

Corporate Governance Policy and Guideline

Compliance Control

Prevent the Use of Insider Information

HARN has defined policy and guidelines in according Corporate Governance Policies to ensure director, executives and employees on best practices on the use of inside information and guarding of confidential information, in its good Corporate Governance Policies and Principles. Employees HARN they must guard inside information or confidential information not yet publicly available and must not share with other parties inside information learned during the course of their duties or use it to seek profit in a fraudulent way, or to cause damage to HARN's interests.

In addition, HARN has a policy for the Board and Executives including employees who are in a position to access to inside information to refrain from insider trading of HARN stocks within 30 days prior to the disclosure of quarterly and yearly financial statements to the public and until the period of 24 hours since disclosure to the public. Other than that, trading it normally, and requiring all directors and the first 4 top-ranking executives, including their spouses and children under the legal age, if trading HARN stock must report such trading to the Company Secretary at least 1 day in advance. And must report any changes in their HARN share ownership to report electronic the SEC under Article 59 of the Securities and Exchange Act B.E. 2535 (1992) and its amendments within three days of the date of trading, disposal, or receipt of such shares. HARN defines a policy of disclosing or reporting the trading, disposal, or receipt of such shares, changes in share ownership of the directors and the first 4 top-ranking executives to the quarterly Board meeting, contained in advance as a regular agenda item.

The company secretary will notify and a campaign against the use of insider information via e-mail to those involved to acknew them of the trading prohibition period and forbidding them to disclose such information to external parties or unrelated parties on a regular basis, so as to prevent insider trading. Including providing organizes online learning media in HARN Academy system about the prevention of the use of inside information and prevention of conflicts of interest to educate directors, executives and all employees, operation follow:

1. The company secretary has prepared a schedule to notify prohibition period trading of securities year 2023 in advance notify by email to directors, executives including employees who are in a position to have access to inside information be aware, details are as; (1) fiscal year 2022, between January 24 to February 27, 2023 (2) financial statement Q1/2023 between April 14 to May 16, 2023 (3) financial statement Q2/2023 between July 15 to August 16, 2023 (4) financial statement Q3/2023 between October 13 to November 14, 2023, including their spouses and children under legal age, prohibition trading HARN stock within 30 days prior to the disclosure of quarterly and yearly financial statements to the public and until the period of 24 hours since disclosure to the public. Other than that, trading it normally.
2. Define all directors and the first 4 top-ranking executives to trade securities they must report such trading to the Company Secretary at least 1 day in advance. Must report any changes in their HARN share ownership to report electronic through the SEC under Article 59 within 3 days of the date of trading of such shares, in which the company secretary reports trading to the board of directors acknowledged every quarter.

Year 2023, directors and the first 4 top-ranking executives has practices in accordance to policies and regulation strictly, there were 2 reported transactions outside silent periods, which are not during the prohibited trading period or may have an impact HARN with reported changes to the SEC within the specified time. In addition, still learning and also passed and online knowledge test of prevent the use of inside information in the "HARN Academy" representing 100%, and all directors and the first 4 top-ranking executives, including employees who are in a position to access to inside information no have misused HARN's internal information

Shareholding information the Board, including related parties and persons with relationship as of December 31, 2023

Names of directors		No. of shares held	% of total shares	note
1. Mr. Pichet	Sithi-Amnuai ^{1/ 2/}	-	-	(no shareholding)
2. Mr. Prasert	Deejongkit (1) ^{1/}	-	-	(no shareholding)
3. Dr. Teerachai	Pornsinsirak (1) ^{1/}	-	-	(no shareholding)
4. Mrs. Valeeratn	Chuerboonchai (1) ^{1/}	5,671,700	0.970	-
5. Mrs. Sirima	lamsakulrat (1)	81,884,151	14.009	-
6. Mr.Jain	Charnnarong (1)	68,953,030	11.797	-
7. Mr.Wirat Sukchai Group (2)				
7.1 Mr. Wirat	Sukchai	89,006,630	15.228	-
7.2 Mrs. Nopparat	Sukchai (spouse)	13,000,000	2.224	-
8. Mr. Thammanoon	Tripetchr (1)	23,260,187	3.980	-
Total		281,775,698	48.208	

