

# 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 acknowledge 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 2024 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 2023, between January 27 to March 1, 2024, (2) financial statement Q1/2024 between April 12 to May 15, 2024, (3) financial statement Q2/2024 between July 13 to August 16, 2024 (4) financial statement Q3/2024 between October 12 to November 15, 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 2024, directors and the first 4 top-ranking executives has practices in accordance to policies and regulation strictly. There no were purchases, sales, or transfers of HARN securities. Also, learning and also passed and online knowledge test of prevent the use of inside information in 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 have been no violations related to the insider trading involving undisclosed information

Shareholding information the Board, including related parties and persons with relationship as of December 31, 2024

No	Names of directors		No. of shares held	% of total shares	note
1	Mr. Pichet	Sithi-Amnuai <sup>1/</sup>	-	-	(No shareholding)
2.	Mr. Prasert	Deejongkit <sup>1/</sup>	-	-	(No shareholding)
3.	Dr. Teerachai	Pornsinsirak <sup>1/</sup>	-	-	(No shareholding)
4.	Mrs. Valeeratn	Chuerboonchai <sup>1/</sup>	5,671,700	0.970	-
5.	Mrs. Sirima	Iamsakulrat	81,884,151	14.009	-
6.	Mr.Jain	Charnnarong	68,953,030	11.797	-
7.	Mr.Wirat Sukchai Group				
	7.1 Mr. Wirat	Sukchai	89,657,617	15.339	-
	7.2 Mrs. Nopparat	Sukchai (spouse)	13,000,000	2.224	-
8.	Mr. Thammanoon	Tripetchr	23,786,313	4.070	-
Total			282,952,811	48.409	

**Note :** 1/ Independent director

- 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 2024

Shareholding information Executives, including related parties and persons with relationship as of December 31, 2024

No	Names of executives		No. of shares held	% of total shares	note
1	Mr.Rattanaphan Mukhariwattananon Group				-
	1.1 Mr. Rattanaphan	Mukhariwattananon	4,713,586	0.806	
	1.2 Mrs. Rabeab	Mukhariwattananon	10,000	0.002	
2.	Mr. Wisit	Wachiralappaitoon	1,054,229	0.180	-
3.	Mrs. Varinkan	Teraumranon	1,766,966	0.302	-

**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 2024

#### Report summarizing change in shareholding HARN proportion of the Board compare as of 2023 and 2024

No	Names of directors		number of shares At Date		Increase (Decrease)	Note
			December 31, 2024	December 31, 2023		
1.	Mr. Pichet	Sithi-Amnuai <sup>1/</sup>	None	None	No Change	(No shareholding)
2.	Mr. Prasert	Deejongkit <sup>1/</sup>	None	None	No Change	(No shareholding)
3.	Dr. Teerachai	Pornsinsirak <sup>1/</sup>	None	None	No Change	(No shareholding)
4.	Mrs. Valeeratn	Chuerboonchai <sup>1/</sup>	5,671,700	5,671,700	No Change	-
5.	Mrs. Sirima	Iamsakulrat	81,884,151	81,884,151	No Change	-
6.	Mr. Jain	Charnnarong	68,953,030	68,953,030	No Change	-
7.	Mr. Wirat	Sukchai	89,657,617	89,006,630	650,987	-
8.	Mr. Thammanoon	Tripetchr	23,786,313	23,260,187	526,126	-

**Note :** 1/ Independent director

- 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 2024

#### Report summarizing change in shareholding HARN proportion of the Board compare as of 2023 and 2024

No	Names of executives		number of shares At Date		Increase (Decrease)	Note
			December 31, 2024	December 31, 2023		
1.	Mr. Rattanaphan	Mukhariwattananon	4,713,586	4,479,062	234,524	-
2.	Mr. Wisit	Wachiralappaatoon	1,054,229	816,045	238,184	-
3.	Mrs. Varinkan	Teraumranon	1,766,966	1,512,912	254,054	-

**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 2024

## 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 2024, 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 2024, 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.
4. HARN's Quality Management Division is responsible for monitoring and reporting on the effectiveness of internal

controls within subsidiaries to the Chief Executive Officer and Chief Operating Officer, in accordance with the established plan.

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 Aiyaraham 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, reports are submitted to the Board of Directors at every board meeting.

HARN has operations to promote compliance with policies and guidelines for supervising subsidiaries. In 2024, 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.

## Policy and Guidelines and Performance the Chief Executive Officer

The Board of Directors has appointed the Nomination and Remuneration Committee to establish policies for the recruitment and compensation of the Chief Executive Officer, as well as succession planning for top executives, particularly the Chief Executive Officer position. This ensures that HARN has a structured process for identifying and developing a Chief Executive Officer with the necessary knowledge, skills, experience, and attributes to drive the organization toward its goals in alignment with corporate policies and governance principles.

