

## 8. Highlights of Corporate Governance

### 8.1 Performance of the Board of Directors

#### 8.1.1 Recruitment, Development, and Performance Assessment of the Board of Directors

##### (1) Independent Directors

The Board consists of at least one-third being independent directors, each of whom must comply with the following:

(1) An Independent Director must hold no more than 0.5% of all the voting shares of the Company and its parent company, subsidiaries, affiliates, major shareholders or the Company's controlling persons. An Independent Director's shares must include those held by related person to that Independent Director.

(2) An Independent Director must not be nor ever have been a director who is involved with management, an employee, a salaried adviser or a controlling individual of the Company, its parent company or any of its subsidiaries, affiliates, peer companies under the same parent company, major Shareholders or controlling individuals/entities. An exception is made in the case of a candidate who used to hold one of the positions mentioned above but left it at least two years prior. An individual who was a civil servant of or an adviser to a government agency that was the Company's major shareholder or controlling entity is not forbidden from being the Company's Independent Director.

(3) Independent Directors must not have familial (blood ties or legal) relations to individuals such as a parent, spouse, sibling, child, spouse of the child of another Director, an Executive, a major Shareholder, a controlling individual or an individual who is about to be nominated as a Director, an Executive or a controlling individual of the Company or any of its subsidiaries.

(4) Independent Directors must not have nor ever had a business relationship<sup>3</sup> with the Company, its parent company or any of its subsidiaries, affiliates, major Shareholders or controlling individuals/entities in a manner that might obstruct their independent use of discretion. In addition, they must not be nor have ever been a significant Shareholder or a controlling individual of an entity having a business relationship with the Company, its parent company or any of its subsidiaries, affiliates, major Shareholders or the Company's controlling individuals/entities. An exception is made in the case of a candidate who used to have such a relationship or hold one of the positions mentioned above but ended it or left it at least two years prior.

(5) An Independent Director must not be nor ever have been an auditor of the Company, its parent company or any of its subsidiaries, affiliates, major Shareholders or controlling individuals/entities. In addition, he/she must not be a significant Shareholder, a controlling individual or a partner of the audit firm where the auditors of the Company, its parent company, or any of its subsidiaries, affiliates, major Shareholders or controlling individuals/entities work. An exception is made in the case of a candidate who used to hold any of the positions mentioned above but left it at least two years prior.

(6) An Independent Director must not be nor ever have been a provider of any professional service (including services as a legal or financial adviser) who receives compensation to the amount of over two million baht per year from the Company or any of its subsidiaries, affiliates, major shareholders or controlling individuals/entities. In addition, he/she must not be a significant Shareholder, a controlling individual or a partner of a provider of such professional services. An exception is made in the case of a candidate who used to hold any of the positions mentioned above but left it at least two years prior.

(7) An Independent Director must not be appointed as an agent of the Company's Director, a major shareholder or a shareholder connected with the Company's major shareholder.

(8) Independent Directors must not own businesses that are in the same industry and significant competition to the business of the Company or any of its subsidiaries. They must not be significant partners in a limited partnership or directors who are involved in management, employees, and salaried advisers or own more than one percent of all voting

shares of another firm that runs a business that is in the same industry as and is in significant competition with the business of the Company or any of its subsidiaries.

(9) An Independent Director must not have any other characteristics that might hinder the free expression of their opinions about the Company's operations.

After being appointed an Independent Director who meets the nine criteria stated above, might be tasked by the Board of Directors with making decisions in regard to the operations of the Company, its parent company or any of its subsidiaries, affiliates, peer companies under the same parent company, major Shareholders or controlling individuals/entities. They must be able to make collective decisions. The definitions in regard to Independent Directors are in line with the regulations of definitions in the notification of the Capital Market Supervisory Board on the issuance and offering of securities.

## **(2) Nomination and Appointment of Directors and the President & CEO**

### **Directors' Nomination**

1. The Company allows minor shareholders to nominate directors by submitting their names to it.
2. The Nomination and Corporate Governance Committee (NCG) reviews Board structure for suitability and the Company's strategic needs.
3. NCG defines the competency and experience for directors to be nominated so that they may match the Company's goals and strategies.
4. NCG proceeds with nomination and tables qualified persons for directors in place of those whose terms expire or for additional directors.
5. NCG selects those qualified to be directors and tables their names for the Board's endorsement.
6. The Board endorses the list of directors for subsequent approval by the AGM.