Note : ^{1/} Independent director

^{2/} Directors who Appoint replacing, Mr. Thako Nunthirapakorn who retired by rotation at the 2023 Annual General Meeting (AGM)

- No HARN share was held by directors' mother, spouses and children under legal age except those of No. 7 which no stock trading during the year 2023

Shareholding information Executives, including related parties and persons with relationship as of December 31, 2023

Names of executives		No. of shares held	% of total shares	note
1. Mr.Rattanaphan Mukhariwattananon Group (2)				-
1.1 Mr. Rattanaphan	Mukhariwattananon	4,479,062	0.766	-
1.2 Mrs. Rabeab	Mukhariwattananon	10,000	0.002	-
2. Mr. Wisit	Wachiralappaitoon	816,045	0.140	-
3. Mrs. Varinkan	Teraumranon	1,512,912	0.259	-

Note : No HARN share was held by executives' mother, spouses and children under legal age except those of No.1 which no stock trading during the year 2023

Report summarizing change in shareholding HARN proportion of the Board compare as of 2022 and 2023

Names of directors		Number of shares At Date		Increase (Decrease)	note
		December 31, 2023	December 31, 2022		
1. Mr. Pichet	Sithi-Amnuai ^{2/ 3/}	-	-	-	(no shareholding)
2. Mr. Prasert	Deejongkit (1) ^{1/}	-	-	-	(no shareholding)
3. Dr. Teerachai	Pornsinsirak ^{1/}	-	-	-	(no shareholding)
4. Mrs. Valeeratn	Chuerboonchai (1) ^{1/}	5,671,700	5,671,700	-	-
5. Mrs. Sirima	lamsakulrat (1)	81,884,151	81,884,151	-	-
6. Mr. Jain	Charnnarong (1)	68,953,030	68,953,030	-	-
7. Mr. Wirat	Sukchai	89,006,630	86,795,159	2,211,471	-
8. Mr. Thammanoon	Tripetchr (1)	23,260,187	22,779,886	480,301	-

Note : ^{1/} Independent director

^{2/} Directors who Appoint replacing, Mr. Thako Nunthirapakorn who retired by rotation at the 2023 Annual General Meeting (AGM)

- No HARN share was held by directors' mother, spouses and children under legal age except those of No. 7 which no stock trading during the year 2023

Report summarizing change in shareholding HARN proportion of the Board compare as of 2022 and 2023

Names of executives		Number of shares At Date		Increase (Decrease)	Note
		December 31, 2023	December 31, 2022		
1. Mr.Rattanaphan	Mukhariwattananon	4,479,062	4,262,883	216,179	-
2. Mr. Wisit	Wachiralappaitoon	816,045	642,437	173,608	-
3. Mrs. Varinkan	Teraumranon	1,512,912	1,328,322	184,590	-

Note : No HARN share was held by executives' mother, spouses and children under legal age except those of No.1 which no stock trading during the year 2023

Prevention of Conflict of Interest

HARN requires information disclosure to prevent conflicts of interest and illegal, improper activities. Under the Board's policy, business decisions made aligning our practices with good governance principles. The Board of Directors has established policies and guidelines for conflicts of interest with under Corporate Governance, and Code of Conduct for the directors, executives and employees follow on the principle that any decision It must be done for the best interest of HARN only and it is the duty of directors, executives and employees at all levels to avoid financial involvement and/or relationships with other third parties. This will result in HARN losing interest or creating a conflict of loyalty or interest or hindering its effective operations. Those Director, Executives and Employee person with interests or related businesses which may require HARN s review and decisions must report their relationships and connection with potential conflicts of interest. Including is to disallow such connected directors and related executives from participating in the decision making and having no authority to approve for and involvement in such transactions, operation follow:

1. HARN has required all directors and the first 4 top-ranking executives (as defined by the Securities and Exchange Commission (SEC)) must be disclose stakeholder and conflict of interest reports when taking office for the first time. They also have to report any changes on their conflicts of interest regularly, and within February for every year, as the foundation for supervising everyone's stakeholders. These include the disclosure of any suspected items of conflict of HARN's interests or any approvals. In such cases, there should be no principles, conditions, or special issues contrary to normal terms. Thus, this is considered as HARN's internal control process. In the meantime, the Audit Committee is required to oversee and resolve such conflicts of interest. Company Secretary retain this information to investigate and monitor conflicts of interest. In 2023, there were no transactions with conflicts of interests among the directors and the first 4 top-ranking executives, as well as related individuals.
2. The Board define at every board meeting, the Chairman or Company Secretary, reminds directors to conform to the policy on conflicts of interest on all agenda items, which requires those with vested interests to declare themselves to the meeting to abstain from voting or any opinions, and record it in the meeting minutes.
3. The Audit Committee reviews related transactions and those with potential conflicts of interest that could undermine HARN's businesses to ensure conformance to the law and SET's criteria. All of which must be reported to the board for approval.

In the year 2023, directors and the first 4 top-ranking executives all has submitted the report of the report of vested interest and the report conflicts of interest and signed the 100 % confirmation compliance with HARN's corporate governance principles and code of conduct. In addition, learned and passed the online knowledge test on preventing conflicts of interest through HARN Academy system 100% complete. Directors and the first 4 top-ranking executives, no misconduct that violates the conflict-of-interest prevention policy.

Right of Shareholders

HARN has defined guidelines on the rights of shareholders and equitable and fair treatment, the good corporate governance policy has been established and participation support guidelines, communication with shareholders, shareholders' rights and equitable treatment of shareholders for directors, executives, and employees to comply with under Corporate Governance, and Code of Conduct.

Governance of Subsidiaries

HARN determine policies to govern subsidiaries by setting way of conduct guidelines, internal control, disclosure of financial performance, transactions with connected persons, acquisition or disposition of property, other important, capital increase, capital reduction, and dissolution of subsidiaries, so that their work procedures in conformity according to the law and relevant regulations as a governance tool for companies in which HARN holds shares. All are required to practice and drive toward the same standard across HARN through HARN's representative(s) assigned as directors. This way, HARN commands unity in action, leading to synergy, enhanced capability and strength in competition to in turn lead to joint growth in a transparent and sustainable way.

Below is the scope of executives, which consists of governance principles:

- (1) Major joint venture is defined as has ratio of the voting shares between 20-50% and invest large amount of sum. In necessary circumstances, the Board must arrange Shareholder's' agreement or other agreement to clarify authority of management and decision, to use for financial statement of HARN according to the standards and timeline.
- (2) Rules, Regulations and Policy, including directives which form part of the governance designed to drive linkages between HARN's policy governance and its successful implementation driven toward a uniform standard throughout by HARN's representatives assigned to serve in these subsidiaries as directors.
- (3) Steering for management by defining objectives and goals, strategies, and policies, and allocating key resources for objective and goal achievement, including monitoring, assessing, and ensuring performance reporting. Must report implementation updates to the Board.

The Board of Directors, which supervises the subsidiaries as part of the operation, have a resolution to appoint a representative to take the position of director in Aiyarahan Company Limited ("Subsidiary"). To act in pushing for good corporate governance policies and practices, code of conduct, risk management and anti-corruption measures HARN's are of the same standard, along with setting annual goals and indicators and require monthly meetings between representatives and executives of subsidiaries, report to the Board every quarter.

HARN has operations to promote compliance with policies and guidelines for supervising subsidiaries. In 2023, a meeting was held between representatives and management of subsidiaries in order to consider financial status, performance and other important matters which have been already reported to the Board of Directors for acknowledgment. In summary, the Subsidiary has an appropriate and careful internal control process for its business operations. **No** misconduct that violates the conflict-of-interest prevention policy.

