

Internal Control and Related Transactions

Resistance to corruption is an important policy of the company besides implanting attitude and ethics as basic for performance for management and all level of employees. The company has drawn up audit process and internal control system to check and balance appropriately.

Moreover, the company has made implementation to create confidence in accordance to Resistance to Corruption Policy as follow;

1. Set up a code of conduct for employees as a standard manual for employees to conduct themselves which focusing on honesty, morality, reliability and the desire for excellence
2. Review rules and regulations about purchase, employment, determine requirement for authorized signatures for expense and purchase document to control and prevent corruption within the company
3. Board of Directors, management and employees are forbidden to engage in any action to claim or accept or offer to give assets, other benefits to induce to carry out or refrain from performing duty which is wrongful.
4. Organize training to give knowledge to the management and employees about risk management frame and internal control in order to manage risk
5. Determine communication channels, receive complaints or information about corruption, the informers will be protected in strict confidence and will not be disclosed. The issue informed will be examined by the Board fairly

Participation channels for the stakeholders

The company laid down a Whistle Blowing policy to justly protect the whistle-blower, including protection from persecution when filing a report. The company provided the channel for all stakeholders to file the report or complaint on those matter likely to cause damage to the company or the matters that the stakeholder' right is violated or the corruption. The whistle blower could communicate to persons in charge through the channel as follow;

Section	Telephone	Email address
Customer Service	02-941-6931 Ext. 5112	tada_kh@easonplc.com
Production	038-451-833 Ext. 5263	piti_ek@easonplc.com
Research & Development	02-941-6931 Ext. 2211	punvipa_ch@easonplc.com
Purchasing	02-941-6931 Ext. 1132	chutima_ek@easonplc.com
Environmental & Safety	038-451-833 Ext. 5151	vichai_ma@easonplc.com
Financial Report	02-941-6931 Ext. 1234	chayuth_se@easonplc.com
Investor Relation	02-941-6931 Ext. 1221	saroch_ch@easonplc.com

Contact/Complaint channels to the Board of Directors

The stakeholder stakeholders are able to file the report or complaint to the Board of Directors directly through the channel as follow;

Ms. Pismai Boonyakiat
Chairman of the Board of Directors
Eason & Co Public Company Limited
312, 402/3-6 Phaholyothin 32, Chankasem, Chatuchak, Bangkok 10900
Tel. 02-941-6931 Email : pismaib@gmail.com

In 2022, the company has no issue found about corruption and unlawful operation or related requirements as well as no violation about business operation ethics.

Internal Control Policy

Company aims to establish and maintain the confidence of all stakeholders and adherence to operate as a good citizenship. All employees have a reputation to protect and preserve the dignity of the company. By maintaining the highest standards of professional and ethical conduct as follows;

1. Conflict of Interest Policy
 - Employees should avoid any action that might be conflicted to the company interest whether contact with relevant companies such as customers, suppliers, competitors or take advantage or information from being employee for their own benefit and doing business to compete with company.
 - Employees shall avoid the shareholding in the company's competitors. In cases the stocks have been obtained before being an employee or before the company went into business, or by way of inheritance. Employees must report to their superiors.
 - The company will enforce by intellectual property laws or other laws if there is the violation of confidentiality of business.
2. Corporate Assets Policy
 - Employees have duty and responsibility for the corporate assets by ensure that it will not be damaged, lost also utilized corporate assets for highest benefit and do not take for personal use.
 - The assets means tangible and intangible property such as chattel, property, technology, knowhow, certificate of ownership, patents, copyright also the confidential information that not disclosed to the public, such as business plans, financial projections. Information of Human Resources.
 - All employees should avoid disclosing or using the confidential information strictly.

3. Gifts and Entertainment Policy

- Employees shall not request, receive or accept money, materials, or other benefits from the relevant with the corporate.
- Employees may accept gift as conventional. By accepting the gift shall not affect any business decisions of the recipient.
- The gift should not be much valuable and shall not be cash or equivalent as cash.
- If employees receive valuable gift than usual from the relevant with the corporate, employees should report to theirs superiors.
- Giving or accepting gift can be made if made by transparent or in open location.

4. Securities Trading and Inside Information Policy

- Employee shall avoid using internal information or disclosing internal information to others for trading corporate stock.
- Insiders should not buy or sell shares before the publication of financial statements. Or publishing company status as well as other important information and should wait at least 24-48 hours after the disclosure to the public prior to purchase or sell shares of the company.