### Nomination Criteria the Chief Executive Officer

#### 1) Nomination the Chief Executive Officer

The Nomination and Remuneration Committee selects candidates for the Chief Executive Officer position from both internal and external sources, based on a non-discriminatory approach that values gender diversity. The selection process considers candidates' knowledge, skills, and specialized expertise essential for business operations and strategic execution, ensuring the organization progresses toward its goals. Candidates must also meet legal eligibility requirements. The recruitment process aligns with the company's CEO selection policy, and the committee nominates qualified candidates for the Board of Directors' approval and appointment as Chief Executive Officer.

#### 2) Qualifications the Chief Executive Officer

The candidate must possess strong business management expertise and relevant experience in fields related to the company's

operations, such as fire protection systems, air conditioning systems, sanitary systems, refrigeration systems, digital printing systems, and IoT systems. They should demonstrate exceptional leadership qualities, proven experience in leading organizations, and recognition within relevant industries. The individual must uphold integrity, have a broad strategic vision, and excel in communication and fostering alignment within the organization.

Additionally, the candidate without legal prohibitions and must not have any conflicts of interest with HARN. They are prohibited from being a partner or director in any business that competes with or is related to HARN in a manner that may create conflicts of interest. If holding an executive position in another company, it must comply with relevant laws and regulations governing HARN's business operations, except for directorships in nonprofit charitable organizations.

### Assessment the Chief Executive Officer

The Board arranges an annual evaluation of the Chief Executive Officer's performance, has set criteria, process and summary of performance evaluation of the Chief Executive Officer year 2024 as follow:

#### 1) Evaluation Criteria

The performance evaluation of the Chief Executive Officer is based on 2 key performance indicator (KPI) categories, with adjustments to the weighting of each KPI as appropriate, as follows:

**Section 1 - Key Performance Indicators (KPI) (70% Weighting):** this section performance evaluation based on annual objectives and strategic business goals in both the short and long term, covering financial, social, and environmental aspects. These key performance indicators are aligned with the perspectives of the Balanced Scorecard framework. The assessment consists of 8 criteria: Corporate Governance Rating (CGR Score), EBITDA Profitability Ratio, Efficiency in Maintaining ISO Standards, Market Share, Customer and Employee Satisfaction, Legal Compliance, Inventory Management, Development or Expansion of New Product Markets.

**Section 2 - Appraisal Indicator (API) (30% Weighting):** this section evaluation by the non-executive committee, with evaluation from performance consistent with the strategy, vision, mission and values, according to guidelines of the Stock Exchange of Thailand in 8 criteria: Strategy Formulation, Strategic Execution Alignment with Key ESG Goals for Sustainable Business Operations, Financial Planning and Performance, Relationship with the Board, External Relations, Management and Relations with Personnel, Leadership, Personal Attributes. There are 5 levels of evaluation criteria: 5 excellent, 4 very good, 3 good, 2 fair, and 1 improvement.

Additionally, feedback is provided on key strengths that should be maintained and areas for further improvement in the following year for the Chief Executive Officer. This aims to enhance and continuously improve overall operational efficiency.

## 2) Evaluation Process

The Nomination and Remuneration Committee reviewed the annual performance appraisal form of the Chief Executive Officer, and presented to the Board of Directors for approval in accordance with the specified criteria includes both financial and non-financial goals. The non-executive committee is required to conduct independent performance appraisals. HARN's secretary was assigned to summarize and analyze the results of performance evaluation for consider by the Nomination and Remuneration Committee to providing additional opinions to

develop plans and appropriate compensation adjustments to the Chief Executive Officer before presenting to the Board of Directors for further approval.

The Chief Executive Officer Performance evaluation results in 2024 are fair, equivalent to 79.20%, which The Nomination and Remuneration Committee communicated to the Chief Executive Officer for improvement of work efficiency, according to the complete established goals and strategy.

## Remuneration the Chief Executive Officer

The remuneration of the Chief Executive Officer complies with the policies and guidelines the CEO's remuneration set by the Nomination and Remuneration Committee and the Board. The consider remuneration structure and two types of performance evaluation criteria, namely, key performance indicators (KPI) and evaluation indicators (API), according to the annual objectives and strategic business goals in both the short and long term, covering financial, social, and environmental aspects aligned with the perspectives of the Balanced Scorecard framework. Then submit them to the board meeting for approval.

For the year 2024, based on the structure and relevant criteria, the annual compensation and performance bonus for the 2023 fiscal year have been proposed. The Board considers the proposal to be reasonable and appropriate, and has been approved by the Board at Meeting No. 1/2024.

## Succession Plan the Chief Executive Officer

The Board must ensure that HARN has an appropriate nomination process for key management positions at all levels, particularly the Chief Executive Officer position. Chief Executive Officer this will be selected through a nomination process that will consider both internal and external.

However, HARN has taken steps to develop its executives to lay down a succession plan for personnel when the time comes for assuming higher positions that become vacant.

## Serving as Directors in Other Companies of Executives

The Board also established a policy to prohibit the Chief Executive Officer and top executives from taking a directorship position at other companies outside the Group. In case the Chief Executive Officer and top 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. In 2024, the Chief Executive Officer

none taking a directorship position at other companies outside the Group. 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 and Complaint Handling Policy and Guidelines

HARN has established a whistleblowing and complaint mechanism that covers the process of receiving complaints, fact-finding investigations, and conclusion. Includes measures to protect whistleblowers, relevant parties, or stakeholders who are affected or at risk of being affected by business operations or the conduct of HARN's directors, executives, and employees, regarding addresses violations of code of conduct in business, breaches of the law, and any actions that may indicate fraud or corruption.

