

Betagro Public Company Limited (“**the Company**”) is committed to conducting business under the principles of corporate governance with excellent management, moral ethics, transparency, auditability, free from fraud and corruption. It focuses on maximizing the benefits for the shareholders while taking into account the stakeholders as a whole according to the Company's operating framework.

In addition to building the confidence of shareholders, investors and stakeholders based on the principles above, the Board of Directors has established guidelines for corporate governance in order to create competitiveness and excellent performance with consideration to long-term impact, fair and ethical business operations, respect for the rights, social and environmental responsibilities, care for all groups of stakeholders equally, and ability to adapt under changing factors. The Company has, therefore, applied the Principles of Corporate Governance for Registered Companies B.E. 2560 (2017) (CG Code 2017) prepared by the Securities and Exchange Commission (SEC). The Company further defined its Corporate Governance Policy to serve as guidelines for the Board of Directors who is the leader or the highest responsible person of the organization to put it into practice. The purpose is to create sustainable value for the business. The Corporate Governance and Sustainable Development Committee is responsible for overseeing the Company's Corporate Governance Policy which covers the following 8 main operating principles according to the CG Code 2017:

1. **Establish Clear Leadership Role and Responsibilities of the Board of Directors**
 - 1.1 The Board of Directors shall understand and recognize its roles and responsibilities as a leader which must supervise the organization to have good management. They cover setting objectives and goals, strategies, operating policies as well as the allocation of important resources to achieve the objectives and goals, monitoring, evaluating and supervising performance reporting.
 - 1.2 The Board of Directors shall establish various policies including policies on corporate governance to create sustainable value for the business, promote ethical business operations, respect for the rights and responsibility to shareholders and stakeholders. The aim is to achieve success in the Company's business operations while creating benefits to society and development or reduction of the impact on environment, as well as being adaptable under changing factors.
 - 1.3 The Board of Directors shall be responsible for supervising directors and executives to perform their work with accountability and responsibility, duty of care and duty of loyalty to the organization for maximum benefits to the Company in accordance with the laws, objectives, regulations, resolutions of the Board of Directors' and the shareholders' meetings, and the Company's specified policies or guidelines. Sufficient mechanisms shall be provided to ensure that the Company's operations is in



accordance with relevant laws, objectives, regulations, resolutions of the Board of Directors' and the shareholders' meetings, and policies or guidelines of the Company, such as the Related Party Transaction Policy and Anti-Corruption Policy. Also, an approval process for important operations such as investment, transactions that affect the Company significantly or transactions with connected persons, acquisition or disposition of assets and dividend payment shall be provided.

- 1.4 The Board of Directors shall understand its roles, scope of duties and responsibilities as well as clearly determine the scope of duties and responsibilities for sub-committees and management. Also, monitor and supervise their implementation of the assigned duties. The various charters of the Board of Directors and sub-committees shall be established in writing and regularly reviewed at least once a year to be consistent with the direction of the Company.

2. **Define Objectives that Promote Sustainable Value Creation**

- 2.1 The Board of Directors shall give strong emphasis on the determination of the objectives and main goals for the organization's business operations to be able to grow together with society in a sustainable manner, create value for the benefits of the organization, customers, partners, employees, shareholders, stakeholders and society as a whole. It shall promote communication and strengthen the objectives and goals of the organization reflected in the decisions and operations of personnel at all levels until it becomes an organizational culture based on the principles of good corporate governance.
- 2.2 Annual and long-term objectives, goals and business strategies shall be in line with the achievement of objectives and main business goals, environment, factors and risks that may affect all stakeholders by using innovation and technology appropriately and safely. In addition, the Board of Directors shall be aware of goals that could lead to illegal or unethical conduct, and supervise the communication of objectives and goals through strategies and plans across the organization.

3. **Strengthen Board Effectiveness**

- 3.1 The Board of Directors consists of not less than 5 members with duties and responsibilities in determining and reviewing the structure of the Board of Directors in terms of composition, qualifications, expertise, experience, number of directors suitable for the business, proportion of independent directors to be appropriate and necessary to achieve the set objectives and main goals. The related code of conduct can be summarized as follows:
 - 3.1.1 The shareholders' meeting shall consider the appointment of Company Directors with a 3-year term of office. Directors who retire by rotation may be re-elected at the shareholders' meeting.



