



SUSTAINABLE *Living*



**Annual Registration Statements/
Annual Report 2023**
(Form 56-1 One Report)
PTT Global Chemical Public Company Limited



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Corporate Governance

GC seeks to establish itself **as a model of corporate governance on the global stage.** To this end, we prioritize and are fully committed to transparency, accountability, and fairness and all anti-corruption efforts to foster trust among all shareholders and stakeholders as we believe a sustainable growth can only be achieved through business ethics and good corporate governance.

GC...Chemistry for Better Living





Corporate Governance Policy

GC, under the supervision of the Board of Directors, is committed to maintaining its corporate governance standard in conformity with international standards since its establishment in 2011. To this end, the Board of Directors has established a Corporate Governance Policy as part of the Business Operations Policy. The Corporate Governance and Sustainability Committee has been assigned to oversee relevant matters and ensure that GC's corporate governance practices meet international standards, align with the Company's business strategies and directions, and comply with any other requirements, laws and guidelines. The committee is also tasked with monitoring and assessing the effectiveness of corporate governance implementation on a yearly basis through meetings of each subcommittee. The assessment results are also regularly reported to the Board of Directors.

Overview of Corporate Governance Policy and Practices

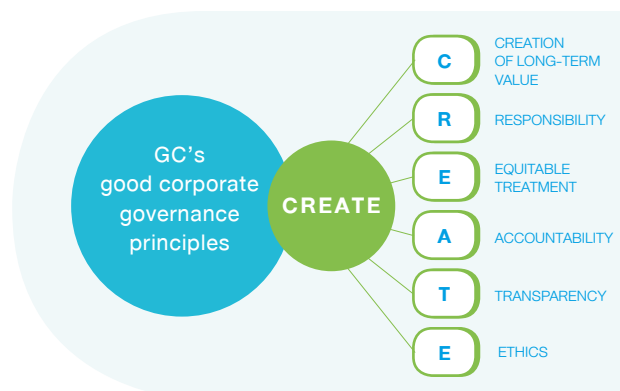
The Board of Directors has established a fair management structure that governs the relationship of the Board of Directors, the management, and shareholders. The Board of Directors also plays an important role in formulating visions, strategies, policies, and important action plans, ensuring that there are effective performance monitoring/assessing and risk management systems, in addition to maintaining its independence and accountability for the outcomes of its performance of duties pursuant to good corporate governance principles. The objectives are as follows:

- Strengthening the management system so that it is transparent and fair to all groups of stakeholders, complies with the applicable laws, regulations, rules, and requirements of the government agencies, and meets international and distinct standards, which will help enhance GC's competitiveness adaptability and enable it to prevent and eliminate any potential conflicts of interest.
- Building confidence among investors and the general public both in Thailand and overseas and taking part in increasing the value of GC's shares in order to protect its interests while taking into consideration the interests, rights, and equality of the shareholders and relevant stakeholders.

- Monitoring GC's performance assessment and inspecting the operation in order to improve and rectify, a more effective operation.
- Establishing the scope of responsibilities of the Board of Directors and Executives towards all stakeholders, to ensure that the management exercises its authority within the defined scope.

In this connection, the Board of Directors has established a Corporate Governance Policy as operational guidelines for all of GC Group's Directors, Executives and employees in adherence to both domestic and international practices, such as guidelines of the Stock Exchange of Thailand (SET), the Corporate Governance Code for Listed Companies of the Securities and Exchange Commission (CG Code), the ASEAN Corporate Governance Scorecard, the Dow Jones Sustainability Indices (DJSI). Moreover, the Board of Directors is determined to continuously improve the Company's corporate governance to meet international standards, which include taking into consideration the shareholder's rights, equitable treatment of shareholders, emphasis on the roles of stakeholders, information disclosure and transparency, and the accountability of the Board of Directors.

GC's good corporate governance principles consist of Creation of long-term value, Responsibility, Equitable treatment, Accountability, Transparency, and Ethics (C R E A T E). These principles have been adopted by the Company as guidelines to ensure that its operation complies with the applicable laws and regulations of every country in which it operates. The Board of Directors and Executives serve as ethical leaders and role models for compliance with the Corporate



Governance Policy, Anti-Corruption Policy, Corporate Governance and Business Code of Conduct Handbook of GC Group. They also promote good corporate governance culture, attend to the stakeholders, and promote practices and business operations which take into account human rights, consumer rights, and fair labor practices. In addition, they shall put in place the auditing, monitoring, assessment, and revision systems in order to ensure that all employees adhere to and follow the Corporate Governance Policy fully and sustainably. Details of the corporate governance performance can be found under “Ensure Compliance with Corporate Governance policy and practices”.

Policy and Practices for the Board of Directors

Board of Directors

The Board of Directors shall be appointed by the Annual General Meeting of Shareholders, elected directors to replace those retiring by rotation on a yearly basis. All Directors shall be qualified and possess no prohibited characteristics stipulated by relevant laws and regulations. A board diversity policy has also been established as part of the Director nomination and selection process to ensure a suitable and diverse board composition in line with the Corporate Governance and Business Code of Conduct Handbook. Under this policy, the nomination takes into consideration the range of knowledge, competency, and expertise in various fields beneficial to the Company according to the Board Skills Matrix in alignment with the strategic direction and business approaches, such as engineering, energy, material, petrochemical and chemical, economics and finance, business administration, accounting, law, security, sustainability, information technology, and international business, and takes into account the diversity of gender, ethnicity, and nationality as well as the suitable proportion of independent director in accordance with good corporate governance principles, without discrimination on the grounds of ethnicity, nationality, skin color, race, or religion, in order to achieve a diverse range of expertise and perspectives necessary for and beneficial to GC’s business operations.

The current Board of Directors consists of fifteen members, consisting of one executive Director and fourteen non-executive Directors. Among these, nine are Independent Directors, which is considered suitable for the size and nature of the Company’s business and its strategic direction and allows for an effective

delegation of duties. Board duties and responsibilities are clearly defined in compliance with applicable laws, regulations and articles of association, shareholder resolutions, and good corporate governance principles. The Chairman of the Board oversees its discharge of duties to ensure efficiency and independence from the management.

Further details appear under “The Board of Directors”.

Sub-committees

The Board of Directors has appointed four Sub-committees, namely the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainability Committee, and the Risk Management Committee, helps in screening the operation in different aspects as assigned as well as specifies the qualifications, term of office, and scope of duties according to the charter of each specific committee. The Directors of the sub-committees are qualified for their knowledge and capability with appropriate and adequate experience sufficient to perform in the sub-committee for each specific field according to the stipulation of the relevant laws, rules, regulations, and the Company’s Articles of Association. Each sub-committee regularly reports its performance to the Board of Directors at Board meetings and disclose its annual performance in the past year to regulatory agencies, shareholders, and the general public in Form 56-1 One Report on a yearly basis.

Nomination and Appointment of Directors, Independent Directors, and Chief Executive Officer and President

The Board of Directors has appointed and entrusted the Nomination and Remuneration Committee with the authority to nominate and select qualified candidates to take directorship to replace resigning Directors or Directors due to retire by rotation in accordance with the Company’s fair and transparent nomination criteria and procedures, as well as to nominate and select candidates for the Chief Executive Officer and President position from a list of qualified Directors and propose such candidates to the Meeting of the Board of Directors and/or the General Meeting of Shareholders for consideration and approval. Such candidates shall have all qualifications and shall not hold any of the prohibited characteristics as stipulated by the applicable laws and regulations, including the Public Limited Company Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), the Organic Act on Counter Corruption

B.E. 2561 (2018), Notifications of the Capital Market Supervisory Board, Notifications of the Bank of Thailand, CG Code, rules and regulations of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), GC's articles of association and Corporate Governance and Business Code of Conduct Handbook, and the independence and conflicts of interest of the Directors shall be also be taken into consideration with due circumspection. Every Director shall perform their duties with accountability, upholding the duty of care and the duty of loyalty. In addition, the Nomination and Remuneration Committee may consider candidates from the directors' pool of GC and directors' pool of creditable organizations, such as that of the State Enterprise Policy Office (SEPO) and the list of directors of the Thai Institute of Directors Association (IOD), which compile a list of knowledgeable and competent persons with diverse areas of specialization beneficial to the strategic direction and business approaches of the Company. The committee shall also take into consideration the Board diversity, including the proportion of female Directors (gender diversity), the diversity of ethnicity and nationality, and Independent Directors. The diversity of skills of the existing Directors, including knowledge, skills, expertise, experience, and specialization that will benefit the Company and correspond with its strategic direction and business approaches according to the Board Skills Matrix of the Company, in order to ensure that the Board composition is diverse, suitable, and in line with the Board Diversity Policy and that the Board of Directors can effectively responds to GC's existing and future strategic directions and goals, as detailed below.

