

NSL FOODS
The Happy Taste Creator

CORPORATE GOVERNANCE POLICY

NSL FOODS PUBLIC COMPANY LIMITED



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NSL Foods Public Company Limited (“the Company”) is committed to conducting its business in accordance with the principles of good corporate governance. The Company is mindful of its responsibilities toward all stakeholders and emphasizes transparency, accountability, fairness, and effective management. These principles are essential to building trust and long-term sustainable value for shareholders, customers, partners, employees, and society at large.

The Company’s key corporate governance principles are as follows:

Transparency and Accountability

The Company prioritizes the disclosure of accurate, complete, and timely information. Effective internal control and risk management systems are in place to ensure that all business processes are traceable and verifiable.

Equitable Treatment of Shareholders

The Company treats all shareholders equally and fairly, respecting their fundamental rights such as the right to vote at shareholders’ meetings, access to relevant information, and fair return on investment.

Stakeholder Engagement

The Company respects the rights of all stakeholder groups, including employees, customers, partners, communities, and government agencies. Business operations are carried out based on ethics, social responsibility, and environmental stewardship.

Responsibilities of the Board of Directors

The Board of Directors is responsible for setting the direction, strategy, and overseeing the efficient management of the Company. The Board monitors the management’s performance and fosters a transparent, ethical organizational culture.

Anti-Corruption Commitment

The Company has declared a firm stance against all forms of corruption. Strict preventive and control measures are implemented to cultivate a strong culture of integrity throughout the organization.

Sustainable Development

The Company is committed to sustainable development by integrating ESG (Environmental, Social, and Governance) principles into its business strategies. NSL Foods strives to deliver safe, high-quality food that continuously brings “happiness through delicious taste” to consumers.

The company's corporate governance policy is divided into 5 main categories:

- Rights of Shareholders
- Equitable Treatment of Shareholders
- Roles of Stakeholders
- Disclosure and Transparency
- Responsibilities of the Board of Directors

The company is committed to effective corporate governance to ensure transparency, fairness, and to build trust with shareholders, investors, and all stakeholders.

1. Rights of Shareholders

The Company respects the fundamental rights of shareholders as owners of the business and strives to promote the exercise of these rights on an equitable basis. Key practices include:

- Ensuring the right to attend and vote in shareholders' meetings, and make decisions on significant matters
- Conducting shareholders' meetings in a transparent, fair, and accessible manner
- Enabling shareholders to propose meeting agendas and nominate candidates for directorship in advance
- Encouraging shareholders to raise questions, express opinions, and receive clear, timely responses from directors and executives

2. Equitable Treatment of Shareholders

The Company treats all shareholders equally, regardless of their status as major, minority, or foreign shareholders. The Company is committed to:

- Providing accurate, complete, and timely information to all shareholders equally
- Preventing any discrimination or unfair treatment of any shareholder
- Implementing strict policies to prevent insider trading and conflicts of interest
- Requiring directors and executives to disclose any transactions or interests that may cause a conflict of interest

3. Roles of Stakeholders

The Company recognizes the importance of all stakeholders and is committed to operating with ethics, fairness, and social responsibility. The Company's practices include:

- Treating employees fairly, supporting career development, and ensuring occupational health and safety
- Building fair and sustainable relationships with partners and suppliers
- Ensuring product safety, quality, and customer satisfaction
- Respecting community rights and contributing to social and environmental development
- Providing channels for complaints and whistleblowing with proper protection mechanisms

4. Disclosure and Transparency

The Company prioritizes accurate, transparent, and timely disclosure of information to build trust and ensure accountability. Key practices include:

- Disclosing financial and non-financial information through accessible and reliable channels
- Publishing annual reports, sustainability reports, and corporate governance reports regularly
- Establishing effective internal control and risk management systems
- Appointing independent external auditors to ensure reliable financial reporting
- Requiring directors and executives to disclose personal interests that may affect the Company

5. Responsibilities of the Board of Directors

The Board of Directors plays a critical role in defining policies, strategies, and business direction while overseeing the management's performance to ensure good governance. Responsibilities include:

- Monitoring management to ensure alignment with corporate strategies and objectives
 - Establishing appropriate board committees such as the Audit Committee and Nomination and Remuneration Committee
 - Promoting effective risk management, internal controls, and internal audit systems
 - Regularly evaluating the performance of the Board and top executives
 - Fostering an organizational culture that values ethics, transparency, and sustainable practices
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