- 3.1.2 Company Directors shall be qualified and shall not have prohibited characteristics as specified by law.
- 3.1.3 The Board of Directors shall consist of independent directors, at least one-third of the total number of directors but shall not be less than 3 persons, whereby independent directors shall be independent from the control of major shareholder and executives. They shall not be involved or have a stake in finance and business management. In addition, they shall be fully qualified based on the criteria for qualifications of independent directors as specified in the Announcement of the Capital Market Supervisory Board concerning Application for and Approval of Offer for Sale of Newly Issued Shares. Their scope of duties and responsibilities are specified by relevant laws, announcements, rules and/or regulations.
- 3.1.4 Directors and senior executives of the Company shall be responsible for reporting information about their being executives and directors, controlling persons in a limited company or other public limited companies, a managing partner in an ordinary partnership or being a limited liability partnership, and inform the Company in accordance with the rules and procedures prescribed by the Board of Directors.
- 3.1.5 The Board of Directors has clearly defined the scope of duties and responsibilities of the Board of Directors in the Board of Directors Charter, with details on composition, qualifications, appointment, term of office and completion of their office term as specified in the Board of Directors Charter.
- 3.1.6 The Board of Directors shall disclose the policy for determining the composition of the Board of Directors with diversity and directors' information such as age, education background, experience, shareholding percentage, number of years in the director's position and holding directorships in other listed companies in the annual report and on the Company's website.
- 3.1.7 The Board of Directors shall appoint a company secretary to perform various duties as required by law and perform other duties as assigned by the Board of Directors.
- 3.2 The Board of Directors shall appoint an appropriate person as the Chairman of the Board to ensure that the composition and operations of the Board of Directors are conducive to independent discretion in order to promote a balance of power between the Board of Directors and the management. In accordance with the Principles of Corporate Governance for Registered Companies, the Company shall separate the roles and responsibilities between the Board of Directors and the management to



create clarity in the duties of each position in order to have a check and balance to review the management and to manage the Company efficiently and transparently as follows:

The Board of Directors: plays an important role in determining the direction, policies and strategies for business operations in order to generate returns on investment and maximize shareholders' benefits. Its other important roles include supervising and monitoring the operations of the management to ensure that policies and strategies are followed in accordance with the laws, objectives, regulations of the company, and resolutions of the shareholders' meetings.

The Management: is responsible for managing the business to achieve success and in accordance with the directions, policies and strategies of business operations as determined by the Board of Directors, as well as properly managing the day-to-day work and business of the Company.

Chairman of the Board: is the leader of the Board of Directors and plays an important role in supervising and supporting the performance of the Board of Directors in accordance with the laws and corporate governance.

Chief Executive Officer: is authorized to supervise operations in accordance with the Company's policies, goals and objectives within the scope of laws, objectives and regulations of the Company as well as the resolutions of the Board of Directors' and the shareholders' meetings.

Chief Executive Officer and President ("President"): is assigned by the Board of Directors to perform duties relating to normal business operations of the Company by strictly managing according to the plan and budget approved by the Board of Directors with honesty and integrity. Also maintain the best interests of the Company and shareholders while not doing anything that has conflicting interests or benefits with the Company, subsidiaries and associated companies.

- 3.3 The Board of Directors shall supervise the nomination and selection process of each committee to be transparent and clear in order to obtain the qualifications of the Board of Directors and sub-committee directors in accordance with the specified criteria.
- 3.4 The shareholders' meeting has the authority to approve the compensation for directors. The Board of Directors shall consider the structure and compensation rate to be suitable for their responsibilities and motivate the Board of Directors to lead the organization and achieve both short-term and long-term goals.
- 3.5 The Board of Directors shall ensure that all directors are responsible for performing their duties and allocating sufficient time.



- 3.6 The Board of Directors has established a framework and mechanism to supervise the operations of subsidiaries and associated companies appropriately for each business so that both subsidiaries and associated companies have the same correct understanding.
- 3.7 The Board of Directors shall set a policy to conduct an annual performance assessment of the Board of Directors, sub-committees and individual directors to be used as a framework for monitoring the performance whether it has performed according to good practices or not in order to improve the performance of the Board of Directors and to review problems and obstacles that arise in the relevant year. The evaluation results shall be used for further development of the performance.
- 3.8 The Board of Directors shall supervise each director to have knowledge and understanding their roles and responsibilities, nature of business and laws related to business operations as well as encourage all directors to receive skills and knowledge enhancement for performing their duties as directors on a regular basis. In the case of new directors, the Board of Directors shall arrange an orientation session and distribute documents and information that are beneficial to the performance of the directors.
- 3.9 The Board of Directors shall ensure that the operations of the Board of Directors run smoothly and has access to required information.
- 3.10 The Board of Directors shall appoint a number of directors from the Board of Directors to be members of sub-committees for special duties to strengthen effectiveness. Each sub-committee shall have the same term of office as the Board of Directors and has duties as assigned by the Board of Directors.
- 3.11 The Board of Directors shall ensure that the roles and duties of the Board of Directors and sub-committees are disclosed such as the number of meetings, their meeting attendance in the past year and reports on the performance of every sub-committee.