5. Internet Controls and Audits, Financial Reporting

- The management has responsibility to prepare the financial report to be accurate, complete and in timely manner both annual report and quarterly report in accordance with acceptable accounting standard.
- Establish efficient control system and internal audit to ensure that the Corporate has complied with the standards and related laws and under monitoring of internal audit and reviewed of the audit committee.
- Perform duties with honesty and take any action to all shareholders with equitable.

6. Shareholders Policy

- Inform status of the Corporate to Shareholder regularly and completely.
- Report to the shareholders of the future prospects of the organization, both positive and negative with sufficient rationale.

7. Customer Relations and Product Quality Policy

- Deliver product with higher quality than customer expectation under fair condition.
- Provide correct and sufficient Product and Service information in timely manner which will support customer to make decision without exaggerating on advertisement or other communication channel that may cause misleading about the quality, quantity, or any other condition of Products and Services.
- Maintain customer confidentiality and do not use for own benefit or related person.

- Response to customer request by rapidly and provide procedure and channel for customer's complaint about Product and Service efficiently.
8. Suppliers/Creditors Policy
- Treat all creditors equally and fairly on the basis of obtaining a fair return on both sides.
 - Strictly comply with terms or conditions agreed upon by the business partners, in case failure to comply, must inform to Suppliers and/ or Creditors in advance to find solutions mutually.
 - To negotiate business must exempt any request, accept or give any unlawful benefits which in dealing with business Partners and / or Creditors.
 - If corruption was found must inform to Partners and /or Creditors to explore the solution fairly and rapidly.
 - Financial report must be regularly provide to creditor with accuracy, completely and timely
9. Employees Policy
- Offer fair remunerations to the employees
 - Ensure working environment that secures life and property of employees
 - Ensure that promotion and transfer employee including reward and punishment must be trustworthy and based on appropriate and capability of employee.
 - Give priorities to the development of employee's capabilities and knowledge by providing the opportunity thoroughly and regularly.
 - Strictly adhere to rules and regulations relating to the employees;
10. Rivals Policy
- Comply with the rule of fair competition
 - Do not make any unlawful exercise or inappropriate in seeking information of competitors such as give bribe to competitor's employees.
 - Do not defame or slander against the competitor's reputation.
11. Employees Practice Policy
- Perform duties with endeavor, integrity and transparent and shall refrain from giving to superior or receiving from subordinates.
 - Respect employee's right including management
 - Superiors should practice themselves as respectful person and employees should not disrespect Superiors.
 - Comply with rules, regulations and traditional whether provided in written or not.
 - Maintain and create the unity among the employees and avoid any action which is affect to company reputation and image or cause problem later

12. Environment and Community Policy

- Responsible and commit for the environmental preservation also including custom and local tradition where the corporate is located.
- Carry out activities to develop the society, the community and the environment to enabling the good quality of life for the community where the corporate is located by own operate and cooperate with government and community.
- Prevent accident and control waste emission to be lower than standard level.
- Response immediately and efficiency to the situation that effect to the environment and the community from the company operation also cooperate with government and related agencies.

The Insider information policy

The Board of Directors has been aware of the importance of good corporate governance in order to run a business with transparency and prevent seeking individual benefit from the use of insider information which not disclose to the public, the company, therefore, set the insider information policy as follows;

1. Educated Directors, executives, the management in accounting and finance and employees about related legal and regulatory in order to be a pattern for them to follow strictly.
2. Educated Directors, executives, the management in accounting and finance about duty of initial reporting on their securities holding in the company also their spouse, people who live and cohabit together as husband and wife, their minor child and juristic person that they held shares more than 30 percent of all eligible vote according to section 59 to the Securities and Exchange Commission.
3. Directors, executives, the management in accounting and finance, are always required to initially report on their securities holding in the company also their spouse, people who live and cohabit together as husband and wife, their minor child and juristic person that they held shares more than 30 percent of all eligible vote to company secretary before send to the Securities and Exchange Commission within 30 days of the date on which they are appointed. They are also required to report on any changes in securities holdings as a result of the purchase, sale, transfer or acceptance of transfer of securities within 3 business days of the date of any changes.
4. Directors, executives, the management in accounting and finance, employees and any related persons who acknowledge the significant insider information which may affect to the change of securities' pricing, shall be prohibited from trading company's shares as well as be

prohibited from disclose significant insider information to anyone at that time and prior to the release of the company's financial statements or financial status and the company's status until the release of the company's disclosure. The company shall inform all concerned persons in writing of the silent period, which is at least 30 days prior to the release of the company's disclosure, and 24 hours after the release.

