

Governance

Good corporate governance and responsible business culture is one of Minor's strategic sustainability enablers. We are cognizant that having good governance and conducting business responsibly are critical factors in achieving long-term sustainable growth objectives and creating trust and confidence among our stakeholders.



Management Approach

Material Topic	Good Corporate Governance and Anti-Corruption	
 <p>Goals</p>	<p>Goal 1: Minor International maintains annual “Excellent” CG scoring⁽¹⁾</p>	<p>Goal 2: 100% of employees trained on anti-corruption and Team Members Code of Conduct each year</p>
 <p>2021 Performance</p>	<p>Achieved: Minor International received “Excellent” CG scoring for 9th consecutive year</p>	<p>Achieved: 100%⁽²⁾</p>
 <p>Boundary & Approach</p>	<p>Worldwide: Ensure good corporate governance from the Board of Directors, senior and middle management to operations levels (Although the award is given in Thailand, but it implicates group-wide practice)</p>	<p>Thailand and other 22 countries: Amplify good corporate governance throughout the organization and with relevant stakeholders by deploying Team Members and Business Partners Code of Conduct, human rights due diligence, and effective risk management and ensuring employees’ and stakeholders’ understanding and acknowledgement through relevant trainings</p>
 <p>Responsibility</p>	<ul style="list-style-type: none"> • Board of Directors • Executive Management Committee 	<ul style="list-style-type: none"> • Human Resources
 <p>Monitoring & Evaluation</p>	<p>Third-party assessment</p>	<p>Internal monitoring</p>
 <p>Grievance Mechanism</p>	<ul style="list-style-type: none"> • Whistle-blower reporting Email: whistleblower@minor.com • Comments and suggestions Email: Feedback@minor.com 	

Remarks:

(1) From Thai Institute of Directors Association (IOD) Corporate Governance Report of Thai Listed Companies

(2) Applied to Thailand-based employees and Minor Hotels properties in Thailand and other 22 countries.



70%

of Thailand and Australia's local critical food & packaging suppliers assessed on human rights risk



Minor nurtures good corporate governance by considering stakeholders' interests while putting in place governance structure, rules, guidelines, and practices to ensure the transparency of our organization.

The company implements effective risk management practices and has appointed the Risk Management Oversight Committee and Executive Risk Management Steering Committee to assist the board in its oversight of the company's management of key risks, including strategic, operational, and emerging risks such as climate change risks. It is also responsible for the development of guidelines, policies, and process for monitoring and mitigating such risks.

COVID-19 crisis accelerated Minor's use of digital technologies to ensure businesses are least interrupted.

Minor acknowledges risks and opportunities from the utilizing online platforms in communicating, engaging, and offering products to our customers and other stakeholders. We are committed to protect our cybersecurity and customers' personal information and privacy, as well as to respect their rights to information. Compliances to related regulations and requirements are strictly enforced.

Minor requires our employees and business partners to acknowledge Team Members Code of Conduct and Business Partners Code of Conduct to assure they act in accordance with the company's ethics, human and labor rights, occupational health and safety, and environmental practices and compliances with relevant legal regulations.

The company is also committed to warranting anti-corruption and human rights practices. Our employees undergo and acknowledge online anti-corruption training annually. Furthermore, after human rights due diligence undertaken in 2019, we continue to conduct annual monitoring and mitigation of potential issues via several communication channels.

We have several internal and external grievance mechanisms to receive feedbacks and/or complaints. Our Whistle-blower Policy encourages anyone who works on the company's behalf and other stakeholders to communicate concerns regarding ethics and wrongdoings within the company without fear of reprisal or retaliation. Suspected integrity violations or complaints are addressed to the Whistle-blower Committee for examination and investigation. Importantly, the policy stipulates that employee who reports unethical practices is protected.

As a result of strong commitment and actions in building sustainable and transparent organization, in 2021, Minor maintains the "excellent" scoring in the Corporate Governance Report of Thai Listed Companies 2021, published by the Thai Institute of Directors Association for the ninth consecutive year. In addition, Minor is certified as a member of the Private Sector Collective Action Coalition Against Corruption (CAC).