4. **Ensure Effective CEO and People Management**

- 4.1 The Board of Directors shall ensure that there is nomination and development of the President and senior management with knowledge, skills, experience and qualifications necessary to drive the organization towards its goals.
- 4.2 The Board of Directors shall supervise the determination of compensation structure and evaluation of personnel at all levels appropriately.
- 4.3 The Board of Directors has a policy to understand the structure and relationship of shareholders that may affect the management of the business and the controlling power in the management of the business in order not to be an obstacle to the performance of its duties, and to supervise the disclosure of information that may affect business control appropriately.
- 4.4 The Board of Directors shall monitor the management and develop personnel to have knowledge, skills, experience and appropriate motivation.

5. **Nurture Innovation and Responsible Business**

- 5.1 The Board of Directors places great emphasis and support on the creation of innovations that create business value while at the same time creating benefits for all stakeholders involved with consideration to social and environmental responsibilities. It shall promote actions that will add value to the company according to the ever-changing environmental factors. This may cover determining a business model, product and service design and development concepts, analysis, production and operating process improvement in cooperation with partners
- 5.2 The Board of Directors shall monitor and supervise the management to operate the business with social and environmental responsibility reflected in the operating plan to ensure that all departments of the organization have operated in accordance with the objectives, goals and strategic plans of the business.
- 5.3 The Board of Directors shall supervise the management to allocate and manage resources efficiently and effectively while taking into account the impact and development of resources throughout the value chain in order to achieve the objectives and main goals sustainably.
- 5.4 The Board of Directors shall provide a framework for governance and management of corporate information technology that is in line with the needs of the business. The Board shall also ensure that information technology is used to increase business opportunities, improve operations and risk management enabling the organization to achieve its objectives and main goals.



6. **Strengthen Effective Risk Management and Internal Control**

- 6.1 The Board of Directors has appointed the Risk Management Committee which consists of at least 3 members to supervise. This is to ensure that the Company has a risk management and internal control system that will effectively achieve its objectives and comply with relevant laws and standards.
- 6.2 The Board of Directors has appointed an Audit Committee which consists of at least 3 members. All shall be independent directors and shall not have prohibited characteristics under relevant laws. The Committee members shall also have qualifications and duties according to the rules of the SEC and the Stock Exchange of Thailand (SET) in order to perform their duties efficiently and independently. The Audit Committee has various duties as shown in the Audit Committee Charter or as assigned by the Board of Directors. This includes the duty to audit financial reports, the internal control system, compliance with the laws, independence of the internal audit unit, consideration for selection of auditors, the Company's disclosure of information, and the Audit Committee's report preparation.
- 6.3 The Board of Directors shall monitor and manage conflicts of interest that may arise between the Company and the management, Board of Directors or shareholders. Its duties also include prevention of inappropriate use of the Company's assets, information and opportunities, and transactions with people who are related to the Company. In addition, it shall set written guidelines in the charter or policy to prevent hidden interest or conflicts of interest.
- 6.4 The Board of Directors shall have a clear anti-corruption policy which is communicated to all levels of the organization and to external parties in order to achieve actual implementation. Anti-Corruption measures includes supporting activities that promote and instill in all employees to perform their duties according to relevant laws and regulations.
- 6.5 The Board of Directors has established a mechanism for handling complaints and whistleblowing. This includes providing appropriate protection measures for whistleblowers who report clues in good faith with supervision according to the international practice of "Three Lines of Defense". This practice consists of business units, regulatory bodies and the internal audit unit, which shall work together through the work processes specified for each level as follows:
 - (a) First line of defense: Business units are those responsible for day-to-day operational risk management to ensure effective consideration and control of risks.
 - (b) Second Line of Defense: Regulatory bodies such as risk management unit are responsible for overseeing, monitoring and controlling risk management processes.



- (c) Third line of defense: The Internal Audit Unit is responsible for assessing the adequacy and appropriateness of the internal control system of the Company's operating processes and systems. This includes outsourcing activities to support the establishment of a corporate governance system, risk management system and a good internal control system to effectively

achieve the Company's objectives and goals. It reports directly to the Audit and Risk Management Committee who are the Company's independent directors. The internal auditors are not involved in the day-to-day operations of the Company. The internal audit unit shall use the international standard professional practice of the Institute of Internal Auditors of Thailand as a model.