### **Appointment and Dismissal of Directors**

1. Shareholder's meetings elect Directors through majority voting with one shareholder holding one vote per share held and can elect Directors individually. The candidates with the most votes are to be appointed Directors up to the number open at the meeting. If more candidates receive equal votes than the number of Directors required, the Chairman of the meeting must cast a deciding vote.
2. In every Annual General Meeting (AGM), one-third of the Directors must retire. If this number is not a multiple of three, then the number nearest to one-third. The names of the Directors to retire during the first and second year after the Company was registered are to be drawn by lots if not agreed otherwise. For subsequent years, those with the longest terms must retire. The retired Directors can be re-elected.
3. Other than the completion of term, a Director may retire for to the following reasons:
  - death
  - resignation
  - lack of qualifications according to the Public Company Limited Act and the Securities and Exchange Act
  - decision of the shareholders' meeting to resign according to the Public Company Limited Act
  - court order
4. In case a Director's position is vacant due to other reason than the completion of term, the Board of Directors is to elect a candidate with qualifications according to the Company's regulations in the next meeting except when the Director's term is to be completed in less than two months. At least, a three-quarter vote of the Directors present at the meeting is required. The elected Director holds the position until the completion of term of the Director they have replaced.

### New Directors' Orientation

Each newly appointed director will be adequately informed of the Company's information, regulations and business information relevant to his/her duties as a director. On top of that, the Board of Directors encourages directors to develop their knowledge of their duties by agreeing that directors should receive at least one basic training course from the Thai Institute of Directors Association (IOD).

### Directors and Executives' Development

• In 2565, the Company has organized and supported the training courses to Directors and Executives as follows:

Name	Position	Training Course	Organized by
Mr. Randeep Singh Kanwar	Managing Director	"Safety Officer : Management Level"	Siam Safety
Ms. Justyna Gebaska	Finance Director	CFO's Refresh Course in 2023 "Training for continuing accounting knowledge"	Thailand Securities Institute (TSI), the Stock Exchange of Thailand.

In addition, the Company has provided its online training to Directors, Executives and Employees such as Forced Labor Protection, Conflict of Interest, Anti-Corruption Policy, Trade Competition Law, Privacy Protection, and Security Awareness Foundations.

### Assessment of Directors' and Managing Director's performances

The Board of Directors, Sub-Committee and the Managing Director will conduct the self-assessment on an individual and the entire board or committee on yearly basis to evaluate their performance and improve it to be in line with the Company's policy. The Company Secretary is responsible for sending the self-assessment form to the Directors for evaluation. The assessment topics shall be the Structure and Qualifications of the Board, Roles, Duties, and Responsibilities of the Board, the Meeting of the Board of Directors, the Work of the Director, Relationship with Management, Self-Development of Directors, Monitoring the Process of Financial Reporting and Internal Control, and Compliance with Business Ethics. In the year 2022, the evaluation result concluded that the Board of Directors, the Sub-Committees, and the Managing Director perform their duties completely and efficiently.

## 8.1.2 Remuneration of Individual Directors

### Policy on Director Remuneration

The Nomination and Corporate Governance Committee considered remuneration for the directors by taking into account the type, size, and relevance of the Company's performance in line with the market norm and the industry as well as the appropriateness of the duties and responsibilities of the Board of Directors. The Chairman of the Board of Directors and the directors who reside in Thailand and do not receive a salary from the Company are entitled to the directors' remuneration.

Directors' Remuneration approved by the 2022 AGM on April 21, 2022 were as follows:

Committees	Remuneration	Bonus	Other non-monetary Remuneration
<b>Board of Directors</b>			
<b>Chairman</b>	<b>500,000</b>	<b>none</b>	<b>none</b>
<b>Committee</b>	<b>350,000</b>	<b>none</b>	<b>none</b>
<b>Audit Committee</b>			
<b>Chairman</b>	<b>350,000</b>	<b>none</b>	<b>none</b>
<b>Committee</b>	<b>300,000</b>	<b>none</b>	<b>none</b>
<b>Nomination and Corporate Governance Committee</b>			
<b>Chairman</b>	<b>100,000</b>	<b>none</b>	<b>none</b>
<b>Committee</b>	<b>75,000</b>	<b>none</b>	<b>none</b>

Remark: The Company does not have any other form of director's remuneration.

