



- Translation -

Good Corporate Governance Policy

Corporate Governance

NR Instant Produce PCL (NRF) (the “Company”) operates under compliance of The Stock Exchange of Thailand (SET) and Securities and Exchange Commission (SEC) as well as ASEAN Corporate Governance Scorecard and Corporate Governance Report of Thai Listed Companies (CGR) to be in line with Corporate Governance Code (CG Code) 2017 with regards to operational protocol for efficiency, transparency, effectiveness and fairness to shareholders, investors, creditors, employees, government official, customers, and suppliers with the extension to citizen and other stakeholders involved that is to be adopted by all listed companies for long term growth with turnover that are both valuable and sustainable.

As a result, NRF has adopted the aforementioned principles as the governing compliance for its Board of Directors. Normally, NRF has been distinctively delegated such that the Board of Directors would set out corporate policies and monitor the C-Level management team in order to align with the goals and objectives. The C-Level management team has duties to manage a profitable business. In order to perform such a duty, the Board of Directors and the C-Level management team will work in cooperation with one another and in accordance with each role and responsibility to every stakeholder equally such as employees, creditors, government officials, customers suppliers and society under the CG Code. NRF has set out the Good Corporate Governance Policy and Code of Conduct in written document that covers all operations within the company in accordance with the rule, regulation and relevant laws. The aforementioned policies have been communicated to all directors and employees to be adopted. In addition, the Company set up an annual revision of the policy to be up to date with the current operation of the company and align with the CG Code

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Tel: (6634) 849-576-80 Fax: (6634) 849 586

Bangkok Office: 518/5 Maneeya Center Building, 6th floor, Ploen Chit Road, Lumphini, Pathum Wan, Bangkok 10330 Tel (6622) 548 233 Fax (6626) 520 527

Facebook : NRFThailand

Website : <https://www.nrinstant.com>

บริษัท เอ็นอาร์ อินสแตนท์ โปรดิวซ์ จำกัด (มหาชน)

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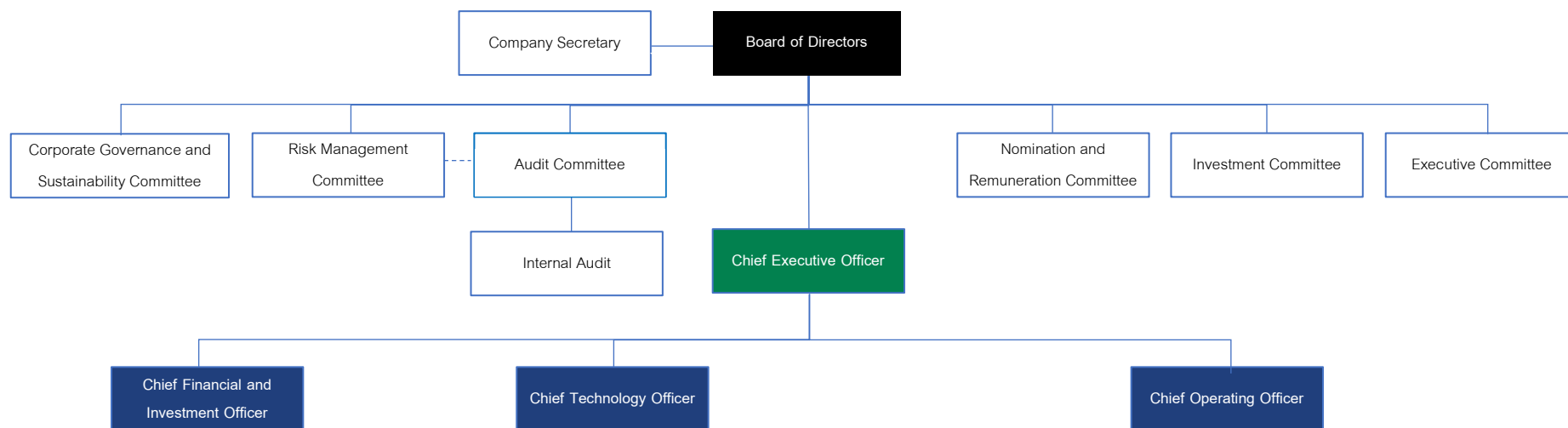
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1 of 33



Corporate Governance Structure



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Principles 1

Establish Clear Leadership Role and Responsibilities of the Board

The Board of Directors have a responsibility to operate independently from the management for the interest of the company and its overall shareholders. As for the separation of role and responsibility between the Board and the management department, the Board of Directors will set up policies and monitors the operation to run efficiently in accordance with the objectives, target, Articles of Association of the Company as well as The Securities and Exchange Act B.E. 2535, guideline of The Stock Exchange of Thailand (SET) and Securities and Exchange Commission (SEC) and operational relevant laws.

The Board of Directors also has a duty to yearly review and consider policies relating the Good Corporate Governance and Code of Conduct before announcement. The Board of Directors appointed 6 sub-committees including Audit Committee, Risk Management Committee, Nomination and Remuneration Committees, Investment Committee, Corporate Governance and Sustainability Committee and Executive Committee to consider and scrutinize the details of information on key issues prior to propose to the Board of Directors for consideration. The director's details such as name, personal record, roles and responsibilities of the Board of Directors and sub-committee have been disclosed in Form 56-1 One Report for transparency.

The Board of Directors has rightful and complete duty in preparing policy on accounting and financial management as well as financial budget management and financial statement in order to be transparent, accurate and sufficient in disclosing essential information within the financial statement including financial information that appears in the form 56-1 One Report. The aforementioned financial statement has been prepared under the accredited accounting standard and is being audited by the Securities and Exchange Commission (SEC) certified auditor. The Board of Directors has appointed the Audit Committee consisting of 3 persons including directors that are independent and non-executive position to consider, select, propose appointment, propose dismissal, and propose auditor's remuneration and review quarterly financial reports and annual financial statements to be accurate and complete and in accordance with accounting standard and consider the related party transaction and conflict of interests of the Company under the Securities and Exchange Act (No. 4) B.E. 2551 Section 89/12 and the announcement of Capital Market Supervisory Board Tor.Jor. 21/2551 in topic of related party transaction rules and announcement of SET board in topic of information disclosure and operation of registered company B.E. 2546 and amended version prior to propose to the Board of Directors.

