

## Report of the Corporate Governance Committee

Dear Shareholders of Samart Corporation Public Company Limited

The Company has emphasized on promotion and support the business operations under the Good Corporate governance principles as well as create the environmental balance in order to strengthen confidence among all stakeholders. Thus, the Board of Directors appointed and assigned the Corporate Governance Committee ("CG Committee") to monitor and encourage the Company operations pursuant to the Corporate Governance Code for listed companies 2017 ("CG Code") of the Office of the Securities and Exchange Commission (SEC) guidelines specified by the Stock Exchange of Thailand (SET) and Criteria for Assessment of Corporate Governance Survey Project of CGR Listed Companies. However, the CG Committee fully has performed their duties and responsibilities in accordance with the charter assigned by the Board of Directors for the overall benefit of the Company and shareholders, as well as, all stakeholders.

In 2024, there are 3 members in CG committee, consisting of 2 independent directors (the Chairman of the CG Committee is an independent director), accounting for 66.66 percent of the total number of directors, and 1 non-executive director. All Directors are knowledgeable, capable, experienced and devote sufficient time to perform their duties in order to operate the CG Committee successfully in accordance with its objectives. As a result, 2 meetings were held to consider and monitor the implementation of Good Corporate Governance as the detail of names and meeting attendance below;

Name	Position in the CG Committee	Number of Attendance / Total Number of Meeting
1. Mr. Seri Suksathaporn	The Chairman of the CG Committee	2/2
2. Mr. Prinya Waiwatana	Member	2/2
3. Mr. Sirichai Rasameechan	Member	2/2

The CG Committee reported the meeting results including comments and recommendations to the Board of Directors' meeting for consideration of which they could be summarized as follows:

- **Supervised the operations of the committee to be in accordance with the Corporate Governance policy.**

The CG Committee has supervised the operations of the committee in accordance with the Corporate Governance policy of the Company and specified that every committee has to prepare a performance report for the past year to present to the shareholders in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) of the Company.

- **Reviewed the Corporate Governance Policy, Code of Business Ethics, the Board of Director and the Committee Charters of the Company.**

In 2024, the CG Committee's Meeting No. 2/2024, held on November 12, 2024, considered and proposed to the Board of Directors to consider and review the compliance with the principles of good corporate governance (CG Code), Corporate Governance policy, Business Ethics, the Board of Directors and the Committees' Charters. The meeting was considered to revise in the Corporate Governance policy in the topic of "Participation in the Shareholders' Meeting, Inside Information Monitoring and Provide multi channels for disclosure of information apart from SET's Communication system" as well as Corporate Governance Committee Charter in the topic of "Roles and Responsibilities of the Corporate Governance Committee".

The Board of Directors' Meeting No. 5/2024, held on November 12, 2024, has considered that the Company has applied the 8 CG Code principles with the Company's business context. However, regarding to the guidelines in the CG Code that were not suitable for the Company's business operations, the Board of Directors' meeting has assigned the CG Committee to review that matters annually, and proposed appropriate replacement measures for further consideration.

- **Assessed Performance of the Board of Directors, the Committees, the Executive Chairman and the Corporate Secretary.**

In order to comply with the corporate governance principles of the Stock Exchange of Thailand, the CG Committee specified that performance of the Board of Directors, both individually and by the team, the Committees, the Executive Chairman and the Corporate Secretary must be assessed. Outcome from such assessment shall be used to improve and develop for better efficiency. In addition, summary report on assessment outcome shall be presented to the Board of Directors and the shareholders for their acknowledgement.

However, the CG Committee has conducted a self-assessment for the year 2024, that there are 4 topics as 1) the structure and qualifications 2) meeting 3) roles and responsibilities and development and 4) training of the CG Committee. The assessment results are "**Excellent**" in order to use for improving with aims to increase efficiency of the operations.

- **Arranged for the Meeting among the Non-Executive Directors.**

In order to comply with corporate governance principles of the Stock Exchange of Thailand and the assessment of Corporate Governance Survey Project of CGR Listed Companies, the CG Committee specified that the Company's non-executive directors shall hold a meeting without participation of any management team, so that they can independently discuss about all management problems of the Company. In 2024, there were 2 Non-Executive Directors' Meetings, held on February 22, 2024 and August 13, 2024, in order to discuss about the business and important projects of the Company, reported the suggestion to the Board of Directors for acknowledgement, then assigned to involved persons for further action. The minutes of meetings between non-executive directors were taken every time there had such a meeting.

- **Specified that there must be reports on new laws and laws which have been changed.**

In order to share knowledge information and understanding of the Company's Directors, therefore, the CG Committee has specified that information on new laws or change in any laws concerning the directors should be reported, such as, the updated news from SEC and SET to the Directors and / or Audit Committee for acknowledgement.

Such strong intention and determination on encouraging for operations pursuant to corporate governance principles, as a result, Samart Corporation Public Company Limited ("SAMART") and its 3 listed subsidiaries, Samart Telcoms Public Company Limited ("SAMTEL") Samart Digital Public Company Limited ("SDC") and Samart Aviation Solutions Company Limited ("SAV"), received corporate governance assessment results in 2024 as follows:

Evaluation	Company	Assessment Result	Organized by
Corporate Governance of Thai Listed Companies in 2024	SAMART SDC SAMTEL SAV	Excellent (5 Stars)	Institute of Directors Association (IOD) together with the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand
Quality on Arrangement of Annual General Meeting of Shareholders for 2024	SAMART SDC SAMTEL SAV	4 coins	Thai Investors Association

Such above assessment could reflect strong effort the Company puts on corporate governance including its earnestness, dedication, and endeavor on adherence to corporate governance principles constantly. All members of the CG Committee have worked professionally, using their knowledge, skills and experience, by providing opinions and advices to drive the organization to achieve its goals, with taking into account the utmost benefits of all stakeholders.

(Mr. Seri Suksathaporn)  
Chairman of the Corporate Governance Committee  
Samart Corporation Public Company Limited