



## Code of Conduct and Business Ethics

Reviewed on 17 January 2024

## **Section 1 Message from the Chairman**

This Code of Conduct and Business Ethics has been prepared to serve as a manual for all directors, executives, and employees to understand the standards of business conduct and ethics used by G-Able Public Company Limited (the “**Company**”) and its subsidiaries in conducting business and to implement into their works. This Code of Conduct and Business Ethics is aligned with the principles of good corporate governance, which is globally recognized as the standard for organizational management. The Company believes that business conduct and ethics are essential tools in promoting transparency in operations, instilling confidence in investors and all related parties, and enhancing the efficiency of the Company’s directors, executives, and employees.

The Company strongly hopes that all directors, executives, and employees will collaborate and strictly adhere to this Code of Conduct and Business Ethics to lead the organization to achieve its goals in creating stability and sustainable growth in the future.

## **Section 2 Code of Conduct**

### **The Board of Directors’ Code of Conduct**

This Code of Conduct and Business Ethics is prepared with the aim of providing guidance on practice with good corporate governance for the Company’s directors for adherence and demonstration of commitment to ethical standards for the benefit of the Company, shareholders, employees, and other stakeholders.

The Board of Directors is responsible for setting policies for organizational management and establishing principles for good corporate governance. This is to ensure the efficient operation of the business and the achievement of objectives, vision, and mission. Gaining the stakeholders trust in the business operation standards results in the Company’s directors undertaking to comply with the provision and spirit of laws with prudence and care, while being the positive role models to employees to sustain the long-established reputation and good image of the Company.

### **Chapter 1 The Conduct**

#### **1. Honesty, Fairness and Integrity**

The director shall perform his/her duties with honesty, integrity, and make decisions that are fair to the Company, shareholders, and stakeholders in the best interests of the Company. The director shall remain steadfast in presenting the Company’s status accurately and comprehensively, along with communicating the trends in the Company’s future status, both positive and negative, on a regular basis to the shareholders.

#### **2. Independence**

The director shall make decisions and perform his/her duties independently, without allowing personal benefits, financial and non-financial, to influence his/her independence in using information. There must be justified reasons for carrying out his/her duties.

### **3. Personal Transactions and Protection of Confidentiality**

While holding positions and having responsibilities to the Company, the director shall not directly or indirectly engage in any personal business that competes or conflicts with the Company's interests. The director shall refrain from using the Company's name to execute his/her own personal transactions or any other businesses unrelated to the Company, which may bring disgrace to the Company. This includes not disclosing confidential information of customers, employees and the Company's operations to third parties without the consent of the Company, and using information acquired during his/her directorship in an inappropriate manner.

### **4. Disclosure of Interests**

The director shall disclose his/her interests derived from personal or other business activities, as well as any matters involving conflicts of interest or potential conflicts that may lead to conflicts of interest to the Company.

### **5. Compliance with the Laws**

The director shall abide by the laws, rules, and regulations related to business operations, and shall not exploit loopholes in the laws, rules, and regulations for his/her own or the Company's benefits. In addition, the director shall actively support and promote awareness among all personnel at all levels of importance and conscientiousness in performing duties correctly in accordance with the laws.

### **6. Equal Opportunities for Shareholders**

The director shall preserve the rights and benefits of shareholders according to their fiduciary duties and consider the interests of other stakeholders of the Company.

## **Chapter 2 Performance of Duties and Responsibilities by the Board of Directors**

### **1. Duties to the Company**

1.1 The director shall devote time to performing duties for the Company as a director and adhere to good corporate governance principles and business ethics of the Company.

1.2 The director shall exercise independent judgment in supervising the Company's business.

1.3 The director shall be responsible to shareholders and consider the interests of other stakeholders while adhering to ethical standards and laws.

1.4 The director shall ensure the establishment of policies and guidelines related to anti-corruption and promote and instill compliance with laws and regulations among all employees.

1.5 The director shall recruit competent senior executives who can fully devote themselves to the Company's benefits.

1.6 The director shall monitor the Company's operating performance, compliance with laws, rules and contractual obligations, and oversee the management to report significant matters of the Company to ensure efficient business operations.