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1.1 Composition of the Board of Directors

According to the company's regulations, Board of Directors must consist of at least 5 directors and not less than half of the total number of directors must reside in the Kingdom of Thailand. The Company's directors must be qualified according to the Public Limited Companies Act and the Securities and Exchange Act including other relevant laws and the Company's directors may or may not be shareholders of the company. In this regard, the Company's directors can hold positions in no more than 5 listed companies in the case of executive directors and Chief Executive Officer can hold a position in no more than 3 listed companies to ensure that the directors and the Chief Executive Officer can devote sufficient time to perform their duties in the company.

The Board of Directors consists of executive directors, non-executive directors, and independent directors. There are at least 1 in 3 independent directors and not less than 3 persons. Qualifications of independent directors must meet the criteria of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

Board of Directors choose one director from all directors to be the Chairman of the Board. The Chairman of the Board must be an independent director and not the same person as the Chief Executive Officer.

1.2 Terms of the Office

Terms of the office for the Board of Directors has been set under the Public Company Act B.E. 1992 and in order to comply with the principles of good corporate governance (Corporate Governance Code: CG Code) in that the independent directors have 3 years of consecutive terms of office where 1 year in this case means the period between the date of the annual general meeting of shareholders of the year of appointment until the date of the next annual general meeting of shareholders and the Board of Directors who retired by rotation may be nominated and reappointed for another position which must be approved by the shareholders. In this regard, the term of office of independent directors and members of the Audit Committee Have a term in office for 3 years, but not more than 3 consecutive terms. or not more than 9 years in total.

1.3 Compensation of the Board of Directors

The Nomination and Remuneration Committee has a duty to present guidelines and process in determining meeting allowance, entertainment expense, reward expense and pension to the extent of other benefit that can be considered as remuneration to the Board of Directors and sub-committees according to the position or director types including executive or non-executive directors. The consideration proposal will be conducted

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4 of 33



through the committee by approval during the Annual General Meeting of Shareholder except in the case of rights in accordance with the company rules.

1.4 Sub-committees

The Board of Directors will appoint each sub-committee depending on different qualifications and criteria. Each sub-committee must perform the assigned duty from the Board of Directors and has prepared a charter for each sub-committee to clearly define roles, duties and responsibilities of each sub-committee to be used as a guideline for the performance of each director as well as determine to review the charter once a year to be consistent with the direction of the company's business operations.

Currently, the Board has appointed 6 sub-committees.

1. The Audit Committee consists of 3 independent directors with 1 director having qualifications in accounting both in skill and experience sufficient enough to perform auditorial duty for financial budgetary accuracy and credibility.
2. The Nomination and Remuneration Committee consists of 3 independent directors.
3. The Risk Management Committee consists of 4 directors with at least 1 independent director and an independent director acting as the chairman.
4. The Corporate Governance and Sustainability Committee consists of 4 directors, with at least 2 independent directors and an independent director acting as the chairman.
5. Investment Committee consists of 4 directors, with at least 1 independent director and an independent director acting as the chairman.
6. The Executive Committee consists of executive directors and C-level of the Company.

1.5 Meeting of board of directors

The Board of Directors will have a meeting by appearing at the Meeting venue as specified (Physical Meeting) and/or meeting through electronic meeting (Online Meeting) concurrently in accordance with the emergency decree on electronic meetings which is considered that the directors have attended the meeting and shall be counted as a quorum and have the right to vote in the meeting to be able to perform duties within the scope of authority and duties in accordance with the relevant laws, rules, regulations or notifications and to consider matters as specified in the Board of Directors Charter. The Board of Directors will have at least a quarterly meeting in order to perform its duty as well as monitor the assigned operation. Within the meeting, the Board

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must be able to express opinion and use judgement independently. The number of attendees that can vote will have no less than two-three of the Board attending. As a result, the director will attend every meeting unless in the case of force majeure that must also be informed to the secretary of the Board of Directors in advance.

The Company will inform the number of the meeting of the Board of Directors in the annual registration statements / annual report (Form 56-1 One Report) and that the company will assign the secretary of the Board of Directors to create a schedule for meeting in advance for the whole year period in order for every member of the Board of Directors to be informed and notified about the schedule of the meeting. Before the Meeting, the secretary of the Board of Directors will send meeting notice to every member of the Board of Directors to confirm the scheduled date, time, place and the agenda of the meeting, and that the delivery will be made at advance for at least 5 working days. The secretary of the Board of Directors will also collect all the meeting documents from the management department in order to send to the Board of Directors in advance so that the Board of Directors will have sufficient information to be able to make decision and use judgment independently, and that the secretary of the Board will monitor and record the minutes of meeting in order to be written in the minutes within 14 days of completion starting from the date of the meeting in order for the president of the Board of Directors to sign. Such documents are to be efficiently stored, conveniently accessed and confidently kept.

1.6 Self-assessment of the Board of Directors and sub-committees on both whole and individual basis and the performance evaluation of the Chief Executive Officer.

The Company has set out the self-assessment of the Board of Directors and the sub-committees on both whole and individual basis and the performance evaluation of the Chief Executive Officer at least once a year to collectively evaluate and improve each performance. The Company secretary will send the form to the Board of Directors and sub-committees including the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance and Sustainability Committee and the Investment Committee and the Board of Directors will deliver the evaluation format and result of the Board and sub-committee as well as individual performance for annual evaluation. The evaluated result will be sent back to the secretary of the Board to summarize and report the result to each subsequent committee.