In 2022, the individual remuneration of Directors was as follows:

Name	Position	Remuneration (Baht)
1. Dr. Dhiraphorn Srifuengfung	<ul style="list-style-type: none"> <li>Chairman of the Board</li> <li>Member of the Nomination and Corporate Governance Committee</li> </ul>	575,000
2. Mr. Athaporn Khaimarn	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Chairman of the Audit Committee</li> </ul>	700,000
3. Mr. Yeap Swee Chuan	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Chairman of the Nomination and Corporate Governance Committee</li> <li>Member of the Audit Committee</li> </ul>	750,000
4. Ms. Chanapun Juangroongruangkit	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Member of the Audit Committee</li> <li>Member of the Nomination and Corporate Governance Committee</li> </ul>	637,500

### 8.1.3 Monitoring Compliance of Corporate Governance Policy and Guidelines

#### 1) Compliance with corporate governance for listed companies

The Stock Exchange of Thailand (SET) established "The Principles of Good Corporate Governance for Listed Companies 2012". The Securities and Exchange Commission (SEC) issued its "Corporate Governance for listed companies 2017", which contains eight major practical guidelines. This year the Company continued its compliance with these principles by following these five aspects:

## 1. Shareholders' rights

The Board of Directors has defined a policy on shareholders' rights in Section 3.3 of the corporate governance policy, as implemented below.

- A Record Date for the AGM was set so that shareholders may have enough time to review meeting notices and various data ahead of the meeting.
- Informed the shareholders about two months ahead of the meeting so that they may schedule meeting attendance, which exceeds what is required by law.
- The meeting notices with information for each agenda item and the proxy form were sent to shareholders for consideration in advance.
- Allowed the shareholders to submit queries needing the Company's explanation on certain points of the agenda for the AGM ahead of the meeting.
- Facilitated and supported shareholders to attend the shareholders' meeting of either by themselves or through proxies.
- Facilitated shareholders on the meeting date:
  - Applied the shareholders' meeting software to registration and vote-tallying for efficiency and transparency.
- Before the meeting, the Company Secretary clarified the method for voting and vote-tallying for each agenda item and requests shareholders' representatives to witness vote-tallying together with the inspector.
- During the meeting
  - Conducted the meeting by the agenda items sent to the shareholders without adding or switching the agenda items
  - Allowed the shareholders equal rights for expressing views and posing questions on each agenda item and recorded key concerns and views in the minutes.
- After the meeting
  - Publicized the resolutions and vote tallies on each agenda item through SET's channels and the Company's website by the evening of the meeting date
  - Publicized the minutes through SET's channels and the Company's website.

At the 2022 AGM, the Company invited the legal counsels from Tilleke & Gibbins International Ltd. to serve as an inspector to validate the votes and ensure transparency and compliance with the laws and the Company's Articles of Association.

Results of Quality Assessment for AGM: 100 scores and listed as "Excellent" in participation of the AGM Quality Assurance evaluation. The evaluation was conducted in 2022 by Thai Investors Association (TIA).

## 2. Equitable Treatment of Shareholders

The Board of Directors has defined a policy on equitable treatment of shareholders in the corporate governance policy, as implemented below.

- Publicized meeting documents on its website 30 days ahead of the meeting and delivered them to the shareholders 30 days ahead of the meeting.
  - Allowed the shareholders to propose additional AGM agenda items and nominate directors.
- The Company disclosed the criteria and methods at its website and informed the shareholders through SET's channels. The Board's policy is against adding agenda items without prior notice, particularly crucial items for which the shareholders need time to study before making a decision.



- Supported the shareholders' use of proxy forms to steer voting at the meeting (Form B) and nominated two independent directors as proxy alternatives at the meeting.
- Used ballots on every agenda item, particularly that dealing with directors' election where individual directors were voted on. To this end, the votes equaled the number of shares held for the election of one director.
- Required that directors with vested interests should have no votes and stay outside the meeting on such agenda item, as mentioned in the corporate governance policy.
- Defined practices for employees on the maintaining of the Company's confidential information and avoidance of benefit-seeking for themselves by exploiting such confidential information, as mentioned in the corporate governance policy.