### Implementation Measures Whistleblowing

The Board has established measures, scopes, procedures, and channels for whistleblowing and complaints of all for from all stakeholder groups of HARN as follows:

#### 1) Measures and Scope

HARN's employees should not ignore actions in potential conflicts with anti-corruption measures, including any actions that violate or fail to comply with laws, corporate governance policies and principles, code of conduct in business, or HARN's policies, rules, and regulations particularly those that suggest fraud or misconduct for unlawful personal or third-party gain are subject to this framework.

Such actions include corruption, embezzlement, fraud, and other unethical practices. Additionally, this encompasses situations where employees face unfair treatment in the workplace or instances where weaknesses in HARN's internal controls are observed, raising concerns about potential fraud, corruption, or harm to HARN's interests.

#### 2) Channels and Methods of Anti-Corruption Whistleblowing

**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



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



chairac@harn.co.th



<https://www.harn.co.th/corporate-governance/corruption-report/>

#### 3) 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



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



02-318-9744 ext. 4004



wisit.w@harn.co.th



#### 4) Channels Contact to HARN

Stakeholders can provide feedback, suggestions, complaints, and report any non-compliance with laws, code of conduct, organizational regulations, and other matters unrelated to corruption through the following channels:

##### Company Secretary



wasukan.b@harn.co.th



(02) 318-9744 ext. 4011

##### Investor Relations



wirat.s@harn.co.th



(02) 318-9744 ext. 5001

##### Mail



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

HARN's employees can complain and express opinions through a variety of channels such as through a comment box, LINE Official account, 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.

#### Actions when Receiving Whistleblowing and Confidentiality

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 related. Except for complaints and anti-corruption 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.
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.

The Board of Directors has assigned the Audit Committee, comprising entirely independent directors, to serve as the central body for receiving reports and whistleblower disclosures, monitoring reported cases, protecting and ensuring fairness for complainants and whistleblowers related to internal fraud and corruption. The Audit Committee is also responsible for reporting investigation results and disciplinary actions to the Board of Directors.

The Audit Committee has authorized the Chief Executive Officer or an appropriate designee to establish an investigative committee responsible for collecting, screening, and reviewing complaints or whistleblower reports, assessing the sufficiency of evidence, and conducting investigations to establish the facts within 30 days. If additional evidence is required, the process must be completed within 60 days. A summary report of the investigation findings must be submitted to the Chief Executive Officer, who will present it to the Audit Committee for further action. The Audit Committee will then report the findings and measures taken to the Board on a quarterly basis.



## Protection Measures Whistleblowers

In order to protect the rights and confidentiality of whistleblowers or those who cooperate to provide with good intention, HARN will take the following actions:

1. Required that 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 in an appropriate and fair manner. Only those responsible for the investigation of complaints will have access to such information.
2. Required that 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.