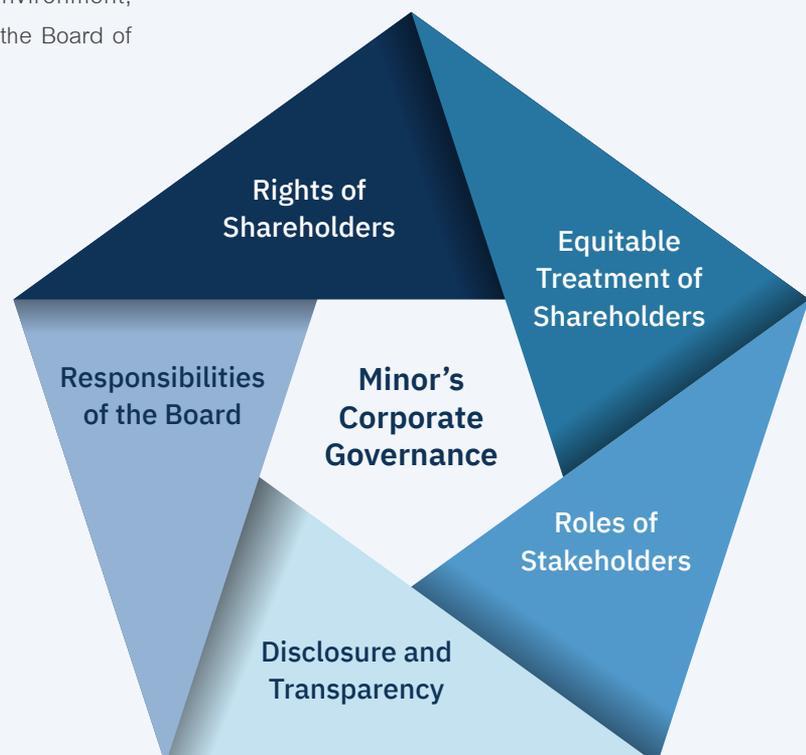
Corporate Governance

Minor's governance structure is headed by its Board of Directors, which oversees the interests of the company and its shareholders. The Board is supported by four committees, namely the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Risk Management Oversight Committee. Responsibilities of the Board are detailed in the [Corporate Governance - CG Guidelines](#) section on our website and the [Board of Directors](#) section of Minor International 56-1 One Report 2021. The Committees' functions are detailed in the Corporate Governance, [Charters](#) section on our website and the [Committees](#) section of the 56-1 One Report 2021. Additionally, a set of [Good Corporate Governance Guidelines](#) is published on our website. These guidelines are reviewed and updated annually to incorporate changes in business operations, the regulatory environment, and applicable laws, and are approved by the Board of Directors.



Minor received “Excellent” scoring for the ninth consecutive year in the Corporate Governance Report of Thai Listed Companies 2021, published by the Thai Institute of Directors Association

Minor's corporate governance activities are classified into 5 main categories:



Risk Management

Minor recognizes that conducting business entails both risks and opportunities. Effective risk management is imperative to address potential risks and pursue possible opportunities, to deliver our objectives and sustainable growth. Risk Management Policy aims to provide a consistent framework for managing the risks of the company in accordance with good corporate governance principles.

For risk management governance, the Board of Directors has appointed the Risk Management Oversight Committee (RMOC), consisting of a minimum of three directors, to

assist in its oversight of the Company's management of key risks, including strategic, operational, and climate-related risks as well as the guidelines, policies, and process for monitoring and mitigating such risks. This includes identifying opportunities that may arise from such risks.

The Executive Risk Management Steering Committee reports to the RMOC and is responsible for reviewing overall implementation of risk management across the group to assure that key risks are identified and effectively managed. The Risk Management Function under the Internal Audit & Risk Management Department acts as an independent facilitator to support business units in identifying risks and mitigation plans. The function is also responsible for building risk awareness culture within the organization including providing proper education, reviewing, and advising processes for risk management, and preparing risk reports to the Risk Management Oversight Committee for reviews and recommendations. The function reports to the Executive Risk Management Steering Committee as well as the Audit Committee.

Minor has a formal Risk Management Policy in place to support an effective risk management process which is adhered to by all business units. The Policy covers risk governance structure and reporting and risk management approach, which involves identifying risks, assessing the impact and likelihood of risks materializing, prioritizing the risks using standard risk matrices, implementing appropriate responses to risks, and monitoring the outcomes. In 2021, we have started to deploy the TCFD (Task Force on Climate-related Financial Disclosures) recommendations to the enterprise risk management by describing qualitative climate-related risks and opportunities. Details of TCFD Disclosure are presented in "TCFD Disclosure" section.

The identified key Risk Factors comprising of existing and emerging risks, mitigations, and opportunities arising from those risks are presented in the Risk Factors section of Minor International 56-1 One Report 2021.