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The topics of the self-assessment of the Board of Directors and sub-committees and the performance evaluation of the Chief Executive Officer

Self-assessment by whole basis

- Board of Directors
 1. Structure and qualification of the Board of Directors
 2. Role, duty and responsibility of the Board of Directors
 3. Board of Directors Meeting
 4. Duties Performance of the Board of Directors
 5. Relationship with management
 6. Director Development
- Sub-committees
 1. Structure and qualification of the Board of Directors
 2. Role, duty and responsibility of the Board of Directors
 3. Board of Directors Meeting
 4. Reporting

Self-assessment by individual basis

- Board of Directors and Sub-committees
 1. Personal qualification
 2. Readiness to perform duties
 3. Participation in the meeting
 4. Roles, duties and responsibilities
 5. Relationship with the Board of Directors and management team

Performance evaluation of the Chief Executive Officer

- Part 1: Performance Measurement
 1. Leadership
 2. Strategy
 3. Strategy Implementation
 4. Planning and Financial Performance

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5. Relationship with the Board of Directors
6. Relationship with outside party
7. Management and Relationship with the staffs
8. The Succession
9. Knowledge in Products and Services
10. Personal Characteristic

■ Part 2: The Development for Chief Executive Officer

1. What are the key strengths that the Chief Executive Officer should maintain?
2. What are the areas that the Chief Executive Officer should be further developed next year?

Criteria for self-assessment of the Board of Directors and sub-committees both whole and individual basis and the criteria for the performance evaluation of the Chief Executive Officer in the following point ranges

86% to 100%	Excellent
76% to 85%	Very Good
66% to 75%	Good
50% to 65%	Fair
Below 50%	Need improvement

1.7 Meeting of Board that is not part of the management team

The Board of Directors determines that the directors who are not part of the management team can hold an internal meeting in order to discuss on potential agendas independently at least once a year in order to comply with the Corporate Governance Principles

1.8 Reporting of information

- 1.8.1 The Board of Directors have responsibility to report financial information and other information to shareholders and investors in a correct, accurate and transparent manner with conclusively reasonable explanation and supported fact and figure including operational policies, future trends, results and obstacles in operation of the organization.
- 1.8.2 The Board of Directors has understood and supported the accredited accounting standard operational procedure.

- 1.8.3 The Board of Directors has conducted a report on the responsibility of preparing and disclosing financial transactions in the company annual report along with the financial budget and auditory report including.
- 1.8.4 Legal requirement for the Board of Directors to prepare a financial budget in order to disclose financial status and performance from the past year with accuracy and reasonability.
- 1.8.5 Responsibility of the company to prepare accounting information that is correct, complete and sufficient in order to maintain the company asset as well as point out certain vulnerabilities to prevent corruption or any abnormal operation.
- 1.8.6 Confirmation that the company has upheld accredited accounting standards with accounting policies that are reasonable and widely adopted to the extent that the company financial budgeting is well considered reasonably and holistically.

1.9 Succession Plan

The Board of Directors has prepared the succession plan for the C-Level management team in order to ensure confidence of company personnel that the company has and will have skilled and talent executives that can succeed in the positional role and responsibility for the future to come. As a result, the following criteria for consideration are included.

1.10 Company Orientation

The Board of Directors has required that all the incoming directors must participate in the orientation event before officially starting the position in order to ensure that the corporate policies about role and responsibility of directors as well as corporate governance codes are being communicated thoroughly in order to confirm the understanding of the target, characteristic and nature of the business and the company's operation when officially starting the position by assigning company secretary to prepare and deliver guidelines and documents supporting the new director.

1.11 Development of the Board of Directors and the C-Level Management Team

The Company supports the Board and the C-Level management team in participating accredited seminars that are deemed beneficial in performing the role and duty including meeting and exchanging opinion between the Board of Directors and the executives of other companies. As for the attended seminar, the Board should at least attend the seminar held by Thai Institute of Directors Association including Directors Certification



Program (DCP), Directors Accreditation Program (DAP), Advance Audit Committee Program (AACP), Executive Development Program (EDP) or other relevant director program in order to utilize skill and knowledge as well as apply experience in developing the company.

The Board of Directors supports the C-Level management team in attending the meeting of the Board of Directors and other committees. The purpose for such attendance is to present information on the agenda associated with the responsibility of the position. The presentation will be made to the Board of Directors so that the Board can be informed by the C-Level management team directly. At the same time, the C-Level management team will also could learn and understand the perspective from the Board of Directors including feedback session, brainstorming and solution proposal that are beneficial to the company.

The Board of Directors will support meeting and feedback session between the committees and the C-Level management team in other opportunities besides the regular meeting in order for the committees to get to know more about the C-Level management team including feedback session on the operation along with adopting suggestion from each director in order to apply to the management practices.

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โทรศัพท์: (6634) 849-576-80 โทรสาร: (6634) 849 586

สำนักงานกรุงเทพฯ: 518/5 อาคารมณีเญา เซ็นเตอร์ ชั้น 6 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 โทรศัพท์ (6622) 548 233 โทรสาร (6626) 520 527

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Principle 2

Define Objectives that Promote Sustainable Value Creation

The Company requires the review of the vision, mission, short-term and long-term goals. and business strategy of the company annually at least once a year and arrange to monitor the implementation of the company's strategies and report to the Board of Directors.

Vision

To create food products that provide a sustainable experience for consumers. along with enhancing the quality of life of everyone.

Mission

To improve food production for a more sustainable world. for a better life manufacturer will be better And consumers will be better too.

Goal

The Company aims to produce specialty food sustainably and with good taste to create happiness and promote a good quality of life for consumers. The Company will continue to create food innovations that will not only improve taste but also for a better life of consumers and a better world. The company has set goals in 2022-2023 as follows.

1. Increase sales to approximately 5,000 million baht by 2023
2. Become a Clean Food Tech Company
3. Build negative emission plants in the United States and Thailand.

Strategy

1. Business strategy of the company group in order to achieve objective or priority goal of the organization by the Board of Directors
2. Marketing strategy
3. Management strategy by the skill and experience of the C-Level management team

The Company prioritizes professional management by a qualified and visionary C-Level management team whose experience, knowledge, and skill in the food industry are well utilized. As a result, the internal operation possesses transparency and innovation that puts forth the development of both the organization and its products with consistency.