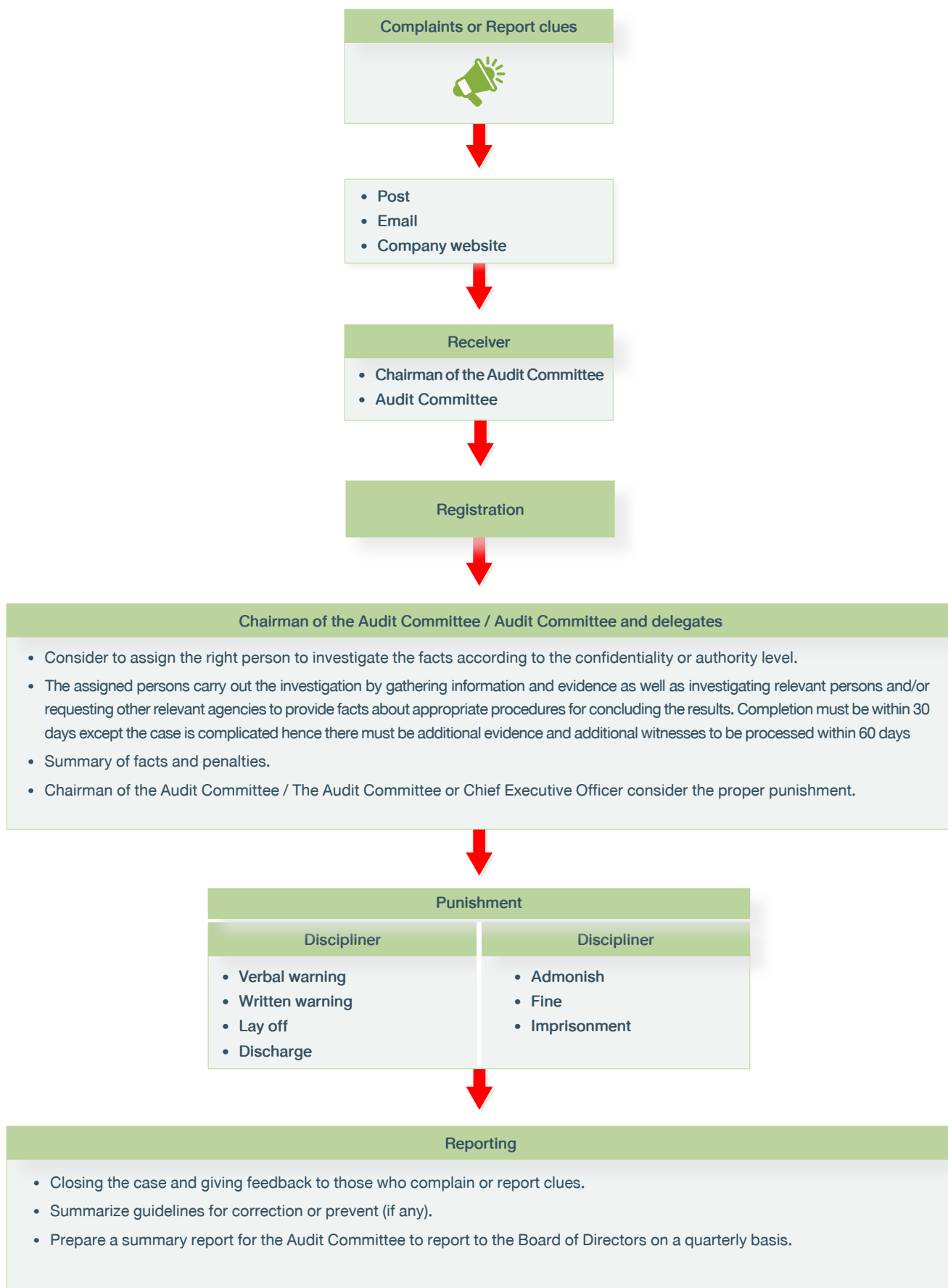
3. The person receiving information from performing duties related to complaints have a duty to maintain information, complaints, clues and documentary evidence of the complainant and whistleblower confidential. No information is to be disclosed to any other person who does not have a relevant duty unless it is a disclosure in accordance with the duty required by laws. If there is an intentional violation involving the disclosure of confidential information, HARN will impose disciplinary action in accordance with its regulations and/or take legal action as deemed appropriate.

In 2024, HARN received **no** complaints or whistleblower reports regarding fraud or corruption. Additionally, there were **no** violations related to corporate governance, code of conduct in business, or compliance with applicable laws, regulations, and policies. However, it communicates acknowledged to all Board, Executives and Employees to the Good Corporate Governance, Code of Conduct and Anti-Corruption Measures to prevent complaints/whistleblowing of such issues.

## Complaint and whistleblowing statistics

	Reporting	Reporting	Closing complaints
1. Code of Conduct	None	-	-
2. Anit-Corruption	None	-	-
3. Conflict of interest	None	-	-
4. Use insider information	None	-	-
5. Compliance	None	-	-
6. Environment, Health and Safety	None	-	-
7. Society, Community	None	-	-

## Diagrammed 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 Board to oversee, monitor, and promote the business in compliance with the policy and guidelines for HARN. March 27, 2024, the Board acknowledged the outcomes of CG implementation, which embraced the revision of the CG policy, principles, and guidelines of HARN. To ensure suitability for HARN business context, the compared and adapted practices to the criteria, announcements the SEC and SET, and other entities, as follow:

1. Improving the Charter of the Board, to ensure fulfill responsibilities is appropriate.
2. Improving the Sustainable Development policies to in line with HARN's main strategic plan, namely economic, environmental, social, and corporate governance, and based on SEC and SET principles of good corporate governance, sustainably driving the organization, these principles are now more focused and valued.
3. The Corporate Governance Policies and Principles, Code of Conduct, Anti-Corruption Measures, and Risk Management Policy, indeed remained completely up-to-date, suitable, and consistent with various criteria.

## Performance under CG Code

HARN complies with its corporate governance policies and principles, Code of Conduct, Anti-Corruption Measures Manual, Risk Management Policy, and Personal Data Protection Policy (PDPA). Continuously communicates and reinforces these guidelines to directors, executives, and employees. The performance in 2024 are as follows:

1. Delivered HARN's Corporate Governance Policy and Code of Conduct to 100% of newly appointed directors. Emphasized compliance with corporate governance and code of conduct in business, such as insider trading, conflicts of interest, and stakeholder engagement, during Board of Directors meetings.
2. Conducted risk assessments covering business operations, legal compliance, financial management, internal controls, IT security, occupational and safety, environmental protection, corporate reputation, and fraud prevention. Reported risk control measures to the Risk Management Committee, Audit Committee, and Board of Directors quarterly. In 2024, no violations related to business ethics, fraud, insider trading, or conflicts of interest were found among HARN's directors, executives, or employees.
3. Integrated corporate governance, business ethics, and anti-corruption awareness into the onboarding program for new employees. 100% of the 50 new employees in 2024 completed the required training and knowledge assessment.
4. Provided ongoing communications on corporate governance, business ethics, anti-corruption, insider trading prevention, conflict of interest management, risk management, cybersecurity threats, and personal data protection to all directors, executives, and employees. Utilized multiple communication channels, including emails, Digital Signage, Intranet, and LINE Official, ensuring 100% coverage.
5. Conducted online training and testing on corporate governance, business ethics, anti-corruption, insider trading prevention, conflict of interest prevention, and risk management. Achieved 100% completion for all 8 board members and 5 senior executives. 238 employees participated, with a 99.16% completion rate.