Nomination and appointment of Directors to replace Directors retiring by rotation: The Company gives opportunities for shareholders to nominate qualified persons for directorship of the Company in advance of the Annual General Meeting of Shareholders every year. The Nomination and Remuneration Committee is responsible for nominating and selecting qualified candidates in accordance with the Director nomination and appointment criteria and procedures and proposing the candidates to the Meeting of the Board of Directors for consideration and approval before proposing the list of such candidates to the General Meeting of Shareholders for consideration and approval. The approval of the General Meeting of Shareholders shall be by a majority of votes of shareholders who attend the meeting and are entitled to vote. In compliance with the corporate governance principles, the shareholders shall vote on each candidate on an individual basis. In the case of the nomination of former directors for re-appointment, the performance in the previous years, the ability to dedicate time to their

duties, and their participation of each such candidate shall be taken into consideration.

Nomination and appointment of Directors to fill vacancies in cases other than retiring by rotation: In accordance with the articles of association of the Company, the Nomination and Remuneration Committee is responsible for nominating and selecting qualified candidates according to the Director nomination and appointment criteria and procedures and proposing such candidates to the Meeting of the Board of Directors for consideration to be appointed as Director to fill a vacancy, except in the case that the remaining term of the vacant seat is less than two months, in which case The Director who is appointed to the seat shall remain in office for the remaining term. The approval for such appointment shall be by at least three quarters of the votes of the number of the remaining Directors.

Nomination and appointment of members of Sub-committees: The Nomination and Remuneration Committee is responsible for nominating and selecting qualified Directors of the Company in accordance with the sub-committee nomination and appointment criteria and procedures, which include the charter of each Sub-Committee, and for proposing the candidates to the Meeting of the Board of Directors for consideration for appointment as members of the Sub-committee. A sub-committee member shall hold office for three years per term. The approval for such appointment shall be by a majority of votes of the Meeting of Board of Directors. A sub-committee member retiring by rotation may be re-appointed for another term by the Board of Directors. In case of vacancy other than by rotation, the replacing sub-committee member shall remain in office for the remaining period of the one that has been replaced.

Consideration of qualifications of Independent Directors: The performance of Independent Director's duties is a key mechanism in the oversight of the Company's business operations to ensure that the decisions of the Board of Directors will prioritize the interests of shareholders as a whole and comply with corporate governance principles. To this end, the qualifications of Independent Directors have been specified in the Corporate Governance and Business Code of Conduct Handbook and on the Company's website. The qualifications of Independent Directors established by the Company are more stringent than those prescribed by the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares by the Securities Exchange

Commission with respect to the shareholding of no more than 0.5% of total shares with voting rights of the Company, parent company, subsidiaries and affiliates, major shareholders or persons with controlling power over the Company, including the shareholding of their related persons (while the Notification of the Capital Market Supervisory Board requires only shareholding of no more than 1%). In addition, the Company requires that the Independent Directors may remain in office for no more than nine consecutive years from the date of initial appointment. This requirement is included in the charter of Independent Directors, which has been published on the Company's website.

Nomination and appointment of the Chief Executive Officer and President (CEO): In case of vacancy, the Nomination and Remuneration Committee is responsible for nominating and selecting a candidate for the position from the list of Directors of the Company who possesses necessary and suitable skills, professional experience, and specific qualifications for the business operation in accordance with the Board Skills Matrix, which includes business administration knowledge and capability and experience in relevant fields, such as, energy, petroleum, and petrochemical. Furthermore, the candidate must demonstrate leadership, have experience as a leader of a company, and be well-regarded by relevant business organizations. The committee shall also take into account any potential conflicts of interest with GC and other companies in GC Group and propose the candidate to the Meeting of the Board of Directors for consideration and appointment.

Details of the nomination and appointment of Directors, Independent Directors, and Chief Executive Officer and President can be found under "Nomination, Development, and Performance Assessment of the Board of Directors."

Remuneration of the Board and Executives

The Board of Directors: Details of the remuneration of the Board of Directors can be found under "Meeting Attendance and Remuneration of Individual Board Members."

Executives: Details of remuneration of the Executives can be found under "Executives."

Development of Directors and Executives

The Board of Directors places great importance on seminar attendance as a way to enhance Directors' knowledge and competence and enable them to

discharge their duties more effectively as well as to prepare Executives for internal rotations and for succession to the Chief Executive Officer and President position and a role in the top management. The Board of Directors has also prescribed the potential assessment of top Executives to enhance their preparedness for Executive-level duties. Key development initiatives can be summarized under "Development of Directors, Executives, and Company Secretary."

Assessment of Directors' Performance

The Board of Directors has prescribed annual Board performance assessments to enable Directors to review their performance and review problems and obstacles during the year. Three types of performance assessment are performed, namely group assessment, self-assessment, and cross-assessment (assessing another Director). Furthermore, Board KPIs have established according to the CG Code and Dow Jones Sustainability Index (DJSI) comprising four aspects, which are Corporate KPIs, the Board performance group assessment results, Directors' meeting attendance, and Directors' engagement during Board meetings. Additionally, group assessment and self-assessment have been prescribed for the Company's sub-committees, namely the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainability Committee, and the Risk Management Committee. The assessment results and suggestions are subsequently presented to the Board of Directors and used to develop guidelines for optimizing the Board's performance in a tangible way. The assessment results are also disclosed in Form 56-1 One Report and used by the Nomination and Remuneration Committee as a factor in the determination of The Board of directors annual remuneration.

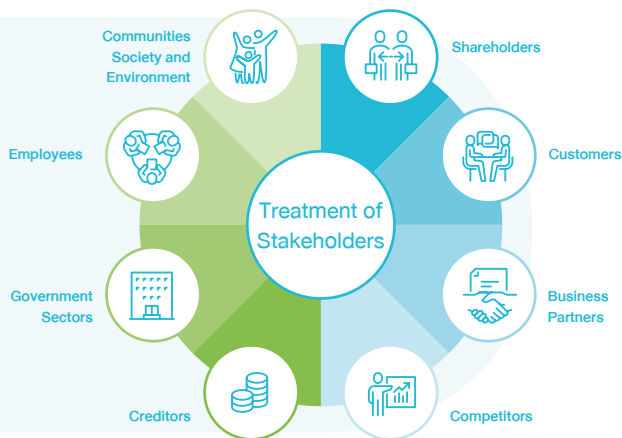
Further details are provided under "Nomination, Development, and Performance Assessment of the Board of Directors."

Governance of GC Group

The Company grows in the petrochemical and chemical industry and engages in investment and joint venture expansion in various countries both by itself and through its subsidiaries, joint ventures, affiliates and others, as detailed under "Business Operation and Performance." The Board of Directors has approved the implementation of governance guidelines and management which are in line with GC Business Principle, as described in detail under "Governance of Subsidiaries and Affiliates."

Policy and Practices for Shareholders and Stakeholders

GC's business operation involves various groups of stakeholders, ranging from shareholders, customers, business partners, creditors, competitors, government sectors and employees to communities, society, and the environment. As each stakeholder group has different needs, the Board of Directors has established policies and guidelines for responsible engagement of each stakeholder group in line with their specific needs as part of the Corporate Governance and Business Code of Conduct Handbook and disclosed them on the Company's website.



Shareholder Rights

GC prioritizes shareholder right protection and has included it as part of the Corporate Governance and Business Code of Conduct Handbook to ensure full compliance.

(1) Provision of Important and Pertinent Information to Shareholders

GC provides shareholders with clear, up-to-date information of importance and pertinence on its business operations. To this end, it also discloses information deemed necessary, albeit not legally required, on its website and via the portal of the Stock Exchange of Thailand (SET).

(2) The 2023 Annual General Meeting of Shareholders

GC held the 2023 Annual General Meeting of Shareholders via electronic Means (E-AGM) at 9:00 a.m. on Friday, April 7, 2023, in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) as well as other applicable laws and regulations. GC also ensured convenience for the attending shareholders as detailed below.

