

Corporate Governance Policy

The Board of Directors of Group Lease Public Company Limited (the "Company") is fully aware of its roles, duties and responsibilities as the organization's leader to create sustainable value for the business. Thus, the Board of Directors is committed to perform its duties with accountability, caution, honesty, transparency and in accordance with the law, regulations, resolutions of the Board of Directors' Meeting including the resolutions of the Shareholders' Meeting in order to build confidence among the shareholders and the investors as it is essential for being the listed company.

However, building confidence among the shareholders and investors in the current era, while important, may not in itself be sufficient or fully responsive to their expectations. Shareholders and investors increasingly seek and prioritize strong operating performance, the establishment of positive relationships with surrounding communities and stakeholders, as well as the organization's ability to appropriately adapt to changes in economic, political, social, and environmental circumstances. In light of the foregoing, the Board of Directors has established a Good Corporate Governance Policy and places strong emphasis on ensuring that all of the Company's business operations are conducted in accordance with the aforementioned Good Corporate Governance Principle because the Board of Directors strongly believes that adherence to the Principles of the Good Corporate Governance is the key to the success and sustainable achievement of the Company's important short-term and long-term goals. This includes achieving strong operating performance; enhancing the Company's ability to appropriately adapt to changes in the business environment; developing measures to prevent or mitigate adverse impacts on society, communities, and the environment; conducting business with integrity and ethical standards; building confidence and credibility among shareholders, investors, customers, business partners, creditors, and other related parties; fostering positive relationships with stakeholders; and contributing to society. Furthermore, good corporate governance leads to the creation of value and added value for the Company, thereby generating maximum sustainable and stable benefits for shareholders, investors, employees, business partners, customers, creditors, stakeholders, the capital market, and society as a whole in the long term.

At the initial stage of adopting the Good Corporate Governance Policy, the Board of Directors referred to the Corporate Governance Code for listed companies 2012 as a guideline in formulating the Company's policy. Later on, it had been updated to be in relation to both the Corporate Governance Code for listed Companies 2017 ("Corporate Governance Code Policy" or "CG Code"), which is issued by the Securities and Exchange Commission ("SEC"). In addition, the Company has applied the criteria under the Corporate Governance Report of Thai Listed Companies Survey Project of the Thai Institute of Directors Association ("IOD") as guideline in establishing its Corporate Governance Policy. This is to emphasize the duties and responsibilities of the Board of Directors in overseeing the Company to ensure that its business operations are conducted with transparency, integrity, and ethical standards, with due respect for the rights and freedoms of all related parties, and with accountability to shareholders and all groups of stakeholders. At the same time, the Board takes into consideration the Company's competitiveness, strong operating performance, and its ability to adapt to various circumstances and risk factors that may affect the Company in both the short term and the long term. Furthermore, the Board of Directors has prescribed that the Good Corporate Governance Policy shall be reviewed on an annual basis to ensure that such policy remains aligned with evolving circumstances and changes.

The Company has disclosed the Good Corporate Governance Policy and the Code of Ethics on the Company's website and the Company's Intranet for communication purposes and to provide the Board of Directors, Executives and employees at all levels with convenient, comprehensive and equal access to such policy and manual for detailed review. This is to enhance awareness of their importance and to ensure their proper and effective implementation in practice.

In 2026, the Board of Directors passed a resolution approving revisions to the Good Corporate Governance Policy in order to ensure that the Company's Corporate Governance Principles remain current and responsive to evolving circumstances and developments, and to serve as sound practical guidelines for the Board of Directors, Executives, and all employees. Although it is evident that the Company has already largely complied with such best practices, the Company continued to adhere to the principles of good corporate governance in 2026, with details as follows:

Section 1 Rights of Shareholders

1. Right Protection of the shareholders

The Company promotes and places great importance on the protection of the right of shareholders, which is not limited solely to the rights prescribed by the law, but also extends to the fundamental rights of shareholders. The Company actively encourages and supports the shareholders in exercising their basic rights, including, but not limited to, the right to buy / sell / transfer shares, the right to receive dividends, the right to receive significant information and news of the Company accurately, completely, equally, adequately, appropriately and in a timely manner, the opportunity for shareholders to submit questions prior to the shareholders' meeting / propose the additional agenda prior to the shareholders' meeting / nominate qualified individuals for election as the Company's Director prior to the shareholders' meeting (according to the criteria posted on the Company's website), the right to attend and vote in the shareholders' meeting throughout its duration in order to exercise their voting rights. This is to ensure that shareholders have the opportunity to participate in decision-making on significant matters of the Company.

2. Shareholders' Meeting

The Company has scheduled the Annual General Meeting of Shareholders to be held within 4 months from the end of the Company's fiscal year. Unless there is an urgent need to consider a special agenda in the matter that may affect or relate to the shareholders which needs to be approved by the shareholders, the Board of Directors will consider calling the Extraordinary General Meeting of Shareholders. In convening a shareholders' meeting, the Company publishes the notice of the meeting in a newspaper for three (3) consecutive days in advance, not less than three (3) days and not more than fourteen (14) days prior to the meeting date, depending on the agenda items. If special agenda items are to be considered, the notice will be published in a newspaper at least fourteen (14) days prior to the meeting date. The Company conducts shareholders' meetings in accordance with the guidelines set forth under the AGM Checklist of the Annual General Meeting Quality Assessment Project, organized by the Thai Investors Association. Following each shareholders' meeting, the Company evaluates the quality of the meeting in accordance with the AGM Checklist criteria and utilizes the results to further enhance and improve the efficiency and quality of future shareholders' meetings.