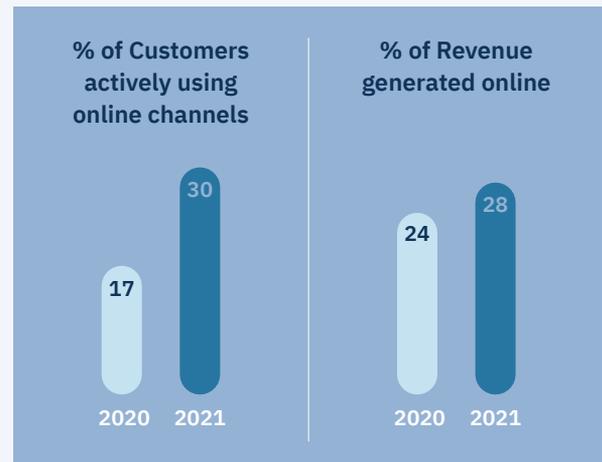
Cybersecurity and Data Protection

COVID-19 crisis accelerated Minor's use of digital technologies to ensure businesses are least interrupted. Minor acknowledges risks and opportunities from the utilizing online platforms in communicating, engaging, and offering products to our customers and other stakeholders. We are committed to protect our cybersecurity and customers' personal information and privacy, as well as to respect their rights to information. Compliances to related regulations and requirements are strictly enforced.

Minor's Board of Directors is committed to maintaining compliance with the requirement of General Data Protection Regulation (GDPR), Personal Data Protection Act (PDPA) and any other data privacy regulations and delegates sufficient authority to the Data Protection Executive Committee (DPEC) to achieve and maintain this compliance with the support of the members of the executives across all business groups.

Data Privacy Policy and IT Security Policy are published in the company's internal portal in which Minor employees can access.

In 2021, 30% of Minor's customers including NH Hotel Group were actively using online channels through our own brand websites, online travel agents (OTAs), and other third parties. Minor's revenue generated from online channels accounted for 28% of total revenue.



Cybersecurity and data protection trainings

In 2021, a series of cybersecurity, data protection, and relevant regulation trainings were designed and customized to fit with specific works for each business group.

	IT Security & Cyber Attack	Data Privacy Awareness	Data Subject Access & Approach to Data Breaches	GDPR for Manager & Privacy by Design ⁽²⁾
Minor International corporate office and Global Shared Services	🔒	🔒 ⁽³⁾	🔒 ⁽³⁾	🔒
Minor Food	🔒	🔒	🔒	
Minor Hotels ⁽¹⁾	🔒	🔒	🔒	🔒
Minor Lifestyle	🔒	🔒	🔒	
Training completion	86%	100%	100%	96%

Remarks:

(1) Exclude NH Hotel Group

(2) Management level target group

(3) Complete training during 2018 - 2019

Anti-Corruption | Human Rights

In addition, Minor Food and Minor Lifestyle introduced “Privacy for Marketers” course for marketing and customer relationship management teams as they have direct contact with customers and frequently utilize customers’ information.

73% of NH Hotel Group’s employees cumulatively trained on GDPR since 2018. In addition to our strict privacy protection, Minor puts in place a “Cyber Security Incident Response Plan” and tests it annually. In 2021, we appointed a certified service provider to ensure IT infrastructure resilience and undertook a third-party vulnerability analysis including simulated hacker attacks.

In 2021, 7 cybersecurity and data privacy incidents were identified. None was material and all incidents were reviewed and handled according to our data protection policy.

Ethics and Integrity

Minor requires our employees and business partners to acknowledge Team Members Code of Conduct and Business Partners Code of Conduct to assure they act in accordance with the company’s ethics, human rights and labor, occupational health and safety, and environmental practices and compliances with relevant legal regulations.

All employees must sign Team Member Code of Conduct before starting employment with the company.



of employees trained on
anti-corruption and Team Members
Code of Conduct⁽¹⁾

Remarks:

(1) Applied to Thailand-based employees and Minor Hotels properties in Thailand and other 22 countries.

In 2021, the new Team Member Code of Conduct training module was launched. Topics covered ethics, anti-corruption, data and privacy protection, human rights and labor rights, occupational health and safety, and environmental practices and compliances with relevant legal regulations. The training was completed by all Thailand-based employees as an annual reacknowledgement of the code. Furthermore, 100% of Minor Hotels’ employees from properties in Thailand and other 22 countries in Asia, the Indian Ocean, the Middle East, Africa, and South America also completed their trainings. Together, this accounts for over 25,000 employees trained.

