

Investment and Governance and Management of Subsidiaries and Associates Policy

Mcb Corporation Public Company Limited

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Investment Policy

The Company has an investment policy focused on subsidiaries and associates that align with its objectives, vision, and strategic growth plans. These investments are intended to enhance stability, support business expansion, and create synergy for the Company. Additionally, the Company, its subsidiaries, and/or associates may consider investing in other businesses with high growth potential, business expansion opportunities, or benefits to the group's operations, as well as investments that generate strong returns. Before making investment decisions, the Company will conduct a thorough analysis, considering investment feasibility, investment proportion, expected returns, potential risks, financial position, and overall investment viability. Any significant investment decisions must be approved by the Board of Directors and/or shareholders' meeting in accordance with the designated approval authority. Furthermore, all investment activities must comply with relevant rules and regulations set forth by the Capital Market Supervisory Board, the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand (SET), including regulations on asset acquisition or disposal, connected transactions, and information disclosure.

Governance and Management of Subsidiaries and Associates Policy

The Company has established a policy for supervising and governing the operations of its subsidiaries and associates. The objective is to define both direct and indirect mechanisms to ensure effective oversight and management of these entities in compliance with the Public Limited Companies Act, the Civil and Commercial Code, and other applicable laws. The policy also adheres to regulations, notifications, and guidelines set by the Capital Market Supervisory Board, the SEC, and the SET.

This governance framework aims to protect the Company's investment interests in subsidiaries and associates, ultimately enhancing shareholder confidence. The details of this policy are as follows

(1) Management of Subsidiaries and Associates

The Company will oversee the management and operations of its subsidiaries and associates to ensure efficiency. It will implement measures to monitor the management of these entities to protect the Company's investment. The details include the following

(1.1) Appointing directors or executives in subsidiaries and associates

(1.2) The Company will appoint individuals with qualifications, knowledge, and skills relevant to the business of its subsidiaries and/or associates as directors or executives. The number of appointees will reflect the Company's shareholding in the subsidiary or associate. These appointed individuals will oversee the subsidiary/associate's operations to ensure compliance with laws,

the Company policies and business plans. The nomination for such positions is at the discretion of the Board.

(1.3) Scope of duties and responsibilities of directors and executives as the Company representatives in subsidiaries and associates

- (a) Directors and executives in subsidiaries and associates must operate within the authorization and responsibilities defined by the objectives, articles of association, resolutions of the board of directors, and shareholder meetings of those entities.
- (b) Directors and executives in subsidiaries and associates must perform their duties in the best interests of the subsidiaries and/or associates, ensuring alignment with the Company's policies and business plans to achieve both short-term and long-term goals. They must also use their discretion to manage these entities in the best interests of both the subsidiary/associate and the Company overall, regularly reporting on performance for consideration by the Company's Board of Directors.
- (c) Directors and executives of subsidiaries must ensure that internal control systems and risk management processes are appropriate, effective, and sufficient.
- (d) Directors of subsidiaries must ensure that any person with a conflict of interest, either directly or indirectly, is excluded from approving matters in which they have an interest.
- (e) Directors of subsidiaries must ensure that policies and business plans related to the subsidiary's operations are periodically reviewed and updated, aligning with the Company's policies and any changes in the business environment.
- (f) Directors of subsidiaries must provide necessary advice to ensure the subsidiary has a clear, effective, and efficient operating system.
- (g) Directors of subsidiaries representing the Company must propose the subsidiary's annual budget for approval by the Company's board of directors before the subsidiary's board approves it, unless it is specified in the Delegation of Authority of the subsidiaries, which has been approved by the Company's board of directors.

(2) Governance mechanisms for disclosing information of subsidiaries

- (2.1) Any transaction or action by a subsidiary that has significant implications or affects the financial position and performance of the Company,
- or if it involves the acquisition or disposal of assets as specified under the announcement of the acquisition or disposal assets or related transactions

pursuant to the announcement of related transactions, resulting to the Company to request approval from the Board and/or the shareholders' meeting and/or to request approval from relevant authorities in accordance with the law before entering into the transaction. the subsidiary is required to seek approval from the Company's board of directors and/or the shareholders' meeting and/or relevant authorities in accordance with the law before proceeding with the transaction.

Additionally, if any transaction or event by a subsidiary requires the Company to disclose information to the SET under the applicable regulations, the directors or executives representing the subsidiary must immediately inform the Company's management¹ once they are aware that the subsidiary plans to undertake such transactions or when such events occur.

- (2.2) The Company implements necessary measures and procedures to ensure that its subsidiaries disclose accurate and complete information regarding their performance and financial status. The Company will take necessary actions to monitor and ensure the proper and complete disclosure of such information.

In addition to complying with the aforementioned requirements, the Company shall adhere to the relevant guidelines for the governance of subsidiaries and affiliates as stipulated in the regulations of Central Retail Corporation Public Company Limited ("CRC") for as long as the Company remains a subsidiary of CRC.

Furthermore, the Company shall conduct periodic reviews of its investment policy and the governance of its subsidiaries and affiliates to ensure alignment with the Company's business environment and prevailing conditions.

This Investment and Supervision and Governance of Subsidiaries and Associates Policy shall be effective from 18 April 2022, onward.

¹ Management refers to executives as defined in the Securities and Exchange Commission's Notification No. KorJor. 17/2551 regarding the definitions in the regulations related to the issuance and offering of securities (including any amendments). This does not include the managing director.