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Moreover, the Company prioritizes every employee by investing in skill and knowledge of the food and beverage business through training courses and seminars. By having most of the company employees being younger generation with determination and creativity, the company supports the participation of its employees across the group in creating an innovative product and service that would serve target customer needs efficiently and effectively as the company believes that such practice would drive the company to achieve sustainable growth and long-term talent acquisition and retention.

4. Research and Development Strategy

The Company is determined to consistently develop new products that will serve the needs and satisfy the satisfaction of its customers.

5. Market Outlook Analysis

Although the Company has set out objective and goal in business operation ranging from short term, medium term and long term, the company prioritizes on analyzing and understanding key market landscape in a holistic picture in order to use such insights as a bedrock in strategic formulation or road map in order to be up to date with market activities and events as well as the macro level of economy and the micro level of company business. The company also assigns its internal analyst team to monitor, analyze and formulate corporate strategy in order to align and achieve the goal of annual operation.

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Principle 3

Strengthen Board Effectiveness

The company realizes that shareholders, investors, and the regulating organization prioritize the role and responsibility of the committees, who represent the shareholders. Therefore, the Company values acquisition and nomination of the Board of Directors and sub-committees with distinction in order to strengthen the Company's long-term competitive advantage.

The Company has also determined requirement and guidelines in selecting and nominating each member of the committees by considering the guidelines of Thai Institute of Directors. The Board of Directors has assigned the Nomination and Remuneration Committee to determine the qualification of each committee with wide Board of Directors' diversity. Moreover, the Company prioritizes qualification in multiskilled and various experience as well as other talents that deem beneficial to the company without limitation and discrimination of gender, race, nationality, color, ethnicity, or religion as well as consider from the director list in the Director pool of Thai Institute of Directors. In addition, the Company also set out transparent nomination processes in order to strengthen the confidence of shareholders and external stakeholders.

The Nomination and Remuneration Committee has set out key specific expertise requirement in accordance with current business that must be possessed in the Board and sub-committees in order to facilitate each of the committees in setting out key policies in order for the company to achieve its target with quality and efficiency by summarizing into Board Skill Matrix.

Board Skills Matrix
1. Knowledge and experience in the Company business
2. Accounting and finance
3. Marketing strategy
4. Organizational and human resource management
5. Legal business
6. Foodtech
7. Information technology / Digital technology
8. Investment and business development
9. Good corporate governance
10. Engineering
11. Risk management
12. Rules and regulations of the SET SEC or other regulations

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Principle 4

Ensure Effective CEO and People Management

Not only that the Company values selecting and appointing the Board of Directors, but the Company also values recruiting and developing the C-Level executive and employee that are key moving parts of driving the organization in accordance with the policies set out by the Board of Directors.

In recruiting the C-Level executive and employee, the Board of Directors has set out specific requirements including skill, experience and qualification for the executives and other positions to match the capability and task of the position.

The Nomination and Remuneration Committee has been assigned from the Board of Directors in setting out requirement and policies in recruiting and approving the C-Level executive positions including Assistant to C-level executive, Chief Operational Officer, Chief Financial and Investment Officer and Chief Executive Officer.

Rules and requirements in recruiting C-level executive positions consist of 2 major sections. The first section highlights managerial competency including leadership, strategic management, organizational management, risk management and business administration skills. The second section highlights the functional competency including knowledge, skill, and qualification that the executives must possess in order to operate his/ her roles to achieve the determined targets such as analytical skill, planning skill, design thinking skill and management skill.

Moreover, the Nomination and Remuneration Committee has also set out the compensation structure for the Chief Executive Officer, C-Level executive, that align with the short-term and long-term operating result of the Company. The compensation of Chief Executive Officer and C-level executive might be allocated in both monetary compensation, such as salary and bonus (short term remuneration) or the Company's common stock ownership certificates that the company issues to its C-Level executives and employees (ESOP) (long term remuneration), or non-monetary compensation such as employee healthcare, training and development source for employees both internally and externally etc. At the end of every year, the Company will evaluate the performance of the Chief Executive Officer and C-Level executives, managers, and employees to be used as a component in considering remuneration according to the evaluation forms in order to evaluate the result achieved by the individual and the goal of the company.

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Principle 5

Nurture Innovation and Responsible Business

Due to the nature of the company's business, there are multiple stakeholders involved. As a result, the Company takes precautionary measures in providing fair treatment to all stakeholders involved by operating under the rule of laws that protects the rights of all stakeholders including shareholders, employees, executives, suppliers, customers, lenders, and society overall.

5.1 Respecting the rights of stakeholders

The Company upholds fairness and ethnic principles to its stakeholders and respect human rights by treating any individual fairly, objectively, impartially and equally without discrimination in ethnicity, nationality, religion or gender. The Company realizes the responsibility bestowed upon the Company to society and the community, and that, for this reason, the Company has set out the well-being of society and community as prioritized mission with the following guidelines:

5.1.1 Shareholders: The Company determines to develop its businesses in order to grow, be competitive and share profitability to its shareholders reasonably including presenting information to shareholders correctly, completely, transparently, timely and equally.

5.1.2 Employees: The Company places importance on fair employment/termination, treat every of its employees equally and respect human rights by adopting the Key Performance Index (KPI) in evaluating the work performance and 360 Degree evaluation in order to reflect real performance results. Moreover, the evaluated result will be incorporated in other benefits such as training courses, higher education, and merit-based compensation. Moreover, the Company also created a provident fund and other welfare regulating workplace safety and hygiene in the following:

5.1.2.1 The Company considers selecting talented and skillful internal employees for higher positions than recruiting outsiders. In case of recruiting potential candidate from external sources, the company prioritizes on recruiting and selecting candidates with knowledge, capability and good attitude that would fit in with the organization according to the necessity and appropriateness of each department by considering the best utilization of human resources.

