



# ESG Performance Report for Listed Companies in 2024

MEGA LIFESCIENCES PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2024

Published on 29 April 2025



## ESG Performance

Company Name : MEGA LIFESCIENCES PUBLIC COMPANY LIMITED      Symbol : MEGA

Market : SET      Industry Group : Services      Sector : Commerce

### Environmental management

#### Information on environmental policy and guidelines

##### Environmental policy and guidelines

Environmental policy and guidelines : Yes  
Environmental guidelines : Electricity Management, Water resources and water quality management, Waste Management, Greenhouse Gas and Climate Change Management

The company has established an environmental policy with a commitment to energy efficiency and reducing energy consumption. For example, it promotes habits among employees to turn off lights and office equipment when not in use or unnecessary.

The company also aims to reduce greenhouse gas emissions by implementing measures such as minimizing travel through remote conferencing systems.

In terms of recycling and waste reduction, the company practices paper recycling.

Additionally, the company has adopted the ISO 14001 standard to become part of an industrial network that explores opportunities for improving sustainable practices in health, safety, and environmental management.

#### Information on review of environmental policies, guidelines, and/or objectives over the past years

##### Review of environmental policies, guidelines, and/or goals over the past year

Review of environmental policies, guidelines, and/or goals over the past year : Yes  
Changes in environmental policies, guidelines, and/or goals : Electricity Management, Water resources and water quality management, Waste Management, Greenhouse Gas and Climate Change Management

##### Optimizing the paper board by resizing the shipper (Reduction of emission)

Improving the Packing specification to reduce the plastic

Expanding Solar Capacity

Dehumidifier Optimization for Energy Conservation

#### Information on compliance with environmental management principles and standards

##### Compliance with environmental management principles and standards

##### Compliance with energy management principles and standards

##### Compliance with water management principles and standards

##### Compliance with waste management principles and standards

#### Information on incidents related to legal violations or negative environmental impacts

##### Number of cases and incidents of legal violations or negative environmental impacts

	2022	2023	2024
Number of cases or incidents of legal violations or negative environmental impact (cases)	0	0	0



## Energy management

### Disclosure boundary in energy management in the past years

Boundary type	:	Company
Total number of disclosure boundaries	:	-
Actual number of disclosure boundaries	:	-
Data disclosure coverage (%)	:	0.00

### Information on energy management

#### Energy management plan

The company's energy management plan : Yes

Solar energy generated, for which the company installed solar plants and have saved 1,210 ton Co2 emissions.

18% Energy from renewable sources18% Energy from Renewable sources

### Information on setting goals for managing energy

#### Setting goals for managing electricity and/or oil and fuel

Does the company set goals for electricity and/or fuel : Yes  
management

#### Details of setting goals for electricity and/or fuel management

Target(s)	Base year(s)	Target year(s)
Increase of electricity consumption from renewable energy sources	2018	2024 : Increased by 14%

### Information on performance and outcomes of energy management

#### Performance and outcomes of energy management

Performance and outcomes of energy management : No

### Information on electricity management

#### Company's electricity consumption <sup>(\*)</sup>

	2022	2023	2024
Total electricity consumption within the organization (Kilowatt-Hours)	14,293,232.00	16,787,764.00	17,066,436.00
Electricity purchased for consumption from non-renewable energy sources (Kilowatt-Hours)	12,919,000.00	15,141,000.00	14,637,000.00
Electricity purchased or generated for consumption from renewable energy sources (Kilowatt-Hours)	1,374,232.00	1,646,764.00	2,429,436.00
Intensity ratio of total electricity consumption within the organization to total number of employees (Kilowatt-Hours / Person / Year)	2,478.45	3,045.12	3,212.20

Additional explanation : <sup>(\*)</sup> Exclude electricity consumption outside of the Company

### Information on fuel management

## Company's fuel consumption

	2022	2023	2024
Natural gas (Standard Cubic Feet)	1,098,699.00	1,223,511.00	1,387,937.00

Additional explanation : Not include external fuel consumption

## Information on total energy management (electricity + fuel)

### Energy Consumption

	2022	2023	2024
Total energy consumption within the organization (Megawatt-Hours)	14,293.00	16,788.00	17,066.00

### Energy Consumption Intensity

	2022	2023	2024
Intensity ratio of total energy consumption within the organization to total revenues (Megawatt-Hours / Thousand Baht of total revenues) <sup>(1)</sup>	0.00090653	0.00106413	0.00110481

Additional explanation : <sup>(1)</sup> Total revenues and expenses from consolidated financial statement

## Water management

### Disclosure boundary in water management over the past years

Boundary type	:	Company
Total number of disclosure boundaries	:	-
Actual number of disclosure boundaries	:	-
Data disclosure coverage (%)	:	0.00

### Information on water management plan

#### Water management plan

The Company's water management plan : Yes

Increasing efficiency to reduce water consumption

Reference link for company's water management plan : <https://sustainability.megawecare.com/en/environment/water-management>

### Information on setting goals for water management

#### Setting goals for water management

Does the company set goals for water management : Yes

#### Details of setting goals for water management

Target(s)	Base year(s)	Target year(s)
Reduction of water withdrawal	-	2024 : Reduced by 1,387.00 Cubic meters

### Information on performance and outcomes of water management

#### Performance and outcomes of water management

Performance and outcomes of water management : No

The company focused on water conservation by installing 106 high-performance water nozzles and sensors at hand washing stations throughout the production area. This initiative reduced water usage at hand washing stations by 66 percent, resulting in an annual water saving of approximately 242,700 liters, and at the plant level, resulted in a water reduction of 15 percent per million capsules produced in conjunction with other water initiatives.

### Information on water management

#### Water withdrawal by source

	2022	2023	2024
Total water withdrawal (Cubic meters)	68,110.00	86,350.00	92,824.00
Intensity ratio of total water withdrawal to total number of employees (Cubic meters / Person / Year)	11.81	15.66	17.47
Intensity ratio of total water withdrawal to total revenues (Cubic meters / Thousand Baht of total revenues) <sup>(*)</sup>	0.00	0.01	0.01

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

### Water discharge by destinations

	2022	2023	2024
Total wastewater discharge (cubic meters)	830.00	1,377.00	1,387.00

### Water consumption

	2022	2023	2024
Total water consumption (Cubic meters)	68,110.00	86,350.00	92,820.00

### Recycled water consumption

	2022	2023	2024
Total recycled water for consumption (Cubic meters)	830.00	1,377.00	1,387.00

### Water Consumption Intensity

	2022	2023	2024
Intensity ratio of total water consumption to total revenues (Cubic meters / Thousand Baht of total revenues) <sup>(*)</sup>	0.00431987	0.00547341	0.00600895

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

### Water withdrawal expenses

	2022	2023	2024
Total water withdrawal expense (Baht)	0.00	0.00	0.00
Percentage of total water withdrawal expense to total expenses (%) <sup>(*)</sup>	0.00	0.00	0.00
Percentage of total water withdrawal expense to total revenues (%) <sup>(*)</sup>	0.00	0.00	0.00
Intensity ratio of total water withdrawal expense to total number of employees (Baht / Person / Year)	0.00	0.00	0.00

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

## Waste management

### Disclosure boundary in waste management over the past years

Boundary type	:	Company
Total number of disclosure boundaries	:	-
Actual number of disclosure boundaries	:	-
Data disclosure coverage (%)	:	0.00

### Information on waste management plan

#### Waste management plan

The company's waste management plan : No

### Information on setting goals for waste management

#### Setting goals for waste management

Does the company set goals for waste management : No

### Information on performance and outcomes of waste management

#### Performance and outcomes of waste management

The company's performance and outcomes of waste management : Yes

### Information on waste management

#### Waste Generation<sup>(\*)</sup>

	2022	2023	2024
Total waste generated (Kilograms)	910,518.00	816,574.00	927,632.00
Total non-hazardous waste (kilograms)	837,188.00	756,601.00	860,720.00
Non-hazardous waste - Incineration with energy recovery (Kilograms)	837,188.00	756,601.00	860,720.00
Total hazardous waste (kilograms)	73,330.00	59,973.00	66,912.00
Intensity ratio of total waste generated to total revenues (Kilograms / Thousand Baht of total revenues) <sup>(**)</sup>	0.06	0.05	0.06
Intensity ratio of total non-hazardous waste to total revenues (Kilograms / Thousand Baht of total revenues) <sup>(**)</sup>	0.05	0.05	0.06
Intensity ratio of total hazardous waste to total revenues (Kilograms / Thousand Baht of total revenues) <sup>(**)</sup>	0.00	0.00	0.00

Additional explanation : <sup>(\*)</sup> Exclude the total weight of waste generated outside of the Company, which is not responsible for the waste disposal or treatment cost

<sup>(\*\*)</sup> Total revenues and expenses from consolidated financial statement

### Waste reuse and recycling

	2022	2023	2024
Total reused/recycled waste (Kilograms)	0.00	0.00	0.00
Percentage of total reused/recycled waste to total waste generated (%)	0.00	0.00	0.00

*Additional explanation : Exclude the total weight of reused/recycled waste outside of the Company, which is not responsible for the waste disposal or treatment cost*

## Greenhouse gas management

### Disclosure boundary in greenhouse gas management over the past years

Boundary type	:	Company
Total number of disclosure boundaries	:	-
Actual number of disclosure boundaries	:	-
Data disclosure coverage (%)	:	0.00

### Information on greenhouse gas management plan

#### Greenhouse gas management plan

The company's greenhouse gas management plan : No

### Information on setting greenhouse gas emission goals

#### Setting greenhouse gas emission goals

Does the company set greenhouse gas management goals : No

### Information on performance and outcomes of greenhouse gas management

Performance and outcomes of greenhouse gas management : Yes

**Optimizing the paper board by resizing the shipper (Reduction of emission)** The 11.65% reduction in shipper volume resulted in 11% logistics improvement and more utilization of the warehouse space

### Information on greenhouse gas management

#### The company's greenhouse gas emissions

	2022	2023	2024
Total GHG emissions (Metrics tonne of carbon dioxide equivalents)	7,354.31	9,000.99	8,962.03
Total greenhouse gas emissions - Scope 1 (Metric tonnes of carbon dioxide equivalent)	1,491.49	1,808.57	2,071.39
Total greenhouse gas emissions - Scope 2 (Metric tonnes of carbon dioxide equivalent)	5,504.54	6,752.89	6,469.55
Total greenhouse gas emissions - Scope 3 (Metric tonnes of carbon dioxide equivalent)	358.28	439.53	421.09

#### Greenhouse Gas Emissions Intensity

	2022	2023	2024
Intensity ratio of total GHG emissions to total revenues (Metric tonnes of carbon dioxide equivalent / Thousand Baht of total revenues) <sup>(*)</sup>	0.000466	0.000571	0.000580
Intensity ratio of total GHG emissions to total number of employees (Metric tonnes of carbon dioxide equivalent / Person)	1.28	1.63	1.69

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

## Information on verification of the company's greenhouse gas emissions over the past year

### Verification of the company's greenhouse gas emissions over the past year

Verification of the company's greenhouse gas emissions : No

## Information on reduction and absorption of greenhouse gas

### Reduction of Greenhouse Gas

	2022	2023	2024
Total reduced GHG (Metric kilograms of carbon dioxide equivalent)	0.00	0.00	0.00

### Absorption and removal of Greenhouse Gas

	2022	2023	2024
Total absorbed and removal of GHG (Metric kilograms of carbon dioxide equivalent)	0.00	0.00	0.00

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## ESG Performance

Company Name : MEGA LIFESCIENCES PUBLIC COMPANY LIMITED      Symbol : MEGA

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### Human rights

#### Information on social and human rights policies and guidelines

##### Social and human rights policy and guidelines

Social and human rights policy and guidelines : Yes

Social and human rights guidelines : Employee Rights, Migrant/foreign labor, Child Labor, Consumer/customer rights, Community and environmental rights, Safety and Occupational Health at Work, Non-discrimination, Supplier rights

The company establishes policies that promote and support human rights by referencing the business code of conduct and the company's ethical principles. These include non-discrimination, non-harassment, and a non-retaliation policy.

Reference link for social and human rights policy and guidelines : <https://investor.megawecare.com/storage/document/cg/20220301-mega-human-rights-policy-en.pdf>

#### Information on review of social and human rights policies, guidelines, and/or goals over the past year

##### Review of social and human rights policies, guidelines, and/or goals over the past year

Review of social and human rights policies, guidelines, and/or goals over the past year : No

No changes

#### Information on incidents related to legal or social and human rights violations

##### Number of cases and incidents of significant legal or social and human rights violations

	2022	2023	2024
Total number of cases or incidents of significant legal or social and human rights violations (cases)	0	0	0
Total number of cases or incidents leading to significant labor disputes (cases)	0	0	0
Total number of incidents or complaints related to consumer rights violations (cases)	0	0	0
Total number of incidents or complaints related to business partner's rights violations (cases)	0	0	0
Total number of cases or incidents leading to disputes with the community/society (cases)	0	0	0
Total number of cases or incidents related to cybersecurity or customer data breaches (cases)	0	0	0
Total number of cases or incidents related to workplace safety and occupational health (cases)	0	0	0

## Fair labor practice

### Disclosure boundary in fair labor practice in the past years

Boundary type : Company  
Data disclosure coverage (%) : 0.00

### Information on employees and labor management plan

#### Employees and labor management plan

The company's employee and labor management plan : Yes  
Employee and labor management plan implemented : Fair employee compensation, Employee training and  
by the Company in the past year development, Promoting employee relations and participation, Migrant/foreign labor, Child labor, Occupational health and safety in workplace

The company consistently monitors and updates labor laws to ensure that wages are paid in accordance with the legal minimum wage rates and conducts annual wage reviews.

The company requires new employees, including newly hired staff and those transferring to new roles, to undergo training based on their Job Descriptions (JD) to ensure they can perform their duties correctly and efficiently. External training courses are also provided as appropriate.

The company promotes employee engagement activities, such as reforestation projects for the community, blood donation drives, team-building activities, and New Year parties. Additionally, it supports happiness and relationship-building activities, including sports clubs like football, badminton, table tennis, and running.

The company complies with labor laws concerning the employment of foreign workers and ensures compliance with BOI (Board of Investment) requirements.

The company strictly prohibits the use of child labor under all circumstances.

The company provides occupational health and safety training to all new employees and contractors, as well as legally required training, to ensure that personnel can perform their work safely.

### Information on setting employee and labor management goals

#### Setting employee and labor management goals

Does the company set employee : Yes  
and labor management goals?