For NH Hotel Group, there were 1,588 employees trained on the Code of Conduct with cumulative numbers of over 25,000 employees since 2015. 81% of employees in hotel properties in Australia and New Zealand annually reacknowledged the Code of Conduct in 2021.

At the Board of Directors level, all directors signed and acknowledged the code of conduct annually.

Besides the Team Member Code of Conduct, we have also established a Business Partners Code of Conduct to emphasize that Minor conducts business with uncompromising ethics, human rights and labor, environment, and occupational health and safety standards.

Anti-Corruption | Human Rights

In 2021, 100% of suppliers, contractors and service providers in Thailand signed Business Partners Code of Conduct or were formally approved by C-level management for exceptional cases such as acceptance of supplier's own code of conduct, before starting business with Minor.

In 2021, 47 cases of alleged breaches of the Code of Conduct were identified, including those of NH Hotel Group, all of which were investigated, with appropriate disciplinary measures taken.

In 2021, 23 whistle-blower cases in Thailand and overseas were reported to the Board of Directors. All cases were investigated in which 11 of 23 cases were identified as valid cases, and all were resolved.

Routine internal audits were conducted for 28 selected Thailand and international operations in 2021. In our audits, corruption is included as a risk factor. No significant risks, corruption or otherwise, were identified. There was also no non-compliance in social or economic area with significant impact detected.

Anti-Corruption

Minor International is a Certified Company of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) since 2016. Our Declaration of Anti-Corruption and Anti-Fraud and Corruption Policy aim to instill good practices in business operations and prevent potential frauds and corruptions.

In 2021, over 25,000 of all Thailand-based employees and employees from properties in other 22 countries in Asia, the Indian Ocean, the Middle East, Africa and South America undertook training modules on the Anti-Fraud and Corruption Policy. Six Directors of the Board also have accessed the company's Anti-Fraud and Corruption Policy online training.



1,579 and 1,494 employees of NH Hotel Group completed trainings on Prevention of Money Laundering and Terrorist Financing Training and Anti-fraud Training respectively.

As part of Minor's continual commitment to good corporate governance, we continued to encourage "No Gift" Policy and reinforced the message during festive seasons. The policy encourages employees to refrain from receiving and giving gifts in all occasions, especially when the gift exceeds the threshold of Baht 3,000-equivalent or was presented in form of cash or cash-equivalent.

Minor has adopted a policy of political neutrality and in 2021 did not make contribution to political parties. The Team Member Code of Conduct and Anti-Fraud and Corruption Policy stipulate that political contributions or activities must be private matters, not on behalf of the Company.

In 2021, there were no confirmed incidents of corruption and bribery against the company, nor were there any anti-competitive behavior, violations of anti-trust, and monopoly legislation.

Anti-Corruption | Human Rights

Human Rights

Minor's Human Rights Policy embodies our commitment to conduct business with integrity, openness and respect for universal human rights as those expressed in the International Bill of Human Rights, International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work, the United Nations Guiding Principles on Business and Human Rights, and other applicable international and local regulations.

The Human Rights Policy applies to Minor International PCL and entities that it owns and controls. Minor is committed to working with and encouraging our stakeholders in the value chain, including all franchisees and suppliers, to uphold and adopt the principles in this policy.

Minor Hotels roll out Workplace Behaviors Global Guideline which applies to team members, contractors and subcontractors engaged with Minor Hotels. The policy covers discrimination, sexual harassment, bullying and harassment, and victimization and aims to prevent and minimize behaviors which have potentials to adversely affect the harmony at the workplace. The policy also includes mechanism to address inappropriate behaviors. In 2021, 4,744 team members from hotel properties in 24 countries were trained.

The Code or The Code of Conduct for the Protection of Children from Sexual Exploitation in Travel and Tourism is a multi-stakeholder initiative with the mission to provide awareness, tools, and support to the travel and tourism industry to prevent the sexual exploitation of children. Since 2018, Minor Hotels has been a member of the Code, supporting the fight to end the sexual exploitation of children in travel and tourism. As part of our commitment, our hotel team members are required to be trained annually on how to identify possible cases of sexual exploitation of children and how to report it to the authorities via The Code e-learning course.

In 2021, Minor Hotels was recognized by The Code as the member company that has most utilized The Code e-learning according to its global report. Across operational locations, over 12,000 of team members have successfully completed the training since 2020 to support the fight to end the sexual exploitation of children in travel and tourism worldwide.