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- 5.1.2.2 The Company supports employee's progression career path by setting out clear direction in employee development at every level systematically and consistently in order for each employee to perform the role and responsibility efficiently and be ready for the higher position with ingrained higher responsibility in the future.
- 5.1.2.3 The compensation, salary and welfare management must be made in accordance with fairness and equality as those of other leading organizations and that adjustment should be made in order to be up to date with the current situation. The merit-based system will be adopted in salary increase as well as position promoting by considering knowledge, talent, result and potential of each individual employee collectively.
- 5.1.2.4 The Company supports teamwork and engagement of employees as if they were part of the family, which is an essential organizational culture. As a result, the Company is able to achieve hypergrowth for the time being by practicing the following guidelines:

5.1.2.4.1 Recruiting process

The Company has set out distinctive and specific employee qualifications without regarding differences in ethnicity, race, gender, religion, nationality, background, political opinion, age and disability in parts of the decision-making process. The selection of the right candidate is being done in accordance with the established candidate selection guidelines. Moreover, the Company also has a policy of nominating internal employees as the first option, followed by external candidates. However, the latter applies in the case of no available internal employee being the right candidate. Knowledge, skill and the right attitude to the organization are key criteria in evaluating the suitability of the candidate with regard to the necessity and appropriability of the department in order to maximumly utilize the Company human resources.

5.1.2.4.2 Human Resource Training

The Company realizes the importance of employee development at every level, provide consistent learning skill and competency building via training courses and able to apply those skills in real life as well as enhance potential to be a successor of the essential position of the Company. The Company supports the training session both in-house and with other institution training continually. Moreover, the Company also determined the human development plan for the whole year in accordance with the Company's strategy and the growth of the Company.

5.1.2.4.3 Remuneration

The Company organized a fair employment condition as well as fair compensation in accordance to potential, job position and responsibility. Moreover, the Company also considers increasing the compensation by the established criteria with fairness. Both the opportunity and fair compensation are given in relation to the performance of the company both in the short and long term, besides the monthly salary that employees receive every year.

At the beginning of the year, the Company sets goals with employees clearly. There are key indicators of success (KPI) for calculating annual special remuneration (bonuses), as well as providing other benefits to employees and activities for employees such as New Year's Eve parties and special prize draws for employees and banquet activities to award prizes to employees and build good relationships within the organization.

5.1.2.4.4 Health and Workplace Safety

The Company has set out a standard system for safety and hygiene in the workplace such as setting a standard safety protocol within the

factory area, requiring a sanitized working uniform when performing operation in food production site in order to prevent accident during operation, mandating safety standard against fire incidents and disease outbreak etc. and providing employees healthcare packages as well as establishing a welfare committee that has important role in giving feedback and represent employees in consultation with employers on welfare and employee benefits management

- 5.1.3 Client: The Company takes great care of clients with great responsibility by serving the client with politeness, enthusiasm, hospitality, sincerity, dedication, and empathy in order for clients to be informed of the company's products conclusively. The company takes great care with speed, accuracy, and credibility in order to maintain client's confidential information without access from unrelated stakeholders. The company also realizes the importance of basic consumer rights including high quality food production and after-sales service in order to maximumly serve the consumer needs.
- 5.1.4 Suppliers: The purchasing of the products and the service with suppliers are being done under the condition of a trading agreement including respecting the agreed upon contract, laws, respect human rights, and corporate governance principles. The Company has conducted guidelines for procurement and other transactions so that suppliers have equal opportunity in participating in auction process and being selected with the established terms and conditions.
- 5.1.5 Competitors: The Company has upheld fair and free competition without participating in unethical methods in order to compete with competitors fairly.
- 5.1.6 Lenders: The Company strictly complies with the conditions specified in the contract and related laws to repay debts to creditors who support the Company's loans according to the loan term agreement in full. Do not use the money in a way that may cause damage to the Company. If any conditions cannot be fulfilled, must notify creditors in advance to jointly consider ways to solve problems.
- 5.1.7 Society: The company dedicates its effort to being responsible to the environment and society including community support in order to support social welfare under the Corporate Social



Responsibility projects (CSR) that the company has operates since the beginning. Moreover, no human rights violation, infringement on intellectual property as well as environmental damage will be conducted. The company also supports other activities that ensure well-being, hygiene, and environmental conservation with an extension to the safety of employee's wellbeing and assets in the workplace.

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Principle 6

Strengthen Effective Risk Management and Internal Control

The Company gives confidence to investors that the Company has adequate and appropriate risk management and internal control systems to be able to achieve business objectives effectively and in accordance with relevant laws, rules, regulations and standards.

6.1 Internal Control

The Board of Directors have assigned the company to have its own internal audit departments that will inspect every department within the company in a consistent timeframe in order to record transaction and other information correctly in accordance to the operational standard, transparent policy approach and without violation of any relating laws. The Board of Directors has assigned the Audit Committee which include 3 independent directors to review and scrutinize the Company's financial report with correctness, appropriateness, efficiency, and legitimacy as well as the rules and regulations in disclosing information emphasize accuracy, conclusiveness, transparency, and timeliness under the requirement for the listed companies. In the case of a related party transaction or conflict of interest, the Company will propose the Audit Committee to consider the appropriateness and reasonableness before proceeding to operate in the next step. Moreover, the Company also provided an internal audit department from outside for auditing and monitoring the Company's internal control on a regular basis and reporting the results of operations and internal audit results to Executive Committee and Audit Committee for acknowledgment as well as following up the results from regular inspections as well.

6.2 Risk Management

The Board of Directors assigned the Risk Management Committee to consider and present the operational plan and results to the Board of Directors. The risk management policies cover every department within the company and every risk factor that could potentially impact the business as well as the probability and severability of the risk. Mitigation strategy and responsible body assignment protocols are being conducted and assigned, along with the reporting and monitoring protocols.

As a result, for the past year, the Risk Management Committee has vital role assigned by the Board of Directors in considering fast growing risk factors that could potentially impact the Company's businesses as well as providing suggested holistic solution and monitoring an adequate and appropriate risk

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management system to prevent and mitigate potential impacts. according to the principles of good corporate governance.

