

In 2025, the Company recorded no significant instances of non-compliance with laws or regulations, nor were there any associated fines or other penalties.

5.2 Code of Conduct

Adhering to the principles of sustainable business operations under the “Sufficiency Economy” philosophy, the Company has adopted the “Somboon Triple Bottom Line” approach to promote business sustainability while protecting interests of stakeholders and society.

The approach opens an opportunity for stakeholders to express their opinions regarding business operations, serving as a mechanism and process to ensure proper business practices, leading to an organization with good corporate governance.

The Company has created the Good Corporate Governance Policy, Business Ethics and Code of Conduct to use as best practices in conducting business based on the fundamental principles of Good Corporate Governance, transparency, and accountability. Employees shall adhere to these practices and guidelines for appropriate operations. Additionally, communication is facilitated to ensure that employees have knowledge and understanding of these policies, allowing them to utilize effectively in their work. This creates sustained value for stakeholders through various processes as follows.

1) Knowledge sharing and test regarding business ethics, good governance and sustainability of organization.

To create a shared understanding of guidelines on the Company’s policies regarding ethics, good governance, and sustainability among executives and employees, the Company has provided the Business Ethics Manual and Code of Conduct. Communication and knowledge are disseminated to employees through many channels such as

- New employee and executive orientation sessions.
- Self-directed learning for executives
- Annual employee training using online platforms, emails, and company activities.

Furthermore, the Company has required annual business ethics tests for executives and employees to assess the level of knowledge and understanding of organizational ethics through online and other channels. This is conducted to ensure that executives and employees are adequately aware of the ethics regularly. The operation results are listed below.

- Orientation for new employees and executives totaling 22 individuals; all employees achieved a good level of knowledge and understanding of organizational ethics.
- Corporate Governance and Business Ethics Training Program, This year, the Company required all employees across the Somboon Group at every level to complete an online corporate governance and business ethics course and examination, aimed at enhancing awareness and understanding of corporate governance principles throughout the organization. (Further details are available in the Good Corporate Governance section.)

Furthermore, the Company regularly reviews its Business Ethics Manual and related policies to ensure alignment with new legislation, emerging risks, and current circumstances, as well as compliance with the guidelines of the Thai Private Sector Collective Action Against Corruption (CAC) and relevant standards, such as the OECD Principles of Corporate Governance and the Corporate Governance principles for listed companies under the Securities and Exchange Act B.E. 2535 and the criteria of the Securities and Exchange Commission of Thailand (SEC).



Link : Business Ethics
(satpcl.co.th)

2) Complaint handling and whistleblowing

The Company offers opportunities to employees and stakeholders of all groups to have complaint channels, express opinions, and whistleblow for illegal conduct through the following channels.



Website

Link : Complaint Channel | Somboon Advance Technology (SAT)
(satpcl.co.th)

E-mail

Reports can be submitted directly to the Audit Committee (Audit.committee@somboon.co.th), Independent Directors, the Company Secretary (Nopamas.p@somboon.co.th), or the Legal and Corporate Governance Department (Sathit.tun@somboon.co.th).

Telephone

Directly contact the Company Secretary or Compliance Department

Letter

Deliver directly to the Company Secretary at The Company Secretary, Tower 2, Somboon Advance Technology Plc., No. 215, Moo 2, Debaratna Road, Bang Chalong Subdistrict, Bang Phli District, Samut Prakan 10540

The company has a screening and consideration process for all received complaints. The Internal Audit Department will conduct a preliminary verification. If a complaint is found to be substantiated, the Internal Audit Department will propose that the President appoint an Investigation Committee to conduct a fact-finding inquiry. The Investigation Committee will then recommend disciplinary action in accordance with the company's work regulations for approval by the authorized person or committee.

The Internal Audit Department will report the results to the Executive Committee for their consideration and for directing management to take further action as required .

3) Monitoring Code of Conduct practices

The company is committed to upholding the highest standards of business ethics. Accordingly, department heads or assigned representatives must report any breach of the Code of Conduct to the Compliance and Audit Department immediately upon becoming aware of an incident. Any violation of the Code of Conduct constitutes a disciplinary offense. The matter will be subjected to the company's formal investigation process, and disciplinary measures will be imposed on the offender commensurate with the severity of the violation. Furthermore, corrective and preventive measures will be determined on a case-by-case basis to prevent future occurrences.