1.7 The director shall notify the Company in case he/she takes a position as a director, advisor, or consultant in another company, organization, or association. Such action shall not compromise the interests of the Company and the direct performance of duties or involve in becoming a shareholder in any business that may pose a conflict of interest with the Company.

## **2. Duties to the Shareholders**

2.1 The director shall supervise to ensure that the Company's management and financial status are correct and appropriate so as to provide shareholders with proper returns.

2.2 The director shall supervise to ensure that the Company discloses information that is complete and accurate in essence, and in a timely, standardized and transparent manner to all shareholders equally.

2.3 The director shall supervise to ensure that the Company values and respects the rights of every single shareholder fairly and equally.

2.4 The director shall supervise to ensure that the Company provides detailed explanations in relation to operating performance and financial status of the Company, following the provisions, regulations and good governance and principles.

2.5 The director shall supervise to ensure that the Company values shareholders' suggestions and implements those beneficial suggestions to enhance the Company's operations.

## **3. Duties to Employees**

3.1 The director shall treat all employees fairly and equally regardless of race, religion, nationality, gender, age, educational background or personal preferences.

3.2 The director shall recognize employees' opinions or recommendations and implement them in a way beneficial to the Company.

3.3 The director shall refrain from directly and indirectly violating personal rights and freedom of employees.

## **4. Duties to other Stakeholders**

4.1 The director shall supervise to ensure that the Company complies with relevant laws and regulations.

4.2 The director shall supervise to ensure that the Company pays serious attention to matters possibly affecting stakeholders, communities, society, and the environment.

## **Chapter 3 Duty of Care**

1. The director shall attend every Board of Directors' meeting. In case of inability to attend, the director shall provide advance notice to the Company.

2. The director shall continuously seek knowledge about the Company's business, including relevant laws, rules or regulations that impact on the duties as a director, as well as the surrounding factors affecting the Company's business.

3. The director shall supervise to ensure that information received is complete and sufficient for consideration in advance, so that the director has enough time to analyze the information thoroughly and is able to perform his/her duties efficiently.
4. The director shall independently consider and express opinions. In case a director disagrees with any resolution of the Board of Directors' meeting, the disagreement shall be recorded in the minutes of the meeting.
5. The director shall supervise to ensure that the Company has a system to regularly notify the directors of news and information in a timely manner so that they can make decisions reasonably with prudence and care.
6. The director shall encourage communication between the Board of Directors and auditors, ensuring that the auditor's duties are performed independently and efficiently with cooperation from the management, internal audit division, and other related divisions.
7. The director shall supervise to ensure that the Company complies with relevant laws, rules, regulations and requirements.
8. In case of any doubts or concerns, the Board of Directors can seek information or advice from the Company's management or advisors.
9. The director shall avoid any actions that may lead to suspicions of dishonesty, integrity issues, or impropriety, both personally and within the family, in accepting or agreeing to accept money, items, or other benefits from stakeholders of the Company unless during customary occasions or festivals.

#### **Chapter 4 Conflicts of Interest**

1. The director shall avoid exploiting the authority as a director to seek direct or indirect benefits of his/her own or his/her intimates.
2. The director shall notify the Company without delay upon the following event occurred:
  - 2.1 Acceptance of an invitation to serve as a director or consultant for another company engaging in a similar business or a business that may directly or indirectly compete with the Company.
  - 2.2 Involvement of director and family members as participants or shareholders in any business that may result in a direct or indirect conflict of interest with the Company.
  - 2.3 Having interest in any contract with the Company, whereby the nature of the contract, the name of the contracting party, and the interest in the contract shall be specified.
  - 2.4 Holding securities or debenture issued by the Company or its subsidiaries, whereby the number of securities and any changes shall be specified.
3. The director shall avoid conflicts of interest in benefits. If a conflict arises, the director shall consider whether to abstain from expressing an opinion, withhold his/her vote, or refrain from attending the meeting.
4. The executive director shall exercise extreme caution regarding possible conflicts of interest between the performance as an executive and a director entrusted by the shareholders.