#### Details of setting goals for employee and labor management

Target(s)	Indicator(s)	Base year(s)	Target year(s)
• Fair employee compensation	Average minimum wage compared to the legal minimum standard	-	2025: All employees are paid no less than the legal minimum wage, and annual compensation adjustments are considered.
• Employee training and development	Job-specific training (JD)	-	2025: All employees must undergo complete training based on their job description (JD).
• Promoting employee relations and participation	Employee satisfaction with the organization	-	2025: Satisfaction score increased by no less than 80% based on the annual survey results.
• Migrant/foreign labor	Employment is conducted in full compliance with the law and the requirements of the Board of Investment (BOI).	-	2025: In cases where foreign workers are employed, 100% of the foreign employees possess valid work permits and employment contracts that fully comply with Thai labor laws and the requirements of the Board of Investment (BOI).
• Child labor	Number of child labor cases found	-	2025: 0 cases — No child labor employed
• Occupational health and safety in workplace	Occupational accident rate (decreased)	-	2025: Maintaining zero workplace accidents for a period of 700 consecutive days.

## Information on performance and outcomes for employee and labor management

### Performance and outcomes for employee and labor management

Performance and outcomes for employee and labor management : Yes

1. Performance Review – every individual employee is reviewed for their performance half Yearly / Annually. Based on the review their increments are decided. Their KRA/KPI is also assessed and based of its score respective incentives are processed.
2. Long term Service awards: Based on the tenure of service within the organization employees are awarded with the service awards for categories like 10 years – 35 years (with slab of 5 years in between the range)

### Information on employment

#### Employment

	2022	2023	2024
Total employees (persons)	5,767	5,513	5,313

	2022	2023	2024
Male employees (persons)	2,533	2,395	2,240
Percentage of male employees (%)	43.92	43.44	42.16
Female employees (persons)	3,234	3,118	3,073
Percentage of female employees (%)	56.08	56.56	57.84

#### Number of employees categorized by position

	2022	2023	2024
Total number of employees in operational level (Persons)	5,360	5,094	4,849
Percentage of employees in operational level (%)	92.94	92.40	91.27
Total number of employees in management level (Persons)	328	345	387
Percentage of employees in management level (%)	5.69	6.26	7.28
Total number of employees in executive level (Persons)	79	74	77
Percentage of employees in executive level (%)	1.37	1.34	1.45

#### Number of male employees categorized by position

	2022	2023	2024
Total number of male employees in operational level (Persons)	2,316	2,183	2,011
Percentage of male employees in operational level (%)	91.43	91.15	89.78
Total number of male employees in management level (Persons)	154	152	167
Percentage of male employees in management level (%)	6.08	6.35	7.46
Total number of male employees in executive level (Persons)	63	60	62
Percentage of male employees in executive level (%)	2.49	2.51	2.77

#### Number of female employees categorized by position

	2022	2023	2024
Total number of female employees in operational level (Persons)	3,044	2,911	2,838
Percentage of female employees in operational level (%)	94.12	93.36	92.35

	2022	2023	2024
Total number of female employees in management level (Persons)	174	193	220
Percentage of female employees in management level (%)	5.38	6.19	7.16
Total number of female employees in executive level (Persons)	16	14	15
Percentage of female employees in executive level (%)	0.49	0.45	0.49

### Significant changes in the number of employees

Significant changes in number of employees over the past 3 : No  
Years

### Employment of workers with disabilities

	2022	2023	2024
Total employment of workers with disabilities (persons)	0	0	N/A
Contributions to empowerment for persons with disabilities fund	Yes	Yes	Yes

### Information on compensation of employees

#### Employee remuneration by gender

	2022	2023	2024
Total employee remuneration (baht)	306,882,137.00	311,359,930.00	324,858,397.00
Total male employee remuneration (baht)	N/A	146,476,959.00	149,804,103.00
Percentage of remuneration in male employees (%)	N/A	47.04	46.11
Total female employee remuneration (baht)	N/A	164,882,971.00	175,054,294.00
Percentage of remuneration in female employees (%)	N/A	52.96	53.89
Average remuneration of employees (Baht / Person)	53,213.48	56,477.40	61,144.06
Average remuneration of male employees (Baht / Person)	N/A	61,159.48	66,876.83
Average remuneration of female employees (Baht / Person)	N/A	52,881.00	56,965.28
Ratio of average remuneration of female employees to male employees	N/A	0.86	0.85

### Provident fund management policy

Provident fund management policy : Have

The company has an investment policy plan that allows employees to choose according to their individual risk levels

### Provident fund for employees (PVD)

	2022	2023	2024
Number of employees joining in PVD (persons)	873	854	854
Proportion of employees who are PVD members (%)	15.14	15.49	16.07

### Information on employee development

#### Employee training and development

	2022	2023	2024
Employee development plans as part of annual performance reviews	-	-	Yes
Average employee training hours (Hours / Person / Year)	N/A	N/A	4,421.00

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

### Information on safety, occupational health, and work environment

#### Number of working hours

	2022	2023	2024
Total number of hours worked by employees (Hours)	2,382,847.00	2,287,554.00	N/A

#### Statistic of accident and injuries of employees from work

	2022	2023	2024
Total number of lost time injury incidents by employees (Cases)	2	4	5
Total number of employees that lost time injuries for 1 day or more (Persons)	8	4	N/A
Percentage of employees that lost time injuries for 1 day or more (%)	0.14	0.07	N/A
Total number of employees that fatalities as a result of work-related injury (Persons)	0	0	N/A
Percentage of employees that fatalities as a result of work-related injury (%)	0.00	0.00	N/A
Lost time injury frequency rate (LTIFR) (Persons / 1 million-manhours) <sup>(*)</sup>	0.00	0.00	N/A
Lost time injury frequency rate (LTIFR) (Persons / 200,000 manhours) <sup>(**)</sup>	0.00	0.00	N/A

Additional explanation : <sup>(\*)</sup> The company with the total number of employees over 100 or more

<sup>(\*\*)</sup> The company with the total number of employees less than or equal to 100

## Information on promoting employee relations and participation

### Employee engagement

	2022	2023	2024
Total number of employee turnover leaving the company voluntarily (persons)	1,305	1,391	1,221
Total number of male employee turnover leaving the company voluntarily (persons)	625	633	634
Total number of female employee turnover leaving the company voluntarily (persons)	680	758	587
Proportion of voluntary resignations (%)	22.63	25.23	22.98
Percentage of male employee turnover leaving the Company voluntarily (%)	10.84	11.48	11.93
Percentage of female employee turnover leaving the Company voluntarily (%)	11.79	13.75	11.05
	2022	2023	2024
Evaluation result of employee engagement	Yes	Yes	Yes

### Employee internal groups

Employee internal groups : Yes

Types of employee internal groups : Welfare Committee, Labor Relation Committee, Employee Committee

## Responsibility to customers/ consumers

### Information on responsibility to customers/consumers policy

#### Consumer data privacy and protection policy and guidelines

Consumer data privacy and protection policy and guidelines : Yes  
Consumer data privacy and protection guidelines : Collection of personal data

#### Responsible sales and marketing policy and guidelines

Responsible sales and marketing policy and guidelines : Yes  
Responsible sales and marketing guidelines : Marketing communications that respect the law, adhere to relevant regulations, and consider consumer rights.

#### Policy and guidelines on communicating the impact of products and services to customers / consumers

Policy and guidelines on communicating the impact of products and services to customers / consumers : No

### Information on customer management plan

#### Customer management plan

Company's customer management plan : No  
Customer management plan implemented by the company in the past year : Responsible production and services for customers, Communication of product and service impacts to customers / consumers, Development of customer satisfaction and customer relationship, Consumer data privacy and protection

### Information on setting customer management goals

#### Setting customer management goals

Does the company set customer management goals : No

#### Details of setting customer management goals

### Information on performance and results of customer management

#### Performance and outcomes of customer management

Performance and outcomes of customer management : No

#### Customer satisfaction

	2022	2023	2024
Evaluation results of customer satisfaction	Yes	Yes	Yes

### Channels for receiving complaints from customers/consumers

Company's channels for receiving complaints from customers/consumers : Yes  
Telephone : +66 2 769 4230  
Fax : +66 2 769 4244  
Email : investor@megawecare.com

Company's website : [megawecare.com](http://megawecare.com)

Address : 384, Moo 4, Soi 6, Bangpoo Industrial Estate,  
Praeksa, Samutprakarn 10280, Thailand

## Responsibility to community/ society

### Information on community development and engagement policies

#### Community development and engagement policies

Community development and engagement policies : Yes

Reference link for community development and engagement policies : <https://sustainability.megawecare.com/en/social/corporate-social-responsibility>

### Information on community and social management plan

#### Community and social management plan

Company's community and social management plan : Yes

Community and social management plan implemented by the company over the past year : Occupational health, safety, health, and quality of life

### Information on setting of community and social management goals

#### Setting of community and social management goals

Does the company set community and social management goals : No

### Information on outcomes and results of community and social management

#### Performance and outcomes of community and social management

Performance and outcomes of community and social management : Yes

We Care Center received a plaque for recognizing PQUALITY PERSONS OF THE YEAR 2021 from Privy Councilor Kasem Chankaew, which was organized by Foundation of Science and Technology Council of Thailand (FSTT) Councilor

Mr. Vivek Dhawan, CEO of the company and Dr. Sant Chaiyodsilp, co-founder of the Wellness We care Center received "The Iconic of Life" award to honor individuals and organizations who are role models and drive the work of lifestyle medicine and holistic health care.

The company organized six training camps on "Self-Healing for Serious Illnesses." In addition to enhancing public knowledge, the initiative also promoted income generation within the community. As a result, 38 community members earned an income, with an average monthly salary of 20,000 baht organized by STT

#### Benefit from implementing social development project

##### Financial benefits

Does the company measure the financial benefits from social development? : No

##### Non-financial benefits

Does the company measure the non-financial benefits from social development? : No

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Market : SET      Industry Group : Services      Sector : Commerce

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### Corporate Governance Policy

#### Information on overview of the policy and guidelines

##### Corporate governance policy and guidelines

Corporate governance policy and guidelines : Yes

The company has set a policy to abide by all the laws of the country where it is located. The company shall ensure compliance with all commercial, tax and other laws and all the employees shall be encouraged to highlight any compliance issues to their superior.

Reference link for the full version of corporate governance policy and guidelines : <https://investor.megawecare.com/storage/document/cg/20150710-mega-cg-policy-en.pdf>

Page number of the reference link : 1-10

##### Policy and guidelines related to the board of directors

Are there policy and guidelines related to the board of directors : Yes

Guidelines related to the board of directors : Nomination of Directors, Determination of Director Remuneration, Independence of the Board of Directors from the Management, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

#### Nomination of Directors

##### Determination of Director Remuneration

Company determined the directors' remuneration by using the current applicable criteria to consider the remuneration from the size of business and the responsibilities of the Board in comparison with other companies with the same range of market capitalization and listed on the Stock Exchange of Thailand.

Reference link for Determination of Director Remuneration : <https://investor.megawecare.com/storage/document/cg/mega-remuneration-directors-ceo-executives-en.pdf>

Page number of the reference link : 1-4

##### Independence of the Board of Directors from the Management

Company promotes practices that support conducting business under good corporate governance by encouraging the Chairman of the Board to maintain independence from the management.

##### Director Development

Company engages its directors to participate in training programs and seminars organized by any agencies related to the company's business

##### Board Performance Evaluation

Company conducts performance evaluations of the Board of Directors Committee as a whole committee and in individual basis once a year

##### Corporate Governance of Subsidiaries and Associated Companies

Company has established a framework for supervising its subsidiaries to ensure compliance with relevant laws and regulations, aligning their operation with international standards. We also provide and implement policies on CG and anti-corruptions.

## Policy and guidelines related to shareholders and stakeholders

Policy and guidelines related to shareholders and stakeholders : Yes  
Guidelines and measures related to shareholders and stakeholders : Shareholder, Employee, Customer

### Shareholder

Company recognize and place importance on equitable and fair treatment to shareholders. Our IR team is a single contact point to communicate with shareholders, ensuring that our shareholder will receive sufficient, accurate and complete information of company's business. Additionally, Company has designated a compliance team to be responsible for organizing shareholder meeting in accordance to law and guidelines and policies of SET.

### Employee

Company has established work regulations to ensure that employees operate and perform in a unified direction. Company provides opportunities for employee to develop their potential through training program and organized club activities to promote employee health and well-being. In addition, company offers appropriate employee welfare benefits.

### Customer

Company has established Supply code of conduct

Reference link for Customer : <https://investor.megawecare.com/storage/document/cg/20220512-mega-supplier-code-en.pdf>  
Page number of the reference link : 1-8

## Information on business code of conduct

### Business code of conduct

Business code of conduct : Yes

Company has established a code of business to serve as a framework for conducting business efficiently with all parties, including business partners and stakeholders

Reference link for the full version of business code of conduct : <https://investor.megawecare.com/storage/document/cg/20130313-MEGA-Ethic-Conduct-EN.pdf>  
Page number of the reference link : 1-8

## Policy and guidelines related to business code of conduct

Guidelines related to business code of conduct : Prevention of Conflicts of Interest, Anti-corruption, Whistleblowing and Protection of Whistleblowers, Prevention of Misuse of Inside Information, Compliance with laws, regulations, and rules, Information and assets usage and protection, Anti-unfair competitiveness, Information and IT system security, Environmental management, Human rights, Safety and occupational health at work

### Prevention of Conflicts of Interest

Company has established a policy on the disclosure of conflicts of interest.

### Anti-corruption

The company has participate in CAC

### Whistleblowing and Protection of Whistleblowers

None of claim

### Prevention of Misuse of Inside Information

The company has a policy to prevent directors, executives, and employees from using insider information for personal gain or for the benefit of shareholders in an improper manner

Reference link for Prevention of Misuse of Inside Information : <https://investor.megawecare.com/storage/document/cg/20150323-mega-insiderPolicy-en.pdf>

Page number of the reference link : 1-3

## Compliance with laws, regulations, and rules

The company has a legal and compliance department responsible for establishing, monitoring, and ensuring that the company's regulations are aligned with current laws, to be effectively applied and implemented in operations.

Reference link for Compliance with laws, regulations, and rules : <https://investor.megawecare.com/storage/document/cg/20150608-mega-cgPolicy-en.pdf>

Page number of the reference link : 1

## Information and assets usage and protection

The company has a disclosure policy to establish a consistent framework for information disclosure and ensure alignment in its implementation.