### **3. Roles of stakeholders**

The Company values the importance of the rights of all groups of stakeholders, which includes actions violating their rights and intellectual properties. Below are the policy and practices.

#### **Employees**

- Places Individual Development Plans (IDPs) to raise staff knowledge and caliber.
- Performance assessment whereby all employees have Key Performance Indicators and will be compensated in accordance with their performance.
- Gives a competitive and fair compensation, depending on the overall performance of the company, in the short term and the long term. In this regard, the Company will conduct a survey of compensation and welfare benchmark between the related industry, including the surrounding environment in order to review and improve the compensation criteria. The Company, moreover, provided staff welfare exceeding what was required by law.

#### **Customers**

- The Company is dedicated to improving the quality and reliability of products and services for maximum customer satisfaction. Its policy is to deliver quality goods and services which meet or exceed customers' demands under fair conditions.
- The Company is also committed to consumers' safety by delivering standard-certified products and by giving accurate, adequate information about its products and services.

#### **Suppliers/Contractors**

- The Company selects and treats Suppliers/Contractors with equality and fairness. The Company also firmly adheres to contract provisions.
- The Company has defined strict criteria for Suppliers/Contractors selection to bolster fair and equal procurement procedures without violation of human rights.

#### **Creditors**

The Company treats its creditors fairly, responsibly, and transparently and seeks to fulfill all its contractual and financial obligations, especially guarantee conditions, capital management, and payment, collaterals, potential obligations and debts, as well as appropriate capital structure management to ensure creditors of its financial status and ability of repayment.

#### **Competitors**

The Company conducts business with ethics, transparency, and engages in fair competition with its competitors under the guidance of fair competition. It does not seek to find information about Competitors through dishonest or inappropriate means, for example, bribing a competitor's employees. The Company does not engage in slander or discrediting its competitors.

### Shareholders

The Company is determined to follow the principles of corporate governance and is focused on creating a business which has financial stability and sustainability to maximize the value of shares for the benefit of the shareholders.

### Communities surrounding the Company, society, and the environment

The Company conducts its business with adherence to environmental management standards. The Company considers health and safety and the environment an integral part of the business,

### Consumption of resources

The Company continually raises the efficiency of resource (energy, water and chemical) consumption, suiting the size of the business and efficiently managing waste and use it to its full potential.

### Sanctity of intellectual properties

The Company has its policy on intellectual property management to define clear guidelines for the prevention and sanctity of intellectual properties.

## **4. Information disclosure and transparency**

The Board of Directors has defined a policy on information disclosure and transparency in the corporate governance policy, as implemented below.

- Distributed key company data and documents, including the memorandum of association, certification, and regulations beyond the corporate governance policy on its website.
- Publicized the Company's key information regularly through SET's channels, annual information disclosure forms, annual report, and its website in Thai and English.

## **5. Board responsibilities**

In the corporate governance policy, the Board defined a policy for the roles, duties, and responsibilities of the Board. Below are the Company's actions taken this year:

- Oversee the management's translation of strategic plans into operational plans, assess the outcomes and steer affiliates by requiring their management to report their performances and other key matters for the Board's acknowledgment.
- Developed performance assessment forms for the Board: individual (self-assessment and cross-assessment), group, and committee.
- Instituted an effective internal control system, internal audit, and risk management measures together with regular tracking at Board meetings.

## **2) Monitoring the use of Inside Information**

The Company recognizes the importance of protecting the use of insider information. Employees at every level of the Company must use insider information carefully. The Company's information and documents must be kept and not to be disclosed to third parties. Insider information must only be used within the framework of the assigned duties and responsibilities.

The Company's directors, executives and employees are prohibiting from using the Company's insider information for their own personal benefit. Insider information must disclose only to related persons such as the auditor or legal counsel. Important information will disclose to shareholders in accordance with the rules and regulations of the Stock Exchange of Thailand.