5. The director shall not involve himself/herself in trading the Company's securities for speculative gains.

#### **Chapter 5 Use of the Company's Information**

1. The director shall not use information obtained in the capacity of the director for unauthorized purposes.
2. The directors shall not disclose information, such as trade secrets or information that impacts business operations, to outsiders.
3. The director shall not buy or sell the Company's shares while possessing inside information which, if made available to the public, will affect the share price.
4. The director shall keep the confidentiality of the Company's information and take precautions to prevent the leakage of confidential documents or information to unrelated parties that may cause damage to the Company.
5. The director shall not use inside information for personal or other persons' interests, especially when it is non-public information that has a significant effect on the change in share price.
6. The director shall not disclose the non-public information that may affect the Company's share price. This includes information related to:
  - 6.1 Profit forecasts,
  - 6.2 Issuance of new securities,
  - 6.3 Significant loan transactions,
  - 6.4 Potential mergers or acquisitions,
  - 6.5 Potential lawsuits,
  - 6.6 Material changes of business operations,
  - 6.7 New investment projects,
  - 6.8 Liquidity problems.

#### **Code of Conduct for Executives and Employees**

The Company conducts its business with responsibility towards all stakeholders, including shareholders, customers, business partners, contractual parties, employees, as well as the environment and society. Every employee of the Company is expected to contribute to helping the Company achieve its goals, objectives, and vision as defined by the Company.

The Company is dedicated to instilling a sense of responsibility in every employee for success, stability, sustainability, and earning trust from customers, shareholders, and the public. Therefore, the Company has established this Code of Conduct for Executives and Employees as guidelines for executives and employees in their practices.

This Code of Conduct for Executives and Employees is established as a standard for executives' and employees' ethical conduct. It serves as a tool to help ensure that both executives and employees act with integrity, due care, and prevent any actions that may violate laws, rules, regulations, or guidelines and could destroy the Company's reputation.

The Company conducts regular checks to ensure the compliance with the code of conduct by both executives and employees. Each departmental authority collaborates to ensure that the executives and employees adhere to the established guidelines.

The Code of Conduct for Executives and Employees is divided into 9 chapters, with clear explanations and given to all employees as a guideline for their compliance as follows:

- Chapter 1 Scope of the Code of Conduct
- Chapter 2 Compliance with Laws and Corporate Regulations
- Chapter 3 Credibility of Information
- Chapter 4 Preservation of Confidentiality
- Chapter 5 Communications
- Chapter 6 Insider Trading
- Chapter 7 Harassment
- Chapter 8 Gambling, Use of Alcohol and Drugs
- Chapter 9 Giving and Acceptance of Gifts and Entertainments

#### **Chapter 1 Scope of the Code of Conduct**

This Code of Conduct for Executives and Employees is mandatory for the executives and employees of the Company and its subsidiaries, who must adhere to the Code of Conduct with understanding, acceptance, loyalty, caution, and avoid any unethical behavior. In case executives and employees have any doubts, they can inquire with their supervisors or the Human Resources Division.

#### **Chapter 2 Compliance with Laws and Corporate Regulations**

All executives and employees are required to take responsibility for understanding and adhering to the Code of Conduct for Executives and Employees, as well as the Company's policies.

1. Laws and Corporate Regulations
  - Executives and employees shall strictly comply with the laws, rules, and the Company's policies.
  - Executives and employees shall perform their duties with honesty and integrity, considering the fair interests of the Company despite having loopholes in the rules, regulations and orders.
  - Executives and employees shall immediately report any violations or suspicious behavior against the laws, and the Company's policies and regulations, and shall give a full cooperation in the investigation for the cause of such violations.

## 2. Laws Relating to Securities and Disclosure of Inside Information

- Executives and employees shall strictly comply with the regulations of the Stock Exchange of Thailand, the Office of Securities and Exchange Commission, and other relevant laws.
- Use of inside information that has not been disclosed to the public to benefit personal securities trading is regarded as unethical.

Executives and employees shall demonstrate a commitment to the Code of Conduct by promoting adherence to standards and serving as a role model. This includes conveying policies, practices, and actively soliciting open feedback regarding ethical conduct. Executives and employees who violate these standards or the Company's policies, or who consent to subordinates violating ethics, will be subject to disciplinary actions. Such actions may include termination, restitution, pursuing civil litigation, or criminal prosecution, depending on the circumstances.