5. Penalties for insider trading shall be imposed for any breaches e.g. caution, suspension and dismissal depends on intention and effect of the action. Moreover, violation of the prohibition on insider trading can result in a prison sentence and civil and criminal fines for the individuals and the entities who commit the violation.

Measure of preventing misuse of insider information by the management officers

1. To prevent misuse of insider information, each department/section shall not disclose any information of one's own department/section to any other departments/sections or to other parties not entitled to that information.
2. The management officers who are entitled to the company's financial reports/information shall not seek any benefits from that information prior to public disclosure. One of the rules to prevent misuse of information is that the management officers shall not engage in security trading for one month before public disclosure of the company's financial statements.
3. All directors and management officers are required to report on the company's shares hold by them as specified in Section 59 and in accordance with Announcement of Securities Exchange Commission no. Sor.Jor.14/2540 about report and disclosure of shareholding as dated May 12, 1997, and the requirements of SET. The penalty for not following the rules and requirements is described in Act of Securities and Securities Exchange B.E. 2535. Besides, any directors and management officers who break the rules are subjected to penalization according to the company's Regulation ie. receiving verbal warning, written warning, suspension, or terminating employment, as the case may be.

At the same time, the company also developed internal control system regarding inside information, by applying information technology system to classify inside information access level for each employee level, through the setting of ID code for accessing such information.

Securities Trading Policy

Eason & Co Public Company Limited is committed to treating all of its shareholders with transparency and fairness in accordance with good corporate governance principles. In order to achieve this, the Board of Directors has adopted the following Securities Trading Policy as follows;

1. Compliance with the law
 - 1.1 All directors, executives and employees must comply with the insider trading prohibition, as defined in the Securities and Exchange Act, B.E.2535, at all times.
 - 1.2 Any director, executive or employee who knows or possesses inside information related to a securities issuing company must not:
 - (1) Purchase or sell securities or enter into a derivatives contract related to securities for their own or another person's benefit.
 - (2) Disclose inside information to other persons, either directly or indirectly and by any means, while one knows or ought reasonably to know that the recipient of such information may exploit it for trading securities or entering into a derivatives contract related to such securities, either for their own or another person's benefit.
2. Policy on trading of the company's securities
 - 2.1 Designated Persons
 - 2.1.1 "Designated persons" are the persons who, because of their positions or responsibilities, have access to the Company's inside information. (This term includes their spouses and minor children, as well as any juristic person in which the aforementioned persons hold an aggregated amount of shares exceeding 30% of its total voting rights if this amount constitutes the largest proportion of the shareholding) These include:
 - (1) Directors
 - (2) Senior executives
 - (3) Executives and employees who have access to the company's inside information, such as members of Portfolio Management & Investor Relations, Corporate Accounting, Corporate Finance, Venture Capital & Business Development, Internal Audit, Legal and Compliance Office
 - (4) All executives and employees who participate in the meetings of the company's board of directors and/or its sub-committees
 - (5) Any other person whom the compliance office and related persons (e.g. supervisor or head of unit) have mutually agreed to define as such

2.1.2 The office of managing director responsible for maintaining the register of designated persons and reviewing it on an annual basis, as well as notifying these persons and their heads of department when their names are added or removed

2.2 Blackout Periods

2.2.1 All designated persons are prohibited from trading the company's securities for a period of thirty (30) days prior to the disclosure or publication of the quarterly and annual financial statements, or any other period that the company might specify from time to time.

2.2.2 In exceptional circumstances, a designated person may sell the company's securities during the blackout period if he or she suffers severe financial hardship or has to meet legal or regulatory requirements, especially under a court order. In this case, the designated person must submit a written request, explaining his or her reasons for selling the securities, to one of the following persons for approval:

- (1) The Chairman of the Board (in the case of a director or the company secretary)
- (2) The Chairman of the Audit Committee (in the case of the Chairman of the Board)
- (3) The Chief Executive Officer (in the case of any designated person other than a director, executives and employees)

A copy of the request must also be submitted to the company secretary.

2.2.3 The company secretary will publish the dates of every blackout period in advance in order to help the designated persons comply with this requirement

2.3 Prior Notification for Trading

2.3.1 Any designated person who intends to trade The company's securities must notify the Board of Directors at least one day in advance

2.3.2 The designated person must notify to the company secretary no later than 10.00 a.m. on the business day before the intended date of transaction.

2.3.3 Upon receipt of the notification, the company secretary shall determine whether the proposed trade by the designated person is within the terms of this policy.