Reference link for Information and assets usage and protection : <https://investor.megawecare.com/storage/document/cg/20150609-mega-disclosurePolicy-en.pdf>

Page number of the reference link : 1-5

## Anti-unfair competitiveness

The company has a competition policy to serve as a guideline for fair trade practices.

Reference link for Anti-unfair competitiveness : <https://investor.megawecare.com/storage/document/cg/20220301-mega-competition-policy-th.pdf>

Page number of the reference link : 1-5

## Information and IT system security

The company has established an information technology policy that outlines guidelines for data storage, control, connectivity, and risk management related to information technology, in order to prevent breaches of IT security systems.

Reference link for Information and IT system security : <https://investor.megawecare.com/storage/document/cg/20220512-information-technology-en.pdf>

Page number of the reference link : 5-24

## Environmental management

The company has established guidelines to conduct its business in parallel with environmental management and preservation. These guidelines are defined as part of its operational strategy to help reduce various costs and enhance the organization's image.

Reference link for Environmental management : <https://investor.megawecare.com/en/document/viewer/137538/for-m-56-1-one-report-2024>

Page number of the reference link : 130-135

## Human rights

The company has a human rights policy that serves as a guideline for colleagues to respect fundamental rights and individual freedoms. It also promotes the security and safety of employees and business partners in the workplace, as well as the prevention of sexual harassment.

Reference link for Human rights : <https://investor.megawecare.com/storage/document/cg/20220301-mega-human-rights-policy-en.pdf>

Page number of the reference link : 5-9

## Safety and occupational health at work

he company has established a Health, Safety, and Environment (HSE) policy with the intention of promoting sustainable work practices for employees, while simultaneously ensuring the protection and preservation of the environment.

Reference link for Safety and occupational health at work : <https://investor.megawecare.com/storage/document/cg/20220301-mega-hse-policy-en.pdf>

Page number of the reference link : 3-5

### **Promotion of compliance with the business code of conduct**

Promotion for the board of directors, executives, and employees to comply with the business code of conduct : Yes

The company communicates and arranges training on the code of conduct to directors, executives, and employees.

### **Participation in anti-corruption networks**

Participation or declaration of intent to join anti-corruption networks : Yes

Anti-corruption networks or projects the company has joined or declared intent to join : Thai Private Sector Collective Action Against Corruption (CAC)  
CAC membership certification status : Certified  
Certification document of CAC membership status : CAC Certificate Dec2023-2026.pdf

### **Information on material changes and developments in policy and corporate governance system over the past year**

#### **Material changes and developments related to the review of policy and guidelines in corporate governance system or board of directors' charter**

In the past year, did the company review the corporate governance policy and guidelines, or board of directors' charter : Yes

Material changes and developments in policy and guidelines over the past year : No

#### **Implementation of the CG Code for listed companies**

Implementation of the CG Code as prescribed by the SEC : Fully implement

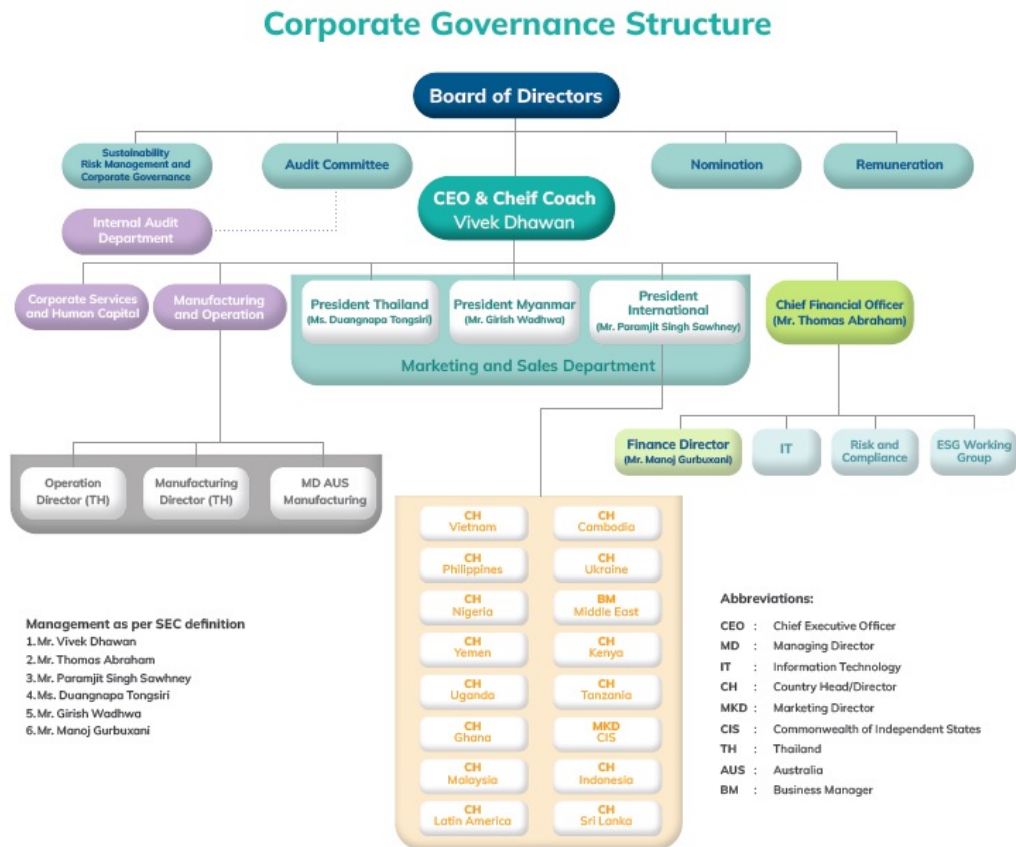
## Corporate Governance Structure

Information on corporate governance structure

Corporate governance structure

Corporate governance structure diagram

Corporate governance structure diagram



Corporate Governance Structure

Information on the board of directors

Information on the board of directors

Composition of the board of directors

	2024	
	Male (persons)	Female (persons)
Total directors	11	
	9	2
Executive directors	2	
	2	0
Non-executive directors	9	
	7	2

	2024	
	Male (persons)	Female (persons)
Independent directors	5	
	4	1
Non-executive directors who have no position in independent directors	4	
	3	1

	2024	
	Male (%)	Female (%)
<b>Total directors</b>	100.00	
	81.82	18.18
Executive directors	18.18	
	18.18	0.00
Non-executive directors	81.82	
	63.64	18.18
Independent directors	45.45	
	36.36	9.09
Non-executive directors who have no position in independent directors	36.36	
	27.27	9.09

Additional explanation : Displayed % (percentage) from proportion of total board of directors

	2024	
	Male (years)	Female (years)
Average age of board of directors	60	
	63	49

The information on each director and controlling person

List of the board of directors

List of directors	Position	First appointment date of director	Skills and expertise
<p>1. Mr. MECHAI VIRAVAIIDYA  Gender: Male  Age : 83 years  Highest level of education : Doctoral degree  Study field of the highest level of education : Community Development  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 0 Shares (0.000000 %)</li> </ul>	<p>Chairman of the Board of Directors  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Continuing director (Full term of directorship and being re-appointed as a director)</p>	1 Feb 2013	Strategic Management, Governance/ Compliance, Sustainability
<p>2. Mr. ALAN KAM  Gender: Male  Age : 68 years  Highest level of education : Master's degree  Study field of the highest level of education : Finance  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p>	<p>Vice-chairman of the Board of Directors  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Continuing director (Full term of directorship and being re-appointed as a director)</p>	1 Feb 2013	Finance, Accounting, Corporate Social Responsibility, Strategic Management, Governance/ Compliance
<p>3. Ms. NITHINART SINTHUDEACHA  Gender: Female  Age : 58 years  Highest level of education : Doctoral degree  Study field of the highest level of education : organization and Human resource development  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : Yes  DCP course : Yes</p>	<p>Director  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	5 Apr 2023	Strategic Management, Governance/ Compliance, Corporate Social Responsibility, Sustainability

List of directors	Position	First appointment date of director	Skills and expertise
<p>4. Mr. VIJAY PAUL KARWAL</p> <p>Gender: Male</p> <p>Age : 54 years</p> <p>Highest level of education : Bachelor's degree</p> <p>Study field of the highest level of education : Economics</p> <p>Thai nationality : No</p> <p>Residence in Thailand : No</p> <p>Family relationship between directors and executives : Doesn't Have</p> <p>Legal offenses in the past 5 years : Doesn't Have</p> <p>DAP course : No</p> <p>DCP course : No</p>	<p>Director</p> <p>(Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Continuing director (Full term of directorship and being re-appointed as a director)</p>	13 May 2021	Strategic Management, Accounting, Finance, Risk Management, Governance/ Compliance
<p>5. Mr. THOR SANTISIRI</p> <p>Gender: Male</p> <p>Age : 72 years</p> <p>Highest level of education : Bachelor's degree</p> <p>Study field of the highest level of education : Arts</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Family relationship between directors and executives : Doesn't Have</p> <p>Legal offenses in the past 5 years : Doesn't Have</p> <p>DAP course : No</p> <p>DCP course : Yes</p>	<p>Director</p> <p>(Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	1 Feb 2013	Strategic Management, Governance/ Compliance
<p>6. Mr. KIRIT SHAH</p> <p>Gender: Male</p> <p>Age : 71 years</p> <p>Highest level of education : Bachelor's degree</p> <p>Study field of the highest level of education : Commerce</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Family relationship between directors and executives : Doesn't Have</p> <p>Legal offenses in the past 5 years : Doesn't Have</p> <p>DAP course : No</p> <p>DCP course : Yes</p>	<p>Director</p> <p>(Non-executive directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	1 Feb 2013	Strategic Management, Accounting, Finance, Governance/ Compliance

List of directors	Position	First appointment date of director	Skills and expertise
<p>7. Mr. ISHAAN SHAH  Gender: Male  Age : 36 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : Science in Business Administration  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p> <p><b>Shareholding in the company</b>  • Direct shareholding : 0 Shares (0.000000 %)</p>	<p>Director  (Non-executive directors)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	1 Feb 2013	Strategic Management, Governance/ Compliance
<p>8. Ms. SAMEERA SHAH  Gender: Female  Age : 41 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : Fine and Applied Arts  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p> <p><b>Shareholding in the company</b>  • Direct shareholding : 0 Shares (0.000000 %)</p>	<p>Director  (Non-executive directors)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	1 Feb 2013	Strategic Management, Governance/ Compliance

List of directors	Position	First appointment date of director	Skills and expertise
<p>9. Mr. SHIRAZ ERACH POONEVALA  Gender: Male  Age : 60 years  Highest level of education : Master's degree  Study field of the highest level of education : Commerce  Thai nationality : No  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p> <p><b>Shareholding in the company</b>  • Direct shareholding : 0 Shares (0.000000 %)</p>	<p>Director  (Non-executive directors)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Continuing director (Full term of directorship and being re-appointed as a director)</p>	1 Feb 2013	Strategic Management, Accounting, Finance, Governance/ Compliance
<p>10. Mr. VIVEK DHAWAN  Gender: Male  Age : 63 years  Highest level of education : Master's degree  Study field of the highest level of education : Business Administration  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p>	<p>Director  (Executive Directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	1 Feb 2013	Strategic Management, Finance, Risk Management, Governance/ Compliance, Sustainability
<p>11. Mr. THOMAS ABRAHAM  Gender: Male  Age : 61 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : Commerce  Thai nationality : No  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years : Doesn't Have  DAP course : No  DCP course : Yes</p>	<p>Director  (Executive Directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	1 Feb 2013	Strategic Management, Accounting, Finance, Governance/ Compliance, Sustainability

Additional explanation:

(\*) Any offense under the Securities and Exchange Act B.E. 2535 (1992) or the Derivatives Act B.E. 2546 (2003), only in the following cases:

(1) Dishonest act or gross negligence

(2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may affect decision making of

shareholders, investors or other parties involved

(3) Unfair acts or exploitation of investors in trading securities or derivatives, or participation in, or support to, such acts.

(\*\*) Shareholdings by persons related to directors or executives as prescribed in Section 59 of the Securities and Exchange Act B.E. 2535 (1992), such as spouses or cohabiting couple (unmarried couples living together openly), minor children, etc.

### List of the board of directors by position

List of the board of directors	Position	Executive directors	Non-executive directors	Independent directors	Non-executive directors who have no position in independent directors	Authorized directors as per the company's certificate of registration
1. Mr. MECHAI VIRAVAIIDYA	Chairman of the Board of Directors		✓	✓		
2. Mr. ALAN KAM	Vice-chairman of the Board of Directors		✓	✓		
3. Ms. NITHINART SINTHUDEACHA	Director		✓	✓		
4. Mr. VIJAY PAUL KARWAL	Director		✓	✓		
5. Mr. THOR SANTISIRI	Director		✓	✓		
6. Mr. KIRIT SHAH	Director		✓		✓	✓
7. Mr. ISHAAN SHAH	Director		✓		✓	
8. Ms. SAMEERA SHAH	Director		✓		✓	
9. Mr. SHIRAZ ERACH POONEVALA	Director		✓		✓	
10. Mr. VIVEK DHAWAN	Director	✓				✓
11. Mr. THOMAS ABRAHAM	Director	✓				✓
<b>Total (persons)</b>		<b>2</b>	<b>9</b>	<b>5</b>	<b>4</b>	<b>3</b>

### Overview of director skills and expertise

Skills and expertise	Number (persons)	Percent (%)
1. Accounting	5	45.45
2. Finance	6	54.55
3. Corporate Social Responsibility	2	18.18
4. Sustainability	4	36.36
5. Strategic Management	11	100.00
6. Risk Management	2	18.18
7. Governance/ Compliance	11	100.00

### Information about the other directors

	2024
The chairman of the board and the highest-ranking executive are from the same person	No
The chairman of the board is an independent director	Yes
The chairman of the board and the highest-ranking executive are from the same family	No
Chairman is a member of the executive board or taskforce	No
The company appoints at least one independent director to determine the agenda of the board of directors' meeting	Yes

Additional explanation : (\*) Composition of the Board of Directors is calculated from the Board of Directors data in the year 2022 onwards

(\*\*) If a remark is specified, the remark from the most recent year will be displayed

## The measures for balancing the power between the board of directors and the Management

The measures for balancing the power between the board of directors and the Management : Have

Methods of balancing power between the board of directors and Management : Increasing the proportion of independent directors to more than half

## Information on the roles and duties of the board of directors

Board charter : Have

Company has established a policy on Board Policy

Reference link for the board charter : <https://investor.megawecare.com/storage/document/cg/20210405-mega-board-policy-en.pdf>

## Information on subcommittees

### Information on subcommittees

### Information on roles of subcommittees

### Roles of subcommittees

#### Audit Committee

##### Role

- Audit of financial statements and internal controls

##### Scope of authorities, role, and duties

- Appoint External Auditors based on the selection criteria decided by the Audit Committee
- Appoint Internal Auditor and discuss as well as decide with the Internal Auditor the scope and nature of engagement adopting a risk based approach
- Review and approve the financial statements and propose to Board of Directors.
- Review significant accounting and reporting issues including complex or unusual transactions and highly judgmental areas.
- Discuss with Mega's management and external auditor regarding to the audit results, relevant risks and management action to decrease the identified risks.
- Review the effectiveness of internal control over the financial reporting process.
- Review whether management is setting appropriate internal control practices and

processes are in place.