Prior to the Meeting

- GC clearly notified shareholders of the rules and procedures relating to rights of shareholders to propose matters to be included in the agenda of the Annual General Meeting of Shareholders and to nominate qualified persons for consideration and election as Directors in advance of the Annual General Meeting of Shareholders from September 15 to December 31, 2022 via SET Portal and the Company's website. The nominated persons or proposed matters will be considered in accordance with the prescribed criteria. The Nomination and Remuneration Committee will be in charge of considering the qualifications of such nominated persons, and the Corporate Governance and Sustainability Committee will consider the proposed matter deemed beneficial and which should be proposed as an agenda item of the meeting, which are then proposed to the Board of Directors for further consideration. The Board of Directors will inform the shareholders of its decision and rationale at the 2023 Annual General Meeting of Shareholders. For the year 2023, none of the shareholders proposed agenda items or nominated any person to be considered for appointment to directorship.
- According to the resolutions of the Board of Directors' meeting held on February 13, 2023, GC instantly notified SET after the meeting to disseminate the news to its shareholders that the 2023 E-AGM would be held on April 7, 2023, and the record date was set for February 28, 2023, to accommodate shareholders the rights to attend the 2023 E-AGM and receive dividend payment. This information was also published on GC's website.
- GC published the invitation letter on GC's website, comprising the agenda items with the Board's opinions on each agenda item as well as the attachments, proxy forms, and measures and guidelines for registration and attending the 2023 E-AGM in both Thai and English, on March 7, 2023, over 30 days in advance to the meeting. In addition, GC sent an invitation letter, along with QR codes for downloading the digital versions of Form 56-1 One Report for the year 2022 and the 2022 Integrated Sustainability Report.
- If a shareholder would like to assign a proxy to attend and vote at the E-AGM on their behalf or if they were unable to attend the E-AGM in person, GC provided them with a proxy statement that allowed them to specify their "Approval," "Objection," or "Abstention" vote for each agenda item. Independent Directors' profiles were also included for their consideration. Details of the proxy assignment process and documents required to

facilitate the procedure were enclosed with the invitation letter. All of the documents were available in both Thai and English.

- The invitation letter was mailed to its shareholders on March 16, 2023, over 21 days ahead of the meeting.
- Shareholders were given an opportunity to submit advance inquiries on the meeting agenda to GC via corporatesecretary@pttgcgroup.com or ir@pttgcgroup.com, or cg@pttgcgroup.com.
- GC opened an E-AGM registration system for shareholders and proxies from March 24, 2023 to the date of the meeting and provided a call center to address any inquiries from shareholders regarding the registration and attendance of the meeting.

On the Day of the Meeting

- The E-AGM was conducted in adherence to COVID-19 preventive measures, which all Directors, Executives, and employees were required to follow strictly. Such measures included requiring the attendees to take an ATK test before joining the meeting, wear a medical mask or a cloth mask, and maintain a physical distance at all times. Alcohol hand sanitizers were also provided at the venue.
- GC appointed call center and system administration staffs to ensure the convenience of the shareholders and proxies in accessing the E-AGM system and address questions regarding its use. Shareholders and proxies were allowed to access the E-AGM system over two hours ahead of the meeting to ensure that they were given accurate and complete information about the meeting and were able to submit inquiries and voted in accordance with the objectives of the meeting.
- The 2023 E-AGM was attended by fourteen Directors from fifteen Directors since one director resigned on March 2023. There are also top management, auditors, legal advisors, lawyer, who was a witness for vote counting, and shareholders' right protection volunteers from the Thai Investors Association responsible for evaluating the quality of the 2023 Annual General Meeting of Shareholders were also present.
- Before the meeting began, shareholders were explicitly informed of the voting and vote-counting procedure for each agenda item. Shareholders and proxies can cast a vote for "Approval," "Objection," or "Abstention" on all agenda items.

- At the meeting, the Chairman proceeded with all agenda items in order and afforded all shareholders equal rights to submit inquiries and express their opinions. For each agenda item, shareholders or proxies could submit inquiries in advance by typing their questions or by VDO conference. The Subcommittee chairpersons, Chief Executive Officer and President, and any relevant top management were assigned to answer shareholders' questions. All expressed questions and opinions were fully and accurately recorded in the minutes of the meeting.

After the Meeting

- GC disclosed its resolutions of the 2023 E-AGM through the SET Portal once the meeting was finished. The disclosed resolutions included a complete set of the "Approval," "Objection," "Abstention," of each agenda item.
- The minutes of the E-AGM were prepared in Thai and English, specifying the names of Directors and Executives attending the meeting, as well as other relevant attendees, key explanations, a list of questions and answers and a summary of opinions expressed. The minutes were submitted to SET and other relevant organizational authorities within 14 days after the meeting. They were also made available on www.pttgcgroup.com for shareholders inspection and mailed the minute of meeting shareholders. GC allowed the shareholders to object to the minute of E-AGM within 30 days.
- GC's 2023 E-AGM was ranked "Excellent" with a perfect score of 100 for the 12th consecutive year from 2012-2023 by the Thai Investors Association.

Equitable Treatment of Shareholders

GC ensures equitable treatment of all shareholders, whether majority or minority, Thai or foreign. GC's equitable treatment of shareholders is summarized as follows:

- GC values all shareholders and has put in place measures to fairly and equitably safeguard the fundamental rights of every shareholder. These measures are aimed at fostering investors' trust and confidence in the Company and ensuring continuous and suitable returns.
- Minority shareholders are given the opportunity to express their opinion, provide suggestions, and submit complaints to the Board of Directors, Chairman of the Corporate Governance and Sustainability Committee (an Independent Director) and the Company Secretary via GC website under



Corporate Governance Section or e-Mail at cg@pttggroup.com. The Corporate Governance and Sustainability Committee will review the complaints or suggestions submitted for take appropriate actions. Institutional investors can request information or express their opinions via email at ir@pttggroup.com under the care of the Investor Relations Department.

Roles of Stakeholders

GC places importance on the rights of all stakeholders. Based on principles related to the rights and impacts on stakeholders, the written good practice guidelines have been formulated and published on GC's website. Stakeholders are also provided with channels to express their opinions, to the Company. Stakeholder-related policies, guidelines, and actions in 2023, are summarized below:

Shareholders



GC respects the fundamental rights of shareholders and treats every shareholder equitably for their utmost satisfaction. These rights include the right to participate in the Annual General Meeting of Shareholders, the rights to vote, to propose meeting agenda items, and to nominate candidates for directorship. GC also listens to their opinions and suggestions and has provided them with contact channels via www.pttggroup.com and e-Mail addresses at ir@pttggroup.com and cg@pttggroup.com.

With regard to the treatment of institutional and retail investors, GC held quarterly performance review meetings both in person and online via Microsoft Teams as well as organized virtual roadshows, for which online booking channels were made available to enable interested institutional investors to directly make an appointment with GC.

In addition, GC took part in the quarterly Opportunity Day as well as SET Digital Roadshow, an online meeting held in collaboration with the Stock Exchange of Thailand (SET) to provide retail and foreign investors with access to information sources and an opportunity to communicate with listed companies. To comply with the Code of Conduct for Investor Relations, GC refrained from meeting with investors for 14 calendar days prior to the disclosure of its operating results to protect and safeguard GC's confidential information not yet publicly disclosed.

For debenture holders, GC complied with legal requirements and notifications of the Securities and Exchange Commission (SEC) and operated in strict adherence to the Company's policies and objectives and shareholder resolutions. In the same veins as with its shareholders, GC regularly organized activities to foster relations with debenture holders, such as meetings with domestic and overseas investors and site visits for investors.

Customers



To achieve customer satisfaction and confidence, GC has continued to develop the quality of its products and services and elevate its product and service development standards through systematic voice of customer management. In addition, GC seeks to identify and gain insights into the needs of customers and end markets to inform its product and service development in order that GC can promptly meet such needs and provide useful business suggestions to a comprehensive range of customers and end markets. GC also strives to develop green products and services through collaboration with customers and trade partners and consistently certify products to various international quality standards to enhance customer and market confidence.

Furthermore, GC regularly introduces information and digital technology as tools in sales, marketing, and customer management so as to optimize the delivery of products and services to customers and achieve efficiency targets. In addition, technology is employed to monitor potential problems and issues, ensuring alignment with customer demand across planning, sales, marketing, and product delivery processes.

In addition, GC implements systematic and comprehensive whistleblowing management to handle complaints, track progress, and report solutions to customers across every business unit. In addition, customer satisfaction surveys are conducted annually on the products and services delivered to customers to continuously improve product and service quality and internal processes. This data is considered crucial as it provides deeper insights into customer needs.

GC also engages in customer and partner relationship management through various marketing activities. These include seminars on current topics of interest in the industry, industrial situations, and relevant trade measures as well as joint promotional events in both

online and onsite formats, aimed at encouraging the exchange of information on the market situation and GC's products. Additionally, GC regularly issues communications and hosts training sessions to provide knowledge on its products and services as well as the direction of the market to its customers, thus ensuring optimal customer experience throughout the customer journey, which leads to trust, understanding, and rapport between the Company and customers. The goal is to foster customer loyalty and encourage them to repurchase products and services, thus becoming long-term customers.

Furthermore, GC treats all customers equitably and protects its confidential data using a Data Lost Protection (DLP) system and a privacy notice and has established a personal data management and protection policy and measures in accordance with the Personal Data Protection Act (PDPA). The Company also supervises its operation to ensure the absence of profiteering and unfair trade conditions.