The Company has established a policy to avoid trading securities using insider information in the Company's Code of Conduct. This summarized as follows:

- Executives, employees, and family members or agencies that are aware of insider information must not disclose important internal information about Goodyear to third parties or persons who are not involved.
- Executives, employees, family members or agencies that are aware of insider information are prohibiting from using this information to obtain personal financial benefits or disclose this information for the financial benefit of others.
- Executives, employees, residents, family members or agencies that are aware of insider information are prohibited from trading Company securities or leading others to purchase, sell or transfer Goodyear securities for themselves or for the benefit of members of their own family for a one-month period prior to the public disclosure of Goodyear's important information such as quarterly earnings or annual earnings.

### **3) Conflicts of Interest**

#### **Report on the Interest**

The Company requires the Directors and Executives according to the definition of the Securities and Exchange Commission to report their own and their related persons' interest upon holding a position or changing. The report on interest will be reviewed every year in accordance with the rules and procedures for report on interest of Directors and Executives as specified by the Securities and Exchange Commission.

### **4) Investor Relations**

The Company has provided assorted data, performance results, financial statements, and other information given to SET. Other data were presented through documents as well as other reports submitted to SET on the Company's website <https://investor.goodyear.co.th/en>, where interested parties can read and download this information. The Investor's Relations page contains information in Thai and English which is updated frequently.



## 8.2 Report of the Audit Committee

The Audit Committee of the Company consists of (a) Mr. Athaporn Khaimarn, the Chairman of Audit Committee (b) Mr. Yeap Swee Chuan, Member of Audit Committee (c) Ms. Chanapun Juangroongruankit, Member of Audit Committee. In 2022, there were four audit committee meetings, with internal auditors in charge of finance and finance director attending meetings with the company's external auditors from Price Waterhouse Coopers ABAS Co., Ltd. The Audit Committee is pleased to report the audited results in 2022 to the Board of Directors and shareholders as follows:

**1. Reviewed financial statements**, the Audit Committee reviewed quarterly financial statements and annual financial statements in conjunction with the Management, with internal auditors, financial controller and finance director attending joint meetings with the Company's external auditors, Price Waterhouse Coopers ABAS Co., Ltd. The Company's financial report were accurate, reliable, complete, and sufficient information disclosure in time and in accordance with the financial reporting standards applicable laws and regulations.

**2. Reviewed the internal control systems**, the Audit Committee reviewed the results of audits from internal auditors and external auditors. The Company's internal control system, the internal audit report and internal control assessment found that the Company had an appropriate internal control system and sufficient for business operations, and the report was reported directly to the Board of Directors.

**3. Consideration of connected transactions or transactions that may have conflicts of interest**, the Audit Committee considers the reasonableness of connected transactions or transactions that may have conflicts of interest for the appropriateness of the item, benefits to the Company, including maintaining the rights of shareholders. The Audit Committee deemed that the disclosure of connected transactions was complete, sufficient, with terms and conditions of transactions and fair prices before proposing to the Board of Directors' meeting to consider and approve the transactions.

**4. Supervision of internal audit**, the Audit Committee reviewed the audited reports on various internal audit plan, complaints and compliance, as well as guidelines for improving the necessary operational processes and related to matters that need to be resolved.

**5. The appointment of the company's auditor and meeting with the auditors**, the Audit Committee has considered the appointment of the Company's auditor and meeting with the auditors and proposed the appointment of Price Waterhouse Coopers ABAS Co., Ltd., which is independent and experienced in accurate and reliable auditing the Company's financial statements. In addition, the Company has considered the auditor's fee in 2022. The Audit Committee also attended meetings with auditors and internal auditors without management participation to acknowledge the auditor's audit plan and key audit matters in the auditor's report.

**6. Anti-corruption oversight**, the Audit Committee reviewed the internal operating processes and control systems that cover the prevention of corruption and fraud, as well as support the whistleblowing process.

According to the aforementioned actions, in 2022, the Audit Committee has completely performed in accordance with the regulations of the Audit Committee and report the results of the Audit Committee's meeting to the Board of Directors for acknowledgement in every Board of Directors' Meeting.



Mr. Athaporn Khaimarn  
Chairman of the Audit Committee

### 8.3 Report of the Nomination and Corporate Governance Committee

The Nomination and Corporate Governance Committee of the Company consists of (a) Mr. Yeap Swee Chuan, the Chairman of Nomination and Corporate Governance Committee (b) Dr. Dhiraphorn Srifuengfung, Member of Nomination and Corporate Governance Committee (c) Ms. Chanapun Juangroongruangkit, Member of Nomination and Corporate Governance Committee (d) Mr. Randeep Singh Kanwar, Member of Nomination and Corporate Governance Committee.