6.3 The Board of Directors

The Board of Directors is responsible for management to ensure that risk management and internal control are appropriate and efficient with the details as follows:

- Monitor and handle conflict of interest that could occur during the company's operation including misuse of the company's assets, opportunity, and transaction for personal gains.
- Set up a security system for information by requiring information usage to be made in a written form in order to prevent C-Level executive and employee to misuse such data for personal gains or allow public access in preventing investors from being taken advantage of.
- Supervise the disclosure of important information of the Company with Accuracy completely, timely, transparency and equitably, both financial information and operating results according to the regulations of the Securities and Exchange Commission (SEC) and the regulations of the Stock Exchange of Thailand (SET). All other relevant information is maintained by the rules, regulations, and practices of the Company to prevent the Company's secret from leaking to competitors as well as requiring a unit and/or person to coordinate and provide information to shareholders, those interested in investing with the Company and the Stock Exchange of Thailand. It also gives an opportunity for clarification meetup and answer questions by the Company's executives.
- Assign the directors and the C-Level executive the authority to disclose information relating to the Company's stakeholders and relating parties in an annual basis so that the Board of Directors can consider the transactions that is in direct conflict of interest of the Company and be able to decide for the interest of the Company. As a result, before the meeting of such an agenda, both the directors and the C-Level management team that could potentially be related to the company's transaction will not have the right to participate in the aforementioned meeting.
- Set out information security and data privacy policies that are being applied to the Company's operation under the rules of law and for the interest of the Company and its shareholders. The policy also covers the monitoring of any conflict of interest as well as complying with the company's rules and regulations under SEC and SET of the acquisition and disposition of assets and any other related party transactions.

NR INSTANT PRODUCE PUBLIC COMPANY LIMITED

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Head Office: 99/1 Moo 4, Khae Rai, Krathum Baen, Samut Sakhon 74110

Tel: (6634) 849-576-80 Fax: (6634) 849 586

Bangkok Office: 518/5 Maneeya Center Building, 6th floor, Ploen Chit Road,

Lumphini, Pathum Wan, Bangkok 10330 Tel (6622) 548 233 Fax (6626) 520 527

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สำนักงานกรุงเทพฯ: 518/5 อาคารมณีนียา เซ็นเตอร์ ชั้น 6 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน

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Supervises to have the anti-fraud and corruption policy and guideline and communication system both internally and externally in order to be practically implemented such as anti-fraud and corruption guideline, guideline for donation, sponsoring, giving/receiving gifts, souvenirs, and entertainment and hospitality for the Board of Directors, executives and employee at all levels including those involved in business used as a guideline for operations. The Company will not ignore any action that may lead to fraud. Even if such an action is beneficial to the company.

The Company has arranged for an assessment of the fraud risk management system. There is a review of various related policies and practices. Anti-fraud and corruption have been prepared and created for employees at all levels. Information about anti-fraud and corruption is communicated all the time both inside and outside the organization. Organize training for new employees and annual training. There are channels for whistle blowing and corruption as well as providing a report on anti-fraud and corruption performance to the Board of Directors to supervise the Company. There is a mechanism for receiving complaints and taking action in the event that there is a whistleblowing of fraud and corruption.

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Principle 7

Ensure Disclosure and Financial Integrity

The Board of Directors is responsible for ensuring that the financial reporting system and the disclosure of important information are accurate, sufficient, timely, and in accordance with standard regulations. and related practices.

7.1 Financial Integrity

1. The Company requires the finance and accounting department to take responsibility by preparing and disclosing the financial information by defining qualifications for personnel who have knowledge, skills, and experience suitable for their duties. responsibility and have sufficient numbers. The Company specifies the person who is responsible for disclosing financial information, i.e. Chief Executive Officer, Chief Financial and Investment Officer, Chief Operating Officer, investor relations department and company secretary.
2. The Company places importance on financial integrity in disclosing financial information with the following factors as follow:
 - a) Results of sufficiency evaluation of the internal control system
 - b) Auditor's opinion on financial reports
 - c) Audit Committee's opinion
 - d) Consistency with the Company's objectives, key goals, strategies and policies.
3. The Company requires that transactions be recorded accurately, completely and can be examined to be in accordance with generally accepted accounting standards and relevant laws. The relevant personnel must adhere to the principle of working with honesty, and the record of accounting and financial reports are accurate. Employees at all levels must comply with regulations and related legal requirements.

7.2 Disclosure

Disclosure policy

Disclosure to third parties must be appropriate, timely and sufficient for decision-making. Information users have equal access to information and always keep the information up-to-date through the specified channels to protect core data and information that affects the stock price of the company.

NR INSTANT PRODUCE PUBLIC COMPANY LIMITED

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Guideline for disclosure

The Company has a policy to disclose important information that is accurate and sufficient for investors' decision making through the Company's website so that information users have equal access to information and keep the information up-to-date.

Authorized person to disclose

The Company has assigned executives to be the authorized person and perform duty to disclose information to the public, press releases, disseminate information, answer questions from shareholders, investors and securities analysts as follows:

- Chief Executive Officer
- Chief Financial and Investment Officer
- Chief Operating officer
- Investor Relations Department

Exceptions to Disclosure

Do not disclose confidential business information or information that may cause disadvantage and ability to compete or information that has not been finalized or is being negotiated which is still uncertain which affects the stock price of the Company during the period prior to disclosure of the financial statements to the Stock Exchange of Thailand Including information that slanders commercial competitors.

Communication policy

Requires communication of information that can be disclosed in accordance with the disclosure policy. This is necessary information that is accurate, clear, timely and fair to all parties by refraining from using inappropriate words or forms that may cause misunderstanding.

Communication channel

The Company will disclose the information through communication channel as follow:

- Communication channels operate by SET
- The Company's website: <https://www.nrinstant.com/en/investor-relations/home>
- Other communication channel such as shareholder meeting, analyst meeting, Investor Conference, Roadshow, Company Visit, Opportunity Day, and other IR activities
- Press conference and press release

NR INSTANT PRODUCE PUBLIC COMPANY LIMITED

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เฟสบุ๊ก : NRFThailand

เว็บไซต์ : <https://www.nrinstant.com>

24 of 3:



- Contact through investor relations department by phone: +66 655089666 or via email: ir@nrinstant.com.