Suppliers



With regard to vendor oversight, GC has established supplier management strategies encompassing supplier selection, relations management, and supplier capability assessment. Suppliers are required to comply with the Supplier Code of Conduct (SCOC) with respect to manufacturing, procurement of products and feedstocks, and service provision as well as to affix their signature to the SCOC before entering into transactions with the Company. In 2023, GC introduced a new digital vendor management system (VMS), which was applied to systematize new vendor registration, the management of data of approved vendors' products and services, and vendor performance assessment. The VMS helps expedite data searches and ensure that vendor registration is transparent, fair, and compliant with relevant criteria and standards without unfair advantage for any specific vendor.

Additionally, GC encourages suppliers to demonstrate Environmental, Social, and Governance (ESG) responsibility and conducts assessments among critical suppliers with high transaction value. In 2023, ESG assessments were conducted for an eighth consecutive year, with vendors whose products and services involved ESG risks now required to also undergo the assessment. A total of 153 suppliers were assessed, and the results showed no violation of labor rights or human rights, good corporate governance principles, business code

of conduct, or applicable laws, rules, and regulations, and that the safety and legal management was up to standards.

GC has established procurement strategies for decarbonization, with action plans and targets aligned with the corporate targets to reduce Scope 3 greenhouse gas (GHG) emissions from the waste disposal division and the transportation and service division of the polymer unit by 20% by the year 2030 and 100% by the year 2050. The 2022-2023 action plan focused on educating procurement personnel and target suppliers and familiarizing them with GC's decarbonization roadmap through various activities to enable them to develop action plans and operate in alignment with GC's targets.

With regard to green procurement, GC has actively fostered a green network as well as encouraged suppliers to join the Green Industry (GI) Program and offered recommendations on how to apply for the program. In 2023, a total of 320 suppliers became GI-certified, up by 70 suppliers from the previous year. In addition, GC has defined the specifications of green products and services, promoted the use of products with green labels, and procured products and services certified to the Green Industry and ISO 14001 standards. In 2023, green procurement accounted for 43% of the total procurement.

GC has consistently procured products and services from suppliers in communities across four municipalities around Map Ta Phut Industrial Estate to promote employment, generate revenue, enhance the quality of life for the local residents, and to contribute to Rayong's economic development. The services sourced from these communities include cleaning, shuttle buses for employees, landscape maintenance, and waste disposal. GC also develops their capabilities to ensure the local communities can grow alongside the Company.



Furthermore, GC has encouraged its suppliers to declare their intent to join the Thai Private Sector Collective Action Against Corruption (CAC) and paid visits to strategic suppliers with high transaction value to open up opportunities to further develop business and enhance relations with them. In 2023, 11 suppliers participated in the program, and GC was named a CAC Change Agent for a second consecutive year, having successfully invited a total of 21 suppliers to join the project.

In addition to the initiatives above, GC has reiterated its business code of conduct, no-gift policy, and the reception of comments and complaints from internal and external parties through its whistleblower system at the annual supplier conference. GC has also continuously improved its internal work processes and developed the skills and capabilities of its employees. These efforts combined will ensure that GC will have strong and supportive suppliers who enable the Company to operate with transparency and efficiently manage costs to maximize benefits, which will in turn lead to sustainable procurement.

Business Competitors



To ensure that treatment of business competitors is consistent with international standards and within the scope of the laws on trade competition, GC has established its Business Code of Conduct on the Treatment of Business Competitors in conformity to those principles to ensure fair and transparent competition by neither seeking confidential information of business competitors through fraudulent or inappropriate means nor tarnishing their reputation with slanders or give a negative review.

Creditors



GC treats its creditors fairly and responsibly and strictly complies with contractual terms and conditions. A Payment Tracking System (PTS) has been set up to enable creditors to conveniently track and check payment statuses by themselves. GC, in collaboration with financial institutes, has introduced an e-Mail Advice System, which is based on GC's Outsourced Payment System, to inform its creditors of necessary information in advance. An additional system has also been introduced to issue invoices, tax invoices, and receipts electronically. Accounts payable aging reports are also prepared for the benefit of tracking the resolution of overdue transactions. In the event that GC is unable to

fulfill contractual obligations or terms, it will notify its creditors in advance to seek mutual resolutions.

In collaboration with banking institutions, GC has introduced blockchain to the management of letters of guarantee and implemented strict measures for the verification of changes in creditor data to prevent cybersecurity risks and ensure that all transactions are correct and appropriate. GC has also coordinated with banking institutions to introducing the e-Withholding tax system to enable creditors to review data through the Revenue Department's system by themselves as well as enforced a standard for companies in GC Group requiring that they comply with the conditions between GC and its creditors to ensure adherence to defined procedures, prudence, and accountability.

For financial institutions and debenture holders, GC gives equal opportunities for all financial institutes to propose transactions. GC treats creditors as equals, fairly manages loan agreements, and complies with legal requirements and notifications of the Securities and Exchange Commission in issuing and offering debentures for sale. It also maintains independence in decision making and acts on the basis of integrity without requesting, accepting, or offering any undue benefits in its contact with financial institutions and debenture holders. All information of events related to GC's businesses is also regularly disclosed to creditors, debenture holders, and institutional investors. GC also fosters relations with creditors through activities every year.

GC has also established a Personal Data Privacy Policy for the oversight and management of personal data, including the storage, collection, use, and disclosure. To ensure that GC's operation is in compliance with the Personal Data Protection Act (PDPA) and relevant laws in accordance with GC's corporate governance policy.

Public Sector



Recognizing the significance of the public sector as one of GC Group's stakeholders, GC has established a guideline on the treatment of the public sector in the countries in which it invests so as to avoid adverse consequences. The treatment of the public sector policy has been included in the Corporate Governance and Business Code of Conduct Handbook. GC also strives to comply laws, rules, and governmental regulations in obtaining support for its business activities, which includes:

- (1) support for GC's strategies, such as the advancement of requirements, regulations, and standards, and the undertaking of joint projects to support national policies and bring benefits to GC's activities;
- (2) support for GC's usual business operations, such as permits, benefits, and concessions according to applicable laws, rules, and regulations as well as established procedures, processes and practices. All contacts and communication with the public sector, including local authorities and state enterprises, must be transparent, with full disclosure of accurate information as per governmental requirements. To this end, GC has adopted the Online Permits & Privilege Licenses System in the planning and monitoring of operation progress to ensure compliance with governmental rules, regulations, and conditions.

Other activities carried out by GC are as follows:

- Establishing an emergency communication center, which is connected to Rayong's local communication centers, and publicly disclosing the name of the officers assigned to communicate with government agencies so as to make known information communicated to relevant government agencies and local communities as well as create an accurate understanding of situations.
- Organizing activities to foster relations with relevant government agencies, such as anti-corruption activities that fostered understanding and reaffirmed mutual commitment to transparency and anti-corruption efforts.
- Providing venues for meetings held to share knowledge on new laws and other activities.
- Collaborating with the public sector to improve work processes, such as by increasing the use of online systems and reducing redundant steps.
- Keeping track of measures introduced in Rayong and Thailand to ensure that relevant communications and preparations are made and that they are implemented correctly.



Employees



GC ensures that its employee care is in line with good corporate governance principles and business ethics by fostering positive experience for employees at every part of the employee life cycle, focusing on employee development through various forms of learning in order to promote practical application, which include a 24/7 digital learning platform where employees could learn anywhere and anytime. GC also ensures the well-being of its employees and a safe work environment and conducts employee surveys on various topics to understand their issues and true needs and make improvements accordingly. Additionally, GC has instituted working from anywhere (WFA) as another normal mode of work for its office employees to enhance the flexibility, agility, and adaptability of its processes in response to the new normal of work, while also making improvements to its Smart Office to accommodate employees who are required to come and work at the office, thus ensuring a modern work environment suitable for the current modes of work. In addition, as a policy, GC determines employee remuneration based on their performance, provides competitive welfare for its employees and their families compared to other leading companies in similar businesses, and takes care of its retiring employees to ensure a happy retirement.

In addition, it is GC's policy to employ and promote career advancement for people with disabilities, in line with the Empowerment of Persons with Disabilities Act, B.E. 2550 (2007). Details of GC's employee treatment with respect to human rights appear under "Employees."

Society, Communities, and the Environment



Under the Sustainability Management Policy of GC Group, GC strives to lead the charge in operating its business in line with sustainable development guidelines, foster confidence and respond to stakeholder expectations through operational excellence and transparency, and take into account the preservation of an economic, social, and environmental balance. The policy is supported and complied to by Executives and employees at all levels.

GC's Corporate Social Responsibility (CSR) strategic plans are formulated in accordance with its strategies. GC has also initiated the reforestation project "the More You Plant, the Better" to increase green spaces. The project has been carried out in terrestrial forests in underserved areas in Bangkok, in mangrove forests

under the supervision of the Department of Marine and Coastal Resources, and along the coasts across Thailand. The objective of the project is to achieve net-zero greenhouse gas emissions and mitigate global warming, which is one of GC's core targets.