The Company has a policy to encourage every group of its shareholders, including institutional shareholders, to attend and vote in the shareholders' meeting. To ensure that this is possible, the Company will ensure that the venue of its shareholders' meeting is easily accessible by road and by public transport, close to the head office of the Company, and that the shareholders' meeting will never be convened on a public holiday, on a weekend, or outside normal office hours. For the 2025 Annual General Meeting of Shareholders, due to issues relating to the submission of financial statements, as well as certain related matters, the Company did not convene Annual General Meeting of Shareholders for the year 2025.

Prior to any Annual General Meeting of Shareholders ("AGM") or Extraordinary General Meeting of Shareholders ("EGM"), the details stipulated in the Notice of the Meeting, including the meeting date, time, venue and agenda, including an explanation, objective and rationale for each agenda item, as well as the opinion of the Board together with the various attachments, such as details of the name, age, education and working backgrounds divided into listed and non-listed companies, the type of position proposed for election, past record of Board Meeting attendance and the date of appointment of the directors who shall be retired by rotation and be re-elected, Independent Directors' detail as a Proxy, detail of the external auditor proposed to be appointed by the shareholders by specifying the experience, abilities, auditor independence and audit's fees, the Company's Articles of Association in relation to the shareholders' meeting, the list of papers to show identification of the shareholders who have the right to attend the meeting and the proxy form B and form C, which states information of the independent directors who are designated as the proxy (specify their names, ages, addresses and whether they have any interest in each agenda item proposed at the shareholders' meeting) in order to provide shareholders with an alternative for granting proxy. including having / not having interest in every agenda), for proxy granting alternatives as well as the map of the venue were all posted on the Company's website in both Thai and English versions separately on the same day and at least 30 days before the date of the shareholder's meeting so that the shareholders have sufficient information and time to study each agenda item before making decision in person or by proxy at the shareholders' meeting.

In addition, the Company also provides the opportunity to the shareholders or interested persons to send questions in advance prior to the meeting date in accordance with the criteria published regarding the submission of advance questions. Questions may be submitted by both post and by e-mail to the Investor Relations ("IR") Department of the Company at IR@grouplease.co.th, which the said channels are already disclosed on the Company's website. Once the questions are received, the IR officer will consider and coordinate to have them answered by the authorized person or his representative.

3. Procedures on the shareholders' meeting date

Before the commencement of shareholder's meeting, there will be announcements on the quorum (number and the proportion of shareholders and shares represented at the meeting in person and through proxies), the procedure and method of vote casting, vote counting and vote reporting. The Company utilizes technology and computer systems in conducting shareholders' meetings, including for registration, vote counting, and the display of results, in order to ensure that the meeting is conducted efficiently, accurately, and precisely. In addition, the Company encourages shareholders to use proxy forms that allow them to specify their voting directions. The Company designates

independent directors as alternative proxy holders for shareholders and provides stamp duty for proxy forms to facilitate shareholders who appoint proxies to attend the meeting, without any charge. The Company does not restrict the right to attend the meeting for shareholders who arrive late. For the agenda item relating to the appointment of directors, the Company conducts voting on an individual basis. Voting cards are used for every agenda item, and all returned voting cards are retained as evidence, particularly those indicating votes against or abstentions, in order to ensure transparency and auditability.

At shareholders' meetings, if any director has an interest in or is involved in the consideration of any agenda item, the Chairman of the Meeting and/or the Company Secretary will inform the meeting prior to the consideration of such agenda item. Any director who has a conflict of interest shall not participate in the consideration of, or shall abstain from voting on, such agenda item.

During shareholders' meetings, the Chairman of the Board serves as the Chairman of the Meeting and is responsible for ensuring that the meeting is conducted in compliance with applicable laws, relevant regulations, and the Company's Articles of Association. The Chairman also ensures that sufficient and appropriate time is allocated for each agenda item as specified in the notice of the meeting. In order to enable shareholders to participate meaningfully in decisions on significant matters, the Board does not support the addition of agenda items that have not been notified in advance without necessity, particularly with respect to important agenda items that require shareholders to have adequate time to review relevant information prior to making decisions. Furthermore, the Board provides shareholders with the opportunity to volunteer as witnesses in the vote counting and verification process during the meeting to enhance transparency. The voting results, including votes in favor, against, and abstentions for each agenda item, are disclosed to the meeting and recorded in the minutes of the meeting.

Apart from having the Notice of the Meeting prepared in both Thai and English, the shareholders' meeting itself was also conducted in both languages so that both Thai and foreign shareholders were able to equally understand. Moreover, during the shareholder's meeting, the Chairman allocates sufficient and appropriate time to allow shareholders to be able to express their opinions or ask questions concerning each of the agenda items and the Company's businesses fully before the vote casting. In addition, after all of the proposed agenda items had been completed, the shareholders were given further opportunity to ask additional or follow-up questions.

