

Related Transaction Policy

The Company realizes the need to operate under the principles of good corporate governance and focuses on adhering to good business ethics to ensure transparency and accountability, in compliance with the anti-corruption policy and to prevent conflicts of interest. Therefore, the Company classifies connected transactions into two types, as follows:

- 1) When the Company or a subsidiary conducts a transaction with a member of management or a major shareholder, or persons close to or closely related to management or a major shareholder.
- 2) When the Company or a subsidiary conducts a transaction with any juristic person that includes a major shareholder or a person with control as an executive, a major shareholder, person with control or person who will be proposed as an executive or person with a controlling interest in a listed company or subsidiary, including persons close to or closely related to them.

1. Definitions

“Connected transaction” means transactions between listed companies or their subsidiaries with connected persons of the listed companies or transactions between subsidiary companies and connected persons of the subsidiary companies.

“Agreeing to enter into a transaction” means entering into, or agreeing to enter into, a contract, or entering into an agreement, whether directly or indirectly, to acquire or dispose of leased assets; or leasing assets, providing or receiving services, providing or receiving financial assistance, and issuing new securities to create or waive rights.

“Connected person” means a connected person according to the notification of the Board of Governors of the Stock Exchange of Thailand, and includes related persons under Section 89/1

- (a) Director of a juristic person having control over the business of the company
- (b) Spouse, child or adopted child who has not yet reached the age of majority, of the director under (a)
- (c) A juristic person in which the person in (a) or (b) has control over the business
- (d) Any person acting with an understanding or agreement that if the Company conducts a transaction with financial benefit, then such person will also receive financial benefit, but only for transactions involving the following:
 - (1) Directors of the company
 - (2) Executives of the company
 - (3) Persons with power to control the business of the company
 - (4) Director of a person with power to control the business of the company

- (5) Spouse, child or adopted child who has not yet reached the age of majority, of the persons listed in (1) to (4)

“General Trading Conditions” means trading terms with fair prices and conditions that do not confer a transfer of benefits, including the following prices and conditions:

- (1) Prices and conditions received by the Company or subsidiaries or the general public
- (2) Prices and conditions that connected persons offer to the general public
- (3) Prices and conditions that the company can show are similar to those offered by other businesses to the general public

“Normal business transactions” means commercial transactions conducted by the Company or the Company’s subsidiaries for the normal purpose of doing business.

“Supporting normal business transactions” means commercial transactions conducted by the Company or the Company’s subsidiaries with another company whose general business is of the same nature as the Company’s, to support the normal business transactions of the Company.

2. Types of connected transactions

Connected transactions are divided into 6 categories, as follows:

- (1) Normal business transactions
- (2) Supporting normal business transactions
- (3) Leasing of immovable property for a period of not more than 3 years
- (4) Transactions relating to assets or services
- (5) Transactions involving providing or receiving financial support
- (6) Other connected transactions not covered by items 1) – 5)

3. Criteria and procedures for related transactions and connected transactions

The Company is aware of its duty to comply with the rules relating to related transactions and connected transactions as prescribed by the Stock Exchange of Thailand, the Capital Market Supervisory Board and the Office of the Securities & Exchange Commission, and therefore mandates its rules and procedures as follows:

- (1) In considering connected transactions, the Company will use the same criteria with respect to price and transaction terms as it uses with regular clients.
- (2) With respect to providing or receiving financial support, the transaction must be considered reasonable and necessary, and the transaction must have terms and conditions that benefit the Company.
- (3) In cases where there is no price criterion for reference, the Company will compare the price of the goods or services with market costs under the same or similar conditions.

- (4) Directors, executives or related persons will transact with the Company or the Company's subsidiaries only when such transaction has been approved by a meeting of the Company shareholders.
- (5) If the Company has any related transactions or other connected transactions that fall under the regulations of the Stock Exchange of Thailand, the Capital Market Supervisory Board or the Office of the Securities & Exchange Commission, such regulations must be strictly adhered to.
- (6) The Company must disclose any information on transactions that may involve a conflict of interest, are related transactions, or are connected transactions according to the regulations of the Stock Exchange of Thailand, the Capital Market Supervisory Board and the Office of the Securities & Exchange Commissions. Such disclosures shall be made in the annual registration statement and annual reports, or any other reports as the case may be, and details of any connected transactions must be disclosed to the Stock Exchange of Thailand according to their regulations and accounting standards.

4. Approval of related transactions and connected transactions

1) Connected transactions under the approval of management

In the case of approval of a connected transaction that falls under the purview of management, the relevant persons responsible should consider the transaction in accordance with the approval process and regulations of the Company and present to the Audit Committee to review the appropriateness of the transaction, and disclose the transaction in the Company's annual registration statement and annual report. Additionally, they must ensure that any stakeholders in the proposed connected transaction do not attend the committee meeting, and have no voting rights at the meeting.

2) Connected transactions under the approval of the Board of Directors

Small or medium-sized connected transactions not in accordance with normal trading conditions fall under the approval of the Board of Directors. The proposing party must submit all relevant details of the necessity and appropriateness of the transaction to the Audit Committee so that they may offer their opinion of the proposed transaction before it is submitted to the Board of Directors for consideration and approval. Any stakeholders in the proposed connected transaction may not attend the meeting nor have any voting rights in the meeting where the proposed transaction is under consideration. The transaction must be disclosed in the Company's annual registration statement and annual report.

3) Connected transactions under the approval of shareholders

In the case of connected transactions under the approval of shareholders, the proposing party must submit details of the necessity and appropriateness of the transaction to the Audit

Committee for their consideration before presenting to the Board of Directors for their approval and subsequently presenting to a meeting of shareholders for their consideration and approval. Any stakeholders in the proposed connected transaction may not attend any meeting where the proposed transaction is discussed nor may they have any voting rights in said meeting. After a resolution from the Board of Directors, the Company secretary shall

prepare the necessary documentation to call a meeting and request approval of the transaction from shareholders ensuring that there is sufficient information provided for them to make an informed decision. In accordance with the regulations of the Stock Exchange of Thailand, the Capital Market Supervisory Board and the Office of the Securities & Exchange Commission, the names and voting rights share of any stakeholder in the proposed connected transaction, who therefore has no right to vote on the proposal, must be disclosed, and the transaction must be disclosed in the Company's annual registration statement and annual report.

Related transaction policy was approved by the Board of Directors' meeting number 3/2025 on 26 February 2025 and is effective from 26 February 2025 onwards.

Mr.Chayanont Ulit

Chief Executive Officer

Matching Maximize Solution PCL.