In tandem, GC has continued to carry out circular economy initiatives, including the construction of community waste hubs in communities surrounding its manufacturing plants in Rayong. The project is set to be scaled up to other provinces with preparedness, using the concept of social enterprise to foster sustainability in communities. This way, communities will not only reap environmental benefits through proper waste management but will also gain income through employment and the sales of good quality plastic waste for further upcycling.

GC also seeks to address the fundamental needs of communities and society and stimulate grassroot economies through its social enterprise Pracharath Rak Samakkee Rayong (Social Enterprise) Company Limited, as well as offer marketing assistance and create a marketplace for local Rayong products on online platforms. GC has also launched the Young Influencer Challenge Thailand 2023 campaign to publicize local products through various social media platforms in collaboration with partners in its network and educational institutions to increase customer reach.

GC has also adopted the world-class sustainability reporting framework known as Integrated Sustainability Report (ISR), which covers economic, social, and environmental topics, as well as other issues that may significantly affect GC. Further details can be found in the Integrated Sustainability Report 2023.

Compensation for Violations of Rights

GC has established guidelines to protect the rights of stakeholders in case of violations resulting from the business operation of GC Group, whereby the compensation offered shall not be lower than the legally mandated rate.

Prevention of Internal Information Use

GC's Internal information use Policy and guideline have been included in the Corporate Governance and Business Code of Conduct Handbook and published on the Company's website for shareholders' ready

access and acknowledgment. Directors, Executives, and employees are constantly reminded to comply with the policy, under which they are prohibited from using material insider information not yet publicly disclosed for personal gain or the benefit of others, including for trading GC's securities. The essence of the policy is summarized below:

- (1) Directors and Executives under SEC's definition must report to SEC changes in their holding of the Company's shares within three business days as required by SEC. Moreover, the Company has established a policy requiring Directors and Executives to notify the Company Secretary of their intention to trade the Company's shares at least one business day before the transaction is made.
- (2) The Board of Directors monitors each individual's compliance with GC's Business Code of Conduct on internal information use every month. The Company Secretary, who receives information from SEC via email on changes to Directors and Executives' shareholding when their shares are traded or transferred, will report such changes to the Board of Directors. Their shareholding at the beginning and the end of each fiscal year and any changes during the year are disclosed.
- (3) GC notifies Directors and Executives in writing that they are prohibited from trading the Company's shares 30 days ahead of the disclosure of the quarterly and annual financial statements or that of other information that may affect the prices of the Company's shares. They are also prohibited from trading the Company's shares within 24 hours after the said disclosure.
- (4) All Executives and employees are required to comply with the Company's guidelines on confidentiality of information and safeguard its information, customers'/supplier information, and personal information of related parties. They are also required to adhere to the Company's measures on the safeguarding of confidential information or information that is not yet publicly disclosed.
- (5) GC's Directors, Executives and employees are regularly kept up to date on regulations and policies regarding insider information to ensure their acknowledgement and compliance. The Company has clearly prescribed disciplinary sanctions in case of violation of the inside trading policy.

Details on the results of internal information use appears under "Ensure Compliance with Corporate Governance policy and practices."

Prevention of Conflicts of Interest

The Board of Directors has included a policy and guidelines for considering transactions that involve or may involve a conflict of interest in the Corporate Governance and Business Code of Conduct Handbook, to which all Directors, Executives and employees must adhere. They must also carefully follow the guidelines for connected transactions and refrain from violating the regulations of SEC and SET. Directors and Executives under SEC's definition must report their interests and those of their related parties to the Company. In addition, a related party transactions manual has been issued, and criteria, procedures, and protocols concerning connected transactions have been communicated to relevant units under GC Group. Lists of individuals with connection to the Company and information on such transactions have been recorded in a database retrievable by relevant departments for reference so as to ensure correct and full compliance with relevant criteria and prevent errors.

GC has also put in place measures to prevent conflicts of interest, under which Directors, Executives, and all employees are required to annually report potential conflicts of interest. When a conflict of interest arises, the person with vested interests must immediately report GC of such a conflict, using the Conflict of Interest Form (for the Directors) or report via the intranet (for Executives and employees), to their supervisors for acknowledgement so that they can take suitable action.

Details on the results of the prevention of conflicts of interest appears under "Ensure Compliance with Corporate Governance policy and practices."

Anti-corruption

GC has established an Anti-Corruption Policy, which has been approved and overseen by the Board of Directors, as well as written guidelines prohibiting all requests, acceptance, payments, and transactions with individuals or juristic persons involved in corruption, with disciplinary sanctions clearly defined. The policy is included in the Corporate Governance and Business Code of Conduct Handbook for Directors, Executives, and employees to follow. In addition, the Company is a member of Thai Private Sector Collective Action Against Corruption (CAC) as well as a CAC Change Agent and encourages its suppliers to join CAC as a member. Further details can be found under "Ensure Compliance with Corporate Governance policy and practices."

Business Code of Conduct

Corporate Governance and Business Code of Conduct Handbook

The Board of Directors approved the compilation of 'Corporate Governance and Business Code of Conduct Handbook,' comprising two parts. The first part is the corporate governance structure, and the second part is the principles according to corporate governance policy and business code of conduct, consisting of principles and best practices for ethical business operations, such as observance of laws, rules, and regulations; anti-fraud and anti-corruption measures; responsibility towards stakeholders; human rights; consumer rights; and fair labor. The handbook was distributed to all Directors, Executives and employees and required them to sign a compliance statement to pledge their adoption of the handbook as guidance in their performance of duties according to corporate governance policy. The Business Code of Conduct Handbook has also been distributed to GC's joint ventures and business partners and published on the Company's website (www.pttgcgroup.com) under "Corporate Governance and Business Code of Conduct Handbook" for ready access for stakeholders, regulatory agencies, and those interested. The details of the Business Code of Conduct are shown in Attachment 5 under "GC Policy and Practices of Corporate Governance and Business Code of Conduct."

Additionally, the Board of Directors has implemented an annual review of the Corporate Governance and Business Code of Conduct Handbook to ensure its consistency with criteria and practices issued by regulators and assessment agencies, both domestic



and international. In 2023, GC revised its Corporate Governance and Business Code of Conduct Handbook to ensure consistency with laws, good corporate governance principles, and GC's requirements, and the wording was edited to improve currency and suitability. In addition, the Board of Directors and Executives, who serve a crucial role in fostering and driving an ethical organizational culture, have also formulated and cultivated GC SPIRIT 4 Core Behaviors, an organizational value that places importance on integrity and ethics. GC SPIRIT: 4 Core Behaviors, along with the topics of corporate governance, risk management and internal control, and compliance (GRC), have been communicated to all employees across the organization through CEO Townhall and integrated into the work process in order to cultivate them into GC's corporate culture.

Corporate Compliance

GC recognizes the significance of compliance with laws and strives to surpass the requirements stipulated by laws, criteria, and standards. To this end, GC promotes compliance awareness on a regular basis to ensure compliance with domestic and international laws and criteria as well as relevant standards and standard systems. In 2023, GC improved its compliance process as well as guidelines and steps for legal and regulatory compliance management to ensure alignment with the ISO 37301: Compliance Management Systems: 2021 (E) standard and enhanced other compliance-related activities that promoted the effective management of compliance-related risks according to its obligations through a compliance management system, which comprised six steps: (1) Establish; (2) Develop; (3) Implement; (4) Evaluate; (5) Maintain; and (6) Improve. In addition, GC established a compliance process, which consisted of (1) Assessment - to identify major non-compliance risks, (2) Prevention - to ensure compliance control, and (3) Correction and Improvement - to appropriately manage matters that deviate from relevant laws and regulations and to regularly review and improve monitoring.

Furthermore, GC has established a compliance monitoring process internal units and defined the objectives and the scope of laws, rules, and regulations to adhere to. In addition, they are required to produce summaries, provide recommendations, and report the findings from the monitoring to the responsible executives of each unit for their acknowledgment as well as submit reports on the overall compliance performance and the action plan to the Corporate

Governance and Sustainability Committee on a yearly basis for acknowledgment and comments so as to ensure efficient governance and compliance with international laws and criteria.

In addition, GC regularly builds compliance awareness among its personnel through a wide range of activities as appropriate, including:

- Creating content on compliance, such as intellectual property, use of social media, money laundering, and complaint handling, which is communicated to employees through the tone from the top.
- Developing a compliance overview course in which executives and employees can learn by themselves through Hook Acknowledgement and Learning.
- Organizing workshops and courses on complaint investigation techniques for vice presidents across GC Group.
- Organizing an online training course entitled Mandatory Compliance for New Managers for division managers.