Serving as Directors in Other Companies of Executives

The Board also established a policy to prohibit the Chief Executive Officer and executives from taking a directorship position at other companies outside the Group. In case the Chief Executive Officer and executives of HARN have to hold such directorship position in other companies, a prior written approval from the Executives Committee is required, this must not conflict with laws and rules related to the operation of HARN as well, and prohibited to become a partner or a director in a competing enterprise or business related to HARN's that may cause conflicts of interest. **Details in accordance with the policy and guidelines of the Board of Directors disclosed in the corporate governance and code of conduct policy and principles with a full version on website: <https://www.harn.co.th/corporate-governance/corporate-governance-policy/>**

However, in 2023, the Executive Committee approved the Chief Marketing Officer of the Refrigeration Business Unit, to serving as directors in other companies outside the group. This not conflict with laws and rules related to the operation of HARN, not engaged in business that competes with or is related to HARN business that may cause conflicts of interest. which has been approved by the Company’s Board of Directors.

Whistleblowing Policy and Guideline and Monitoring

1) Implementation Measures Whistleblowing

The Board provide process and channels for complaints and whistleblowing and/or all forms of all complaints of all stakeholders through the following channels:

Channels and Methods of Whistleblowing

Complaints must explicitly spell out “confidential” to the Chairman of the Audit Committee which is an Independent Committee, through these channels.

Chairman of the Audit Committee

 <p>Harn Engineering Solutions Public Company Limited 559 Soi Soonvijai 4, Rama 9 Road, Bangkokapi, Huaykwang, Bangkok 10310</p>	 chairac@harn.co.th  www.harn.co.th/ corporate-governance/ corruption-report/
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Channels for Advice

Employees or others whom has inquiries and seek for advice on anti-corruption policy may contact through these channels.

Chief Financial Officer

 <p>Harn Engineering Solutions Public Company Limited 559 Soi Soonvijai 4, Rama 9 Road, Bangkokapi, Huaykwang, Bangkok 10310</p>	 +(66)2 318-9744 ext.4004  wisit.w@harn.co.th
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Channels Contact to HARN

Stakeholders can express their opinions, suggestions, and other complaints which are not an issue of anti-corruption through communication channels as follows:

<p>Company Secretary</p> <p> email: wasukan.b@harn.co.th</p> <p> Tel: (02) 318-9744 ext.4011</p>	<p>Investor Relations</p> <p> email: wirat.s@harn.co.th</p> <p> Tel: (02) 318-9744 ext.5001</p>
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Mail

 Harn Engineering Solutions Public Company Limited,
559 Soi Soonvijai 4, Rama 9 Road, Bangkokapi, Huaykwang, Bangkok 10310

1. Once the chairman of the Audit Committee receives a clue, or the company secretary or investor relations or any other channels receive clues and complaints from the stakeholders of HARN, a preliminary consideration will be made regarding the category of which the matter of the complaint received falls into. The cases will be collected to present to the sub-committees or related directors and all suggestions and issues will be summarized to present to the Board of Directors quarterly. Except for complaints and whistleblowing directly sent to the chairman of the Audit Committee, the chairman of the Audit Committee will personally open those letters.
2. Employee complaints or suggestions, HARN has a process for dealing with such by considering whether the employee's complaint is a matter that may be an offense and at what level in order to determine the penalties for the action with fairness and accuracy. To build confidence in the measures to protect and maintain the confidentiality of complainants, employees can complain and express opinions through a variety of channels such as through a comment box, LINE Official account of HARN, or direct notification via e-mail to the Human Resources Department. All employees are obligated to acknowledge the available complaint channels since their orientation as new employees.
3. HARN has established a suitable and fair process for punishing violators of anti-corruption measures. Any violation of this policy, direct or indirect, calls for disciplinary review under HARN's regulations, consisting of fact-finding, investigation, punishment, and appeal. They could also lead to punishment by law. Employees must therefore master and strictly conform to the Anti-Corruption Policy in every step of their work.