4. Writing and releasing of the minutes of shareholders' meeting

The Company prepares the minutes of every shareholders' meeting in both Thai and English. The minutes record the names of directors who attended the meeting, the names of directors who were absent (if any), and the proportion of directors present at the meeting. The Company also records the explanation of voting procedures and vote counting methods, as well as significant issues or questions raised by shareholders and the corresponding responses, specifying the full names of both the questioners and the respondents. In addition, the voting results for each agenda item are recorded, indicating the number of shareholders voting in approve, disapprove and abstain. The Company publicly discloses the voting results of each agenda item on the same day after the meeting through the Stock Exchange of Thailand's disclosure system and on the Company's website. The minutes of the meeting are published on the Company's website within fourteen (14) days from the date of the

shareholders' meeting and are submitted to the Stock Exchange of Thailand within fourteen (14) days from the meeting date, in compliance with the regulations of the Stock Exchange of Thailand.

The Company arranges for audio and video recording of the entire shareholders' meeting and publishes such recordings on the Company's website to enable shareholders, investors, and the general public to review the meeting retrospectively. This is to enhance transparency and ensure auditability.

Section 2 Equitable treatment of shareholders

The Board of Directors of the Company treats all shareholders fairly and equally, whether they be major or minor shareholders, corporate or individual shareholders, and irrespective of their nationality. In order to ensure the fair and equitable treatment of all of its shareholders, the Company follows the following guidelines:

1. Release of information before shareholders' meeting

For the Annual General Meeting of Shareholders, the Board of Directors will notify the Board of Directors' resolution on notice of shareholders' meeting together with the agenda and opinions of the Board of Directors in both Thai and English versions through the SET and the notice of the meeting and other attachments will be posted on the Company's website at least 30 days prior to the meeting date and the invitation to the Meeting will be delivered to the shareholders at least 7 days prior to the meeting date for the general agenda and at least 14 days prior to the meeting date for the other important agendas (the rule specified to delivery it 7 days prior to the meeting date in case there is no other important agendas). The Company uses voting sheets for every agenda item and the vote counting method is based on 1 share per 1 vote for all shareholders. The meeting will be informed of the voting method and the vote counting method together with the amount of shares / votes required from the shareholders to approve each agenda item was also announced before voting in each agenda item.

2. Protection of minor shareholders

The Company provided minority shareholders with the opportunity to propose agenda items for inclusion in the agenda and to nominate qualified individuals for consideration and election as directors at the Annual General Meeting of Shareholders for the year 2025 in advance. Such invitation was announced through the SETLink of the Stock Exchange of Thailand, and the relevant criteria and procedures were disclosed on the Company's website. Shareholders were able to submit proposals from 10 January 2025 to 28 February 2025. However, no shareholder proposed any agenda item or nominated any individual for consideration at the Annual General Meeting for the year 2025. Nevertheless, due to issues relating to the submission of the Company's financial statements, as well as certain related matters, the Company did not convene the Annual General Meeting of Shareholders for the year 2025.

3. Protection against insider trading

In order to ensure that communication and disclosure of information to external parties are conducted appropriately, equitably, and in a timely manner, without any leakage of confidential information or information that may affect the price of securities, and to ensure that the entire organization understands and adheres to the same direction, the Company has established a Disclosure Policy. The Company has also prescribed, in writing, principles regarding the safeguarding of the Company's confidential information and the prohibition against the use of inside information for personal benefit in its Business Code of Ethics. Such principles are regarded as a disciplinary requirement that all directors and employees must strictly comply with. Employees, particularly those who are involved in or have access to the Company's financial information, who violate or fail to comply with the Company's Business Code of Ethics—especially with respect to the use of inside information for trading the Company's securities—shall be subject to disciplinary actions in accordance with the Company's work rules on discipline and disciplinary penalties. In addition, such violations may be subject to penalties under Section 296 of the Securities and Exchange Act B.E. 2535 (1992), which provides for imprisonment for a term not exceeding two years, or a fine not exceeding twice the amount of the benefit gained, but not less than 500,000 Baht, or both imprisonment and fine. In 2025, although the Company's securities remained suspended from trading, and the Stock Exchange of Thailand ultimately ordered the delisting of the Company's securities from being listed securities, effective 24 April 2025, due to the Company's inability to submit its financial statements and to rectify the causes of delisting within the timeframe prescribed by the Stock Exchange of Thailand, the Company strictly monitored and ensured that, throughout such period, employees who were involved in or had access to the Company's financial information and other significant information did not disclose any financial or other material information of the Company to the public. This was to ensure appropriateness, fairness, and equal treatment.

