



CONNECTED TRANSACTION POLICY

Neo Corporate Public Company Limited

Connected Transaction Policy

Neo Corporate Public Company Limited (“**Company**”) recognizes the importance of transparent business operation with all stakeholders being taken into consideration. Therefore, the Company has established this Connected Transaction Policy for the Company and its subsidiary company. Moreover, the Company has prepared a separated Connected Transaction Procedure to provide guidelines on the entering into connected transactions of the Company and its subsidiary company to ensure that it is clear, transparent, does not cause a conflict of interest, and is for the best interest of the Company.

This Connected Transaction Policy of the Company is as detailed below:

1. Definitions

“**Connected transaction**” means a connected transaction under the law on securities and exchange including applicable regulations, notifications, orders, or requirements, as may be further amended and supplemented.

“**Connected person**” means a connected person as prescribed under the relevant Notification of the Capital Market Supervisory Board and the relevant Notification of the Board of Governors of the Stock Exchange of Thailand, as may be further amended and supplemented.

2. Policy and principles for entering into connected transactions

In entering into a connected transaction, the Company will mainly consider the interest of the Company and will comply with the law on securities and exchange including applicable regulations, notifications, orders, or requirements (“**Rules on Connected Transactions**”), whereby any persons having interest in the transaction may not participate in the consideration and approval of the transaction.

In the event that such applicable laws require that a connected transaction must be approved by the Board of Directors’ meeting, the Company will arrange for a meeting of the Audit Committee to consider and provide its opinion on the necessity and reasonableness of the transaction.

In this regard, the directors and executives of the Company and/or its subsidiary company must prepare a report on their own interest or the interest of their related persons and notify the Company of the same so that the Company has useful information for proceeding in accordance with the requirements on the entering into connected transactions. The Company and its subsidiary company must avoid entering into a connected transaction which may cause a conflict of interest.

In entering into a transaction with a connected person under general commercial conditions and a transaction that is not under general commercial conditions, the following principles must be complied with:

1.1 Entering into a transaction that is under general commercial conditions.

With respect to the entering into a connected transaction under general commercial conditions which is an ordinary business transaction or ordinary business support transaction, the Company has a policy to set the framework of such transaction requiring such transaction to contain commercial terms in the same manner that a reasonable person in the same situation would make with a normal contracting party with commercial bargaining power that is free from such person’s influence as director, executive, or connected person (as applicable) under

reasonable conditions. It also requires that such transaction must be verifiable, must not cause the transfer of benefits, must be necessary for the Company's business operation, and must be for the best interest of the Company. In this regard, if the Board of Director has resolved to approve the said transaction framework as a general principle, the Company's management is authorized to approve the transactions that are in the nature prescribed under the framework.

In this regard, the Company will gather such transactions to report to the Audit Committee every quarter and report to the Board of Directors at least once a year.

1.2 Entering into a transaction that is not under general commercial conditions.

With respect to the entering into a transaction that is not under general commercial conditions or a transaction that does not satisfy the exemptions prescribed by applicable notifications, the Audit Committee must consider and provide its opinion on the transaction in terms of the necessity of the transaction and the appropriateness of the transaction price. The conditions of transaction must be considered if they are in accordance with normal trading conditions in the market which are comparable with the price or conditions of third parties and follow the fair price or conditions and are reasonable before proposing to the Board of Directors or the shareholders' meeting (as applicable) for further consideration and approval. In this regard, the Company will comply with the Rules on Connected Transaction including the requirements on disclosure of information on connected transactions.

In the event the that Audit Committee lacks expertise in considering potential connected transactions, the Company will appoint an independent expert, such as the asset valuer or the auditor of the Company, to provide opinions on such connected transaction to support the decision making by the Audit Committee and/or the Board of Directors and/or the shareholders (as applicable) to ensure that such transactions are necessary and reasonable with the best interest of the Company being taken into consideration. In this regard, the Company will disclose the information on connected transactions in the annual registration statement/annual report (Form 56-1 One Report) and the notes to the financial statements audited by the Company's auditor(s) or any other report forms (as applicable) in accordance with applicable rules and laws.

3. Policy on future connected transactions

With respect to potential connected transactions which may be made in the future, the Company will set the price or conditions that are a fair price and fair conditions and are in an ordinary trading nature, which are comparable with the price or conditions of the transactions in the same nature that the Company or its subsidiary company (as applicable) makes with third parties. In this regard, the Company will have the Audit Committee provide its opinion on the price, rate of consideration, including the necessity and appropriateness of such transaction. The Board of Directors will comply with the Rules on Connected Transactions including the requirements on disclosure of information on connected transactions of the Company and/or its subsidiary company in accordance with the accounting standards established by the Federation of Accounting Professions. Moreover, the Company will review and revise the Connected Transaction Policy and Procedure to ensure that they always comply with the laws. In this regard, the entering into such transaction will not be the transfer of benefits of the Company, but it is a transaction that is made with the best interest of the Company and all shareholders being taken into consideration, and that has undergone through the consideration process according to the decentralization regulations of the Company or the

regulations of its subsidiary company (as the case may be) including the consideration by each relevant sub-committee.

This Connected Transaction Policy is effective from 31 August 2023 onwards.

(Mr. Virapan Pulges)

Chairman of the Board of Directors
Neo Corporate Public Company Limited