7.3 Use of inside information

The Company has established a policy on the use of inside information as a guideline for directors, executives and those involved with information including spouses or cohabiting persons as husband and wife and minor children in preventing the wrongful use of inside information (Insider Trading) in accordance with good corporate governance principles and as required by law as well as preventing the use of inside information that is material to changes in the price or value of securities. The details are as follows.

- Do not trade the Company's securities in the past 30 days prior to the Company's financial statements or other information. material will be disclosed to the public (before the date of notification to the Stock Exchange of Thailand) and to avoid trading the Company's securities until the 24-hour period has elapsed since all information has been disclosed to the public.
- In case of directors or executives wishing to trade the Company's securities, it necessary to notify the information of the transaction to the Board of Directors or person assigned by the Board of Directors at least 1 business day prior to the transaction date.
- It is forbidden to disclose any Company's information that has not been officially disclosed. This may have an impact on the company's stock price to third parties or a person who has no relevant responsibilities.

The Company has required directors, executives and related persons to acknowledge and comply with relevant announcements of the Office of the Securities and Exchange Commission (SEC) requiring directors and executives to report changes in their holdings with the SEC according to Section 59 of the Securities and Exchange Act B.E. 2535 within 3 official days from the date of change in ownership of securities and notify the company secretary to acknowledge the record of changes and summary of the number of securities of directors and executives individually to present to the Board of Directors for acknowledgment

7.4 Report on social and environment responsibility

The Company conducts business under the code of business ethics, adheres to responsibility and respect the rights of all stakeholders as well as responsibility for social, community and environment. Therefore, a

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เฟซบุ๊ก : NRFThailand

เว็บไซต์ : <https://www.nrinstant.com>

25 of 3:



policy of social and environmental responsibility has been established to use in managing the business in the same direction according to the corporate culture as follows:

1. Adhere to ethical business operations. and have social and environmental responsibility.
2. Respect laws and human rights principles, equality and preventing child labor without discrimination, against race, nationality, religion, culture, gender, language, age, skin color, education, social status or any other matter along with monitoring with no neglect or ignore when witnessing an act that is a violation of human rights which will be managed with caution to prevent the risk of human rights violations as well as promoting, supporting, communicating, disseminating or taking any other action to those involved in business operations throughout the value chain to achieve mutual sustainable development.
3. Encourage employees to have a volunteer spirit and instilling a sense of responsibility towards society and the environment seriously and continually for the benefit of the public without expecting anything in return.
4. Promote activities that create sustainable benefits for society, communities and the environment. both inside and outside the organization.

7.5 Using of technology to disseminate information

The Board of Directors encourages the use of information technology to disseminate information. In addition to disseminating information according to the specified criteria and through the channels of the Stock Exchange of Thailand. Board of Directors consider disclosure of information in both Thai and English on the company's website to present current information.

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Principle 8

Ensure Engagement and Communication with Shareholders

8.1 Basic rights of shareholders

The Company highly realizes the importance of its shareholders and that the Company values, respects and equally treats every of its shareholders fairly under the Company's regulations and relating laws. The basic rights of shareholders are being acknowledge equally including the rights to participate in the shareholder meeting, the rights to grant a proxy to participate and vote on behalf of the shareholder, the rights to propose additional agenda in the meeting and the rights to nominate and set out compensation for auditor, the rights to voice opinion and ask during the shareholder meeting, the rights to be sufficiently, timely and equally informed and the facilitation in the meeting and voting with maximum capacity. In the case of an important event that significantly affects the Company or other shareholders, the Company will disclose and communicate information instantly. Moreover, the Company will also closely monitor the operational guidelines including other rules provided by the law or protect the rights of the shareholders.

8.2 Shareholder Meeting

8.2.1 Shareholder meeting

- The annual general meeting of shareholders: annually meeting within 4 months from the end of the Company's accounting period.
 - The extraordinary general meeting of shareholders: in case of any urgent matter that need consideration and approval from shareholder e.g. matters required by law to be approved by the shareholders' meeting before proceeding, such as capital increase, investment, issuance of debentures, sale or transfer of all or important parts of the Company's business to other persons or the purchase or acceptance of transfer of the business of other companies to the Company and the amendment of the memorandum of association or the articles of association of the company, etc.
- For the arrangement of the shareholders' meeting, the Company gives importance to shareholders, encourages and supports all shareholders to exercise their basic rights as prescribed by law in various fields and the Company will not take any action

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เฟซบุ๊ก : NRFThailand

เว็บไซต์ : <https://www.nrinstant.com>



that infringes or deprives their rights or fundamentals of shareholders. The procedure for organizing a shareholders' meeting is as follows:

Before the shareholder's meeting

The Company presents important information, news on the Company's website, such as quarterly financial reports, annual financial statements, annual registration statement / annual report (Form 56-1 One Report) as well as the invitation letter to the shareholders' meeting at least 30 days before the meeting. The Company will give shareholders the right to propose agenda items for the shareholders' meeting on matters that they consider important and nominate a list of qualified persons to be appointed as new directors at least 3 months prior to the date of the shareholders' meeting via the Company's website.

The shareholder's meeting day

The Company has used technology in the shareholders' meeting both technology for registration of shareholders and the vote counting. The results were displayed so that the meeting could be conducted quickly, accurately, and precisely. The chairman of the Board of Directors acted as the chairman of the shareholders' meeting and responsible for ensuring that the meeting is in accordance with the law, related regulations and the Company's regulations with Appropriate time allocation for each agenda and allows shareholders to express their opinions and ask questions to the meeting on matters related to the Company and also encourages independent persons to count or check the votes for the meeting to acknowledge and record in the minutes of the meeting.