4. Conflict of interest by directors

The Company requires directors and executives, as defined by the Office of the Securities and Exchange Commission, to prepare and submit a report of their interests and those of their related persons in the prescribed form upon assuming office for the first time, in accordance with Section 89/14 of the Securities and Exchange Act B.E. 2535 (1992). Such reporting obligation also applies when entering into any transaction with the Company or its subsidiaries, including entering into any contract or arrangement, whether directly or indirectly, for the acquisition or disposal of assets; the leasing or rental of assets; the use of or provision of services; the granting or receipt of financial assistance; or the provision of professional services. Directors and executives may consider not submitting a report of interest if the transaction is not material to decision-making and has a transaction value not exceeding 0.03 percent of the Company's net tangible assets or Baht 20 million per year, whichever is lower. In the case of professional services provided by an independent director, the value of such services must not exceed Baht 2 million per year. Directors and executives are required to update such information promptly upon any change to enable the Board of Directors to consider the Company's transactions that may give rise to conflicts of interest and to make decisions for the overall best interests of the Company. Any director who has a material interest in a matter that may prevent such director from providing independent opinions shall not participate in the consideration or decision-making process for such agenda item. In addition, all directors and executives who are required by law to report their securities holdings must submit reports of changes in their holdings of the Company's securities in accordance with Section 59 of the Securities and

Exchange Act B.E. 2535 (1992), in compliance with the rules and procedures prescribed by the Office of the Securities and Exchange Commission. Such changes shall be reported to the Company Secretary for summary and notification to the Board of Directors at the subsequent Board meeting. Disclosure of such information shall also be made in the Company's Annual Report (Form 56-1 One Report).

Section 3 Role of Stakeholders

The Company gives importance to and respects the rights of all of its stakeholders, including its shareholders, customers, employees, suppliers, creditors, competitors, as well as the environment, the community, and society as a whole.

The Board of Directors and management; therefore, have set up the following operational guidelines for the benefit of its stakeholders as follows:

Guideline towards the Stakeholders

The Company also ensures that it complies with good corporate governance and business ethics in all of its dealings with its stakeholders, both internal stakeholders such as directors, management, employees and other staffs, and external stakeholders such as shareholders, customers, creditors, suppliers, competitors, as well as environment, the community, and society as a whole, all of which were prescribed in the Company's Business Code of Ethics and which may be summarized as follows:

Shareholders: The Company strives to be a good representative of the shareholders in carrying out the business operation for the best satisfaction of its shareholders, treating them equally and ensuring that the shareholders' benefits are carefully maintained by managing the Company's business to contribute to the long-term and sustainable growth in order to create value added and appropriate and continuous return while complying with the good corporate governance principles.

Employees: The Company recognizes that the achievement of its objectives cannot be accomplished by any individual employee or any particular group of employees alone. Rather, the attainment of its goals requires the collective cooperation and collaboration of employees across all functions—much like a machine that cannot operate effectively if its components are incomplete or not in proper working condition. For this reason, the Company is committed to prioritizing the management and development of its human resources, as well as the retention of capable personnel, to enable the organization to overcome challenges and obstacles and to achieve both its short-term and long-term objectives in a stable and sustainable manner.

Throughout the years, the Company has continuously focused on ensuring that it maintains an adequate number of employees with appropriate readiness, knowledge, skills, experience, and motivation to perform their duties competitively. The Company is also dedicated to fostering a positive organizational culture and working environment, and to maintaining a workplace that ensures the safety of employees' lives and property on a consistent basis. The Company has prescribed guidelines relating to occupational health and safety in its work rules and regulations, which have been in effect since 2016. Employees are required to strictly comply with such rules. In order to remain aligned with evolving social concerns and contemporary standards, the Company has issued additional work rules and regulations applicable to its employees, including employees of Thanaban Company Limited, a subsidiary of the Company. Such additional regulations became effective on 1 October 2024. With

respect to workplace accidents, a review conducted during 2025 revealed that no employee experienced any serious accident while performing his or her duties. In addition, the Company strictly complies with applicable labor laws in all respects, including employment, remuneration, appointment, and employee transfers. Such matters are considered based on principles of morality, ethics, appropriateness, and market benchmarks. The Company treats employees at all levels under the principles of equality and fairness, as well as in accordance with applicable laws, good corporate governance principles, and the Company's Code of Business Conduct. The Company provides remuneration that is aligned with its objectives and key goals, taking into consideration an appropriate balance among fixed salary, short-term performance, and long-term performance. The Company conducts annual performance evaluations to determine salary adjustments and bonus payments. Furthermore, the Company promotes and supports employee development by ensuring that employees receive appropriate training and development opportunities to enhance their skills and competencies in alignment with the organization's direction, objectives, and strategies. Employees across various departments are encouraged to participate in training programs that are necessary and essential for the effective performance of their duties. For example, Issues and Practical Solutions for Motor Vehicle and Motorcycle Registration Operations to be Implemented from 2026 Onwards (Onsite), Online Registration Operations and Insurance for Electric Cars and Motorcycles, and 2025 Update on Vehicle Registration Operations and Online Registration Systems (Online), 2025 Update on the Royal Decree on Debt Collection, Debt Collection Practices, and Appropriate Vehicle Repossession Procedures in the Current Debt Environment, PDPA in Debt Collection, and the Bank of Thailand's Debt Relief Measures (Online and In-house), Effective Telephone Debt Collection Negotiation Strategies (In-house), and Risk-Level Analysis in the Motorcycle Hire-Purchase Business (In-house), etc. These training programs aim to enhance employees' knowledge, skills, capabilities, and operational readiness, as well as to strengthen their professional competencies and career advancement opportunities. The knowledge gained is further applied to improve the Company's operational effectiveness and enhance its competitive capabilities.