Dissemination of Good Corporate Governance Principles

GC communicates its key corporate governance principle entitled "C R E A T E," comprising six elements: the Creation of long-term value for the organization; Responsibility; Equitable treatment of all stakeholders; Accountability for decisions made and being able to offer justification for such decisions; Transparency, which entails full, accurate, equitable and timely disclosure through appropriate channels; and Ethics in business conduct, to its employees for their acknowledgement from the first day of work. GC also continuously underlines and instills corporate governance principles in its employees through training programs, seminars, and other activities. For example, GC offers a mandatory e-Learning program on its "Hook Acknowledgement and Learning" system, through which Executives and employees can sign the acknowledgement of the Corporate Governance and Business Code of Conduct Handbook and take a test. "PTT Group CG Day 2023: Good to Great – CG Empowering for the Future" was also organized to foster an understanding among employees, suppliers, customers, and relevant agencies of the role of corporate governance in driving the organization towards a sustainable future. Additionally, GC's corporate governance practices are assessed by domestic regulatory authorities and international standards, such as the Thai Institute of Directors Association (IOD), the Thai Investors Association (TIA),

and the Dow Jones Sustainability Indices (DJSI) in order to gauge GC's corporate governance performance and keep its corporate governance practices in line with international standards.

Furthermore, executives have communicated the principles of corporate governance, risk management, and internal control as well as corporate compliance to employees through Hook Talk videos in key meetings of each business unit and in internal meetings of each department to encourage them to behave ethically, be mindful of risks and internal control, and perform their duties in strict compliance with good corporate governance principles, the Company's regulations, laws and rules in addition to regularly improves its best practices.

Major Changes and Developments in Corporate Governance Policy, Practices, and Systems

For the year 2023, GC's major changes and developments in its corporate governance policy, practices, and systems for the optimization of corporate governance and the enhancement of GC's corporate governance standards in line with CG Code's principles and practices can be summarized as follows:

1. Awareness of the Board's roles and responsibilities as the leader and creator of sustainable value

- Revising two sub-committee charters:
 - Audit Committee: Non-assurance services were added to the scope of duties of auditors to align with the requirements stipulated by the Handbook of the International Code of Ethics for Professional Accountants B.E. 2565 and independence standards.
 - Risk Management Committee: The amendments include the following. 1) The scope of roles and responsibilities of the Risk Management Committee was revised to enhance clarity and address future risks; 2) The responsibilities of the Risk Management Committee were revised to clearly state that responsibility towards an external party is in the purview of the Board of Directors; and 3) the content under the topic of meetings was revised to align with GC's guidelines.

- The Corporate Governance and Business Code of Conduct Handbook was revised and proposed to the Corporate Governance and Sustainability Committee for approval before presenting it to the Board of Directors in January 2024.
- GC Recession Playbook was created to establish urgent measures for managing liquidity and restoring profitability in various situations and scenarios faced by the industry and GC so as to prevent them, ensure preparedness, and maintain the Company's ability to achieve the established targets.
- Strategic workforce planning was conducted in line with GC's business strategies to ensure that the organization had a suitable plan, that its personnel were equipped with necessary skills and capabilities to keep pace with business changes, and that the plan was connected with the Company's critical current and long-term (2-5 years) business plans.
- A leadership showcase entitled "How to Influence and Execute Speed to Global Mindset by Using GC SPIRIT 4 Core Behaviors" and a checkpoint for C-level executives were conducted to encourage them to serve as role models in promoting GC SPIRIT 4 Core Behaviors.
- Internal carbon pricing was applied to decision making related to returns on investment in various projects.

2. Establishing the organization's core objectives and targets for sustainability

- GRC (Governance, Risk Management & Internal Control, and Compliance) principles were utilized in defining the GRC Character and incorporating it into the corporate value.

3. Strengthening board effectiveness

Strengthening the Board of Directors

- The Board Skills Matrix and the table of definitions of various disciplines were revised based on the recommendations of the Nomination and Remuneration Committee to align with GC's strategic directions and business operation, with the addition of an understanding of energy security, financial technology, digital economy, money market, environmental laws, international trade laws, international politics, social and environmental stewardship, and information technology risks.

Strengthening sub-committees

- GC's Internal Control Questionnaire (ICQ) was revised in line with COSO's concept of internal control.
- GC Way of Conduct
 - GC revised the Thai and English versions of GC Way of Conduct e-book, developed GC Way of Conduct Webpage through the Share Point system, and created video clips on the overview of GC Way of Conduct in English as educational media for relevant target groups.
 - GC fostered an understanding of internal control among executives and employees of companies within GC Group through GC Way of Conduct, such as GCL, HMC, and NPC, and provided recommendations on internal control to companies within GC Group to ensure alignment with GC Way of Conduct.
 - GC built awareness and understanding of GC Way of Conduct (Culture) through GC Way of Conduct Communication Newsletters, delivered via email.

4. Senior executive nomination and development and personnel management

- The Leadership Expert House Committee was appointed, consisting of senior executives (SVP/EVP) from every function and responsible for determining the direction of talent and successor pool development to accommodate GC's needs and business growth.
- An additional leadership assessment tool for assessing global agility was developed in order to review the preparedness of managerial-level executives in the talent pool and the successor pool against the global benchmark to accommodate overseas business expansion.
- Personnel development activities were conducted in alignment with GC's personnel development strategies, consisting of the following components:
 - 1.) Learning goals that are established in connection to the critical competencies of the function/professional line of work and of the organization.
 - 2.) Learning journeys that outline critical courses for each position according to specified competencies, encompassing onboarding courses, functional courses, mandatory courses, leadership and soft skill courses, and digital competency courses.

- 3.) Course designers and internal instructors.
- 4.) Employees can access course content, learning materials, and reports on their learning development by themselves at any time through LMS and search for knowledge assets through KBS.

- GC developed and prepared for the announcement of GC Board of Directors Handbook, which offers guidelines for appointing executives as directors in GC's subsidiaries.

5. Promoting innovation and responsible business practices

- Strategic CSR activities were revised to optimize resource consumption and maximize outcomes beneficial to GC and communities.
- The GCMS framework, which is a management system for operational excellence and an organizational development tool for both operational and business aspects, was adopted. This involved delivering excellent products and services and improving the voice of the customer (VOC) and customer insight processes as well as processes for VOC management, customer relations management, customer and marketing strategy development, customer and marketing data management, and contract management.
- Cross-functional initiatives were launched, with the criteria aligned with the corporate culture "Conviction to Change: Speed to Global Mindset."
- A Digital Green Policy was developed, focusing on various aspects of eco-friendly IT and digital management and operations, such as equipment lifecycles, the use of end-user computing technologies, large-scale data processing systems, and the use of ICT as a low-carbon enabler.
- Cybersecurity
 - Permanent vice president-level units responsible for cybersecurity oversight were appointed. The first drill of a corporate-level crisis management and business continuity plan (OT cyberattack) was conducted. In addition, the preparation and submission of quarterly reports on cybersecurity risk management progress to the Risk Management Committee was prescribed. The procedures for disaster recovery plans and cybersecurity incident response plans were improved, with regular revisions and drills of the plans required. A data governance policy was additionally developed to serve as a framework for the management of critical data within GC, covering

aspects such as collection, usage, security, retention, and disposal of data to ensure appropriateness, efficiency, and business continuity.

- The work procedure of the commercial units was revised following the restructuring of the Marketing, Commercial and Supply Chain Function in order to establish guidelines and work processes for every unit to achieve transparency, fairness, and unified standards.
- The approval process for the Approved Customers/Suppliers List (ACL/ASL) was revised to establish a fair and transparent standard for customer qualification assessment. Approval in principles was also sought from the Corporate Credit Committee for the improvement of the process/system to enhance the efficiency of customer selection.
- Announcements were revised to align with the current structure following the restructuring of the Long Term Innovation and Corporate Venturing Capital (LIC) function into the Innovation Growth Platforms and CVC (IGC) function on August 16, 2023, as detailed below:
 - 1.) The announcements of the Technology Committee were revised, with committee members from LIC amended to IGC.
 - 2.) The announcements of the Long Term Innovation Committee (LTIC) were revised.
 - 3.) The announcements of the Investment Review Committee for corporate venture capital (CVC) research, development, and innovation and the Committee of New Business Development (CNB IC) were revised.
- Suppliers were encouraged to declare their intent to join the Thai Private Sector Collective Action Against Corruption (CAC).

6. Ensuring appropriate risk management and internal control

- CSA prioritization was undertaken by assessing process risks and categorized CSA to align with corporate risks as well as risks affecting the effectiveness of key internal controls so as to ensure that GC's risk assessment and control assessments were efficient, appropriate, and conducive to the achievement of the corporate objectives under the principles of internal control.
- GC coordinated with external agencies and the management and presented information vital to the discharge of duties of the Audit Committee, such as Deloitte (ESG Reporting Trend) and KPMG (New Global Internal Audit Standard).