2) Actions when receiving complaints and reporting clues

The Audit Committee will consider the complaints received and inform the relevant authorities in order to investigate the facts of the complaints and take appropriate corrective action. The Audit Committee will periodically monitor the progress. The relevant departments will notify the results within a reasonable period of time to the complainants. The Audit Committee will report to the Board of Directors.

3) Protection Measures Complainants and Whistleblowers

In order to protect the rights of whistleblowers with good intention, HARN will not disclose names, addresses or any other information that can identify the complainant or the whistleblower and keep the information of the complainant and whistleblower confidential. Only those responsible for the investigation of complaints will have access to such information. In this regard, the person receiving information from performing duties related to complaints have a duty to maintain information, complaints, clues and documentary evidence of the complainant and whistleblower confidential. No information is to be disclosed to any other person who does not have a relevant duty unless it is a disclosure in accordance with the duty required by laws. Measures, scope, and tools for whistleblower protection, as follow:

1. HARN's human resources administration process echoes its commitment to anti-corruption measures. Although refusal to take part in corruption may deprive HARN of business opportunities, its policy is not to demote, punish, or harm those that do so.
2. HARN's employees should not ignore actions in potential conflicts with anti-corruption measures. HARN has established channels for whistleblowing and protection of whistleblowers or those that need advice about conformance to anti-corruption measures.
3. HARN has established whistleblowing on corruption, Code of Conduct and non-compliance with laws and corporate regulations to define applicable criteria and guidelines that are suitable and uniform throughout the corporation. Protective measures and fair treatment are in place for whistleblowers or those that provide information, to overcome corruption seriously, strictly, and more efficiently.

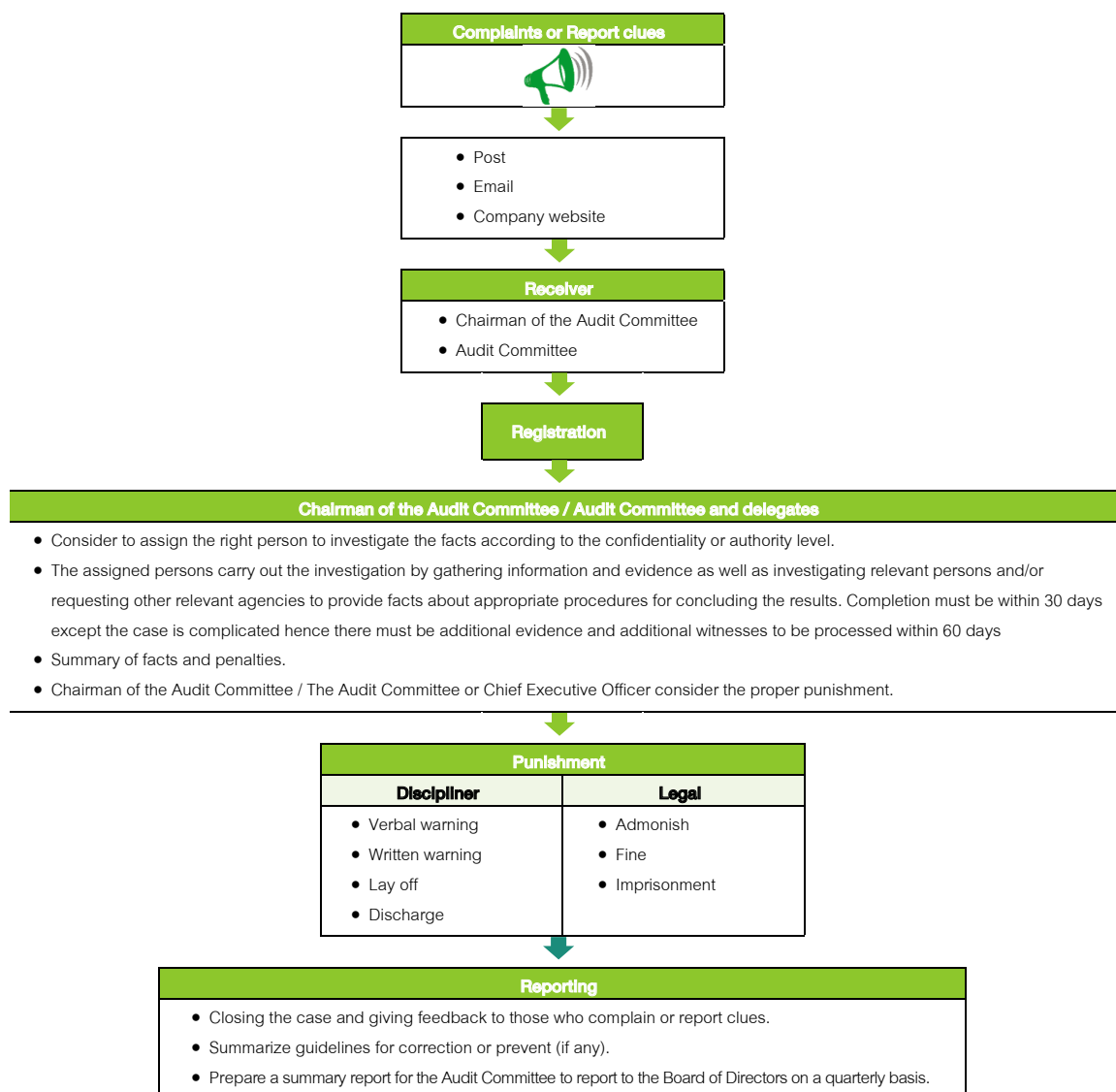
Assigned by the Board of Directors, the Audit Committee acts as the main contact point for reporting incidents and clues, following up on incident reports, protecting and providing fairness to complainants or those who