In 2022, there were two Nomination and Corporate Governance Committee meetings. The Nomination and Corporate Governance Committee is pleased to report the results of the nomination and corporate governance in 2022 to the Board of Directors and shareholders as follows:

**1. Nomination of Director:** The Nomination and Corporate Governance Committee nominated retired directors to be re-elected and new directors to replace the resigning ahead of term completion by taking into account their competency, experience, sound career records, leadership, vision, virtue, ethics, good attitudes toward the corporation, and the ability to dedicate adequate time. Currently, the Board of Directors consists of 9 directors, three of them are independent directors, four are non-executive directors, and five are executive directors. Their profiles appear in Attachment 1.

**2.** Reviewed the Criteria for Minority Shareholders to nominate Director and to propose the agenda items for the Annual General Meeting of Shareholders in Advance.

**3.** The Board of Directors has assigned the determination of directors' remuneration to be carefully considered by the Nomination and Corporate Governance Committee.

The Nomination and Corporate Governance Committee has considered the directors' remuneration by taking into account the suitability of business activity, size and linkage with the Company's operation result being in line with the same market norm, as well as experience, duties and responsibilities of the directors, and to propose the matter to the Board of Directors and shareholder's meeting for approval.

**4. Corporate Governance Development:** The Company has maintained a "Very Good" score for the third consecutive year resulting from the Corporate Governance Report (CGR) of Thai Listed Companies in 2022 conducted by Thai Institute of Directors. The Committee endorsed the implementation of the recommendations for corporate governance improvement based on CGR.

The Nomination and Corporate Governance Committee executed its duties under the corporate governance code to ensure transparent processes and foster confidence among shareholders and all stakeholders.



Mr. Yeap Swee Chuan  
Chairman of the Nomination  
and Corporate Governance Committee

## 8.4 Changes in the Securities Portfolios of Directors and Executives

The Directors and Executives are obligated to report their own securities holdings, spouses or cohabitation partners, and minor children under legal age, including juristic persons in which the aforementioned persons hold more than 30 percent of the total voting rights of the juristic person within 30 days from being appointed as Directors and Executives of the Company. Any changes in the holding of securities must be reported to the SEC within 3 business days.

Name	Shares as of Year-end 2021	Shares as of Year-end 2022	Increase (Decrease)
<b>Board of Directors</b>			
1. Dr. Dhiraphorn Srifuengfung <sup>1</sup>	1,200	1,200	-
• Dr. Dhiraphorn Srifuengfung	-	-	-
• Spouse	1,200	1,200	-
2. Mr. Randeep Singh Kanwar	-	-	-
3. Mr. Athaporn Khaimarn	-	-	-
4. Mr. Yeap Swee Chuan	-	-	-
5. Miss Chanapun Juangroongruangkit	-	-	-
6. Mr. Michael Martens	-	-	-
7. Mr. Wee Hong Kek <sup>2</sup>	-	-	-
8. Miss Nicole Nuttall <sup>3</sup>	-	-	-
9. Mr. Gino Garzarella	-	-	-
10. Mr. Michael Lee Dreyer	-	-	-
<b>Executives</b>			
1. Miss Justyna Gebaska	-	-	-
2. Mr. Eric Cheng	-	-	-
3. Mr. Annop Tanaruksa <sup>4</sup>	-	-	-
4. Miss Ladda Simuang	-	-	-
5. Miss Donnapat Inmanee <sup>5</sup>	-	-	-
6. Miss Patcharee Maneetamwong <sup>6</sup>	-	-	-

### Remarks

- Directors and Executives do not have any indirect shareholding (except the Director No.1).
- Mr. Wee Hong Kek resigned from the position of the Director with effect from 9 May 2022.
- Miss Nicole Nuttall was appointed as Director with effect from 12 May 2022.
- Mr. Annop Tanaruksa resigned with effect from 1 November 2022.
- Miss Donnapat Inmanee was appointed as Executive with effect from 1 August 2022
- Miss Patcharee Maneetamwong was appointed as Executive with effect from 3 May 2022