



Corporate Governance

Good corporate governance is a fundamental assurance in fostering trust and credibility among all stakeholders. It also plays a vital role in shaping investment decisions. The Company is committed to corporate management based on the principles of good corporate governance, emphasizing transparency, ethical practices, and adherence to the code of conduct, with a strong focus on anti-corruption efforts. These elements are integral to creating long-term value for the Company. A robust and transparent corporate governance framework ensures efficient business operations aligned with international standards, according to various corporate governance assessment criteria, these include 1) The principles of good corporate governance as outlined by the Securities and Exchange Commission, adhering to the 2017 guidelines for listed companies, which serve as a key framework for corporate management. 2) The assessment criteria of the Corporate Governance Survey Project for Thai Listed Companies, aimed at elevating governance standards to align with international practices, while maximizing the Company's benefits and delivering positive impacts on stakeholders, society, and the environment.

A good corporate governance structure consists of the Board of Directors, which is responsible for overseeing operations to ensure transparency and compliance with the principles of good corporate governance, as well as managing risks from internal and external factors to ensure business continuity. The Board of Directors has appointed a sub-committee, the Risk Management and Corporate Governance Committee, to oversee and address key issues. This committee is responsible for identifying and managing risks, including sustainability-related concerns, across the supply chain, before reporting their findings to the Board of Directors. The Company also promotes a risk culture by ensuring that employees understand the importance of risk management and regularly reviews policies, regulations, and requirements to ensure that operations comply with the established policies. In 2024, the Risk Management and Corporate Governance Committee Charter and the Risk Management Committee Charter at the business unit level were reviewed, including the review and approval of 16 policies and procedures in accordance with the principles of good corporate governance.

Read more details in the Sections "Management Structure" and "Corporate Governance" in the Annual Report, 56-1 One Report and Read more details for Good Corporate Governance at <https://investor.centarahotelsresorts.com/storage/download/cg-document/20250116-centel-cg-policy-en.pdf>

Code of Conduct

The Company has established a code of conduct for directors, executives, and employees in accordance with Central Group's guidelines, which aim to promote and support strong corporate governance practices. The Company recognizes that achieving set goals and objectives must be aligned with ethics, fairness, and morality, which are essential foundations for its operations.

The Company is committed to upholding the code of conduct as a core principle in its business dealings and interactions with all stakeholders, including shareholders, customers, business partners, creditors, trade competitors, society, communities, the environment, and the government. This commitment aims to foster transparency, fairness, and long-term trust. The Board of Directors has established principles and guidelines for practice, along with mechanisms and processes to ensure fair operations and competition. Additionally, the Company emphasizes the importance of stakeholders' rights, responsible public relations, and marketing practices, ensuring that its products and services are truthful and not misleading to consumers.

Read more details for Good Corporate Governance at <https://investor.centarahotelsresorts.com/storage/download/cg-document/cod-and-good-corporate-governance-policy-en.pdf>

The Company has established guidelines for addressing any actions that violate the specified code of conduct, taking into account the severity of the violation to ensure strict adherence to ethical standards. In the event of a breach, the Company will initially issue a written warning to the employee to raise awareness of the mistake and prevent it from serving as a negative example. Additionally, the Company requires all employees to review and acknowledge the Company's Code of Conduct annually to strengthen their understanding and commitment to ethical principles in the performance of their duties.

In 2024, the Company set a target for all employees and executives to review their knowledge and complete a knowledge test on the Code of Conduct via the e-learning system. The training was divided into the hotel business with 4,280 participants and the food business with 4,954 participants, totaling 9,234 individuals. All participants successfully completed the training and knowledge test, achieving the target of 100%.

Additionally, knowledge media on the Code of Conduct was developed, with executive representatives conveying information to enhance employees' understanding. Performance results were also reported to Management and the Board of Directors. The Company provides orientation and information to new directors regarding their roles, responsibilities, and key policies, including relevant codes of conduct, to foster understanding and promote continuous learning for the Board. Furthermore, all new employees are required to sign the Company's Code of Conduct to ensure strict compliance with the established guidelines, which are also communicated to all business partners. In 2024, the Company reviewed and revised the Code of Conduct for directors, executives, and employees, incorporating key updates to align with evolving situations and changes in the social context.

Employee Levels	Number of those who received training and communication		Percentage of those who received training (%)	
	Hotel Business	Food Business	Hotel Business	Food Business
Operation	3,469	1,506	100	100
First management	645	3,017	100	100
Middle management	101	373	100	100
High-level executives	65	58	100	100

CENTRAL GROUP

CORPORATE GOVERNANCE DAY

"GOOD GOVERNANCE FOR SUSTAINABLE GROWTH"

**AUG
20**

Happy Workplace
สร้างวัฒนธรรมองค์กรให้เป็น家庭更大的
ความปลอดภัยในสถานที่ปฏิบัติงาน (OHS)

10:00 - 12:00

■ ความปลอดภัยในการทำงานคืออะไร เป้าหมายครอบคลุมในลักษณะใดบ้าง

■ ภารกิจการค้าปลีกในการคุ้มครองลูกค้าและพนักงาน
ในเวทีโลกของเว็บและคลังสินค้า

■ วิธีการเพื่อปรับเปลี่ยนวัฒนธรรมภายในโดยทั่วถึง ที่ส่งเสริมการคิด
คิดแบบบูรณาภรณ์

■ ยังคงงานในการจัดเรียงเรียงของพนักงาน เมื่อเกิดเหตุการณ์ภัยธรรมชาติ

ผู้บรรยาย:
นายสุรัตน์ ธรรมรงค์ (นายสุรัตน์ ธรรมรงค์)
นายวิวัฒน์ สาระนันท์ (นายวิวัฒน์ สาระนันท์)
นายวิษณุ ไกรฤทธิ์ (นายวิษณุ ไกรฤทธิ์)
นายปริญญา มงคลธรรมชาติ (นายปริญญา มงคลธรรมชาติ)
นายวิวัฒน์ ธรรมรงค์ (นายวิวัฒน์ ธรรมรงค์)

Internal Audit and Control

The Company places great importance on internal auditing as a key mechanism for enhancing transparency, reliability, and sustainability in its operations, which are fundamental principles of the Good Corporate Governance system. Therefore, the Internal Audit unit has been structured to operate independently, ensuring it can effectively carry out its duties. It plays a vital role in assessing and evaluating the adequacy and effectiveness of the internal control system, risk management, and adherence to legal and regulatory requirements. The objective is to support the organization in achieving its strategic goals while upholding the principles of good governance and sustainable development. This approach is designed to create long-term value for the organization and all stakeholders.