In 2025, the Company organized 3 internal training courses, with a total of 215 employees participating, averaging approximately 6 training hours per person. In addition, employees were encouraged to attend 2 online courses and 1 onsite course to further expand their professional development.

In addition, the Company provides various employee welfare benefits relating to health, recreation, and other matters that significantly contribute to well-being of employees. Such benefits include life and health insurance coverage for employees; the establishment of a provident fund; financial assistance for marriage, childbirth, and funeral expenses; educational scholarships for employees' children with outstanding academic performance; motorcycle insurance coverage for employees who are required to use motorcycles in the course of their duties; low-interest hire-purchase programs for motorcycles for employees; and employee loan facilities to help alleviate financial burdens, among others. With respect to annual health check-ups, which the Company normally provides as an annual benefit, due to the outbreak of influenza and other infectious diseases, the Company deemed it appropriate to suspend the annual health check-up program in 2025. The Company also suspended internal football matches between executives and employees, as well as weight-loss competition activities, which had previously been organized almost every year to promote health and strengthen internal relationships within the Company. Nevertheless, despite offering numerous welfare benefits as described

above, the Company continues to seek and develop additional welfare programs that are necessary, appropriate, and beneficial to its employees. The Company recognizes and places importance on caring for and enhancing the potential and quality of life of its employees, who serve as essential driving forces behind the Company's business operations.

In 2025, although the Company had discontinued its organization-wide work from home policy since 2024, it continued to permit employees whose duties can be performed remotely—such as employees in the IT, Legal, and Consolidation departments (responsible for preparing the consolidated financial statements of the Company and its subsidiaries)—as well as vulnerable groups, including elderly employees, employees with underlying health conditions, and employees who have been in close contact with individuals infected with COVID-19 or influenza, to seek approval from their supervisors to work from home on an occasional basis, as appropriate.

Customers: The Company aims to build satisfaction and confidence among its customers by delivering services of excellent quality under appropriate safety standards and technology. The Company continuously and earnestly enhances its service standards to ensure ongoing improvement. The Company discloses service-related information to customers in a complete, accurate, timely, and non-misleading manner. It also maintains positive and sustainable relationships with customers. The Company conducts its business with cost efficiency to the extent possible while maintaining standardized, high-quality, convenient, and prompt services, in line with the Company's business philosophy of "First, Fast and Forward". The Company has established a policy to safeguard customers' confidential information and shall not use such information for its own benefit or for the benefit of related parties. The Company does not solicit, accept, or provide any improper benefits to customers and does not engage in any business transactions with customers that are associated with fraud or corruption.

Suppliers: Suppliers will be selected on a fair and equitable basis. The Company shall deal with its suppliers in strict compliance with the commercial terms of the arms-length legal agreements executed with them. The Company does not do business with suppliers who are suspected of corruption or of soliciting bribes. Under no circumstances will the Company accept, solicit, offer any bribes to its suppliers including not doing any business with any customer related to corruption.

Creditors: The Company strictly complies with the terms and conditions made with its creditors, including the punctual repayment of its debts and other conditions specified in the agreement.

Competitors: The Company supports and encourages fair competition with other firms doing the same business. Competition is done under the framework set by the industry or regulators. The Company does not act to take advantage of its competitors by using improper or unethical methods.

Community, Society and Environment:

The Company conducts its business under the framework of good corporate governance, responsibility, and transparency, with a commitment to avoiding negative impacts and striving to create positive contributions to communities, society, and the environment. This includes promoting safety, enhancing quality of life, and conserving natural resources.

The Company encourages the efficient and responsible use of energy and resources, such as waste segregation by category, reducing paper consumption by transitioning to electronic communication, decreasing electricity and water usage, and minimizing greenhouse gas emissions. The Company also supports community assistance initiatives through monetary and in-kind donations and encourages employees to organize and participate in activities that contribute to social development and environmental conservation. These efforts aim to cultivate awareness and a sense of social and environmental responsibility among employees, to serve as a positive role model and gain recognition within society, and to generate sustainable long-term returns for shareholders, while taking into account the impacts of the Company’s business operations on its stakeholders.

In 2025, the Company organized social responsibility activities such as giving school supplies and toys to the Prachachuen Police Station and the Pracha Ruam Jai Housing Cooperative 2 on 9 January 2025, in support of the National Children’s Day event held on 11 January 2025. Such donations were presented as gifts for the National Children’s Day to the children who are the police officers’ children including the children who are living in the said community due to the Company foresees the importance of youth, which will grow up to be an important future of the nation, etc.



Policy on Anti-Corruption and prohibition of bribery for commercial benefit of the Company

The Company's Board of Directors passed a resolution to establish an Anti-corruption Policy in January 2016. Formerly, the Company had stipulated corruption as a prohibited action in the Employees' regulations and also included such matter in the Company's Code of Business Ethics. However, the Board of Directors has enhanced such regulations for clearer and more updated provisions and this Anti-corruption policy was inserted as a part in the Company's Code of Business Ethics. The latest update for the present version was in September 2019, and still in effect today due to the aforementioned policy is still cover the Company's stakeholders and still suitable for the present era.

The Anti-corruption Policy states that:

"Directors, executives and employees of the Company and subsidiaries are prohibited to participate in any corruption, briberies either to or from the government or private officers in any form whether directly or indirectly in return for wrongful benefits for oneself, family, friend and acquaintances or to get business for the Company or for commercial advantage. They must also comply with the Company's Business Code of Ethics and other laws in Thailand in relation to anti-corruption."