- Review whether management has implemented recommendations on internal control from internal and external auditors.
- Review and approve the internal audit charter, annual audit plan, staffing and resources required of internal audit.
- Review the activities of the internal audit, ensuring independence from Mega's management, and that no unjustified restrictions or limitations are made.
- Review and approve the compliance charter, annual plan, staffing and resources required of compliance and control function.
- Obtain regular updates from the audit and compliance group regarding all compliance matters affecting Mega's operations.
- Review the non-compliance issues raised by regulatory agencies and the rectification of those issues. The audit committee shall report these non-compliance issues to the board of directors.
- Review the effectiveness of the system for monitoring compliance with laws and regulations (Legal Compliance and checklist) and the results of follow-up of any instances of non-compliance. The audit committee shall report these non-compliance issues to the board of directors.
- Review the adequacy of Mega's risk management process and policies
- Review the effectiveness of the implementation of Mega's risk management systems.
- Ensure that the Code of Conduct and conflict of interest policy is in writing and arrangements are made for all management and employee to be aware of it.
- Promote the compliance with the code of conduct and conflicts of interest policy.
- To prepare and to disclose in the company's annual report, the Audit Committee report which must be signed by the Chairman of the Audit Committee
- Perform other assignments as requested by the Board of Directors.
- Review and assess the adequacy of the audit committee charter on regular basis, requesting board of director's approval for proposed changes.
- Perform self-assessment at least annually and present results to the board of directors
- Review the internal control manuals and fraud prevention measures by the Management.
- Review the Corporate Governance policy and practice of the company

**Reference link for the charter**

<https://investor.megawecare.com/storage/document/charter/20220801-mega-audit-committee-charter-en.pdf>

## Nomination Committee

### Role

- Director and executive nomination

### Scope of authorities, role, and duties

To determine the procedure and criteria for director nomination.

- To determine the qualifications of directors with a focus on the skills, experience, and specific capabilities which are beneficial to the Company, and consideration of such directors' dedication of time, diversity and personal endeavor to perform their duties as directors.
- To search and select qualified experts to act as directors and nominate them to the Board of Directors by seeking approval for appointment from the annual general meeting of shareholders.
- To deliberate on the succession plan for the Chief Executive Officer while reviewing the list of qualified and suitable persons.
- To select directors who are qualified as committee members for the Board of Directors' in the event of vacancies.
- To make recommendation to the Board of Directors on the organization structure annually.
- To sub-authorize and/or delegate any other persons to perform certain tasks on behalf of the Nomination Committee, provided that such sub-authorization and/or delegation shall be within the scope of authority specified in the respective power of attorney and/or rules, regulations or resolutions of the Board of Directors. However, in a transaction, the delegation within the scope of duties and responsibilities of the Nomination Committee shall not be a sub-authorization or delegation that allows the Nomination Committee or any authorized person who has a conflict of interest or a conflict of any kind with the Company or its subsidiaries to approve such a transaction.
- To Conduct self-assessment of the Committee minimum once a year and submit to the Board of Directors

### Reference link for the charter

<https://investor.megawecare.com/storage/document/charter/20220318-mega-nomination-committee-charter-en.pdf>

## Remuneration Committee

### Role

- Remuneration

### Scope of authorities, role, and duties

- To make recommendation to the Board of Directors on the essential factors of the Board of Directors' compensation annually.
- To propose compensation criteria for the Board of Directors in line with their responsibilities and the overall performance of the Company. Such criteria must be attractive and adequate to retain competent, quality, and capable directors. The Board of Directors must review the proposal before presenting to the annual general meeting of shareholders for approval, if required by law.
- To conduct performance appraisal and decide the compensation for the Chief Executive Officer.
- To sub-authorize and/or delegate any other persons to perform certain tasks on behalf of the Remuneration Committee, provided that such sub-authorization and/or delegation shall be within the scope of authority specified in the respective power of attorney and/or rules, regulations or resolutions of the Board of Directors. However, in a transaction, the delegation within the scope of duties and responsibilities of the Remuneration Committee shall not be a sub-authorization or delegation that allows the Remuneration Committee or any authorized person who has a conflict of interest or a conflict of any kind with the Company or its subsidiaries to approve such a transaction.
- To Conduct self-assessment of the Committee minimum once a year and submit to the Board of Directors

### Reference link for the charter

<https://investor.megawecare.com/storage/document/charter/20220318-mega-remuneration-committee-charter-en.pdf>

### Role

- Risk management
- Corporate governance
- Sustainability development

### Scope of authorities, role, and duties

- Consider and provide opinions on the Risk Management policy and framework to be presented to the Board for approval
- Acknowledge, consider and provide opinion on Risk Assessment and Risk measurement/management including action plans to manage risks at an acceptable level
- Monitor and follow up the action plan to continuously manage risks
- Report risks to the Board of Directors on a regular basis or minimum once a year
- Hire independent parties if necessary
- Screen the risk management specialist to be appointed on Board of Directors and report to Nomination Committee
- Establish a sustainability policy framework according to the operations of the Company to ensure acceptance from the stakeholders including communities and society
- Review and adapt the scope for the preparation of sustainability reports
- Supervise compliance with the good corporate governance principles and regulations of the Securities and Exchange Commission
- Review and update the Sustainability Policy of the Company
- Appoint a Sustainability working group to proceed according to the sustainability policy of the Company
- Supervise and guide the sustainability working group regularly
- Review and comment on the Corporate Governance policy, business ethics and code of conduct the Anti-Bribery policy and related policies including but not limited to Human Rights Policy to comply with the laws and regulations of government and government agencies including Stock Exchange of Thailand and Securities and Exchange Commission of Thailand
- Oversee and ensure that the Board of Directors and Management of the Company complies with the policies
- Review and report the results of activities undertaken, results of compliance and report key issues related to corporate governance and anti-corruption
- Coordinate with the Board of Directors and Committees to ensure compliance with Corporate Governance Policy, guidelines, Anti-corruption Policy and Guidelines and Business ethics and Code of Conduct including its sub-policies.
- To sub-authorize and/or delegate any other persons to perform certain tasks on behalf of the Sustainability, Risk Management and Corporate Governance Committee, provided that such sub-authorization and/or delegation shall be within the scope of authority specified in the respective power of attorney and/or rules, regulations or resolutions of the Board of Directors. However, in a transaction, the delegation within the scope of duties and responsibilities of the Sustainability, Risk Management and Corporate Governance Committee shall not be an sub-authorization or delegation that allows the Sustainability, Risk Management and Corporate Governance Committee or any authorized person who has a conflict of interest or a conflict of any kind with the Company or its subsidiaries to approve such a transaction.
- To Conduct self-assessment of the Committee minimum once a year and submit to the Board of Directors

### Reference link for the charter

<https://investor.megawecare.com/storage/document/charter/20230614-mega-sustainability-risk-management-charter-en.pdf>

## Information on each subcommittee

## List of audit committee

List of directors	Position	Appointment date of audit committee member	Skills and expertise
<p>1. Mr. ALAN KAM<sup>(*)</sup>                      Gender: Male                      Age : 68 years                      Highest level of education : Master's degree                      Study field of the highest level of education : Finance                      Thai nationality : Yes                      Residence in Thailand : Yes                      Expertise in accounting information review : Yes</p>	<p>Chairman of the audit committee                      (Non-executive directors, Independent director)</p> <p>Director type : Continuing director (Full term of directorship and being re-appointed as a director)</p>	1 Feb 2013	Finance, Accounting, Corporate Social Responsibility, Strategic Management, Governance/ Compliance
<p>2. Mr. THOR SANTISIRI<sup>(*)</sup>                      Gender: Male                      Age : 72 years                      Highest level of education : Bachelor's degree                      Study field of the highest level of education : Arts                      Thai nationality : Yes                      Residence in Thailand : Yes                      Expertise in accounting information review : Yes</p>	<p>Member of the audit committee                      (Non-executive directors, Independent director)</p> <p>Director type : Existing director</p>	1 Feb 2013	Strategic Management, Governance/ Compliance
<p>3. Mr. VIJAY PAUL KARWAL<sup>(*)</sup>                      Gender: Male                      Age : 54 years                      Highest level of education : Bachelor's degree                      Study field of the highest level of education : Economics                      Thai nationality : No                      Residence in Thailand : No                      Expertise in accounting information review : Yes</p>	<p>Member of the audit committee                      (Non-executive directors, Independent director)</p> <p>Director type : Continuing director (Full term of directorship and being re-appointed as a director)</p>	13 May 2021	Strategic Management, Accounting, Finance, Risk Management, Governance/ Compliance

Additional explanation :

(\*) Directors with expertise in accounting information review

## Other Subcommittees

Subcommittee name	Name list	Position
Nomination Committee	Mr. VIJAY PAUL KARWAL	The chairman of the subcommittee (Independent director)
	Ms. NITHINART SINTHUDEACHA	Member of the subcommittee (Independent director)
	Mr. ALAN KAM	Member of the subcommittee (Independent director)

Subcommittee name	Name list	Position
Remuneration Committee	Mr. THOR SANTISIRI	The chairman of the subcommittee (Independent director)
	Mr. KIRIT SHAH	Member of the subcommittee
	Mr. VIVEK DHAWAN	Member of the subcommittee
Sustainability Risk Management and Corporate Governance Committee	Ms. NITHINART SINTHUDEACHA	The chairman of the subcommittee (Independent director)
	Mr. VIVEK DHAWAN	Member of the subcommittee
	Mr. THOMAS ABRAHAM	Member of the subcommittee

Information on the executives

Information on the executives

List and positions of the executive

List of the highest-ranking executive and the next four executives

List of executives	Position	First appointment date	Skills and expertise
<p>1. Mr. VIVEK DHAWAN  Gender: Male  Age : 63 years  Highest level of education : Master's degree  Study field of the highest level of education : Business Administration  Thai nationality : Yes  Residing in Thailand : Yes  Highest responsibility in corporate accounting and finance : No  Accounting supervisor : No</p>	<p>Chief Executive Director  (The highest-ranking executive)</p>	<p>15 Sep 1986</p>	<p>Strategic Management,  Finance, Risk Management,  Governance/ Compliance,  Sustainability</p>
<p>2. Mr. THOMAS ABRAHAM<sup>(*)(**)</sup>  Gender: Male  Age : 61 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : Commerce  Thai nationality : No  Residing in Thailand : Yes  Highest responsibility in corporate accounting and finance : Yes  Accounting supervisor : Yes</p>	<p>Chief Financial Officer</p>	<p>20 Feb 2008</p>	<p>Strategic Management,  Accounting, Finance,  Governance/ Compliance,  Sustainability</p>
<p>3. Ms. Duangnapa Tongsiri  Gender: Female  Age : 64 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : Pharmaceutical Sciences  Thai nationality : Yes  Residing in Thailand : Yes  Highest responsibility in corporate accounting and finance : No  Accounting supervisor : No</p>	<p>President, Thailand</p>	<p>17 Jan 2013</p>	<p>Corporate Management,  Strategic Management,  Business Administration</p>
<p>4. Mr. Manoj Gurbaxani<sup>(*)(**)</sup>  Gender: Male  Age : 50 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : Commerce  Thai nationality : No  Residing in Thailand : Yes  Highest responsibility in corporate accounting and finance : Yes  Accounting supervisor : Yes</p>	<p>Deputy CFO</p>	<p>17 Jan 2023</p>	<p>Economics, Banking,  Accounting, Finance</p>

Additional Explanation :

(\*) Highest responsibility in corporate accounting and finance

(\*\*) Accounting supervisor

(\*\*\*) Appointed after the fiscal year end of the reporting year

## Remuneration policy for executive directors and executives

Reference link for remuneration policy for executive directors and executives : <https://investor.megawecare.com/storage/document/cg/mega-remuneration-directors-ceo-executives-en.pdf>

Does the board of directors or the remuneration committee have an opinion on the remuneration policy for executive directors and executives : Have

## Remuneration of executive directors and executives

### Monetary remuneration of executive directors and executives

	2022	2023	2024
Total remuneration of executive directors and executives (baht)	0.00	0.00	0.00
Total remuneration of executive directors (baht)	0.00	0.00	0.00

### Other remunerations of executive directors and executives

	2022	2023	2024
Employee Stock Ownership Plan (ESOP)	No	No	No
Employee Joint Investment Program (EJIP)	No	No	No

### Outstanding remuneration or benefits of executive directors and executives

Outstanding remuneration or benefits of executive directors and executives in the past year : 0.00

### Other significant information

### Other significant information

### Assigned person

#### List of persons assigned for accounting oversight

General information	Email	Telephone number
1. Mr. Thomas Abraham	thomas@megawecare.com	02-7694222

#### List of the company secretary

General information	Email	Telephone number
1. Ms. Sujintana Boonworapat	sujjin@megawecare.com	02-7694222

#### List of the head of internal audit or outsourced internal auditor

General information	Email	Telephone number
1. Ms. Ruamphorn Wanitworanan	Ruamphorn@mazars.co.th	-

### List of the head of the compliance unit

General information	Email	Telephone number
1. Mr. Deepak Panjwani	deepak@megawecare.com	02-7694222

### Head of investor relations

Does the Company have an appointed head of investor relations : Have relations

### List of the head of investor relations

General information	Email	Telephone number
1. Mr. Manoj Gurbuxani	manoj@megawecare.com	-

### Company's auditor

#### Details of the company's auditor

Audit firms	Audit fee (Baht)	Other service fees	Names and general information of auditors
KPMG PHOOMCHAI AUDIT COMPANY LIMITED YAN NAWA SATHON Bangkok 10120 Telephone number 0 2677 2000	5,305,000.00	Types of non-audit service : Non-Audit Fee  Details of non-audit service : Non-Audit Fee  Total non-audit fee 695,000.00 baht	1. Ms. SUREERAT THONGARUNSANG Email: sureerat@kpmg.co.th Telephone number: 0 2677 2000 License number: 4409  2. Ms. VILAIWAN PHOLPRASERT Email: vilaiwan@kpmg.co.th Telephone number: 0 2677 2000 License number: 8420  3. Mr. CHOKECHAI NGAMWUTIKUL Email: chokechai@kpmg.co.th Telephone number: 0 2677 2000 License number: 9728  4. Mr. SUMATE JANGSAMSEE Email: sumate@kpmg.co.th Telephone number: 0 2677 2000 License number: 9362

### Assigned personnel in case of a foreign company

Does the company have any individual assigned to be representatives in Thailand : No

## Performance Report on Corporate Governance

Information about the summary of duty performance of the board of directors over the past

Selection, development and evaluation of duty performance of the board of directors

### Information about the selection of the board of directors

#### List of directors whose terms have ended and have been reappointed

List of directors	Position	First appointment date of director	Skills and expertise
Mr. MECHAI VIRAVAIIDYA	Chairman of the Board of Directors	1 Feb 2013	Strategic Management, Governance/ Compliance, Sustainability
Mr. ALAN KAM	Vice-chairman of the Board of Directors	1 Feb 2013	Finance, Accounting, Corporate Social Responsibility, Strategic Management, Governance/ Compliance
Mr. VIJAY PAUL KARWAL	Director	13 May 2021	Strategic Management, Accounting, Finance, Risk Management, Governance/ Compliance
Mr. SHIRAZ ERACH POONEVALA	Director	1 Feb 2013	Strategic Management, Accounting, Finance, Governance/ Compliance

#### Selection of independent directors

##### Criteria for selecting independent directors

Independent Directors shall be those who are:

1. Not employees of the company or its subsidiaries
2. Experts in the industry or any function which they review in the company.
3. Having no business or dealings or relation with the company or its subsidiaries which will compromise the interests of the company or its shareholders
4. The Independent Directors shall be members of Committees and shall be available for retirement by rotation.
5. The Board may assign a time limit for the Independent Directors, however, this shall be reviewed considering the expertise and the knowledge about the company operations that the Independent Directors possess.