provide clues related to corruption within the organization, and reporting the results of the investigation and punishment to the Board of Directors. In 2023, there were **no cases** of fraud or violations of HARN regulations. In addition, it communicates acknowledged to all Board, Executives and Employees to the Good Corporate Governance, Code of Conduct and Anti-Corruption Measures o prevent complaints/whistleblowing of such issues.

Complaint and whistleblowing statistics

	Reporting	Monitoring	Closing complaints
1. Code of Conduct	0	0	0
• Anit-Corruption	0	0	0
• Conflict of interest	0	0	0
• Compliance	0	0	0
2. Environment, Health and Safety	0	0	0
3. Society, Community, and Public Relations	0	0	0

Diagramed of the process of receiving complaints or report clues, investigation, punishment and reporting



Performance of Corporate Governance Policy

Review CG Policy, Guidelines and System

The Borad regularly reviewed its policies, principles, and practices in relevant to corporate governance. In 2023, Reviewed good corporate governance policies, principles, and guidelines based on the criteria of the SEC and SET, as well as corporate governance assessment have been developed from various institutions. On March 29, 2023, HARN reviewed and update guidelines Corporate Governance Policy the following:

1. Amended the Corporate Governance Policies and Principles, improving to in line with Corporate Governance Principles of the Office of the Securities and Exchange Commission (SEC), and the Personal Data Protection Act B.E. 2562, including consistent with the charter of the Board and Board-Committees
2. Amended the Board Charter, Audit Committee Charter, Risk Management Committee Charter, Executives Committee Charter and Nomination and Remuneration Committee to ensure fulfill responsibilities is appropriate and in line with guidelines Corporate Governance Principles of the Office of the Securities and Exchange Commission (SEC).
3. Reviewed the Code of Conduct, the Anti-Corruption Measures, Risk Management Policy and Sustainable Development policies, to be up-to-date, in accordance comprehensive and sufficient operational guidelines.