7. Maintaining financial credibility and disclosure

- Financial liquidity was identified as an enterprise risk, and the minimum level of cash reserves and risk management measures were established to address scenarios where financial liquidity falls below the target. Monthly risk assessments and reporting to Monthly risk assessments and reporting to the Corporate Risk Management Department (S-RC) every month were also prescribed. Those risk assessments were integrated into the risk profile which would be reported to the Enterprise Risk Management Committee (ERMC) and the Risk Management Committee at the board level on a quarterly basis.
- Scenario cases and corresponding measures were established to anticipate and address irregular situations with potential high-level impact on the operating results (Playbook), taking into account the organization's survival under all circumstances. Measures for maintaining GC's financial liquidity were also established. The outcomes were to be regularly assessed and monitored as well as reported at board meetings on a monthly basis.
- COSO Focus Points were established as guidelines to ensure that respondents of GC's assessment form considered all relevant control and cover all key topics according to the SEC's assessment form and the COSO Internal Control Integrated Framework 2013, which would in turn ensure that GC's internal control was adequate and suitable for the achievement of its objectives and in compliance with the COSO standards.



The Board of Directors recognizes its role as a governing body of the Company. To this end, the Board has prescribed a review of the application of the Corporate Governance Code for Listed Company 2017 (CG Code) to GC's business context at least once a year as well as an assessment of CG Code compliance to ensure that the outcome is appropriate and that the development plans suitable for the business are consistently

formulated. Based on the item-by-item review and assessment results of CG Code compliance in 2023, it was found that GC successfully applied most of the items of CG Code in accordance with the Apply and Explain principle. For any item of the CG Code that GC was unable to or had yet to apply to its business, explanations were recorded as part of the Board's resolution.

Practice/Guideline	GC's practice
<p>Item 3.1.2 The Board of Directors should determine the appropriate number of Directors to allow the efficient performance of duties, whereby the number of directors shall be no less than five and not exceeding twelve directors, depending on the size, types, and complexity of the business.</p>	<ul style="list-style-type: none"> — The Corporate Governance and Business Code of Conduct Handbook stipulates that the Board of Directors shall consist of no fewer than five Directors but no more than fifteen Directors. The Meeting No.13/2018 of the Board of Directors dated December 20, 2018, resolved that the aforesaid number of Directors was appropriate for GC's complexity and the diversity of its business types. — GC's article of association No. 12 prescribes that the Board of Directors shall consist of no fewer than five Directors but no more than fifteen Directors.
<p>Item 4.2.1 (1) The Board of Directors should ensure that a compensation structure is in place and takes into consideration the appropriate ratio of salary, short-term operation results, such as bonuses, and long-term operation results, such as employee stock ownership plans.</p>	<ul style="list-style-type: none"> — The Company is in the process of considering the appropriate compensation structure and the connection of compensation to long-term operation results, and the stock exchange conditions that would facilitate such undertakings.

Compliance with Corporate Governance Principles in Other Areas

GC consistently complies with corporate governance standards. Relevant activities in 2023 are summarized below.

Board KPIs

The Board of Directors reviewed the Board KPIs to be implemented in 2023 to ensure their alignment with the best practices stipulated in CG Code and DJSI.

Data Governance

GC implemented a data governance procedure and standard and developed a data platform, bringing

together technologies that encompassed a wide range of duties and functionalities, from data ingestion and collection, big data storage, data management, and data preparation, all the way to data analytics and visualization. These technologies were adopted as vital tools to continuously drive GC's digital transformation.

In 2023, the aforementioned technologies were utilized to launch the first phase of data product development from 22 out of 39 datasets. The goal was to expand the capabilities of GC's advanced analytics for data scientists in each function across GC and enable them to access digital use cases and retrieve high-quality data for use in enhancing GC's competitive advantage. In the second phase in 2024, the remaining 17 datasets will undergo development to efficiently meet the demand for GC's data usage across the organization.

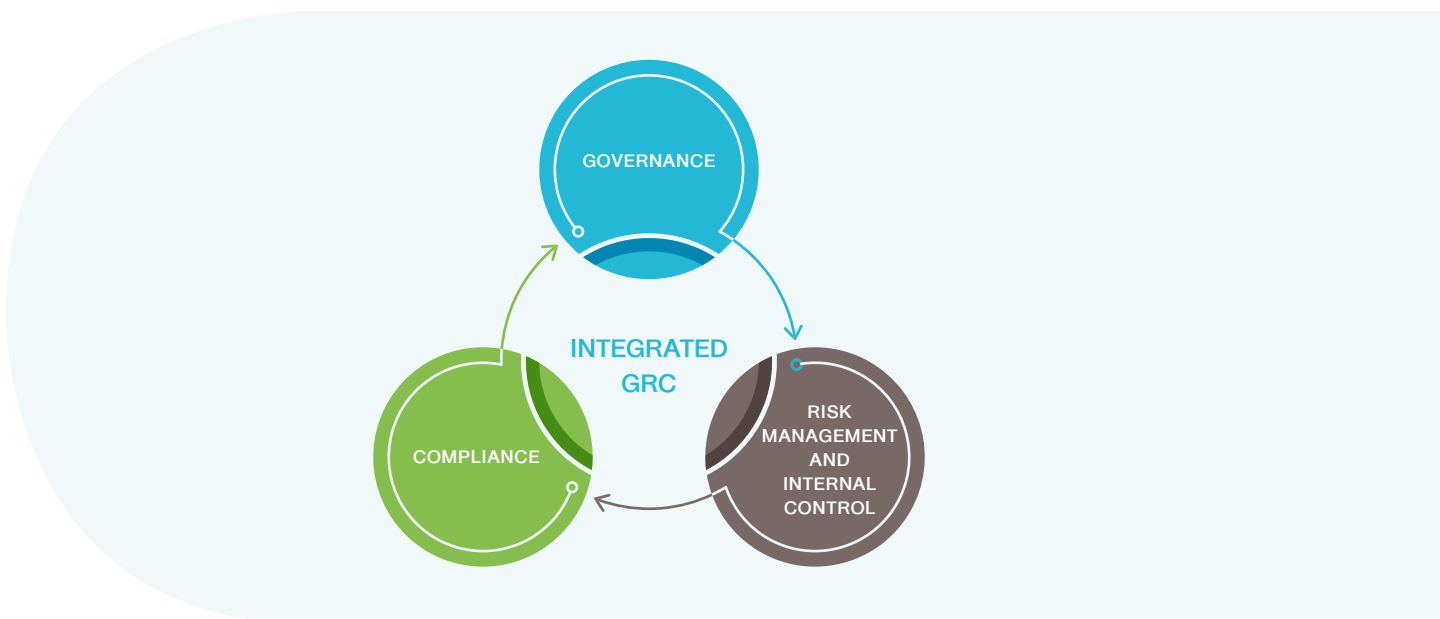
GC recognizes the importance of controlling and monitoring data products to ensure their quality, availability, and retrievability at all times to reduce the costs required for data development and avoid redundant management expenses. To this end, GC has established a procedure for ensuring data quality, data compliance with laws and GC’s regulations, and data security, consisting of the following components:

1. Data governance is included in project development as part of the digital investment life cycle.
2. Data governance officers (DGO) are responsible for controlling and monitoring data to ensure its quality in collaboration with business data stewards and for inspecting the use of data products in every digital use case to prevent violations of GC’s regulations and the Personal Data Protection Act B.E. 2562 (2019).
3. A data quality index is established in collaboration with data owners, encompassing data on materials, vendors, customers, equipment, plant maintenance, ready-made assets, and lab operations. For the year 2023, the required data quality index for such data was a minimum of 95%.

4. Data engineers are responsible for controlling and verifying data ingestion and collection as well as data interoperability and for establishing a data integration standard for digital use cases.
5. Informing and educating employees at all levels through communications to foster their understanding of data management and enable them to use data products correctly and safely according to the objectives of digital use cases and data scientists.
6. Encouraging employees to utilize the data catalog to conveniently search and access data sources and understand data types and formats before requesting the use of data products.

Integrated Governance, Risk Management and Internal Control, and Compliance (Integrated GRC)

GC places importance on the integration of Governance, Risk management and internal control, and Compliance (GRC), to enable the organization to achieve its business goals with efficiency, transparency, and accountability and minimize risks that may affect its business. Further details of GRC operations appear under “Internal Control.”



Report of the Corporate Governance and Sustainability Committee

Dear Shareholders,

The Corporate Governance and Sustainability Committee places great emphasis on ensuring GC's compliance with corporate governance and sustainable development guidelines and has continuously strived to achieve an Environmental, Social, and Governance (ESG) balance in line with international standards. The Corporate Governance and Sustainability Committee comprises its Chairman, Professor Somkit Lertpaithoon, and its members, namely Mr. Patchara Anuntasilpa, and Mr. Chadil Chavanalikhikorn, Mr. Surachai Achalaboon, and Police Colonel Dusadee Aryawuit.