Qualifications of Independent Directors

1. They must not hold shares in the company either directly or indirectly exceeding 0.75% of the paid up capital of the company.
2. They must not be involved in the day to day management of the company or a related business or any of its subsidiaries or associated companies.
3. They must not be related directly or indirectly to any of the other Directors.
4. They must not have a related business pursuant to the regulations of the Securities and Exchange Commission and also must be free from any direct or indirect financial or other interest in the management and business of the company, its subsidiaries, associated companies or major shareholders.
5. They must not be acting as the Nominee or representative of any Director, major shareholder/s, relative of such shareholders of the company.

## Business or professional relationships of independent directors over the past year

Business or professional relationships of independent directors : Yes  
over the past year

## Nature of business relationship or professional services

The Company considered that Independent Directors are duly qualified under the Articles of Association of the Company, the PLCA, and requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. Since the nominated candidates are variously knowledgeable, experienced in fields relevant to the conduct of business, have performed their duty with honesty according to corporate governance, and can devote their time and expertise in the best interest of the Company as well as all shareholders and stakeholders

## Reason and necessity to maintain or appoint such person to be an independent director

Since Independent Directors has various experience and they can devote their valuable time in the best interest of the Company

## The board of directors' opinion on the individual's role as an independent director

Since Independent Director did not hold an executive position throughout my tenure as an independent director, there was no interference in the operations. Instead, I provided independent and reasonable opinions for the benefit of the company.

## Selection of directors and the highest-ranking executive

### Method for selecting directors and the highest-ranking executive

Method for selecting persons to be appointed as directors : Yes  
through the nomination committee

Method for selecting persons to be appointed as the highest-ranking executive through the nomination committee : Yes

## Rights of minority shareholders on director appointment

The company recognizes the rights of all shareholders, whether large or small. All shareholders have equal rights. Furthermore, the company has provided an opportunity for shareholders to propose candidates for consideration and election as company directors in advance, with a notice period of 4 months.

Method of director appointment : Method whereby each director requires approval votes more than half of the votes of attending shareholders and casting votes

## Information on the development of directors

### Development of directors over the past year

### Details of the development of directors over the past year

List of directors	Participation in training in the past financial year	History of training participation
1. Mr. MECHAI VIRAVAIIDYA (Chairman of the Board of Directors)	Non-participating	-
2. Mr. ALAN KAM (Vice-chairman of the Board of Directors)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2023: Director Leadership Certification Program (DLCP)</li> <li>• 2018: Strategic Board Master Class (SBM)</li> <li>• 2017: Role of the Chairman Program (RCP)</li> <li>• 2004: Director Certification Program (DCP)</li> </ul> Other <ul style="list-style-type: none"> <li>• 2014: Intermediaries</li> <li>• 2008: Chartered Director Class</li> <li>• 2006: Corporate Social Responsibility Program (CSR)</li> </ul>
3. Ms. NITHINART SINTHUDEACHA (Director)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2018: Director Accreditation Program (DAP)</li> </ul>
4. Mr. VIJAY PAUL KARWAL (Director)	Participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2024: Director Accreditation Program (DAP)</li> </ul>
5. Mr. THOR SANTISIRI (Director)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2013: Director Certification Program (DCP)</li> </ul>
6. Mr. KIRIT SHAH (Director)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2005: Director Certification Program (DCP)</li> </ul>
7. Mr. ISHAAN SHAH (Director)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2011: Director Certification Program (DCP)</li> </ul>
8. Ms. SAMEERA SHAH (Director)	Non-participating	-
9. Mr. SHIRAZ ERACH POONEVALA (Director)	Non-participating	-
10. Mr. VIVEK DHAWAN (Director)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2012: Director Certification Program (DCP)</li> </ul>
11. Mr. THOMAS ABRAHAM (Director)	Non-participating	Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>• 2008: Director Certification Program (DCP)</li> </ul>

## Information on the evaluation of duty performance of directors

### Criteria for evaluating the duty performance of the board of directors

The evaluation of the performance of the Board of Directors is a mechanism that reflects the strengths, weaknesses, and obstacles encountered in performing their duties throughout the past year. It is used as a tool to assess the work done during the previous year to enhance operations further. The evaluation result for the year 2024 remains at 94.5%.

### Evaluation of the duty performance of the board of directors over the past year

The evaluation result for the year 2024 remains at 94.5%. The evaluation result for the year 2024 remains at 94.5%. The company employs an evaluation framework based on structure, duties, and responsibilities to ensure that the Board of Directors' performance aligns with generally accepted principles of good corporate governance.

### Performance evaluation criteria for the executives

Performance evaluation criteria for the executives : No

## Information on meeting attendance and remuneration payment to each board member

### Meeting attendance and remuneration payment to each board member

#### Meeting attendance of the board of directors

#### Meeting attendance of the board of directors

Number of the board of directors meeting over the past year : 7  
(times)

Date of AGM meeting : 02 Apr 2024

EGM meeting : No

#### Details of the board of directors' meeting attendance

List of directors	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
1. Mr. MECHAI VIRAVAIDYA (Chairman of the Board of Directors, Independent director)	7	/	7	1	/	1	N/A	/	N/A
2. Mr. ALAN KAM (Vice-chairman of the Board of Directors, Independent director)	6	/	7	1	/	1	N/A	/	N/A
3. Ms. NITHINART SINTHUDEACHA (Director, Independent director)	7	/	7	1	/	1	N/A	/	N/A
4. Mr. VIJAY PAUL KARWAL (Director, Independent director)	7	/	7	1	/	1	N/A	/	N/A
5. Mr. THOR SANTISIRI (Director, Independent director)	6	/	7	1	/	1	N/A	/	N/A
6. Mr. KIRIT SHAH (Director)	7	/	7	1	/	1	N/A	/	N/A
7. Mr. ISHAAN SHAH (Director)	7	/	7	1	/	1	N/A	/	N/A
8. Ms. SAMEERA SHAH (Director)	7	/	7	1	/	1	N/A	/	N/A
9. Mr. SHIRAZ ERACH POONEVALA (Director)	7	/	7	1	/	1	N/A	/	N/A

List of directors	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
10. Mr. VIVEK DHAWAN (Director)	7	/	7	1	/	1	N/A	/	N/A
11. Mr. THOMAS ABRAHAM (Director)	7	/	7	1	/	1	N/A	/	N/A

## Remuneration of the board of directors

### Types of remuneration of the board of directors

The company has established remuneration criteria based on alignment with its strategy, experience, duties, and scope of responsibilities and considered from the size of business and the responsibilities of the Board in comparison with other companies with the same range of market capitalization and listed on the Stock Exchange of Thailand

### Remuneration of the board of directors

#### Details of the remuneration of each director over the past year

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
1. Mr. MECHAI VIRAVAIIDYA (Chairman of the Board of Directors)			2,315,250.00		N/A
Board of Directors	2,315,250.00	N/A	2,315,250.00	-	
2. Mr. ALAN KAM (Vice-chairman of the Board of Directors)			1,653,750.00		N/A
Board of Directors	1,653,750.00	N/A	1,653,750.00	-	
Audit Committee	N/A	N/A	N/A	-	
Nomination Committee	N/A	N/A	N/A	-	
3. Ms. NITHINART SINTHUDEACHA (Director)			1,203,930.00		N/A
Board of Directors	1,203,930.00	N/A	1,203,930.00	-	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
Sustainability Risk Management and Corporate Governance Committee	N/A	N/A	N/A	-	
Nomination Committee	N/A	N/A	N/A	-	
<b>4. Mr. VIJAY PAUL KARWAL (Director)</b>			<b>1,203,930.00</b>		<b>N/A</b>
Board of Directors	1,203,930.00	N/A	1,203,930.00	-	
Audit Committee	N/A	N/A	N/A	-	
Nomination Committee	N/A	N/A	N/A	-	
<b>5. Mr. THOR SANTISIRI (Director)</b>			<b>1,203,930.00</b>		<b>N/A</b>
Board of Directors	1,203,930.00	N/A	1,203,930.00	-	
Audit Committee	N/A	N/A	N/A	-	
Remuneration Committee	N/A	N/A	N/A	-	
<b>6. Mr. KIRIT SHAH (Director)</b>			<b>694,575.00</b>		<b>N/A</b>
Board of Directors	694,575.00	N/A	694,575.00	-	
Remuneration Committee	N/A	N/A	N/A	-	
<b>7. Mr. ISHAAN SHAH (Director)</b>			<b>694,575.00</b>		<b>N/A</b>
Board of Directors	694,575.00	N/A	694,575.00	-	
<b>8. Ms. SAMEERA SHAH (Director)</b>			<b>694,575.00</b>		<b>N/A</b>
Board of Directors	694,575.00	N/A	694,575.00	-	
<b>9. Mr. SHIRAZ ERACH POONEVALA (Director)</b>			<b>694,575.00</b>		<b>N/A</b>
Board of Directors	694,575.00	N/A	694,575.00	-	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
<b>10. Mr. VIVEK DHAWAN (Director)</b>			0.00		N/A
Board of Directors	0.00	N/A	0.00	-	
Sustainability Risk Management and Corporate Governance Committee	N/A	N/A	N/A	-	
Remuneration Committee	N/A	N/A	N/A	-	
<b>11. Mr. THOMAS ABRAHAM (Director)</b>			0.00		N/A
Board of Directors	0.00	N/A	0.00	-	
Sustainability Risk Management and Corporate Governance Committee	N/A	N/A	N/A	-	

#### Summary of the remuneration of each committee over the past year

Names of board members	Meeting allowance	Other monetary remuneration	Total (Baht)
1. Board of Directors	10,359,090.00	0.00	10,359,090.00
2. Audit Committee	0.00	0.00	0.00
3. Executive Committee	0.00	0.00	0.00
4. Nomination Committee	0.00	0.00	0.00
5. Remuneration Committee	0.00	0.00	0.00
6. Sustainability Risk Management and Corporate Governance Committee	0.00	0.00	0.00

#### Summary of the remuneration of the board of directors

	2024
Meeting allowance (Baht)	10,359,090.00
Other monetary remuneration (Baht)	0.00
Total (Baht)	10,359,090.00

## Remunerations or benefits pending payment to the board of directors

Remunerations or benefits pending payment to the board of directors over the past year : 0.00  
(Baht)

## Information on corporate governance of subsidiaries and associated companies

### Corporate governance of subsidiaries and associated companies

#### Mechanism for overseeing subsidiaries and associated companies

Does the Company have subsidiaries and associated companies : Yes

Mechanism for overseeing subsidiaries and associated companies : Yes

Mechanism for overseeing management and taking responsibility for operations in subsidiaries and associated companies approved by the board of directors : The appointment of representatives as directors, executives, or controlling persons in proportion to shareholding, The determination of the scope of duties and responsibilities of directors and executives as company representatives in establishing important policies, Disclosure of financial condition and operating results, Transactions between the company and related parties, Other significant transactions, Acquisition or disposal of assets, Internal control system of the subsidiary operating the core business is appropriate and sufficient in the subsidiary operating the core business

The company has an investment policy that outlines both direct and indirect measures and mechanisms to enable the company to oversee and manage the operations of its subsidiaries. This includes monitoring to ensure that the subsidiaries comply with the established measures and mechanisms

## Information on the monitoring of compliance with corporate governance policy and guidelines

### The monitoring of compliance with corporate governance policy and guidelines

#### Prevention of conflicts of interest

#### Operations for conflict of interest prevention over the past year

Has the company operated in preventing conflicts of interest over the past year : Yes

The company has stipulated the prevention of conflicts of interest in its Code of Ethics and Business Conduct under Section 19.

#### Number of cases or issues related to conflict of interest

	2022	2023	2024
Total number of cases or issues related to conflict of interest (cases)	0	0	0

#### Prevention of the use of inside information to seek benefits

#### Operations for prevention of the use of inside information to seek benefits over the past year

Has the company operated in preventing the use of inside information to seek benefits over the past year : Yes

The company has established an insider information policy, setting out guidelines and control measures to align with

internal operations and the use of internal information. This is to prevent the improper exploitation of such information for personal gain.