Performance under CG Code

HARN communicates and abides by corporate governance principles to all directors, executive directors and employees every year, and in 2023, following results:

1. 100% delivery of HARN's corporate governance policy to newly appointed directors Communicate and emphasize adherence to business code of conduct, such as using insider information, conflicts of interest, and conflicts of interest, in continuous the Board meetings.
2. Assessed operational risks, compliance with laws, safety, health and environment, corporate reputation and corruption covering all parties involved. The risk control results were reported to the Risk Management Committee, Audit Committee and the Board every quarter. The results of the risk assessment of corruption and unethical actions in use of Inside Information, conflict of interest and ethics of the Board, Executives and Employees were at a satisfactory level **without any** wrongdoing found.
3. Communicate policies good corporate governance, code of conduct, measures anti-corruption, prevention of conflict of interest and prevention use of Inside Information to the Board, Executives and all employees which counts as 100% through e-mail, Intranet and Digital Signet to cultivate awareness and promote transparent, fair and verifiable operation behavior.
4. Organized internal training on Corporate Governance Policy and Principles, Code of Conduct and Anti-Corruption for new employees, including requiring a knowledge test. There were 25 employees in total who attended the training and passed the tests at 100%.
5. Organized E-Learning in the HARN Academy system as a learning medium on the good corporate governance, code of conduct, Anti-Corruption, prevention of conflict of interest and prevention use of Inside Information by yourself to knowledge for directors, executives and all employees in all areas thoroughly to cultivate and raise awareness, including requiring the comprehension test through online tests. There summary was 8 out of 8 directors who passed the tests, representing 100%, and 5 out of 5 executive who passed the tests, representing 100%, 235 out of 235 employees who passed the tests, representing 100%.

6. In 2023, HARN has announced information under material events within the timeframe specified by the authorities, this is to keep the securities trading in order, liquid, fair, and orderly. However, HARN and the Board, including Executives, **were not** fine or civil actions by regulatory corporate such as the SEC, SET or NACC etc., regarding corruption, good corporate governance, code of conduct, compliance with relevant laws, violation/non-compliance with the guidelines on share repurchase/deprivation of communication between shareholders/non-disclosure of agreements between shareholders, and violation/non-compliance with the guidelines on equity trading or asset trading, include there was **no case** where an independent director or a non-executive director resigned due to the issue of corporate governance of HARN.

Other Implementation under CG Code

The Board reviewed Corporate Governance Policies and Principles, complied with CG Code 8 items year 2017 principles and adapt to HARN's business context, but may did not cover the criteria under the CGR in 5 items, which can be explained follow. However, overview in 2023, a survey on corporate governance conducted by the Thai Institute of Directors (IOD) under the Corporate Governance Report of Thai Listed Companies for 2023 has ranked HARN as "Excellent" or 5 stars with an average score overall of 106%, which a higher score than 2022 as and higher than the average score of all listed companies.

1) Voting to elect directors by cumulative voting

HARN's articles of associations require that directors be elected by majority votes and that each shareholder shall have the number of votes as the shares held. In addition, HARN has defined methods to protect the rights of shareholders, including the rights of minor shareholders to propose meeting agenda and nominate directors.

2) Sustainability Report

At present, disclosed information related to compliance with laws, ethics, anti-corruption policy, treatment of employees and stakeholders Including fair treatment and respect for human rights including social and environmental responsibility only the importance that affects the main business and report on in policies of Corporate Governance and Driving Business for Sustainability in the Form 56-1 One Report.

3) Independent directors should consist not less than half of the total Board

At present, the proportion of independent directors is 4 persons from 8 person. The proportion of independent directors is 50% which the products that HARN distributes are various and need to have knowledge in products, markets, competitive conditions and customers' needs.

4) Consider appointing the Corporate Governance Committee

Delegating the Chief Operating Officer to oversee and present to the Board of Directors for acknowledgment of the implementation at least once a year. In 2023, reviewing of Corporate Governance in the Board Meeting no. 2/2023 on March 29, 2023. However, **not any** violation of good corporate governance, code of conduct and compliance with relevant laws, rules and regulations, has safety and legal management standards.

5) Consider appointing the Corporate Sustainable Committee

The Executive Committee is assigned to oversee and present to the Board of Directors for acknowledgment of operations at least once a year. In the Board of Directors' meeting no. 2/2023 on March 29, 2023. HARN set strategic plans and goals for sustainable business operations, with balance in the environment, society, and governance towards the goals of becoming carbon neutrality by the year 2040 and emission Net Zero by the year 2050.