2.3.4 Each notification can be submitted via email.

2.4 Report of Securities Holdings

2.4.1 Initial reporting

All designated persons must report their holdings of the company's securities to the company secretary as follows;

(1) Report of Directors' and Executives' must be submitted within seven (7) days of appointment

(2) Any designated person must be submitted within seven (7) days of notification by the company secretary

2.4.2 Reporting of changes

All designated persons must also report any changes in their holdings of the company's securities to the company secretary

2.4.3 Reporting by directors and executives

All directors and executives responsible for completing disclose their holdings in the company's securities and any changes thereof, and submitting to the Office of the Securities and Exchange Commission in compliance with Section 59 of the Securities and Exchange Act, B.E.2535, and all relevant notifications

2.5 Trading Exemptions

Sub-sections 2.2 & 2.3 of this policy do not apply in the following situations;

(1) The acceptance of a takeover offer

(2) The exercise of stock options or warrants under one of the company's share plans, although any shares or debentures that are purchased may not be sold during a blackout period

Any director, executive or employee who violates this Policy may face disciplinary action up to and including termination of employment, and may also be subject to criminal and civil liabilities under the Securities and Exchange Act, B.E. 2535

Shares holding of the Board of Directors in 2022

No.	Name	No. of Shares			
		Dec 31, 2021	Changed	Dec 31, 2022	%
1.	Mrs. Pismai Boonyakiat	-	-	-	-
2.	Mr. Jane Wongissariyakul	-	-	-	-
3.	Ms. Thipawan Uthaisang	-	-	-	-
4.	Prof.Dr. Tharapong Vitidsant	-	-	-	-
5.	Mr. Sanan Eksangkul	19,855	-	19,855	0.004
6.	Ms. Petcharat Eksangkul	8,497,067	-	8,497,067	1.499
7.	Mr. Sanit Eksangkul	2,826,808	-	2,826,808	0.499
8.	Mr. Wichai Eksangkul	1,231,111	-	1,231,111	0.217
	Spouse	19,001	-	19,001	0.003
9.	Ms. Sirinun Eksangkul	784,336	-	784,336	0.138
	Total	13,138,674	-	13,138,674	2.317

Internal audit and control system

Internal audit and control system has been set up to monitor both management and operation level. The company has defined duties, responsibilities, and authorization of operation officers and the executives clearly, having control system over the usage of Company's assets, clearly separating positions of the persons who operate work and those examine or audit work so as to balance power and to promote efficient internal control. In addition, the company appoints Well Planning Solution Co., Ltd. as an Internal Audit Company which will report directly to Audit Committee. External auditors are required to evaluate and review the company's internal control system when they are on duties to audit the company's financial statements annually. Furthermore, the company has made a handbook of internal control to be used within the organization.

Internal Audit

Company Name	Well Planning Solution Co., Ltd.
Head of Internal Audit	Ms. Woraluck Limsookprasert Managing Director
Education	<ul style="list-style-type: none">• Bachelor of Accounting 2nd Honor University of Thai Chamber of Commerce• Master of Accounting, Thammasat University Certified Public Accountant
Experience	1995 – 2002 SGV-Na Thalang Co., Ltd. 2003 – 2004 KPMG Phoomchai Audit Co., Ltd. 2005 – Present Well Planning Solution Co., Ltd.
Training	<ul style="list-style-type: none">• TSQC1 Monitoring Workshop and EQCR for Capital Market Auditing• Compliance with Quality Control Standard (TSQC1) for Auditing Firm• COSO Internal Control Integrated Framework Update 2013• Enterprise Risk Management Integrating with Strategy & Performance• Integrated Internal Audit for Sales and Debt Management• Risk Management Frameworks

Audit's remuneration

In accordance with the resolution by the shareholder' meeting, the company made remuneration payments as audit fee to Dharmniti Auditing Co., Ltd., where the company's auditor according to details as follows;

	Unit : Baht		
Audit remuneration	2022	2021	2020
Eason & Co PLC	960,000	925,000	925,000

During 2022, the company did not make other remuneration payment for other services, either to the auditors of the company and subsidiary companies, the audit office where the auditors were attached to. The company' directors or management team have not been related to the audit office, such as staff or partner in the past 2 years.

The Board of Director' opinion

The company has recognized the importance of internal control system. The Board of Director has appointed the Audit Committee to review the assessment of the company's internal control to ensure that it is a sufficient and appropriate system, as well as to provide accurate and credible accounting system and financial report, also to contribute asset protection and mitigate damage occurred from error and corruption, along with effective compliance with relevant laws and regulations.