Furthermore, the Company has reviewed and refined its operational authorities to ensure they are robust and appropriate, aligning with its business model and recent structural adjustments. This approach aims to reinforce confidence among shareholders, investors, and stakeholders, while also supporting sustainable business growth.



Enhancing Corporate Governance Systems

The Company requires all employees at every level to complete an online corporate governance course and examination regularly to enhance awareness and understanding of corporate governance principles throughout the organization. Short-film-based learning materials are used to ensure accessibility for all employees. The curriculum covers foundational knowledge of good corporate governance principles and business ethics, supplemented by relevant case studies from everyday situations to enable practical application in their work.

As a result, 100% of employees across the Somboon Group completed the training and examination, with a pass rate of **100%**

- For executives and employees at the managerial level and above, including those involved in procurement activities.

The Company mandates an annual Conflict of Interest Report to proactively prevent potential conflicts of interest. New employees must submit their initial report upon joining the Company, and all employees are required to report any subsequent changes to their relevant information.

• Insider List and Blackout Period Policy

The Company maintains a defined Insider List and enforces a Blackout Period during which individuals with access to material non-public information are prohibited from trading Company securities until at least one day after the relevant information has been publicly disclosed. The Company collects and reports this data quarterly to the Risk Management, Corporate Governance and Sustainability Development Committee, as well as to the Board of Directors.

• Legal and Regulatory Compliance

The Company has implemented a governance framework to ensure strict adherence to all applicable laws and regulations. The Compliance Department continuously reviews and updates the legal register to ensure it remains current, and provides regular quarterly reports to management, as well as to the Risk Management, Corporate Governance and Sustainability Development Committee.

Furthermore, the Company has continuously implemented preventive measures to prevent corporate ethics violations across the organization, as follows:

- (1) Requiring all employees to acknowledge their responsibility to comply with corporate ethics.
- (2) Establishing disciplinary measures for non-compliance with corporate ethics.
- (3) Conducting orientation programs for new employees and executives.
- (4) Communicating and providing annual training to employees and executives through online channels and various Company activities.
- (5) Establishing and communicating whistleblowing and complaint channels, as well as the Company's fact-finding investigation process conducted by an ad hoc committee. Complaints submitted through the Company's designated whistleblowing channels are reviewed by the investigation committee, which determines appropriate penalties based on the severity of each case. Corrective and preventive measures are also defined and monitored to ensure that each complaint is fully resolved and that adequate preventive guidelines are in place to prevent recurrence.
- (6) Regularly reporting corporate governance performance results to the Risk Management, Corporate Governance, and Sustainability Development Committee as a standing agenda item at committee meetings.
- (7) Updating the Procurement Manual to ensure that the procurement management system is efficient, transparent, and auditable.

In 2025, the Company received 2 complaints through the designated channels, of which 1 has been fully investigated, and 1 is currently under investigation. The completed case involved a complaint requesting an investigation into an employee's conduct with respect to potential fraud and misconduct in the Company's project procurement process. The investigation committee examined the facts and gathered evidence, which revealed no evidence of fraud by the employee in question in the procurement process. However, it was found that the employees concerned had not followed proper work procedures in accordance with their roles and responsibilities and had not performed their duties to full efficiency. Nevertheless, such misconduct had no significant impact on the Company's overall performance.

The investigation committee considered disciplinary action and imposed disciplinary penalties on all relevant employees. Following this case, the Company analyzed the root causes of the issues identified in order to establish corrective measures and strengthen preventive controls within the internal control system and procurement process. Continuous monitoring has been carried out to reduce the risk of recurrence. The corrective and preventive measures have since been fully implemented.



4) Anti-Money Laundering

The Company maintains a policy of zero tolerance for bribery and does not support any form of acceptance or transfer of assets related to criminal offenses under laws governing the prevention and suppression of money laundering, whether directly or indirectly, to prevent individuals from using the Company's channels or business processes as a means to conceal, disguise, or misrepresent the source of assets obtained through unlawful means, which could cause damage to the Company or its stakeholders.