Additionally, in 2024, HARN disclosed all material events within regulatory deadlines, ensuring that the trading of HARN securities in the stock market remained liquid, fair, and orderly. As a result, no significant errors or material issues impacted HARN or its shareholders.

Furthermore, in 2024, HARN, its Board, and executives were not subject to any fines, legal accusations, civil proceedings, or any misconduct related to corruption, ethics, or violations of corporate governance standards. No breaches of relevant laws and regulations enforced by regulatory authorities such as the SEC, the SET, or the National Anti-Corruption Commission (NACC) were recorded.

Additionally, HARN fully complied with regulations, **does not** violate or fail to comply with the rules regarding share repurchases, nor does it hinder mutual communication among shareholders or withhold disclosure of shareholder agreements, **nor does** it violate or fail to comply with the rules regarding related party transactions or asset transactions.

Moreover, no independent directors, non-executive directors, or audit committee members resigned due to corporate governance issues. HARN continues to uphold its positive reputation, ensuring that no actions are taken that could harm its credibility or negatively impact the HARN's standing.

In 2024, there were **no** incentives or benefits whether in the form of cash, gifts, or any other advantages provided to any specific debenture holders as a means to induce them to vote in a particular manner. No such actions were taken to influence voting decisions through preferential treatment or targeted inducements.

## Other Implementation under CG Code

As a result of its commitment to various initiatives, in 2024, HARN received a 5-star “Excellent” corporate governance rating for the 6th consecutive year. Achieved a perfect score of 100 in the assessment of its annual general meeting quality for the 7th consecutive year. Furthermore, was awarded an “A” rating for sustainability, reflecting its dedication to sustainable operations with a strong focus on environmental responsibility, social accountability, and continuous adherence to good corporate governance principles.



5-star “Excellent”  
corporate governance rating for the 6<sup>th</sup>  
consecutive year.



Perfect score of 100  
assessment of the AGM quality for the  
7<sup>th</sup> consecutive year.



“A” rating in the sustainability  
assessment

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.

### 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 2024, reviewing of Corporate Governance in the Board Meeting no. 2/2024 on March 27, 2024. 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

In 2024, HARN established a Sustainability Task Force to define strategic directions and drive initiatives in Environmental, Social, and Governance (ESG) to achieve sustainability goals. Also promotes awareness, engagement, and the integration of sustainability consciousness among all stakeholders of HARN. The Board is informed of the task force's progress at least once a year. In the Board of Directors' meeting no. 2/2024 on March 27, 2024. 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.

## Overview on Corporate Governance Policy and Guidelines

HARN has a committed to be a leading provider of sustainable total of Fire Protection System, Refrigeration System, Digital Printing System, and biological 3D printing system, including provide development IoT Products and Solutions that meet customer needs to improve quality of life, society, and environment. Conducting an honest, transparent, and accountable business, sets its business on corporate governance principles and a code of conduct, recognized as basic requirements for efficient business operations and key foundation for building confidence from all stakeholders, to raise competitiveness, and to promote sustainable growth and can adapt to the changes of various environmental factors.

The Board of Directors (The Board) developed a Corporate Governance Policy, as well as code of conduct in business of all directors, executives, and employees, adhered to this as its guideline been practicing since 2013 has published through website, [www.harn.co.th](http://www.harn.co.th), which was reviewed related principles and practices regularly to improve the standard of operations to comply with Good Corporate Governance Principles (CG) of Securities and Exchange Commission (SEC) and Stock Exchange of Thailand (SET).

HARN has defined that corporate governance is part of the vision, mission, and values of the organization. The goal is to be a company with sustainable business of continuous growth, promotes the development of innovation and technology along with creating business cooperation based on corporate governance, transparency and sustainability.

## Corporate Governance Policy Principles

To illustrate the commitment that adheres to as an operating framework application of such policy and code of conduct to their jobs. The Board's policy on Corporate Governance of HARN is as follows:



relates fairly between the Board of Directors, the Executives and the shareholders and to plan the management guidelines and the appropriate business operations including making sure that the accounting system, the financial report and the accounting audit are reliable.