7. **Ensure Financial Integrity and Disclosure of Information**

- 7.1 The Board of Directors shall be responsible for ensuring that the financial reporting system and the disclosure of important information are accurate, sufficient, timely, and in accordance with relevant rules, standards, and guidelines.
- 7.2 The Board of Directors shall monitor to ensure the Company has financial liquidity sufficiency and ability to repay debt.
- 7.3 In the event that the business has financial problems or is likely to have problems, the Board of Directors shall ensure that the business has a plan to fix such problems or has other mechanisms to solve financial problems while taking into account the rights of stakeholders and reasonability.
- 7.4 The Board of Directors shall have a policy to prepare a sustainability report as appropriate to disclose information in compliance with the laws, the Charters, ethics and codes of conduct, Anti-Corruption Policy and treatment of employees and stakeholders. It shall also cover fair treatment, respect for human rights, as well as social and environmental responsibilities. Such information may be disclosed in the annual report or any other documents or may be prepared as a separate book as appropriate for the Company.
- 7.5 The Board of Directors shall supervise the management to set up an investor relations unit. It is responsible for communicating and publicizing useful information to shareholders, investors, analysts and related parties appropriately in an equal and timely manner.
- 7.6 The Board of Directors shall encourage the use of information technology to disseminate information in accordance with the prescribed rules and through the channels of the Stock Exchange of Thailand.



The Board of Directors shall also arrange for the disclosure of information in both Thai and English through other channels such as the Company's website, along with presenting current information.

8. **Ensure Engagement and Communication with Shareholders**

The Board of Directors places great importance on the Company's shareholders, whereby the Company ensures that shareholders are treated equally and able to exercise their fundamental rights such as (1) the right to buy, sell or transfer shares (2) the right to receive the Company's profit sharing (3) the right to receive sufficient relevant information through the Company's website or the website of the Stock Exchange of Thailand or by any other means (4) the right to attend meetings to exercise their right to vote in the shareholders' meeting independently on the appointment or removal of directors, consideration of directors' compensation, appointment

of an auditor, dividend payment, capital increase and issuance of new shares. The shareholders also have the right to pose questions to the Board of Directors about the Board of Directors' reports and any other matters proposed to the meeting for consideration and approval, the right to propose an agenda in advance and to nominate a person to be elected as the Company's director, as well as participation in decision-making on important matters of the Company. Every shareholder has the right to vote according to the number of shares held, and each share has one vote.

In addition, the Board of Directors shall realize and put emphasis on the rights of shareholders, and shall not take any action that violates or diminishes the rights of shareholders. The Board of Directors shall promote and set policies related to the rights of shareholders as follows:

8.1 The Board of Directors shall ensure that shareholders participate in decision-making on important matters of the Company as follows:

5. 8.1.1 Protect and respect basic rights of shareholders, namely the right to buy, sell or transfer shares, the right to participate in profit sharing of the business, the right to receive sufficient business information, the right to attend shareholders' meetings to consider the appointment or removal directors, appointment of an auditor, dividend allocation, determination or amendment to the Articles of Association or Memorandum of Association, capital reduction or capital increase and approval of special items, etc.
6. 8.1.2 Promote and encourage shareholders to exercise their rights in various matters at the annual general shareholders' meeting such as the right to propose agenda for the shareholders' meeting in advance, the right to nominate a person to be elected as a director in advance, the right to send questions to the meeting in advance, the right to express opinions



and pose questions at the meeting. Also facilitate minority shareholders' nomination of persons to be elected as company directors by submitting a resume and letter of consent of such person in accordance with the rules, regulations and procedures specified by the Company

7. 8.1.3 Ensure that the meeting notice of the shareholders' meeting together with relevant documents is sent and disseminated through the Company's website at least 28 days prior to the meeting date, and prepare the invitation letter for the shareholders' meeting in both Thai and English languages

8. 8.1.4 Encourage shareholders to use proxy forms in which they can determine the direction of voting, agree, disagree, and abstain by preparing both form A, B, and C (only proxy forms for custodians) to shareholders. In addition, shareholders are supported when unable to attend the meeting in person but wish to exercise their right to vote by proxy by proposing that independent directors attend the meeting and vote on behalf of such shareholders. This is in order to facilitate the shareholders to exercise the right to choose any independent director as a proxy on their behalf.

9.

10. 8.1.5 Shall refrain from any action that violates or limit the rights or the deprivation of shareholders' rights to access the Company's information that must be disclosed according to various requirements and to attend the shareholders' meeting, such as not presenting documents with additional important information immediately, not adding items on the meeting agenda or changing important information without notifying shareholders in advance, etc.

11. 8.1.6 Facilitate shareholders to exercise their rights, such as providing current important information through the Company's website, etc.