### **Chapter 3 Credibility of Information**

The Company believes that all executives and employees will collaborate in preparing accurate information by keeping exact records and creating reports accurately in a timely manner. Hence, erroneous or distorted records or reports are considered a violation of the Code of Conduct.

### **Chapter 4 Preservation of Confidentiality**

Executives and employees shall not disclose the Company's information that has not been publicly disclosed, except when required by law or approved by senior executives. Preservation of the confidentiality of information, including customer data, products, services, plans, strategies, and operational procedures and systems, is crucial. Executives and employees shall not use any information acquired or produced through their duties in the Company for their own or other persons' interests.

Preservation of confidentiality of this information includes personal data of executives and employees. Disclosure of this type of information can be made to internal or external parties only when it is a direct responsibility and absolute necessity. Executives and employees with responsibilities related to this personal data shall prudently conform to this policy and strictly maintain confidentiality.

### **Chapter 5 Communications**

The Company is steadfast in conducting business with honesty, integrity, and transparency in verifiable manner. All internal and external communications of the Company must be accurate and straightforward through channels appropriate for each situation. Executives and employees shall not communicate, either internally or externally, with false, distorted, malicious or defamatory content to any person or group of persons. In every communication, language and tone must be polite, ensuring that it does not tarnish the image or reputation of the Company.



## **Chapter 6 Insider Trading**

Executives and employees are prohibited from trading the Company's securities while they are being in charge of duties, having knowledge of information that has not been released to the public. This prohibition extends to advising others to trade the Company's securities using inside information.

## **Chapter 7 Harassment**

The Company is committed to providing a positive working environment that promotes efficiency and is free from any form of harassment. Upon receiving reports of any incidents or behaviors against this Code of Conduct, the Company shall pursue a serious investigation. If found to be true, various disciplinary actions for harassment will be taken. Forms of harassment include:

1. Verbal harassment, such as distortion, slander or defamation.
2. Physical harassment, such as intimidation, assault or threat of assault.
3. Sexual harassment, such as encompassing unwelcome advances, request for sexual favor, or physical or verbal sexual abuse.

## **Chapter 8 Gambling, Use of Alcohol and Drugs**

Executives and employees are prohibited from possessing, selling, buying, transporting, consuming, or using alcohol, illegal drugs or controlled substances (except prescription drugs) while in the workplace or carrying out the Company's business. Employees may be allowed to consume alcohol in an appropriate amount during social events or other occasions at the workplace, subject to permission from the senior executives. Gambling of any form during working hours or in the workplace is absolutely prohibited.

## **Chapter 9 Giving and Acceptance of Gifts and Entertainments**

The Company is determined to develop strong and sustainable relationships with customers, shareholders, business partners and collaborators in joint ventures. The integrity and reputation of the Company form a foundation stone for such relationships.

1. Executives and employees shall not solicit, receive, give, and promise to give any assets, cash, cash equivalents, or valuable items, such as gift cards, vouchers, or any other benefits, to customers, business partners, or other business-related persons to motivate them to act or refrain from actions falling under the abovementioned. This excludes customary gift-giving practices or those specified by Company's regulations.
2. In situations where it is impossible to refuse a gift or benefit, the recipient shall first accept the gift or benefit, but he/she shall notify his/her supervisor promptly and submit a report on the gift receiving to Human Resources. The Company will then consider the appropriate actions to be taken at the discretion of the Chief Executive Officer.

## Section 3 Business Ethics

### Chapter 1 Upholding Business Ethics

#### 1. Individuals with Responsibility to Follow the Business Ethics

The Company's personnel are obliged to comply with this Business Ethics with understanding, caution, and avoiding any unethical behavior. They shall behave as a role model and strictly comply with this Business Ethics. Violation or non-compliance shall be subject to disciplinary action as prescribed in "the Company's Work Regulation".

#### 2. Individuals Responsible for Oversight and Promotion of Business Ethics Compliance

##### The Board of Directors

The Board of Directors is responsible for establishing Business Ethics and regularly reviewing it to suit the changing business circumstances and the evolving business environment. Additionally, a proper assessment of adherence to the Business Ethics shall be provided to maintain appropriateness.