Process on Risk Evaluation from corruption and guideline on governance and risk monitoring

- 1) Internal Audit Department is responsible for the risk evaluation from corruption actions by setting up yearly audit plan which covers various audited items that may incur the risk from corruption done by employees to the Company during the performing of duty or done with the outsiders such as customers, suppliers or government officers and report the results to the Audit Committee for further action in compliance to the Company's rule or related laws as the case may be. The auditing should be done regularly in each department and the risk criteria and Company's rules should be reviewed regularly to always ensure the effectiveness to control the risk to be within the acceptable level and to ensure the implementation of such policy.
- 2) When there is any corruption case found, an investigation committee will be established to investigate the case and if found guilty, the person shall be penalized or put under disciplinary action according to the Company's rule.
- 3) In order to be fair to the accused of corruption in case of disagreement to the accusation, such person can file a complaint by following the complaint filing procedure specified in the Company's rule.
- 4) Anti-corruption Policy has been communicated via e-mail and posted on the employees' notice board in the head office and every branch's office. It was also posted on the Intranet and website of the Company in both Thai and English versions and set as a course in the orientation of new employees in order to declare the Company's intention of doing business without corruption.

Whistle Blowing Policy and Channel provided to receive Anti-corruption Complain including the dealing of complain and the protection of the Whistle Blowers

Stakeholders who observed any suspicious act of corruption or bribery or a suspected violation of the law, the Business Code of Ethics or the good corporate governance policy of the Company or any malpractice which may adversely affect the Company's image by directors, management and employees may report in writing specifying their name, contact address or number or any other contact channel, stating the details of matter of concern and submitting the evidence to the Company via 3 of the following channels:

1. Registered mail addressed below:

Chairman of Corporate Governance Committee
Group Lease Public Company Limited
P.O Box 149, Bang Sue,
Bangkok 10800

2. E-mail address: whistleblowing@grouplease.co.th
3. LINE: GLWhistleblowing or QR Code:



This PO Box, e-mail address and LINE was specially opened exclusively for the purpose of complaints on corruption or bribery reporting and the Chairman of Corporate Governance Committee who is the Independent Director is the direct responsible person. After receiving the complaints, Investigation Committee shall be set up to investigate the matter. The accused person is given the right to defend himself before final result and penalties can be summarized and report to Audit Committee and the Board of Directors for acknowledgement.

In addition, in order to protect the rights of the whistleblower or those who reveal the information, the Company shall take appropriate care to conceal the identity and address or other information that can lead to the identity of the whistleblower. The employee who discloses matters of concern in good faith will not be penalized or put under disciplinary action or demotion, suspension or layoff or any other actions that may have an adverse effect on such employee. Employees who make false accusations will be dealt with very seriously in accordance with the Company's internal disciplinary policy.

For other complaints such as problem on service rendered or other violation of rights or the complaints other than corruption cases can be done via e-mail address: glpcl@grouplease.co.th or by telephone number: 0-2580-7555 contact Customer Service or access through the Company's website at: <https://grouplease.international>. All the complaints shall be forwarded to the related Management who shall promptly investigate the matter and take the best action to solve the problem and make improvement.

Section 4 Disclosure and Transparency

The Company has established a policy for disclosing the important information, both financial information and non-financial information, which is related to the Company's business operations and the Company's operating results, that is accurate, equal, sufficient and timely with the aims to strictly comply to the rules set by the SET and SEC to be transparent and reliability. The Company's information which was disclosed through the SET's electronic system (SETLINK) is also posted on the Company's website under "Investor Relations" section to enhance the equality of information to the public.

Besides disclosing the mandatory information through SETLINK Portal system, the Company also discloses other important information through Form 56-1 One Report including its website in Thai and English versions. Such information shall be updated regularly so that the investors and other stakeholders are able to use them in making investment decision accurately, equitably and timely. Those who are interested may visit the Company's website at anytime at <https://grouplease.international> (instead of visiting www.grouplease.co.th to view Thailand's information and at www.grouplease.international for direct, fast and easy access to our global network).

The Board of Directors had set up Investor Relations Department and the Chief Executive Officer or his designated shall be assigned to be the Company's speaker who has the duty to communicate with the shareholders, investors, analysts, regulators including the related governors. Moreover, the analyst meeting has been arranged regularly in order that the Company's important information shall be disclosed efficiently, appropriately, equally and timely.

In each year, after the Company discloses the financial statements, the Company always holds Analyst Meetings / Press Conferences for at least 4 times in March, May, August and November or once per quarter. However, in 2025, as the Company was unable to disclose its financial statements for the first to third quarters of 2025, as well as the financial statements for the year ended 31 December 2025, the Company did not hold the Analyst Meetings / Press Conferences following the announcement of its financial statements.