1. perform their duties with determination, commitment and responsibility to the best of their ability for the benefits of the HARN and to uphold the 5 international standard principle of corporate governance (REACT) with understanding to conduct business, and confidence, thus resulting in a corporate culture, as well as to executing their duties under applicable laws, regulations, and requirements strictly.
2. The Board of the Directors has a significant role together with the Executives to set the visions, strategies policies and important plans, including establishing the management structures that
3. The Board of Directors and the Executives must be the leaders in terms of ethics and be an example for working with honesty, fairness, transparently and accountable.
4. The Board of Directors, the Executives and all employees must uphold fairness by treating all stakeholders equally, including keeping watch, control and prevent anyway decisions or actions that may have conflict of interests with relating issues.
5. The Board of Directors must operate with the efficient anti-corruption system including reporting regularly to ensure that all directors, executives and employees is aware and emphasizes include follows the anti-corruption policies strictly.
6. Compliance with the corporate governance policy of HARN is considered an important key performance index in evaluating the business management of the Board of Directors and the Executives and to assess the performance of employees.

The Board acknowledged the outcomes of CG implementation in 2024, approve embraced the revision to the Charter, and sustainable development policy to ensure suitability for HARN business context, include review Corporate Governance Policies, Code of Conduct, Risk Management Policies, and Anti-Corruption Measures manual its indeed remained completely up-to-date, suitable, and consistent with various criteria.

HARN announced the approved policy on the Intranet on April 1, 2024 requires all directors, management, and employees to acknowledge and observe all policies in the course of their works, and disclosed on website, [www.harn.co.th](http://www.harn.co.th) both Thai and English are for investor and stakeholders to use or use for reference.

## Policy and Guidelines and Performance for the Board

The Board of Director shall comprise the person who has knowledge, expertise, and experience considered beneficial to HARN. They shall devote their time to their duties and endeavor to perform them well to oversee HARN operations, including the appointment of Board-Committees to responsible for the specific affairs assigned, and Company Secretary, to manage meetings and compliance with laws and regulations. The policy and guidelines and performance report for the Board are as follows:

### Nomination and Criteria of the Board and Independent Directors

#### 1) Nomination Criteria of the Board and Independent Directors

HARN define Criteria and process for the Board members nomination in compliance with relevant laws and regulations the Public Company Limited Act, and the securities and exchange law, as well as other relevant notifications, stipulations and/or regulations, as described in CG Policy, that directors must hold qualifications that comply with laws and regulations, considering experience, knowledge, and skills that benefit the business. The criteria, in addition, opened to the diversity of gender, race, ethnicity, nationality, or country of origin. Also, values independence of the Directors, their conflict of interest, and their directors' diversity of expertise and has developed a Board Skill Matrix aligned with Nomination and Remuneration Policy to assist in the selection process. Include to create a wide range of expertise in line with strategic directions. Also searched and selected qualified Directors through the Thai Institute of Directors' list of professional directors (IOD) or other agencies provide that HARN deems appropriate.

HARN specifies the composition for appointing independent directors not less than one-third of all directors. and there are at least 3 independent directors. In case of any director and/or independent director vacating office before the end of the office term, the Board may appoint a new director with the required qualifications as a replacement. The replacing shall hold office only for the remaining term of office of the independent director whom he has replaced.



## 2) Nomination Criteria of the Board

1. Allowing minority shareholders to propose qualified names according to the law as per qualifications set by HARN in order to be a candidate of the Board, by announcing invitations on website [www.harn.co.th](http://www.harn.co.th) at least 90 days in advance of the shareholders' meeting. HARN set ratio of minimum shares to be qualified prior to the announcement and must have a minimum of 5% voting shares of HARN. However, nominations must include history of education and sufficient experience to helpfully decision.
2. The nomination and Remuneration Committee review rules and method of recruiting to the board prior to the end of term of office. If submit the former Board as a candidate, performance of that individual must be reviewed once again. However, the Nomination and Remuneration Committee, may appointed consultant to assist in the selection of directors.
3. The Nomination and Remuneration Committee selects and proposes to the Board for consideration of the names of qualified candidates prior to the Shareholders' approval in the AGM. After the Board's endorsement, the list of qualified candidates is proposed to the AGM, individually. In this process each director and/or independent directors must receive more than half of the total number of votes of Shareholders attending the AGM and having the right to vote.

4. The shareholders' meeting shall elect the directors in accordance with the following criteria and procedure:

- The shareholders' voting right of one share equals one votes, provided separate ballot for each of the Director, the majority votes of the shareholders who attend the meeting and have the right to vote.
- The shareholders right shall cast all the votes he has to elect one or several directors. In case of electing several directors, each shareholder may not divide his votes and allocate them to all such candidates in portions.

Furthermore, HARN, provided an opportunity for shareholders to propose nominate Director Candidates, in which publicized on SET Link of SET's electronic system and website, [www.harn.co.th](http://www.harn.co.th), from October 9 to December 31, 2023. When the deadline, none of the shareholders has proposed nominate Director Candidate to be elected as HARN's Director. The Company Secretary has been reported in the Board meeting.

In 2024, the Nomination and Remuneration Committee, reappointed former 3 persons who completed their terms at the 2024 AGM to another term, namely Mr. Prasert Deejongkit and Dr. Teerachai Pornsinsirak, as Independent Director, and Mr. Wirat Sukchai, as Directors. HARN no advisor has been appointed of the Nomination and Remuneration Committee. The said directors qualified, knowledge, abilities and experience in the business. It will helpful in setting direction and in line with HARN's business strategy.