After the shareholder's meeting

The Company has disclosed the resolutions of the shareholders' meeting together with the voting results for each agenda clearly within the date of the shareholders' meeting or the next business day from the shareholders' meeting date by informing the news through the Stock Exchange of Thailand (SET). The Company prepared the Minutes of the shareholders' meeting to be accurate and complete and notify SET

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เฟสบุ๊ก : NRFThailand

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within 14 days from the meeting date and published on the Company's website both Thai and English version. Moreover, the Company also assessed the AGM Checklist, according to the Thai Investors Association.

8.2.2 In the annual general meeting of shareholders and extraordinary general meetings of shareholders, the Company arranges the shareholders' meeting in the form of electronic meeting (E-Meeting) and/or in the form of a physical meeting. The Company arranges an appropriate time and location to facilitate all shareholders equally in attending the meeting. Everyone can submit the registration or proxy form to the Company in advance to check the accuracy before the meeting date. In addition, the Company will select the meeting venue that is convenient for the shareholders to attend the meeting.

8.2.3 The Company send the meeting reservation along with the sufficient information on the agendas with objective, reason and opinion of the committees in every event in order to provide opportunity for shareholders to thoroughly study the information completely before the shareholder meeting date. The Company will also send out the meeting reservation with information in advance within the timeframe required by law, announcement and relating rules and regulation as well as publish on the Company's website by at least 30 days before the shareholder's meeting both Thai and English version. In the case of shareholders unable to attend the meeting, the Company opens up the opportunity for its shareholders to assign an independent director or other person to participate as proxy.

Moreover, in the shareholder meeting date, the Company will assign its official or legal representatives to inspect the correctness and accuracy of the assignment and supporting evidence including copies of identification card, passport, government official identification card for the case of person and copies of registration evidence, identification card of authorized person in the case of juristic person.

8.2.4 The Company will prepare revenue stamp for the proxy to the assigned person or independent directors without fees at the registration station in order to facilitate shareholders' convenience.

- 8.2.5 The Company encourages the Board of Directors and the chairman of sub-committees to participate in the meeting with the chairman of the Board of Directors acting as the chairman of the meeting. Moreover, the C-Level executive, external auditor and legal representatives will also participate in the meeting to voice opinions and answer questionnaires from shareholders.
- 8.2.6 In the shareholders meeting, the shareholders will be informed of the number of participants and the proportion of the attending shareholders, both by natural person or via proxy, in order to be notified that the meeting participators have exceed the legal requirement. Moreover, the facilitator will explain the method of meeting, voting and counting in each agenda that the meeting will consider and vote respectively without changing vital information or adding sudden new agenda. Shareholders will also be invited to inspect the Company performance, voice their opinions and suggestions and the directors and the C-Level executive will answer those questions during the meeting.
- 8.2.7 The Company open information channels for shareholders via the Company's website with updated news and details, especially the shareholder meeting invitation before the meeting date by at least 30 days before the shareholder's meeting so that shareholders can download the rules and regulation conveniently and correctly.
- 8.2.8 The Minutes of shareholder's meeting will be conducted conclusively, correctly, timely and transparently. The important questions and opinions will be recorded in order for shareholders to monitor, and the Company will upload the Minutes on the Company's website for shareholder's consideration. Moreover, the Minutes will also be sent to SET within 14 days after the shareholder's meeting date or sent to other relating agency such as ministry of commerce within the given timeframe provided by the law, public announcement or relating regulation.
- 8.2.9 For shareholder convenience, the dividend will be transfer to the bank account (in case of having a dividend payment) in order for the shareholders to receive the dividend on time as well as prevent other unforeseen events such as cheque that are damaged, lost or delayed.



8.3 Responsibility to shareholders

The Board of Directors has a duty in overseeing the C-Level executives and employees to work with honesty, conscientiousness, and responsibility in each performance in order to ensure shareholder confidence and accept any decision that operates under fairness and for the greatest interest of both majority and minority shareholders.

Furthermore, shareholders must be able to use their rights in maintain their best interest whether by voicing opinion, suggestion and votes in deciding the major significant changes as well as the nomination of directors, remuneration, profit allocation, dividend payment and nominating and compensating their party auditors in the shareholder's meeting. The Company will disclose news and information that is true, correct, conclusive and traceable. In the case of a remuneration decision, the Board of Directors must propose the shareholders consider the approval on an annual basis and propose the remuneration policies of the directors to the shareholders for consideration.

The Company arranges for a regular review of the good corporate governance policy to be consistent with changes in laws and relevant regulations and current business operations of the Company and proposes to the Board of Directors for approval.

This policy was approved by the Board of Directors of NR Instant Produce Public Company Limited in the meeting No. 2/2023 on 27 January 2023, effective from 27 January 2023 onwards.

Announced on 27 January 2023

(Mrs. Kesara Manchusree)

Chairman of the Board

NR INSTANT PRODUCE PUBLIC COMPANY LIMITED

Register Number : 0107562000483 TAX ID : 0107562000483

Head Office: 99/1 Moo 4, Khae Rai, Krathum Baen, Samut Sakhon 74110

Tel: (6634) 849-576-80 Fax: (6634) 849 586

Bangkok Office: 518/5 Maneeya Center Building, 6th floor, Ploen Chit Road, Lumphini, Pathum Wan, Bangkok 10330 Tel (6622) 548 233 Fax (6626) 520 527

Facebook : NRFThailand

Website : <https://www.nrinstant.com>

บริษัท เอ็นอาร์ อินสแตนท์ โปรดิวซ์ จำกัด (มหาชน)

ทะเบียนเลขที่ : 0107562000483 เลขประจำตัวผู้เสียภาษี : 0107562000483

สำนักงานใหญ่: 99/1 หมู่ที่ 4 ตำบลแคราย อำเภอกระทุ่มแบน จังหวัดสมุทรสาคร 74110

โทรศัพท์: (6634) 849-576-80 โทรสาร: (6634) 849 586

สำนักงานกรุงเทพฯ: 518/5 อาคารมณีนียา เซ็นเตอร์ ชั้น 6 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 โทรศัพท์ (6622) 548 233 โทรสาร (6626) 520 527

เฟซบุ๊ก : NRFThailand

เว็บไซต์ : <https://www.nrinstant.com>