##### Executives at all levels have to follow the below responsibilities:

- 1) Promoting ethical business practices and acting as a role model.
- 2) Communicating policies and procedures, including actively seeking feedback on ethical practices.
- 3) Training employees to have accountability and establishing management systems in compliance with legal requirements and the Company's regulations.
- 4) Supervising and ensuring that the operations comply with relevant regulations.

### Chapter 2 Business Ethics

#### 1. Compliance with the laws, rules, the Company's regulations and other related provisions

The Company places great importance on respecting and complying with laws, rules, and regulations related to business operations. The Company's personnel shall study, understand, respect, and strictly adhere to the laws, rules, orders, and regulations of the Company, as well as respecting local customs, tradition, and culture. In addition, the Company's personnel shall report complaints and whistleblowing when witnessing violations or non-compliance with the laws.

#### 2. Anti-corruption

The Company is committed to upholding the highest standards of ethical conduct and legal compliance by supporting and promoting personnel at all levels to realize the importance and awareness of anti-corruption. This includes the establishment of an internal control system to prevent corruption, extortion, and accepting or giving bribes in all forms. Therefore, the Company's personnel shall not commit or accept any form of corruption in any case, covering the Company's business in every country and all relevant departments.

### 3. Practices and responsibilities towards stakeholders

#### Shareholders

The Company operates its business with transparency and efficiency to create sustainable value for business. It aims to create a good performance and stable growth for the long-term benefit of shareholders. It will disclose information transparently and reliably to shareholders, not engage in any illegal activities that violate the rights or interests of shareholders and treat them fairly and equally.

#### Employees

The Company treats all employees equally and fairly, providing them with reasonable compensation. It will maintain the working environment with regard to quality of life and safety by strictly adhering to labor laws. In addition, it pays attention to the development of employees' skills, knowledge, abilities, and potential through activities, such as training and seminars. It also gives opportunities to overall employees and creates motivation for knowledgeable and skilled employees to stay with the Company, as well as encouraging employees to comply with relevant laws and regulations.

#### Customers

The Company is responsible for maintaining the quality and standards of products and services for customers, as well as completely and comprehensively responding to their needs. This is to focus on creating long-term customer satisfaction. In addition, the Company provides correct information regarding its products and services to customers and establishes channels for customers to report inappropriate products or services. The Company shall protect customer confidentiality and not misuse customer information for its own benefit or that of any involved parties.

#### Business partners

The Company has a selection process for business partners based on fair competition under the transparent criteria. In addition, it establishes appropriate and fair contractual agreements with business partners and has a tracking system to ensure compliance with contract conditions. The Company implements measures to prevent corruption and misconduct at all stages of the procurement process and purchases materials from business partners based on trade terms, following the contract strictly.

#### Creditors

The Company will comply with the various contractual obligations with creditors, including repayment of loan principal and interest as well as custody of collateral under related contracts. It is committed to fostering good relationships with creditors, emphasizing principles of honesty, integrity, trust, and mutual respect. It will take responsibility, care, and give importance to fulfilling the conditions agreed upon.

#### Competitors

The Company will conduct business within a framework of fair competition, ethics, and compliance with the laws. It supports and promotes a policy of fair and free competition. The Company will not seek

confidential information of competitors through dishonest or inappropriate means for the benefit of its business operations. It will refrain from making malicious statements or damaging the reputation of competitors. Additionally, the Company will not engage in any activities that infringe upon the intellectual property of others or competitors.

#### Society, Community, and Environment

The Company values society, community and surrounding environment, recognizing that the Company is akin to a part of society that actively contributes to social and environmental development for sustainability. The Company has consistently engaged in community and social activities in tandem with its business operations, under the responsibility towards overall communities, society, and environment. Additionally, the Company prioritizes and cares about safety, aiming to minimize its impact on society and environment while enhancing the quality of life for individuals associated with its operations. Furthermore, the Company promotes a sense of awareness and responsibility among its employees towards society and the environment. In addition to this, the Company supports the efficient use of resources, aims to reduce resource consumption and energy use, and ensures compliance with relevant laws and regulations in a stringent manner.