The Human Rights e-learning is under development and expect to launch in mid-2022. The e-learning will cover all key aspects of Minor's Human Rights Policy: Work Hours, Wages, and Benefits, Safe & Healthy Workplace and Employee Well-being, Diversity, Equity and Inclusion, The Freedom of Association and Collective Bargaining, Forced Labor & Human Trafficking, Child Labor & Children Rights, Customers and Communities' Rights, and Channels for reporting violation.

We continue to monitor potential human rights risks in our own operations and in our value chain through various channels. The approach, potential issues, and remedial actions are described as follows:



Anti-Corruption | Human Rights

Key Stakeholders	Monitoring Approach	Assessment & Potential Issues	Remedial Actions	Mitigation Site
Employee	Three primary channels: <ul style="list-style-type: none"> Whistle-blower reports Employee engagement survey Minor Food's staff hotline 	<ul style="list-style-type: none"> Impolite and disrespectful verbal interactions Manager's low emotional intelligence Unfair treatment and favoritism 	<ul style="list-style-type: none"> Provide workplace behaviors and human rights trainings to all employee levels Provide training on constructive feedback to manger levels and establish platform to exchange constructive feedbacks between managers and employees 	Minor Business in Thailand
		<ul style="list-style-type: none"> Challenge in overtime payment 	<ul style="list-style-type: none"> Provide human rights and labor laws trainings to all levels of employee Rationalize appropriate working roster for employees 	
Suppliers	Suppliers' virtual audit	Chemical Handling ^{(1) (2)} <ul style="list-style-type: none"> Inadequate provision of personal protective equipment (PPE) to employees, material safety data sheets (MSDS), and emergency equipment No or inadequate monitoring of chemical concentration in workplace and no or inadequate health check of employees working in respective areas No submission of legally required chemical safety document and reports to the authorities 	<ul style="list-style-type: none"> Provide necessary PPE, MSDS, and emergency equipment Check availability of the above equipment and tools in daily or monthly safety survey Conduct yearly monitoring of chemical concentration and health check of relevant employees Submit chemical safety document and reports to the authorities 	Supplier facilities in Thailand

Anti-Corruption | Human Rights

Key Stakeholders	Monitoring Approach	Assessment & Potential Issues	Remedial Actions	Mitigation Site
		Fire Protection ^{(1) (2)} <ul style="list-style-type: none"> Inadequacy and maintenance of fire protection equipment and emergency equipment Lower percentage of employees received basic firefighting training compared to legal requirement 	<ul style="list-style-type: none"> Provide and maintain equipment in accordance with related laws Check availability and readiness of the above equipment in daily or monthly safety survey 	Supplier facilities in Thailand
		Workplace Environment ^{(1) (2)} <ul style="list-style-type: none"> No or inadequate annual inspection of workplace environment (heat, illumination, noise) and the results are over than legal threshold limits No action taken for cases over threshold limits No or inadequate annual health check of employees working in respective areas 	<ul style="list-style-type: none"> Conduct yearly inspection of workplace environment and take appropriate actions to keep values within the threshold limit Conduct annual health check of relevant employees 	

Remarks:

(1) Occupational health and safety is categorized as one aspect under Minor's Human Right Policy

(2) Non-conformities of labor practices were very minimally found during suppliers' audits compared to occupational health and safety

Grievance Mechanism

Minor has established various communication channels of grievance mechanism in order to receive comments/complaints/suggestions internally and externally. These include products/services complaints, human rights related complaints, and concerns regarding ethics and wrongdoings within the company. Each channel can be easily accessed by relevant stakeholders. Procedures and responsible parties are clearly defined to embark upon investigations and instigate remedial actions as appropriate.

Channels	Responsible Party	Target Audience
<p><u>Whistle-blower Policy</u></p> <p>Email: whistleblower@minor.com</p> <p>Post: Whistle-blower Committee</p> <p>88 The Parq Building, 12th Floor, Ratchadaphisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok 10110, Thailand</p>	Whistle-blower Committee	Internal and External
Complaints through Welfare Committees and Unions	Welfare Committees and Unions	Internal
Employee Engagement Survey	Human resources	Internal
Minor Food's Staff Hotline	Human Resources and the 3 rd party company	Internal
<p>Comments and suggestions</p> <p>Email: Feedback@minor.com</p>	Feedback will be shared to CFO of MINT, Chief Strategy Officer, Corporate Secretary, Group Director of Internal Audit and Risk Management to distribute to related functions for issue handling	Internal and External