8.2 The Board of Directors shall supervise the conduct of the meeting on the day of the shareholders' meeting to be smooth, transparent and efficient enabling shareholders to exercise their rights by:

12. 8.2.1 Facilitating shareholders to fully exercise their rights to attend and vote at shareholders' meetings, and refraining from any action that will limit the opportunity of shareholders to attend the meeting. In the event that the shareholders are unable to attend the meeting in person, the Company shall allow them to appoint an independent director or any person as their proxy to attend the meeting on their behalf.



13. 8.2.2 Informing about the rules and procedures for attending the shareholders' meeting to the shareholders in the meeting invitation letter and on the meeting date. The meeting convenor shall inform the shareholders of the rules used in the meeting and voting procedures at the shareholders' meeting. The notification of the rules and procedures for voting shall be recorded in the minutes of every shareholders' meeting.
14. 8.2.3 Arranging appropriate meetings and giving shareholders the opportunity to ask questions related to the meeting agenda or the company where they can express their opinions. The Chairman of the Board shall discuss each item on the agenda with the meeting and shall arrange to record discussions on matters related to the meeting agenda or related to the Company, opinions of shareholders, and clarifications of the Board of Directors and/or executives in the minutes of every shareholders' meeting.
15. 8.2.4 Conducting the meeting in order of the agenda specified in the invitation letter. Executives who are shareholders of the Company will not present any unnecessary additional items to the meeting, especially the item that shareholders must take sufficient time to study before making a decision.
16. 8.2.5 Supporting and promoting the use of technology such as bar codes, ballot cards or others in the shareholders' meetings. This includes the use of technology in registration of shareholders, score counting and display so that the meeting is conducted quickly, accurately and transparently. The voting results shall be disclosed in the minutes of the shareholders' meeting together with the votes of approval, disapproval and abstention for each item on the agenda with voting.
17. 8.2.6 Providing an independent person to witness the vote counting process or a person who counts or checks the votes in the meeting, such as the Company's auditor or legal advisor, and disclose the results of the vote counting or verification to the meeting for acknowledgment. All of this shall also be recorded in the minutes of the meeting.
18. 8.2.7 The Board of Directors recognizes the importance of holding the annual shareholders' general meeting and respects the rights of shareholders. Therefore, the Boards shall encourage all directors to attend the shareholders' meeting.



8.3 The Board of Directors shall ensure that the disclosure of resolutions at the shareholders' meeting and the preparation of minutes of the shareholders' meeting are accurate and complete. The tasks include:

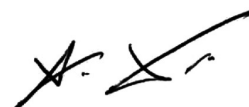
19. 8.3.1 Supervise the provision of information about the date, time, place, agenda of the shareholders' meeting as well as all information related to matters to be decided at the shareholders' meeting. Explanations and reasons supporting each item on the agenda are provided to shareholders in advance sufficiently and in time for each shareholders' meeting. The Company has a policy to allow shareholders to study the information in advance before the meeting is held through the Company's website. The information is the same as that presented in the form of documents delivered to the shareholders by the Company.
20. 8.3.2 After each shareholder meeting, it will be ensured that the content of the meeting is compiled, which includes agenda details, list of directors both present and absent, meeting resolutions, voting as well as questions and opinions of shareholders. All of this information shall be prepared in the form of "Minutes of Shareholders' Meeting" and disseminated on the Company's website and delivered to the Stock Exchange of Thailand and/or related agencies within 14 days from the meeting date in accordance with the requirements of the SEC and the SET. This information on the resolutions of the meeting and voting results for each item on the meeting agenda shall be disclosed via the system of the Stock Exchange of Thailand within the time specified by the law.
21. 8.3.3 Promote the exercise of shareholders' rights without limiting the rights of shareholders by disclosing information through the Company's website in advance. The Company shall not present documents with additional important information during the shareholders' meeting, and the Company shall not add items on the meeting agenda or change important information without prior notice to the shareholders.
22. 8.3.4 Ensure that shareholders are given the opportunity to receive up-to-date news and information through the Company's website regularly.

The Board of Directors shall review the appropriateness of the corporate governance principles at least once a year and record the consideration as part of the Board of Directors' resolutions. It shall also disclose information in the annual report and the annual information disclosure form, with a message confirming that the Board of Directors has considered and reviewed the application of the Corporate Governance Policy in the Company's business context.

This Corporate Governance Policy was approved by the Board of Directors' Meeting No. 2/2022 held on February 22, 2022.



This policy has been effective since April 1, 2022.



(Mr. Vasit Taepaisitphongse)
President and Acting President – International
Business