The company hires Well Planning Solution Co., Ltd., an external organization, as the internal audit. This will allow the company to be able to fully perform functions, and independently in internal audit. The company can keep improving itself up to internal and external factors which are constantly changing. In this regard, the internal audit will coordinate the System Development Manager of the company, and report directly to the Audit Committee to enhance the effectiveness of the audit process.

At the Board of Directors' meeting No.1/2023 on February 24, 2023, the Board of Directors including member of the Audit Committee evaluated the company's internal control system for 2022. According to the internal audit and inquiring for information from the management, the Board of Directors did not find any significant deficiency regarding internal control system. Therefore, they agreed that the company had sufficient and appropriate internal control system which was compatible with the current operation. These can be summarized as follows;

1. Control Environment

The company has assigned explicit policies and objectives of business with concrete evaluation by considering fairness to employee, customer, trading partner, and responsibility for

shareholders, society, community and environment. It has also reviewed the implementation of the goals set on a regular basis to comply with the conditions at that time.

The company has established organizational structure in order to separate duties and responsibilities of the management team, thus allowing effective operation. There were policy on corporate governance, business ethics, which were acknowledged by executive and employee as guideline for everyone to perform their duties with integrity, and restrain from posing conflict of interest with the company, including not corrupting which causes damage to the organization.

2. Risk Assessment

The company has assigned the Executive Board Committee in order to take care of risk management in a systematic and effective manner. There was risk analysis that revealed probable risks from internal and external factors which could affect business conduct of the organization. It has also decided clear working plan and working procedures, as well as constantly followed up on risk management result to ensure that it is at acceptable level. This included all executives to engage in risk management and communicated to all employees to comply with as a part of organization culture

The company complied with generally accepted accounting principle and suitable for business, by revealing financial report that is fully accurate and reflects the operating activities of the company

3. Control Activities

The company has clearly specified the limitation of authority and approved credit line for each management level in writing, as well as separated duties and responsibilities of each department apart for counter-verification. It has also set the concise regulations concerning financial transaction, purchasing, and general management in writing, to prevent from authority abuse seeking to misappropriate company assets, or acting beyond the authority assigned by the company.

Additionally, the company also had monitoring measures allowing the company operation to correspond with related laws. In the case of transaction with the major shareholder, directors, executives, or those who are involved with such person. The company has followed related procedures and regulations with regard to the best interest of the company.

4. Information & Communication

The company has presented sufficient information and documents to the Board of Directors in advance as relevant references for their decision-making. The company also stored accounting documents and other related accounts in an orderly and classified manner, kept in the safe place according to the duration of time required by law.

The company effectively communicated information to inside and outside the organization with appropriate channels, in order to encourage internal control to be proceeded as required by the company.

5. Monitoring Activities

The company has set its targets and compared operating results to meet its goals. If there are differences to consider, the company would review and adjust its business operations in accordance with the situations. Monitoring process and operating results assessment are assigned based on the principles of good corporate governance to ensure that internal control is carried out fully and appropriately. In this regard, Well Planning Solution Co., Ltd., internal audit, will responsible for the checking, analysis and assessment of various internal control system, together with the regular follow up on their implementation. The results of the audit were reported directly to the Audit Committee, who holds their joint meetings quarterly, provided that significant deficiency is detected. The Audit Committee will report the matter to the Board of Directors, suggesting improving the situation and monitoring progress in improving deficiencies regularly.

Action in Personal Data Protection Act

The Personal Data Protection Act is a law that promulgation for the duty of the personal data protection, which is applicable to various organizations with collection, use, and disclosure of personal data, and is effective from June 1, 2022.

The company respects the right to privacy and values importance to the protection of personal data in connection with or in conducting transactions with the company by support and encourage employees to have knowledge and awareness of duties and responsibilities for the collection, use, and disclosure of personal data so that the company can comply with the privacy policy and personal data protection laws correctly and efficiently. The company has invited the expert to give lectures to create knowledge and understanding of the best practices in preparation for the Personal Data Protection to staffs. In addition, the company's knowledge sharing activities have continuously supported knowledge about the act, such as topic "PDPA Understanding", "What to do when violation of personal data happened" and "How do cookies relate to personal data ?"

The company has appointed a personal data protection officer (DPO) to responsible for preparation and publishing the organization's personal data protection policy, including obtain the consent from data owner for the collection, use, and disclosure of personal data in accordance with the said act as well.

The Audit Committee' opinion

The Audit Committee agreed with the opinion from the Board of Directors, including auditors who had no observations on internal control