## 3) Nomination Criteria the Chairman of the Board

The Board shall elect one of the Board members as Chairman of the Board to supervise and control meetings of the Board and meetings of the shareholders of HARN to ensure efficiency and compliance with relevant rules and regulations and to meet the meeting objectives.

To segregate policy-making duties from those of day-to-day management and to enable directors to look after and assess performance effectively, HARN has required that the Chairman of the Board and the Chief Executive Officer are always two persons. This is because the Chairman needs to define policy and oversee management's performance, guide, and assist it, but not to take part in or interfere with day-to-day management, which is the duty of the Chief Executive Officer under the authority delegated by the Board.

Board Meeting No. 1/2023 of February 24, 2023 the 2023 Annual General Meeting held on April 24, 2023, Mr. Pichet Sithi-Amnuai was appointed as an Independent Director and Chairman of the Board. Effective from April 24, 2023, which in accordance Corporate Governance guidelines. The current Chairman is an independent director. He exercises high-level leadership and ensures that directors do not fall under the influence of management by encouraging them to exercise their voting rights and strictly comply with the CG code. Does not repeat a position of Chief Executive Officer which is Mr. Thammanoon Tripetchr. He has no business relationship or bloodline with the CEO. Therefore, the position is suitable and balanced.

#### 4) Qualifications the Directors

The Board must be a leader, have vision, able to monitor and system promote business operations to law and ethics with corporate governance. Control management to ensure the effectiveness of operations, achieving targets and adding value for shareholders, and other stakeholders to align with HARN's business strategy, as qualifications follow:

1. Must not be over 80 years of age, which they may be re-elected for another year on year, taking into knowledge necessary for business. However, must be approved by the Board of Director meeting.
2. The Board must be duly qualified, without the prohibitions stated in the Public Limited Company Act and the securities and exchange law, Including not having characteristics indicating lack of suitability as specified in the notification of the Securities and Exchange Commission, must whose name be listed as directors of a company issuing securities according to the Notification of the Capital Market Supervisory.
3. Independent directors must command independence as required by SET's Notification on the qualifications and scope of work of the Audit Committee.
4. Must never been sentenced to imprisonment, except for violations of the law by negligence or a petty offence and never have been expelled, dismissed, or removed from a position because of malfeasance.
5. Must not be a political official, except for holding a directorial position under a provision of law and not hold any position in a political party or be an official of political party
6. Have knowledge and experience be beneficial to the business, honesty, integrity, and ethics and perform duties for the fullest.
7. Representing of shareholders as a whole not representing any group.
8. Limit of 5 listed companies on SET where directors can each serve, without exception.
9. Prohibited conducting business or become a partnership or being director, executive, authorized in other juristic with same business, which the benefit of oneself or another person, unless the Board meeting to the resolution of appoint.

#### 5) Qualifications the independent directors

The Board, approved the definition of the independence of directors, with in line the criteria set by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) as follows;

1. Holding not more than 1% of the total shares with voting rights of HARN<sup>1/</sup>, which shall be inclusive of the shares held by any related person thereof. ("Person related" shall mean the person under Section 258 of the Securities and Exchange Act);
  2. Neither being nor having been an executive director, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of HARN<sup>1/</sup> unless the foregoing status has ended for no less than 2 years;
  3. Not being a person related by blood or registration under law of other directors, major shareholder, controlling person or person to be nominated as an executive or a controlling person of HARN<sup>1/</sup> or its subsidiary company;
  4. Neither holding nor having held a business relationship with HARN<sup>1/</sup>, in a manner which may interfere with his/her independent judgment; and neither being nor having been a substantial shareholder or a controlling person of any person having a business relationship with HARN<sup>1/</sup>, unless the foregoing relationship has ended for no less than 2 years;
  5. Neither being nor having been an auditor of HARN<sup>1/</sup>, and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of HARN<sup>1/</sup>, unless the foregoing relationship has ended for no less than 2 years;
  6. Neither being nor having been any professional service provider including legal adviser or financial adviser who receives an annual service fee exceeding Baht 2 million from HARN<sup>1/</sup>, and not being a substantial shareholder, controlling person or partner of the professional service provider, unless the foregoing relationship has ended for no less than 2 years;
  7. Not being a director who has been appointed as a representative of a director of HARN, major shareholder, or shareholder related to the major shareholder;
  8. Not undertaking any business the nature of which is the same as that of HARN or subsidiary company and which, in any material respect, is competitive with the business of HARN or subsidiary company or not being a substantial partner in the partnership, a director who is involved in management, an employee, a staff member, an adviser who receives a regular salary, or a shareholder holding more than 1% of the total shares with voting rights of a company undertaking any business the nature of which is the same as that of HARN or subsidiary;
  9. Not having any characteristics that prohibit the expression of independent opinion towards HARN's business undertakings.
- Note :** <sup>1/</sup> Including company principal, subsidiary, associated, major shareholder, or controlling person of HARN.

