Scope of Power, Duties, and Responsibilities of GMM Grammy's Representatives in Subsidiaries' and/or Associates Operating Core Businesses

GMM Grammy Public Company Limited

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GMM Grammy Public Company Limited ("Company") has specified the scope of power, duties, and responsibilities of directors / executives of subsidiaries and/or associates operating core businesses who have been nominated and appointed as the Company's Representatives (collectively referred to as the "Company's Representatives") with the aim to implement mechanisms for the Company to supervise and take responsibility for the management and operations of subsidiaries and/or associates operating core businesses via monitoring measures. Also, the Company has ensured the Company's Representatives in those entities act in accordance with their scope of power, duties, and responsibilities mentioned herein.

"Subsidiaries" and "Associates" refer to subsidiaries or associates operating core businesses as defined by the Capital Market Supervisory Board's Notification TorJor. 39/2559, which governs the applications and approval for the offerings of new shares (including any amendment) except specified otherwise herein.

The scope of power, duties, and responsibilities of the Company's Representatives in subsidiaries and/or associates is as follows:

1. The Company's Representatives shall arrange for the Company's Board of Directors and/or shareholders' meeting(s) to review and approve a planned transaction of a subsidiary when the said transaction requires prior approval so as to comply with the Company's Policy for Supervision of Subsidiaries and Associates Operating Core Businesses.

2. The Company's Representatives shall disclose information regarding the financial position and operating results, connected transactions, and transactions with potential conflict of interest of the subsidiaries under their supervision, as well as material transactions , such as the acquisition or disposal of assets, the transfer or waiver of benefits, and the waiver of claims against those causing damage to the company, amongst others to the Company in a complete and accurate manner within a reasonable timeframe set by the Company.

3. The Company's Representatives shall declare information on their personal interests and related persons as well as transactions that may cause a conflict of interest to the Board of Directors within the timeframe set by the Company, and refrain from any transaction that may pose a conflict of interest. The declaration is required as an assurance that relevant information shall be used in decision-making or review/approval process done in the interest of the Company and/or subsidiaries.

Any of the following actions shall be considered a material conflict of interest, when it gives the Company's Representatives or related persons financial benefits that are not normally received or cause damage to subsidiaries or the Company:

(1) A transaction between a subsidiary and the Company's Representative or related person that is not in line with the criteria applicable to connected transactions.

(2) The use of the Company's or subsidiaries' non-public information; and

(3) The use of the Company's or subsidiaries' assets or business opportunities in breach of the Capital Market Supervisory Board's criteria or guidelines.

4. The Company's Representatives shall report business development plans, business expansion, large-scale investment projects approved by the Company, business downsizing, business cessation, cessation of the operations of any unit, as well as joint investments with other entrepreneurs to the Company, and/or upon the Company's request submit supporting documents.

5. The Company's Representatives shall explain and/or submit information / documents related to subsidiaries' operations to the Company upon request and as deemed appropriate, or upon the detection of a material issue.

6. The Company's Representatives shall ensure that subsidiaries under their supervision have adequate, strict, proper and efficient internal control system, risk management system, and anti-corruption system to guarantee full compliance with the Company's policies, laws, regulations on listed companies' corporate governance, as well as notifications, rules and requirements set by the Capital Market Supervisory

Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand.

7. The Company's Representatives, their spouse or underage children shall not use the Company's or its group's inside information, acquired during their execution of their duties or any other means, in a way that may materially affect subsidiaries, associates, and/or the Company for their or others' benefits, either directly or indirectly, and regardless of whether they are paid in whatever form to do so or not.

The scope of power, duties, and responsibilities of the Company's Representatives in subsidiaries and/or associates operating core businesses stated herein was considered and approved by the Company's Board of Directors at its meeting No. 3/2026 on 14 August 2026 with immediate effect.

(Mr. Paiboon Damrongchaitham)
Chairman of the Board
GMM Grammy Public Company Limited