### Number of cases or issues related to the use of inside information to seek benefits

	2022	2023	2024
Total number of cases or issues related to the use of inside information to seek benefits (cases)	0	0	0

## Anti-corruption action

### Operations in anti-corruption in the past year

Has the company operated in anti-corruption over the past year : Yes

Form of operations in anti-corruption : Review of appropriateness in anti-corruption, The participation in anti-corruption projects

The company has participated in the Thai Private Sector Collective Action Against Corruption (CAC) in December 2023, with membership extending through 2026

### Number of cases or issues related to corruption

	2022	2023	2024
Total number of cases or issues related to corruption (cases)	0	0	0

## Whistleblowing

### Operations related to whistleblowing over the past year

Has the company implemented whistleblowing procedures over the past year : Yes

The company has provided a whistleblowing channel on its website. At present, there have been no incidents or complaints reported.

### Number of cases or issues related to whistleblowing

	2022	2023	2024
Total number of cases or issues received through whistleblowing channels (cases)	0	0	0

### Information on report on the results of duty performance of the audit committee in the past year

#### Meeting attendance of audit committee

Meeting attendance of audit committee (times) : 4

List of Directors	Meeting attendance of audit committee		
	Meeting attendance (times)	/	Meeting attendance rights (times)
1 Mr. ALAN KAM (Chairman of the audit committee)	3	/	4
2 Mr. THOR SANTISIRI (Member of the audit committee)	4	/	4
3 Mr. VIJAY PAUL KARWAL (Member of the audit committee)	4	/	4

### The results of duty performance of the audit committee

The Audit Committee has performed its duties by monitoring, reviewing, and inquiring into financial statements, corporate governance practices, risk management, as well as internal control audits with a focus on the prevention of fraud and corruption.

### Information on summary of the results of duty performance of subcommittees

#### Meeting attendance and the results of duty performance of subcommittees

#### Meeting attendance of Nomination Committee

Meeting Nomination Committee (times) : 2

List of Directors	Meeting attendance of Nomination Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Mr. VIJAY PAUL KARWAL (The chairman of the subcommittee)	2	/	2
2 Ms. NITHINART SINTHUDEACHA (Member of the subcommittee)	2	/	2
3 Mr. ALAN KAM (Member of the subcommittee)	2	/	2

### The results of duty performance of Nomination Committee

The Nomination Committee has carried out its duties by monitoring the composition and size of the Board, training, and performance evaluations, as well as considering succession planning. It has also reviewed practices related to human resource management.

#### Meeting attendance of Remuneration Committee

Meeting Remuneration Committee (times) : 2

List of Directors	Meeting attendance of Remuneration Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)

List of Directors	Meeting attendance of Remuneration Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Mr. THOR SANTISIRI (The chairman of the subcommittee)	2	/	2
2 Mr. KIRIT SHAH (Member of the subcommittee)	2	/	2
3 Mr. VIVEK DHAWAN (Member of the subcommittee)	2	/	2

### The results of duty performance of Remuneration Committee

The Board of Directors has performed its duties in reviewing and assessing the remuneration of the Board and its members, including board evaluations. This is done based on the roles, responsibilities, and experience of each director, and by benchmarking against the remuneration of directors in comparable companies.

### Meeting attendance of Sustainability Risk Management and Corporate Governance Committee

Meeting Sustainability Risk Management and : 2  
Corporate Governance Committee (times)

List of Directors	Meeting attendance of Sustainability Risk Management and Corporate Governance Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Ms. NITHINART SINTHUDEACHA (The chairman of the subcommittee)	2	/	2
2 Mr. VIVEK DHAWAN (Member of the subcommittee)	2	/	2
3 Mr. THOMAS ABRAHAM (Member of the subcommittee)	2	/	2

### The results of duty performance of Sustainability Risk Management and Corporate Governance Committee

The committee has reviewed the operations related to sustainability, such as greenhouse gas emissions, water management, and social assistance initiatives. Additionally, the committee has reviewed risk management practices.

# Corporate Sustainability Policy

## Information on policy and goals of sustainable management

### Sustainability Policy

Sustainability Policy : Yes

The company recognizes the importance of conducting business sustainably to build a strong foundation. Therefore, the company has established a sustainability policy, which includes a good governance system, effective risk management practices, and environmentally friendly guidelines.

Reference link for sustainability policy : <https://sustainability.megawecare.com/storage/document/policy/mega-sustainability-policy-en.pdf>

### Sustainability management goals

Does the company set sustainability management goals : Yes

The company is committed to becoming a sustainable organization, starting with the use of solar panels installed at the factory. In addition, the company manages environmental aspects such as water management, waste reduction, reduction of packaging materials, and energy improvements.

## Information on review of policy and/or goals of sustainable management over the past year

### Review of policy and/or goals of sustainable management over the past year

Has the company reviewed the policy and/or goals of sustainable management over the past year : Yes

Has the company changed and developed the policy and/or goals of sustainable management over the past year : No

The company reviews its policies and monitors compliance with regulatory policies. It was found that there is no need to revise or amend the policies, as they remain applicable to current business operations.

## Information on impacts on stakeholder management in business value chain

### Business value chain

The company places great importance on the value chain process, as it is a key strategy for achieving sustainable business growth

### Analysis of stakeholders in the business value chain

### Details of stakeholder analysis in the business value chain

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
<b>Internal stakeholders</b>			
<ul style="list-style-type: none"> <li>• Employees</li> </ul>	<ul style="list-style-type: none"> <li>•Fair work environment</li> <li>•Decent workplace</li> <li>•Responsible business practices</li> </ul>	<ul style="list-style-type: none"> <li>•Good remuneration</li> <li>•Decent working conditions</li> <li>•Career path, security, benefits and training.</li> </ul>	<ul style="list-style-type: none"> <li>• Others <ul style="list-style-type: none"> <li>• Newsletters (Mega Views News)</li> <li>• Minds we Share meets</li> <li>• Annual Trips/picnics</li> <li>• Appraisal meetings</li> </ul> </li> </ul>
<b>External stakeholders</b>			
<ul style="list-style-type: none"> <li>• Shareholders</li> </ul>	<ul style="list-style-type: none"> <li>•Product Management &amp; responsibility</li> <li>•ESG standards</li> <li>•Legal compliance</li> <li>•Continuity</li> <li>•Supply Chain management</li> </ul>	<ul style="list-style-type: none"> <li>•Sustainable Return on Investment</li> <li>•Long term sustainable strategy</li> <li>•Good Governance</li> </ul>	<ul style="list-style-type: none"> <li>• Visit</li> <li>• Online Communication</li> <li>• Annual General Meeting (AGM)</li> <li>• Complaint Reception</li> <li>• Others <ul style="list-style-type: none"> <li>• Quarterly Financial Statements</li> <li>• Annual Report</li> <li>• Earnings Calls</li> </ul> </li> </ul>
<ul style="list-style-type: none"> <li>• Customers</li> </ul>	<ul style="list-style-type: none"> <li>•Responsible business practices</li> <li>•Synergies/collaboration</li> </ul>	<ul style="list-style-type: none"> <li>•Good Quality Products/Services</li> <li>•Consumer education</li> <li>•Consumer feedback and reporting related training.</li> </ul>	<ul style="list-style-type: none"> <li>• Visit</li> <li>• Social Event</li> <li>• Training / Seminar</li> </ul>
<ul style="list-style-type: none"> <li>• Suppliers</li> </ul>	<ul style="list-style-type: none"> <li>•Responsible Supply Chain</li> <li>•Fair business partnership</li> <li>•Synergies/collaboration</li> </ul>	<ul style="list-style-type: none"> <li>•Fair relationships</li> <li>•Long terms</li> </ul>	<ul style="list-style-type: none"> <li>• Others <ul style="list-style-type: none"> <li>• Regular meetings</li> <li>• Supplier Code</li> <li>• Supplier audits</li> </ul> </li> </ul>
<ul style="list-style-type: none"> <li>• Society</li> </ul>	<ul style="list-style-type: none"> <li>•Responsible business practices</li> <li>•ESG compliance</li> <li>•Responsible Product management</li> </ul>	<ul style="list-style-type: none"> <li>•Long term community and social development</li> </ul>	<ul style="list-style-type: none"> <li>• Others <ul style="list-style-type: none"> <li>• Regular Involvement with communities</li> </ul> </li> </ul>
<ul style="list-style-type: none"> <li>• Government agencies and Regulators</li> </ul>	<ul style="list-style-type: none"> <li>•Regulatory compliance</li> <li>•Payment of taxes</li> <li>•Responsible business practices</li> </ul>	<ul style="list-style-type: none"> <li>•Payment of taxes</li> <li>•Compliance with laws</li> </ul>	<ul style="list-style-type: none"> <li>• Others <ul style="list-style-type: none"> <li>• Filing reports and returns</li> <li>• Responding to directives, queries,</li> </ul> </li> </ul>

## Information on organization's material sustainability topics

### Organization's material sustainability topics

The company has identified its sustainability materiality topics : Yes

Over the past year, the company has reviewed its sustainability materiality topics : Yes

### Details of organization's material sustainability topics

The names of the sustainability materiality topics	Subjects related to the sustainability materiality topics
Economic	<ul style="list-style-type: none"> <li>• Good Governance</li> <li>• Sustainability Risk Management</li> <li>• Others : Responsible business practices , Information Technology , Anti corruption</li> </ul>
Environment	<ul style="list-style-type: none"> <li>• Environmental Management Standards Policy and Compliance</li> <li>• Energy Management</li> <li>• Water Management</li> <li>• Waste and Waste Management</li> <li>• Greenhouse Gas Management</li> <li>• Others : Community engagement</li> </ul>
Social	<ul style="list-style-type: none"> <li>• Biodiversity Management</li> <li>• Human Rights</li> <li>• Community / Social Responsibility</li> <li>• Others : Attracting and retaining Talent , Training and Development ,Non-Discrimination and no harassment</li> </ul>

## Information on sustainability report

### Corporate sustainability report

Corporate sustainability report : Have data

Reference link for corporate sustainability report : <https://investor.megawecare.com/en/document/sustainability-reports>

### Company sustainability disclosure aligned with standards

Company sustainability disclosure aligned with standards or guidelines : GRI Standards

## Sustainability risk management

### Information on risk management policy and plan

#### Risk management policy and plan

The company has established a risk management policy to serve as a guideline for managing risks. This policy outlines planning, strategic direction, monitoring and control measures, as well as performance evaluation.

Reference link to risk management policy and plan : <https://investor.megawecare.com/storage/document/cg/20220523-risk-appetite-statement-en.pdf>

Page number of the reference link : 1-2

### Information on ESG risk factors management standards

#### ESG risk factors management standards

Standards on ESG risk management : Yes

Standards on ESG risk management : COSO - Enterprise risk management framework (ERM), Others : 14001, 9001

### Information on ESG risk factors

#### Risk factors on business operation

#### Operational risk associated with the Company or the group of companies

##### Risk 1 Effective market competition

Related risk factors : Strategic Risk

- Volatility in the industry in which the company operates
- Competition risk
- Economic risk

ESG risk factors : No

##### Risk characteristics

Our business, financial condition and results of operations may be negatively affected if we are unable to compete effectively in our markets. The pharmaceutical industry is highly competitive. Our key competitors are large national and international manufacturers and distributors of pharmaceutical and healthcare products. In addition, we compete with local manufacturers and distributors of pharmaceutical products and other healthcare product providers in each market in which we operate.

##### Risk-related consequences

we may be impacted by competition from competitors' products and we cannot assure you that we will be able to remain competitive by continually distinguishing our products and services from that of our competitors', or maintain our existing supplier and customer relationships. Nor can we assure you that we will increase or maintain our existing market share.

##### Risk management measures

- Niche/ New Products
- Understand the market
- Innovative Products through active engagement with stakeholders

Track key financial ratios

##### Risk 2 Introducing a new product to the market

Related risk factors : Strategic Risk

- Volatility in the industry in which the company operates
- Changes in technologies
- Competition risk
- New business risk

ESG risk factors : Yes

#### **Risk characteristics**

We may not be successful in introducing new products. We believe a critical component of the ongoing success and sustainable growth of our Mega We Care™ branded products business is our ability to develop and introduce new products into our portfolio, particularly branded generic products, through a combination of both in-house product development and the procurement from third parties through arrangements including but not limited to purchase of technical dossiers for submission of new products for regulatory approval and or registering and marketing third party brands under Mega's trademarks under defined term contracts with options to renew.

As such, the success of our new product candidates is highly dependent on our ability to identify a generic formulation of existing drugs, to develop these drugs in a cost-effective and timely basis, and to commercialize them successfully.

The products need to be tested and prove to be equally effective. The development and commercialization process involves a high degree of business risk.

#### **Risk-related consequences**

Registration and approvals may get delayed and our competitors may grab the market share.

In addition, our product candidates, may not be functionally or commercially feasible. This may negatively impact our business in a material manner.

The Efficacy of our products and the perceptions in the minds of the customers/ consumers is critical to our survival and growth and any reduction in these indices may adversely impact our revenues and profits.

#### **Risk management measures**

- Credible partners with higher reference standards
- Risk based supplier selection
- Adopt higher regulatory standards
- Strengthen Business Development practices

#### **Risk 3 Risks associated with doing business in Myanmar**

Related risk factors : Strategic Risk

- Government policy

Compliance Risk

- Change in laws and regulations

Financial Risk

- Change in financial and investment policies of financial institutions that affect business operations

ESG risk factors : Yes

#### **Risk characteristics**

Due to the ongoing unrest in Myanmar, potential uncertainties in government policies, and the possible impacts of changes in financial and investment policies by financial institutions, there may be obstacles to conducting business operations in Myanmar.

#### **Risk-related consequences**

Due to the ongoing unrest in Myanmar, potential uncertainties in government policies, and the possible impacts of changes in financial and investment policies by financial institutions, there may be obstacles to conducting business operations in Myanmar.

#### **Risk 4**

Related risk factors : Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Economic risk

ESG risk factors : Yes

#### Risk characteristics

Our continued growth depends, in part, on increases in real disposable income and per capita spending across countries in which we operate, each of which may not grow as rapidly as it has in the past or may not grow at all.

While real disposable income and per capita spending on products across countries in which we operate have generally risen in recent years, each may not grow as rapidly as it has in the past or may not grow at all, which might cause our business, financial condition, results of operations and commercial opportunities to be negatively affected in a material manner

#### Risk-related consequences

If personal net income and average spending per capita in the country where the company operates do not grow or slow down, it may have a significant negative impact on the company's sales, revenue, business operations and marketing opportunities, making the company's continued growth more difficult.

#### Risk management measures

- Competitive Pricing
- Niche products marketing to safeguard margins
- Aggressive branding
- Practice and Build quality image
- Elevate the communities through health and economic awareness

#### Risk 5 acquire or integrate future projects.

Related risk factors : Strategic Risk  
• New business risk

ESG risk factors : No

#### Risk characteristics

One of our business strategies is to take advantage of the consolidation trend in the highly fragmented pharmaceutical industry in our frontier and emerging markets by engaging in acquisition transactions.