Disclosure Policy of the Company is summarized as follows:

- The Chief Executive Officer shall be the highest authorized person to determine the contents of the drafted important information and to make decision whether to disclose or not disclose any such information as well as being the main spokesperson in disclosing important information of the Company.
- Deputy Chief Executive Officer, Chief Financial Officer, the Investor Relations Officer, Legal Officer or Company Secretary shall assist the Chief Executive Officer in preparing important information or presentations to ensure that such information is complete, correct and in compliance to the Disclosure Rules.
- Deputy Chief Executive Officer, Chief Financial Officer or Head of Investor Relations can be designated by the Chief Executive Officer to be the spokesperson to disclose the Company's and its subsidiaries' information to the press, analyst or general investors.
- Other persons might be designated by the Chief Executive Officer or Chief Financial Officer to communicate the information to outsiders only in the matters that related to the designated persons' responsible duties.
- The Company shall disclose financial information and important inside information that has impact on the Company's share price and also affects the decision making of the investors as well as other general non-financial information that does not have any impact on the Company's share price but

needs to be disclosed in compliance with the SET's rule through the SET's disclosure channel according to the SET's regulation. Such information should be disclosed correctly, completely, clearly, adequately and on a timely manner so that all groups of people can access the information equally. In the event that such information is not yet due for disclosure, the Company shall ensure that such information shall be strictly kept confidential among the related persons only.

- After the inside information has been disclosed to public through the SET's disclosure system, it shall be disclosed on the Company's website as well to ensure that the shareholders receive the information completely, correctly, timely, equally and easily accessible or disclosed through any other channels (as the case may be) and the appropriate timing of the disclosure of information shall also be taken into consideration.
- The persons who have obtained non-public inside information are forbidden to use the obtained information in buying or selling the Company's share.

Section 5 Responsibilities of the Board

1. Roles and Responsibilities of the Board

- Review and approve key business issues The Board of Directors involved in determining the Company's vision, mission and planning of strategy, objective, policy, and budget. It also advises and controls the implementation of the plan according to the policy. There will be presentation of performance to be presented in the Board of Directors Meeting every month. The Board of Directors will be responsible in reviewing the Company's objectives and business plan and strategies as appropriate or as deemed necessary or at least once every 5 years to ensure that those strategies and plans are in line with and suitable for the business' environment, opportunity as well as condition and status of the Company.
- Corporate Governance Policy The Board of Directors set and approved a written corporate governance policy for the Company starting from the year 2007 and regularly updated to be more appropriate and in line with the existing Corporate Governance Principles.

In the year 2020, the Company revised the Board of Directors' Charter together with Code of Business Ethics and also determined the number of directorship in other listed company of each director to be not more than 5 companies including setting up the Compliance Unit under the Legal Department.

In the year 2025, the Company reviewed the Corporate Governance Policy to be in line with the Corporate Governance Principles in which the latest update was in 2017 and disclosed it on the Company's annual report including posting it on the Company's website. In addition, the Company reviewed the Audit Committees' Charter and the Code of Business Ethics by providing additional channels for whistleblowing. However, the Company had review them in 2024 but still did not revise them due to the Company considered and viewed that they are still appropriate to the current era and situation.

- Code of Business Ethics Guidelines for appropriate operation of Directors, management and the employees were set up in writing according to the Code of Business Ethics or Statement of Business Conduct communicated to directors, management, and employees by including in the orientation of new employees and posted on the Company's Intranet system, sent to every employee via e-mail and posted on the Company's notice board as well as communicated to

public by posting on the Company's website. Furthermore, the operation guidelines were also set up in writing as the Company's rule so that the employees can follow as operational guidelines to enhance good moral and discipline in carrying out their duties and such rule also states penalties in violation of the regulations. In 2021, the Company had reviewed and improved the Company's Code of Ethics to be more in line with the Corporate Governance Policy of the Company.

- Conflict of Interests The Board of Directors is aware of the transactions which may have conflict of interest and set up the direction and operational guidelines to comply with the process and disclosure rules prescribed by law or related regulator and ensure that such transactions are for the benefit of the Company and shareholders as a whole. The guidelines are as follows:
 - 1) Significant transactions between the Company and related persons have to be considered and approved by the Board of Directors and in presence of Audit Committee and in compliance with the SET's rules and regulations and the Securities and Exchange Act. Directors who have conflict of interest in such transaction cannot vote. Additionally, the minimum quorum while making resolution in the Board Meeting should not be less than two-third of the total number of the Board of Directors.
 - 2) Related party transactions shall be disclosed completely, correctly, transparently and in a timely manner according to the rules together with the opinion from the Audit Committee or independent financial advisor whether such transactions are appropriate in terms of price and justification of the transaction (as regulated).
 - 3) Directors and executives shall disclose their interest or related persons when they first engaged in the Company on the form determined by the Company and have the duty to update the Company whenever there is any change. The copy of such report shall be acknowledged by the Chairman of the Board and the Chairman of the Audit Committee.
 - 4) The Company's Board of Directors' Meeting No. 8/2008 held on 21st August 2008 had approved in principle that the management is able to approve the related transactions which have the same commercial terms as those an ordinary person would agree with any unrelated party under similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or related person.

- Internal Control System The Board of Directors realizes the importance of internal controls in every procedure to get the most efficient operations and to have sufficient internal control appropriated for each operation procedure of each system. As a result, Internal Audit Department was set up to assess the sufficiency and appropriateness of the internal control system and report directly to the Audit Committee. The Company sets up duties and scope of authority to access inside database system of the staff and management in different levels by using employee's code as the password to access the system so that different staff shall have different scope of authority to access the Company's database differently. In addition, the Company also segregated the duties of the operator and evaluator clearly. For financial control, the Company sets appropriate financial reporting system and proposed in the Management meeting for consideration regularly on monthly basis.