In 2023, the Committee performed its duties as stipulated in the Corporate Governance and Sustainability Committee Charter and executed tasks as assigned by the Board of Directors. The Committee held a total of nine meetings and convened two additional meetings with the Risk Management Committee. A summary of its activities is provided below.

1. Corporate Governance

1.1 Ensuring Compliance with Requirements, Laws, Rules, Regulations, and Best Practices

- Overseeing and monitoring GC Group's corporate governance to ensure compliance with international standards and criteria set forth by domestic regulatory agencies.
 - Overseeing the organization of the 2023 Annual General Meeting of Shareholders via an electronic means (e-AGM) to ensure compliance with applicable AGM-related laws, corporate governance principles, and best practices. To this end, GC received the "Excellent" assessment score of 100 on the 2023 AGM checklist from the Thai Investors Association (TIA) for a 12th consecutive year.
 - Offering guidelines for establishing criteria for allowing shareholders to propose meeting agenda items and nominate candidates for election as Director of the Company in advance of the 2024 Annual General Meeting of Shareholders.
 - Supervising GC's disclosures to ensure their timeliness and the completeness and accuracy of the material information disclosed in accordance with the criteria stipulated by regulators, i.e., Form 56-1 One Report, Integrated Sustainability Report, and other information published on the Company's website. As a result, in 2023 GC received an "Excellent" rating on the Corporate Governance Report of the Thai Listed Companies (CGR) of Thai Institute of Directors Association (IOD) for a 12th consecutive year.
 - Monitoring and providing recommendations on corporate governance assessments by external regulators, such as the Corporate Governance Report of Thai Listed Companies (CGR) and the AGM Checklist.
 - Reviewing the appropriateness of the adoption of the Corporate Governance Code for Listed Companies 2017 (CG Code), providing comments and suggestions to the Board of Directors to improve and develop their performance of duties in accordance with the business situation and context, and disclosing relevant information in Form 56-1 One Report.
 - Successfully encouraging 10 business partners to join CAC declaration, thus earning GC a CAC Change Agent Award; and monitoring the progress of GC's subsidiaries in becoming members of the Thai Private Sector Collective Action Against Corruption (CAC).

- Ensuring the compliance of GC's operations with relevant laws, rules, and regulations.
 - Promoting compliance management optimization in line with ISO37301 Compliance Management System by preparing a compliance handbook and monitoring the compliance of GC's internal functions and subsidiaries.
 - Overseeing and monitoring the handling of complaints received through the Whistleblower channel to ensure compliance with the Whistleblower Policy; and monitoring complaints received through other channels in other areas, namely the environment, communities, vendors, customers, shareholders and investors, and employees through quarterly reports.
- Promoting GRC (Governance, Risk management and internal control, and Compliance) operations in accordance with the GRC FiT 2.0 project, which seeks to integrate and optimize GRC management processes to achieve alignment with international standards and best practices, reduce redundancies in the work processes; and introducing technology to support the operations to systematically connect GRC activities.

1.2 Ensuring Compliance with Corporate Governance Policy and Practice in GC Group

- Overseeing and monitoring the effectiveness of compliance with the Corporate Governance policy/ Corporate Governance & Business Code of Conduct Handbook and other relevant manuals, such as the Related Party Transaction Manual.
- Consistently promoting the improvement and development of Corporate Governance management guidelines and practices, such as by developing an RPT Monitoring Dashboard for overseeing, monitoring, and reviewing related party transactions within GC, establishing transaction monitoring criteria for use in considering transactions with fraud and corruption risks, and developing an E-Legal Library to serve as a single platform for information on the laws relevant to the Company's business operations.
- Encouraging the development of a single database of complaints received through the whistleblower channel and data on acts of non-compliance to enable the preparation of statistical data for compliance analysis and management planning; and providing recommendations and monitoring the progress of the processing of complaints received through the whistleblower channel and other channels in such areas as the environment, communities, vendors, customers, shareholders and investors, and employees.
- Providing support, recommendations, and guidelines on the establishment of operational standards on corporate governance and compliance for companies in GC Group in alignment with GC Way of Conduct, such as by offering suggestions on the improvement of Vencorex Holding's Code of Conduct; organizing sessions to communicate GC Group's guidelines for corporate governance and compliance to PTTGC International (Netherlands) B.V. and GC International Corporation; contributing to the development of the English version of GC Way of Conduct videos; and providing consultation to companies in GC Group on becoming CAC members.
- Providing consultation to overseas subsidiaries on developing their own whistleblowing policies and channels and complaint handling procedures to ensure management consistency across GC Group.

- Promoting consistent compliance management across GC Group by communicating operational guidelines, compliance management across GC Group, and future action plans to domestic and overseas companies in GC Group through annual meetings for compliance operators.
- Promoting the fostering of an ethical behavior standard and an integrity culture by supporting relevant training and communication for employees at all levels throughout the year in online formats through various platforms of the Company, such as Microsoft Teams and the e-learning system.
- Promoting on-site workshop training on fact-finding techniques and practices and fostering knowledge and understanding on complaint handling among Vice President-level executives across GC Group to enhance the trust and confidence of the personnel in the Whistleblower system.
- Overseeing, monitoring, and advising on GC's stakeholder stewardship, requiring units and functions responsible for each group of stakeholders to report a summary of previous activities and a future plan that is consistent with GC's policies and practices.
- Reviewing policies and practices in the Corporate Governance and Business Code of Conduct Handbook to ensure that they are up to date, congruent with domestic and international standards, and appropriate for application across the company.
- Overseeing the outcomes of GC's anti-corruption measures for 2023 and approving GC's anti-corruption plan for 2024 to ensure its consistency with relevant regulations, such as the criteria issued by CAC and the NACC Integrity Award under the Office of the National Anti-Corruption Commission (NACC).
- Reviewing and approving GC's corporate governance plan for 2024 to serve as guidelines for executing, monitoring, and assessing GC Group's corporate governance performance in a tangible manner.

2. Sustainable Development

Supervising and monitoring GC's sustainable development to ensure alignment with both GC's business directions and international standards and achieve a balance among the Environmental, Social, and Governance (ESG) aspects.

- Overseeing GC's short-term and medium-term sustainable development operational plan to maintain alignment with its goals and strategies as well as establishing and monitoring sustainable development indicators to ensure consistency with its goals and an ESG balance in accordance with the Sustainable Development Goals (SDGs).
- Providing comments and recommendations on decarbonization action plans involving impacts from external factors and providing support in advancing relevant policies for efficient implementation in alignment with the Company's goals.
- Promoting the creation of added value to the business on the basis of circular economy principles and prioritizing business restructuring initiatives that can enhance GC's competitiveness.
- Promoting the revision of material issues as well as operational processes to better align with the situation, stakeholder expectations, and emerging global challenges, and providing suggestions on undergoing sustainable development ranking by an external organization.
- Providing comments and recommendations on sustainable development assessment and ranking by external agencies and proposing guidelines for improving sustainability operations to achieve alignment with assessment criteria and maximize benefits for GC and its stakeholders. As a result, GC was ranked number one in the Chemicals Sector on DJSI for a fifth consecutive year

3. Reporting the Performance, Assessment, and Development of Directors

- Reporting the performance and assessment results (group assessment and self-assessment) of the Corporate Governance and Sustainability Committee for 2023 to the Board of Directors for acknowledgment.
- Reviewing the Corporate Governance and Sustainability Committee Charter to ensure alignment with the roles and responsibilities and any applicable criteria and practices.
- Reviewing the Corporate Governance and Sustainability Committee’s assessment forms (group assessment and self-assessment) to ensure alignment with the Corporate Governance and Sustainability Committee Charter and compliance with the criteria and practices prescribed by international standards and domestic regulatory agencies.
- Considering and providing comments on the employment of former executives from the level of Chief Operating Officer (COO) upward.
- Continuously ensuring Director development under good corporate governance principles by encouraging Directors to attend training courses of the Thai Institute of Directors Association (IOD). The Corporate Governance and Sustainability Directors attended a lecture entitled ESG Reporting Updates & Linkages to Financial Reporting, organized by Deloitte Touche Tohmatsu Co., Ltd.
- Pre-setting the dates for its meetings for the entire year of 2024 to consider and acknowledge the Company’s performance and report/provide any recommendations to the Board of Directors and the Management.

The Corporate Governance and Sustainability Committee places great importance on ensuring GC’s strict compliance with the Corporate Governance Policy and Business Code of Conduct. The Corporate Governance and Sustainability Committee is also committed to continually enhancing corporate governance practices on par with international standards and believes that good corporate governance and sustainable development are vital factors in promoting operational efficiency and business sustainability, which will enable GC to earn the confidence of its stakeholders as well as international recognition.

On behalf of the Corporate Governance and Sustainability Committee

(Signed) Somkit Lertpaithoon

(Professor Somkit Lertpaithoon)

Chairman of the Corporate Governance
and Sustainability Committee