## 6) Independence the Board

The Board shall consider, express opinions on, and vote for activities under their authority. If a decision is made under pressure from work, family, or any conflict of interest, it may be made in bias to benefit the directors in question, their family, or other contacts. The independence of the Board must be emphasized in order to protect the shareholders and HARN's benefit. Therefore, any director who is not entirely independent shall not make decisions. At a given meeting in 2024, those with conflicts of interest with HARN must inform the meeting to and abstain from voting on each such matter.

Independent Directors shall be independent from major shareholders and executives. They shall also have adequate access to financial-related and business information in order to provide a free opinion to protect the best interest of minor shareholders, acting with care and honesty. In addition, being an Independent Director set a policy for independent directors to hold office continuously for no more than 9 years from the date of appointment or from the date HARN is listed on the stock

exchange without exception. In 2024, none of the independent directors have been on the position for longer than 9 years. 4 are independent directors out of the total of 8 directors is more than one-third of all directors, which 1 independent directors serve 4 consecutive years namely; Mr. Prasert Deejongkit and 2 independent directors serve 3 consecutive years namely; Dr. Teerachai Pornsinsirak and Mrs. Valeeratn Chuerboonchai, and 1 independent director serve 2 consecutive years namely; Mr. Pichet Sithi-Amnuai. In this regard, independent directors meet the standards of the Securities and Exchange Commission (SEC) and the Thai Stock Exchange. (SET) and does not violate or conflict, with other relevant laws, free to express opinions.

In this regard, the independent directors shall examine and certify their qualifications and independence at least once a year, also required to disclose independence on office-holding by independent directors of HARN, in the Annual Disclosure Statement / Annual Report (Form 56-1 One Report).

## Appointment and Dismissal of Directors and Independent Director

1. The Board consists of least 5 directors are appointed at shareholders' meeting. In addition, the Board must consist of a minimum of 3 Independent Directors of all Directors and as Audit Committee, which at least half of the directors must reside in the Kingdom and the directors' executive not more half of the directors, by non-Executive Director must of at least 1 director in knowledge in main business and accounting. All directors must have qualifications as specified by law and the Articles of Association.

However, as of December 31, 2024, the Board had 4 independent directors, 2 female directors, and all of them resided in Thailand. 2 non-executive directors have professional knowledge, and experience main business, namely Dr. Teerachai Pornsinsirak and Mrs. Sirima Iamsakulrat, and 4 directors are experts in accounting, namely Mr. Pichet Sithi-Amnuai, Mr. Prasert Deejongkit, Mrs. Sirima Iamsakulrat and Mrs. Valeeratn Chuerboonchai

2. The shareholders' meetings are to appoint qualified directors whom the Nomination and Remuneration Committee has elected and proposed to the Board.

3. At the General Meeting of Shareholders, one in third of the directors or if the number is not a multiple of three, then the number nearest to one-third - will retire from directorship. The directors retiring in the first and second year after the after was listed are company registration to be drawn by lots. For

subsequent years, those with the longest terms are to retire. Committees that retire from the position, may be elected as a committee once again with unlimited rights.

However, the Board Stipulates a policy that Independent Directors may be in position not for more than 9 consecutive years, counting from the day of the appointment and counting from the day of HARN Listed on the stock exchange.

4. Any director who wishes to resign from directorship must tender his or her resignation to HARN. Such resignation will take effect from the date the resignation letter reaches HARN.

5. In case a director's seat is vacated for reasons other than term completion, the Board may elect a qualified person and without the prohibitions stipulated by HARN's Articles of Association to fill the vacancy at the next Board meeting unless the remaining term of the vacated director is less than two months. The acting director must secure at least three-quarters of the votes of the remaining directors. The personal can remain in position remain in the position of director for the remaining term of the predecessor.

6. For voting to remove any director from the directorship before the completion of his or her term, at least two in third of the vote of eligible shareholders present at the meeting is required as well as at least half of the total number of shares represented by the eligible shareholders present at the meeting.

## Serving as Directors in Other Companies of Directors

The Board set a policy to limit the number of listed companies in the Stock Exchange of Thailand. That each Director able to take which does not exceed 5 companies no exception, to ensure that the Board dedicate sufficient time for the operation. Including, The Board are 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 are 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: [www.harn.co.th](http://www.harn.co.th)

In 2024, there is no **directors to take of office for more than 5 companies, as follow;**

Name		Position	Positions in other listed companies
Mr. Pichet	Sithi-Amnuai	Independent Director	- none -
Mr. Prasert	Deejongkit	Independent Director	1 company
Dr. Teerachai	Pornsinsirak	Independent Director	1 company
Mrs. Valeeratn	Chuerboonchai	Independent Director	- none -
Mrs. Sirima	Iamsakulrat	Directors	- none -
Dr. Jain	Charnnarong	Directors	- none -
Mr. Thammanoon	Tripetchr	Directors, Chief Executive Officer and Chief Marketing Officer	- none -
Mr. Wirat	Sukchai	Directors and Chief Marketing Officer	- none -