#### Risk-related consequences

we may incorrectly assess the value of any acquisition target;

- we may not realise any of the anticipated benefits from any of the acquisitions we complete;
- we may face difficulties associated with integrating the operations and/or the technologies or products of acquired businesses with our operations;
- we may experience increasing competition for potential business acquisitions or trademark acquisitions;
- we may not have access to sufficient capital to finance potential business acquisitions or trademark acquisitions; and
- we may not be able to retain key employees of companies acquired by us or key employees necessary successfully commercialise technologies and products that we acquire.

In addition, businesses that we acquire may not have internal control policies (in particular with respect to accounting control procedures and general internal controls) in place which may incur extra costs and expenses when integrating the operations of acquired businesses into those of our group.

Failure to make acquisitions may also impact our ability to grow business and it may adversely affect our Revenue and profits.

#### Risk management measures

- Calibrated integration
- Realise synergies efficiently
- Monitoring the implementation of above at the highest levels in the company

#### Risk 6 Our Controlling Shareholders are able to exercise significant influence over us.

Related risk factors : Strategic Risk  
• New business risk

ESG risk factors : No

#### Risk characteristics

Our Controlling Shareholders are able to exercise significant influence over us.

Our controlling shareholders, namely Unistrech Co., Ltd. owned by the Shah family, will own more than, directly and

indirectly, at least 50.0% of our entire issued share capital in aggregate. Accordingly, our controlling shareholders will have the ability to exercise significant influence over our business and on decisions in shareholder meetings except in cases which may require a three fourths majority.

#### **Risk-related consequences**

Gives the controlling shareholders the power to control the management of the company.

#### **Risk management measures**

- Transparency in information and management
- Maintain standards of Governance
- Stakeholder engagement

#### **Risk 7 Risks relating to the ownership of our shares**

Related risk factors : Strategic Risk

- Economic risk
- New business risk

ESG risk factors : No

#### **Risk characteristics**

We may not be able to or may elect not to pay dividends.

Our dividend payment policy is to pay dividends in the amount of not less than 25.0% per cent of our annual net profit (after corporate income tax and appropriation of statutory reserves) from the date the Company has been listed on the SET. However, the dividend payment for each year may vary depending on our business operations, financial condition, investment plan and the need for working capital for business operations and expansion as well as other relevant factors.

#### **Risk-related consequences**

Board of Directors may decide to leverage funds for pursuing growth and expansion opportunities instead of paying higher dividends

and the Board of Directors may consider paying a lower rate of the specified dividends or may elect not to pay any dividends at all, which may impact our ordinary share price after being listed on the SET.

#### **Risk management measures**

- Disclosures and transparency
  - Strategic Focus
  - Stakeholder engagement and addressing stakeholder concerns
- Innovation and technology

#### **Risk 8 substantially on the knowledge and proficiency of our key management personnel**

Related risk factors : Strategic Risk

- Competition risk

ESG risk factors : No

#### **Risk characteristics**

**We depend substantially on the knowledge and proficiency of our key management personnel, and our business, cash flow, results of operations, financial condition and commercial opportunities may be negatively affected if we lose their services.**

Our future success depends heavily upon the continued services of our key management personnel.

Our ability to attract and retain key personnel, in particular, senior management, key product development personnel and key sales and marketing personnel, is a critical aspect of our competitiveness. Competition for these individuals could require us to offer higher compensation and other benefits in order to attract and retain them, which would increase our operating expenses and, in turn, could materially and adversely affect our business, result of operations, financial condition, results of operations and commercial opportunities.

#### **Risk-related consequences**

We may be unable to attract or retain the personnel required to achieve our business objectives, and failure to do so could severely disrupt our business and prospects.

Furthermore, if any of our executive officers join a competitor or form a competing company, we may lose a significant number of our customers, which could have a negative effect on our business, cash flow, result of operations, financial conditions and commercial opportunities.

#### **Risk management measures**

- Monitoring and Reporting turnover at all levels

- Emphasis on Human Capital Development
- Retention of Middle-Senior management to ensure continuity
- Succession plans

**Risk 9 If we are unable to protect our intellectual property, trademarks and trade secrets, our business, results of operations, financial condition and commercial opportunities could be negatively affected in a material manner.**

Related risk factors : Strategic Risk

- Damage to company image and reputation

ESG risk factors : Yes

**Risk characteristics**

If the company is unable to protect its intellectual property, trademarks, and trade secrets, it could significantly and adversely affect the company’s business, operating results, financial position, and business opportunities.

**Risk-related consequences**

If the company is unable to protect its intellectual property, trademarks, and trade secrets, it could significantly and adversely affect the company’s business, operating results, financial position, and business opportunities.

**Risk 10 renewal our certifications and other permits and licenses**

Related risk factors : Compliance Risk

- Change in laws and regulations
- Laws and regulations is not favorable for doing business

ESG risk factors : Yes

**Risk characteristics**

**We may not be able to fully comply with applicable regulatory and accounting requirements or renew our certifications and other permits and licenses which enable us to conduct our business. Non-compliance with, changes in or amendments to these regulatory and accounting requirements could have a negative effect on our business, financial condition and results of operations.**

Our manufacturing, marketing and distribution activities require us to obtain certain permits and licenses which have certain conditions to be complied with and these conditions may change or get more stringent/ detailed in the future. There are government and regulatory bodies involved in granting such licenses/ permits and certain protectionist measures may be adopted in the interest of the host markets. Furthermore, we may be required to apply for additional permits, licenses or certifications if any interpretation or implementation of the relevant current regulations change, or if new regulations requires us to obtain additional permits, licenses or certifications.

**Risk-related consequences**

Changes to, or different interpretations of, accounting methods or policies may require us to reclassify, restate or otherwise change or revise our financial statements, including those contained in this filing.

**Risk management measures**

- Monitoring compliance
- Internal Audits
- License renewals
- Regulatory standards

**Risk 11 The economic, political and social conditions and government policies in some of our major markets could affect our business, results of operations, financial condition and commercial opportunities.**

Related risk factors : Strategic Risk

- Government policy
- Competition risk

ESG risk factors : Yes

**Risk characteristics**

Government policy factors and the promotion of trade competition have an impact on investment and the allocation of resources, both at the domestic and international levels.

**Risk-related consequences**

This may result in a slowdown in product distribution or potentially lead to monopolistic effects.

**Risk 12 We deal with hazardous materials and must comply with environmental laws and regulations**

Related risk factors : Compliance Risk

- Change in laws and regulations
- Laws and regulations is not favorable for doing business
- Violations of laws and regulations

ESG risk factors : Yes

#### Risk characteristics

**We deal with hazardous materials and must comply with environmental laws and regulations, which can be expensive and restrict our business operation.**

Our activities involve the controlled storage, use and disposal of hazardous materials, including corrosive, explosive and flammable chemicals, and biological waste. We are subject to federal, state and local laws and regulations governing the use, manufacture, storage, handling and disposal of these hazardous materials. Although we believe that our safety procedures for the handling and disposing of these materials comply with the standards prescribed by these laws and regulations, we cannot assure you that we would be able to eliminate the risk of contamination or injury from these materials.

#### Risk-related consequences

**We deal with hazardous materials and must comply with environmental laws and regulations, which can be expensive and restrict our business operation.**

#### Risk management measures

- ESG compliance and reporting
- Transparency in compliance

**Risk 13 Our Mega We Care™ branded products business is highly regulated, and future government regulations**

Related risk factors : Compliance Risk

- Change in laws and regulations
- Laws and regulations is not favorable for doing business
- Violations of laws and regulations

ESG risk factors : Yes

#### Risk characteristics

**Our Mega We Care™ branded products business is highly regulated, and future government regulations may place additional burdens on our business as well as have a negative effect on our business, financial condition, results of operations and commercial opportunities in a material manner.**

Our Mega We Care™ branded products business is generally subject to extensive government regulation and supervision. In particular, the regulatory framework addresses all aspects of our operations, including approval, production, licensing and certification requirements and procedures for periodic renewal and reassessment processes, registration of new drugs, quality control, pricing of pharmaceutical products and environmental protection and

#### Risk-related consequences

Violation of these laws, rules and regulations may also constitute civil or criminal offenses under certain circumstances, and could have a negative effect on our business, results of operations current and or future.

In addition, the relevant government authorities may also introduce policies that are unfavorable to the pharmaceutical industry by terminating or materially altering any favorable policies, or introducing any unfavorable policies, which could have a negative effect on our business, financial condition, results of operation and commercial opportunities in a material manner

#### Risk management measures

- Frequent monitoring
- Stakeholder interaction
- Competitive pricing
- Focus on technology
- Company strategy of making high quality products available at competitive prices

**Risk 14 We may be subject to product liability, personal injury or wrongful death claims or product recalls in connection with our products and services**

- Related risk factors : Compliance Risk
- Violations of laws and regulations
  - Legal risk
- ESG risk factors : Yes

**Risk characteristics**

**We may be subject to product liability, personal injury or wrongful death claims or product recalls in connection with our products and services.**

We are exposed to risks inherent in the manufacturing, packaging, marketing and distribution of pharmaceutical, and nutraceutical products, such as: (1) unsafe products; (2) ineffective products; (3) defective products; (4) contaminated products; (5) improper or inaccurate labeling of products; (6) inadequate warnings or insufficient or misleading disclosures of side effects; and (7) unintentional distribution of counterfeit medicines.

**Risk-related consequences**

In the event of any use or misuse of our products resulting in personal injury or death, product liability claims may be brought against us for damages. We may also be subject to product recalls and any relevant government may close down our operations.

**Risk management measures**

- Pharmacovigilance SOPs and action
- Robust Regulatory Audit schedule
- Compliance with quality standards
- Controls on Off-Label claims
- Pragmatic Marketing Code of Conduct
- Product Liability Insurance

**Risk 15 Changes in foreign currency exchange**

- Related risk factors : Financial Risk
- Fluctuation in exchange rates, interest rates, or the inflation rate
- ESG risk factors : No

**Risk characteristics**

**Changes in foreign currency exchange rates could negatively affect our business, results of operations financial condition, or commercial opportunities in a material manner.**

In our operations, there are transactions and balances denominated in currencies other than the Thai Baht (which is the currency used to report our results of operations and financial condition in our financial statements).

**Risk-related consequences**

As such, we are exposed to the risk of such changes in foreign currency exchange rates in the event that we cannot immediately pass on the effect of any such devaluation in our pricing to our customers.

**Risk management measures**

- Balancing Foreign currency assets and liabilities
- Transaction timing management
- Foreign currency hedging – Natural and otherwise
- Reporting and transparency
- Limit the basket of currencies

**Risk 16 Our level of insurance**

- Related risk factors : Financial Risk
- Insufficient sources of funding
  - Liquidity risk
  - Income volatility
- ESG risk factors : No

**Risk characteristics**

**Our level of insurance coverage may not be adequate.**

Although we maintain insurance coverage that we believe is in accordance with customary industry practice, we are not fully insured against certain risks because such insurance is either not available at all or not available on commercially reasonable terms. In addition, we do not carry coverage for timely completion of our projects under

development, loss of rent or profit or defects in the quality of materials used.

#### Risk-related consequences

Should an uninsured loss or a loss in excess of insured limits occur, we may lose the capital invested in, and the anticipated revenue from, the affected assets. In addition, any payments we make to cover any uninsured loss of the insurer of such event, may have a negative effect on our business, financial condition and results of operations in a material manner.

#### Risk management measures

- Periodic Insurance review
- Securing all the assets
- KPIs of responsible staff/ Management

#### Risk 17 Interest rate volatility

Related risk factors : Strategic Risk  
• Government policy

ESG risk factors : Yes

#### Risk-related consequences

The company conducts transactions in foreign currencies and is therefore exposed to risks arising from exchange rate fluctuations, as well as potential interest rate changes. These risks cannot be passed on to consumers through product pricing.

#### Risk 18 Maintaining the customer base for the distribution business under the company's trademark Maxxcare

Related risk factors : Strategic Risk  
• Business operations of partners in the supply chain

ESG risk factors : No

#### Risk characteristics

The inability to maintain the customer base for the distribution business under the company's trademark **Maxxcare** may negatively impact the company's business.

#### Risk-related consequences

The inability to maintain the customer base for the distribution business under the company's trademark **Maxxcare** may negatively impact the company's business.

#### Risk 19 unable to operate our MaxxcareTM distribution business efficiently

Related risk factors : Operational Risk  
• Human error in business operations  
• Delays in the development of future projects  
• Inventory risk  
• Pandemic risk

ESG risk factors : No

#### Risk characteristics

**If we are unable to operate our MaxxcareTM distribution business efficiently, our business may be negatively affected**

Our ability to meet the demand of our principals within our MaxxcareTM distribution business may be constrained if we are unable to efficiently operate our MaxxcareTM distribution business, or if the operations of one or more of our subsidiaries or warehouses are disrupted or shut down for any reason, including as a result of natural disasters. Any such disruption could result in higher costs or longer lead times associated with product distribution

#### Risk-related consequences

In addition, as it is difficult to predict accurate sales volume in the distribution industry, we may be unable to optimize our distribution operations, which may result in us: (1) having excess or insufficient inventory; (2) being unable to efficiently warehouse products; and (3) having a decreased ability to distribute products. Any failure to effectively operate our distribution processes may also materially decrease our operating margins and reduce our profitability.

#### Risk management measures

- Monitor inventory and capital investment in distribution business
- Modular warehousing and other distribution infrastructure
- Cost sensitive operations

- Costing of operations

**Risk 20 We rely on our distributors for transacting sales of our Mega We Care™ branded products.**

- Related risk factors : Operational Risk
- Loss or damage from non-compliance of partners or counterparties
  - Delays in the development of future projects
  - Pandemic risk
- ESG risk factors : Yes

**Risk characteristics**

**We rely on our distributors for transacting sales of our Mega We Care™ branded products.**

Other than in Myanmar, Vietnam (through strategic partners), Cambodia, Nigeria, Yemen and Ghana, where we have set up our own distribution infrastructure, we use third party distributors to distribute our Mega We Care™ branded products in each relevant country.

In line with industry practice, we generally do not have long-term agreements with such third-party distributors, though we have established long-term relationships with many of them.

**Risk-related consequences**

We cannot assure you all of our distributors will renew their agreements with us, or otherwise continue their business relationships with us. Neither can we assure you that our distributors will meet performance targets in the future.