- Risk Management Policy It is the policy that every division is to perform in compliance with the regulations and relevant laws. Operating policy, operating regulations and command of authorization are in writing and revised to be in line with the on-going operation as well as the business of the Company. The Risk Management Committee together with the management of each department shall assess the risk from the business and the result shall be used as the base for the internal audit planning. In addition, the result of the risk assessment of the business that may have impact to the Company and the solution to manage such risk shall be acknowledged by the Board of Directors.

- Governance on the Company's subsidiary In order to manage the Company's investment in subsidiary company to the best interest, the Board of Directors has assigned appropriate personnel to become director in the subsidiary in order to control the operations of the subsidiary to be in line with the Company's policy and to ensure that various transactions are carried out in compliance with the rules and laws of each country. The operating result of the Company's subsidiaries was regularly reported in the Board of Directors' meeting.

2. Check and Balance of Directors

The Board of Directors determined the proportion of its member between executive and non-executive directors appropriately to be able to balance the authority of the Board of directors so that no single group can make decision on their own. As of 31st December 2025, the Company's Board of Directors consisted of 8 members which divided into 4 Executive Directors, 1 Non-Executive Directors and 3 Independent Directors which makes the ratio of Non-Executive directors of 50% of the total members of the Board and Independent Directors ratio of 38% of the total members of the Board who are also the Audit Committee.

3. The Aggregation and Segregation of Role

The Company did not have the same person held the position of the Chairman of the Board of Directors and the Chief Executive Officer. There is also a clear separation of roles from each other in order to create a balance between management and good corporate governance.

4. Board of Directors' Meeting

At present, the Company's Board of Directors meeting is arranged once a month. The Audit Committee meeting is set to be held once a quarter. In December of each year, the Board will be proposed to determine the next year's Board of Directors and Audit Committee meeting schedule as well as the AGM schedule in advance. However, if there is any urgent agenda that the Chairman or other directors need to bring in for the Board's attention, additional meetings can be arranged as necessary. In 2025, the Board of Directors' meeting was held altogether 13 meetings, while 12 meetings are the monthly meetings, and the average percentage of Board Meeting attendance was about 94.23%. In voting on each agenda item, there must be no less than two-thirds of the total number of directors present at the meeting. The Company Secretary will send notice to the Board of Directors' meeting and the Board papers (if any) to all directors at least 7 days prior to the meeting date, which was considered sufficient for the directors to study before coming to the meeting. If directors require the additional documents or reports, they can always request it from the related executives. In each monthly meeting, the agenda on operating result of the Company and its subsidiaries both in Thailand and overseas is set as regular agenda to ensure that it was in line with the set strategies and plan, and the Meeting is also updated on the market conditions, competition

situation and other important issues that have a significant impact on the operating results of the Company and its subsidiaries in order for the meeting to be regularly informed and up-to-date for the various situations. For each meeting, Chairman has allocated sufficient time for the meeting and all directors always pay high attention and give sufficient time to each proposed agenda as appropriate.

In addition, the Board of Directors has a policy requiring the Audit Committee, whose members are non-executive directors, to meet with the Company's external auditor without the presence of management at least once a year, in order to discuss matters of concern relating to management. The results of such meetings are to be reported to the Board of Directors at a Board meeting. However, as the Stock Exchange of Thailand had set 14 November 2024 as the deadline for the Company to eliminate the grounds for possible delisting from being a listed company due to its inability to submit the financial statements since the first quarter of 2021, the Board of Directors, the Audit Committee, and the Company's external auditor convened joint meetings to expedite the resolution of such matters. Given the relatively limited timeframe, in 2025 the Audit Committee did not hold a separate meeting with the external auditor without management present. Nevertheless, the Audit Committee instead convened meetings jointly with management and the Company's external auditor in order to expedite the resolution of the issues that resulted in the Company's continued inability to submit its financial statements for the years 2021–2024. Although the Company's securities were delisted from being listed securities on 24 April 2025, the Audit Committee has continued to closely monitor and expedite the review and audit of the aforementioned financial statements.

5. Board of Directors' Reporting

Board of Directors is responsible for the report on the Company's consolidated financial statements as well as the financial information disclosed on the Company's Form 56-1 One Report. The financial statements of the Company will be prepared in accordance with the generally accepted accounting standard in Thailand with appropriate accounting policy consistently implemented so that the reports are accurate and reflect the important and sufficient information in the notes to financial statements.

The Audit Committee will be assigned to be responsible for the quality of the financial reporting and the internal control including asking to prepare the Audit Committee Report which is a part of the Annual Report. Due to the Company had postponed the submission of the 2021 – 2025 financial statements of the Company and the subsidiaries to the Stock Exchange of Thailand because the Company is on the process of being audited by the Company's external auditor, so the Board of Directors can't give the opinion on the Q1 – Q3/2025 financial statements and the financial statements for the year ended 31 December 2025 of the Company and the subsidiaries at this moment.