**Risk management measures**

- Improved engagement with Distributors
- Market updates
- Timely Contract renewals

**Risk 21 The continued success of our marketing and sales team is subject to a variety of risks.**

- Related risk factors : Operational Risk
- Reliance on employees in key positions
  - Shortage or reliance on skilled workers
  - Human error in business operations
  - Delays in the development of future projects
- ESG risk factors : Yes

**Risk characteristics**

**The continued success of our marketing and sales team is subject to a variety of risks.**

The performance of our marketing and sales team is subject to certain risks, including:

- inability to successfully execute advertising, marketing and promotional programs necessary to effectively maintain market share and increase the awareness of our brands, products and services;
- failure to implement effective pricing and other strategies in response to competitive pressures in the industry;
- inability to respond to changes in consumer demand in a timely manner;
- failure to adhere to, or comply with, any relevant local laws, rules or regulations; and
- failure to comply with the terms prescribed within the regulatory or governmental permits, approvals and clearances, or to pass government inspections or audits.

**Risk-related consequences**

The occurrence of any such circumstances could have a negative effect on our business, results of operations, financial condition, reputation and commercial opportunities in a material manner.

**Risk management measures**

- Performance monitoring
- Maintain margins/ market share
- Compliance risk assessment

**Risk 22 our raw material costs increase**

Related risk factors : Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources
- Climate change and disasters
- Impact on the environment
- Inventory risk

ESG risk factors : Yes

#### Risk characteristics

**5 If our raw material costs increase, or if we are unable to procure raw materials at acceptable prices and quality, it may negatively affect our business.**

Our Mega We Care™ branded products business and our OEM business division depend heavily on the supply of 4 categories of raw materials, being: (1) active ingredients; (2) excipient; (3) packaging; and or (4) gelatin.

Any decrease in the supply, which may occur for various reasons, for example, due to changes in the natural climate, natural disaster, sudden increase in demand or an increase in the cost of raw materials (particularly active ingredients and gelatin

#### Risk management measures

- Stakeholder engagement
- Market intelligence
- Alternate supply sources and engagement

**Risk 23 We rely largely on our own manufacturing and storage facilities in the manufacturing and storage of our products**

Related risk factors : Operational Risk

- Property lease agreement execution
- Safety, occupational health, and working environment
- Climate change and disasters
- Impact on the environment
- System disruption risk

ESG risk factors : Yes

#### Risk characteristics

**We rely largely on our own manufacturing and storage facilities in the manufacturing and storage of our products. Any disruption of our current facilities or in the development of new facilities could reduce or restrict sales and have a negative effect on our business, financial condition and results of operations in a material manner.**

We rely largely on our own manufacturing and storage facilities for the continued operation of our Mega We Care™ branded products business and our OEM business. As such, natural disasters, such as storms, fires or earthquakes, or other unanticipated catastrophic events, including power interruptions, water shortages, terrorist attacks and wars, as well as changes in governmental regulations for the land underlying these facilities, could significantly impair our ability to manufacture products and operate our business.

#### Risk-related consequences

Due to the current higher standards of manufacturing, as such, if we are forced to re-locate any or all of our manufacturing facilities after experiencing any of the aforementioned disasters, our expenses may rise due to the cost of relocating our tools and equipment to a new manufacturing facility. There may also be delays in obtaining necessary re-certification from the relevant national authorities.

#### Risk management measures

- Third party suppliers for finished goods formulations
- Alternate contracts for continuity
- Alternate manufacturing locations

**Risk 24 existence of counterfeit products in the pharmaceutical retail market**

Related risk factors : Operational Risk

- Product obsolescence
- Loss or damage from non-compliance of partners or counterparties
- Corruption
- System disruption risk

ESG risk factors : Yes

#### Risk characteristics

**The existence of counterfeit products in the pharmaceutical retail market may damage our brand and reputation and have a negative effect on our business, financial condition, results of operations and commercial opportunities.**

Certain products distributed or sold in the pharmaceutical and health care retail market in certain markets may be manufactured without proper licenses or approvals and/or intentionally and fraudulently mislabeled with respect to their content and/or manufacturer. These products are generally referred to as counterfeit products. These products are generally sold at lower prices than authentic products due to their lower production costs, and in some cases, are very similar in appearance to the authentic products. Furthermore, counterfeit products may or may not have the same chemical content as their authentic counterparts.

#### Risk-related consequences

Continued proliferation of counterfeit products may reinforce the negative image of distributors and retailers among consumers, and may severely harm the reputation and brand names of companies like ours. As a result, the continued proliferation of counterfeit pharmaceutical products in our operating markets could have a negative effect on our business, results of operations, financial condition and reputation.

#### Risk management measures

- Market intelligence
- Aggressive IP enforcement
- Stakeholder engagement
- Vigilance

#### Risk 25 Failure to maintain adequate inventory levels

Related risk factors : Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources
- Human error in business operations
- Inventory risk

ESG risk factors : Yes

#### Risk characteristics

**Failure to maintain adequate inventory levels could increase our operating costs or cause us to lose sales, either of which could have a negative effect on our business, results of operations, financial condition and commercial opportunities in a material manner.**

We need to maintain sufficient inventory levels to operate our Mega We Care™ branded products business and our Maxxcare™ distribution business successfully as well as to meet market demand. At the same time, we are exposed to the risk of excess inventory accumulation, especially of our Mega We Care™ branded products.

We cannot assure you that we can accurately predict these market trends and events, including avoiding over-stocking or under-stocking products, for the following reasons:

- demand for products could change significantly between the time product inventory is ordered and the time it is delivered for sale;
- when we begin to introduce a new product into the market, it is particularly difficult to forecast product demand accurately; and
- the purchase of certain types of inventory may also require significant lead time.

#### Risk-related consequences

Inventory levels in excess of customer demand may result in: (1) setting up of reserves or inventory write-downs; (2) expiration of products; or (3) increase in inventory holding costs. As such, the occurrence of which could have a negative effect on our business, results of operations, financial condition and commercial opportunities in a material manner.

#### Risk management measures

- Monitoring and control
- Supplier engagement
- Market intelligence
- Budgetary Control

**Risk 26 here is a growing as our business environment changes, data convergance**

with third parties and cyber security threats become more sophisticated.

Related risk factors : Operational Risk

- Information security and cyber-attack
- System disruption risk

ESG risk factors : Yes

#### Risk characteristics

Emerging technologies and embracing new business models may also heighten the risk. Failure to maintain our customer, product, and/or corporate data can result in reputational, financial, and regulatory implications. However, to mitigate this, we have implemented company-wide controls, cybersecurity awareness, and training programs. We also continually review our security controls based on known threats and updated intelligence.

#### Risk management measures

- Data Security training
- Access Controls
- Firewalls and virus protection
- Establishing credibility of sources converging with Company's information security systems

#### Risk 27 Sustainability

Related risk factors : Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources
- Climate change and disasters
- Impact on the environment

ESG risk factors : Yes

#### Risk characteristics

Our high-quality standards and sustainability, combined with the inherent scarcity of the raw materials/ingredients for our products, run a risk of shortage of such materials. Combined with these factors, Mega's strategy to supply fast-growing underdeveloped and developing countries may lead to a shortage of supplies, and there is a risk of climate change affecting the supplies in response to rising demand.

However, Mega has a process-oriented approach for selecting suppliers that are not only compliant with the requirements of Good Manufacturing Practices but go much beyond those standards. Mega takes all necessary steps to ensure the sustainability of supplies, including maintaining effective long-term relationships with credible suppliers, employing high-level technology in forecasting, investing in long-term relationships, and blending these factors with the advantage of a flexible captive manufacturing facility.

#### Risk management measures

- ESG reporting
- Transparency in reporting non-compliances, fines, etc
- Setting Targets

#### Risk 28 Data Privacy and related regulatory environment

Related risk factors : Operational Risk

- Information security and cyber-attack
- Corruption
- System disruption risk

ESG risk factors : Yes

#### Risk characteristics

Mega has invested in building an information technology environment that involves the collection and processing of data. Data, including personal data, remains an important part of intellectual property. Countries have announced their data protection laws, which include privacy and the usage of data to the extent approved by the data owners. In addition, data is collected and stored on servers maintained by third parties offering cloud computing on a professional basis. Mega has implemented a Data Privacy policy and framework. Mega also has a contemporary computer security system and a policy for the restricted use of data in the company's possession. Additionally, Mega has included restrictions in its

agreements with vendors to safeguard Mega's proprietary data. Mega has also established a system of stress testing and infrastructure audits conducted by third parties.

#### **Risk-related consequences**

If Mega fails to ensure data security or comply with data protection laws, it could face reputational damage, loss of customer trust, regulatory penalties, and financial liabilities. These risks can negatively impact the company's operational efficiency and long-term sustainability.

#### **Risk management measures**

- Stakeholder engagement
- Reporting
- Cyber security measures including training
- Optimise data requests

#### **Risk 29 Post-Pandemic recovery**

Related risk factors : Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources
- Business operations that have no commercial results
- System disruption risk

ESG risk factors : No

#### **Risk characteristics**

Society has seen a significant increase in consumption of supplements, NSAIDS and immunity building products during the Pandemic period. This has attracted new local and foreign competitors in the market. Regulatory bodies have opened gates for production and sale of pharmaceutical products and medicinal supplements. The new demand and new players will elevate their aggression to retain their market share and revenues in the markets including those where Mega Lifesciences is present.

Pharmaceutical companies have expanded capacities to cope with the increase in demand of certain products and will now utilise the capacity for other products. The market will see serious changes including reduction in demand for supplements and return back to slightly above pre-pandemic levels and higher number of competitors.

#### **Risk management measures**

- Focus on Quality
- Aggressive branding
- Competitive pricing
- Building brand image as a credible long term player
- Focus on Human wellness

#### **Risk 30 Bribery Risk**

Related risk factors : Operational Risk

- Loss or damage from non-compliance of partners or counterparties
- Delays in the development of future projects
- Corruption

ESG risk factors : Yes

#### **Risk characteristics**

**The Company deals with government and public hospitals, government agencies, regulatory bodies, certification bodies and various other checks and certifications which are preconditions to obtaining licenses and also conducting regular business.**

Management and employees are under constant pressure to maintain, build and grow business and our businesses are conducted in developing and under-developed markets. Mega Lifesciences appoints various third parties to conduct business on its behalf especially in distribution, importation, trademark registration, regulatory services, logistics and certain other services. Mega Lifesciences also conducts distribution business for third party principals and is under increasing pressure to ensure compliance in its dealings with the customers which include government hospitals, government bodies directly or through tenders.

#### **Risk management measures**

- Corporate values
- Anti\_Corruption training and monitoring

- Financial and internal Audits
- Agreements with service providers including clauses for sustainability, anti-corruption, personal data protection, etc

## Information on business continuity plan (BCP)

### Business Continuity Plan (BCP)

Business Continuity Plan (BCP) : Yes

The company recognizes the importance of the Business Continuity Plan (BCP) process by establishing a framework that enables the organization to effectively respond to accidents, disasters, and emergency situations.

## Sustainable supply chain management

### Information on sustainable supply chain management policy and guidelines

#### Sustainable supply chain management policy and guidelines

Company's sustainable supply chain management policy and guidelines : Yes

Link for company's sustainable supply chain management policy and guidelines : <https://investor.megawecare.com/en/document/viewer/137538/for-m-56-1-one-report-2024>

Page number of the reference link : 38,39,114

### Information on sustainable supply chain management plan

#### Sustainable supply chain management plan

Company's sustainable supply chain management plan : Yes

The sustainable supply chain management plan outlines strategies for business growth in response to the rapid changes in the global and economic landscape. It not only helps protect the environment but also leads to economic benefits and enhances the company's reputation.

Reference link to sustainable supply chain management plan : <https://sustainability.megawecare.com/en/governance-economic/responsible-sourcing>

Page number of the reference link : 1-2

### Information on new suppliers undergoing sustainability screening criteria

#### New suppliers undergoing sustainability screening criteria

Does the company use sustainability screening criteria with new suppliers? : Yes

	2022	2023	2024
Percentage of new suppliers undergoing sustainability screening criteria over the past year (%)	26.00	56.00	18.00

### Information on supplier code of conduct

#### Supplier code of conduct

Supplier code of conduct : Yes

Reference link to supplier code of conduct : <https://investor.megawecare.com/storage/document/cg/20220512-mega-supplier-code-en.pdf>

### Information on key suppliers acknowledging compliance with the supplier code of conduct

#### Key suppliers acknowledging compliance with the supplier code of conduct

Does the company require key suppliers to acknowledge compliance with the supplier code of conduct? : Yes

	2022	2023	2024
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	2022	2023	2024
Percentage of key suppliers acknowledging compliance with the supplier code of conduct over the past year (%)	50.00	60.00	60.00

## Innovation development

### Information on innovation development policy and guidelines in an organizational level

#### Research and development policy (R&D)

Company's research and development (R&D) policy : Yes

Reference link to company's research and development (R&D) policy : <https://investor.megawecare.com/en/document/viewer/137538/form-56-1-one-report-2024>

Page number of the reference link : 113

#### Research and development (R&D) expenses over the past 3 years

	2022	2023	2024
Research and development (R&D) expenses over the past 3 years (Million Baht)	44.40	41.31	44.04

#### Additional explanation for research and development (R&D) expenses over the past 3 years

Mega invests in Product Development and improving pharmaceutical formats like fast action, sustained release, injectable, soft gel ibuprofen, etc. We are not big enough to fund research of new medicines and molecules.

### Information on organization's innovation culture development and promotion process

#### Process of developing and promoting the company's innovation culture

Process of developing and promoting the company's innovation culture : Yes

The company promotes and supports shared values, ideas, and practices within the organization regarding further learning about processes and developing innovations in the form of products, processes, or new business models under the principles of Innovation Culture.

Reference link to organization's innovation culture development and promotion process : <https://sustainability.megawecare.com/en/document/viewer/142513/sustainability-report-2024>

Page number of the reference link : 45-49

### Information on innovation development benefits and research and development (R&D) expenses

#### Benefits of innovation development

##### Financial benefits

Does the company measure the financial benefits from innovation development? : Yes

	2022	2023	2024
Revenue or sales generated from the innovations development of product, service, or process (Baht)	6,664,000.00	10,062,640.00	12,328,400.00

##### Non-financial benefits

Does the company measure the non-financial benefits from innovation development? : Yes

	2022	2023	2024
Reduction in the organization's greenhouse gas emissions (Metric tonnes of carbon dioxide equivalent)	863.00	1,210.00	1,570.00

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