Conflict of Interest

Policy and Guidelines

Conflict of Interest Policy

Ngernturbo Public Company Limited (the "Company") has established a Conflict of Interest Policy based on the principle that any decision-making in conducting business activities must be made in the best interests of the Company and its shareholders. Such decisions must comprehensively consider the overall interests of customers, employees, business partners, and society. Any actions that may cause a conflict of interest should be avoided. Specifically, in any action where a related party or a person with an interest in a transaction gains or loses benefits, whether directly or indirectly, from entering into a transaction with the Company or its subsidiaries, such person must inform the Company of their relationship or interest in the transaction. Furthermore, they must not participate in the decision-making process and shall have no authority to approve such transactions. The key principles are as follows:

- Directors, executives, and employees should not operate, proceed with, invest in, or become partners, shareholders with decision-making authority, or executives, whether directly or indirectly, in any enterprise that operates a business of the same nature as the Company or its subsidiaries, or is a commercial competitor to the business of the Company or its subsidiaries. This applies whether done for personal benefit or for the benefit of others, which may cause damage to the Company or its subsidiaries. An exception is made if it can be demonstrated that there is a mechanism to ensure that such actions will not affect the Company or its subsidiaries, and that operations will comply with applicable laws, with measures in place that serve the best interests of the Company and shareholders as a whole.

- Directors, executives, and employees should avoid entering into transactions that may cause a conflict of interest with the Company or its subsidiaries, whether by themselves and/or their related persons, and shall not act in any manner that conflicts with the interests of the Company or its subsidiaries, or seek personal benefit and/or benefit for related persons.

- The Board of Directors shall oversee and be responsible for ensuring that the Company and its subsidiaries have appropriate, efficient, and sufficiently rigorous internal control systems, risk management systems, and anti-corruption systems to ensure that the operations of the Company and its subsidiaries will comply with various policies, regulations, laws, and good corporate governance guidelines for listed companies. This includes relevant regulations and rules of the Capital Market Supervisory Board, the

Office of the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand (SET).

- The Company will consider resolving conflict of interest issues carefully, honestly, reasonably, and independently under a good ethical framework to ensure transparency in operations.

Conflict of Interest Guidelines

- Prior to the appointment of directors, any person nominated to be appointed as a director who may have an interest in any enterprise operating a business of the same nature as the Company or its subsidiaries, or an enterprise that is a commercial competitor to the business of the Company or its subsidiaries, must notify the Company in writing of the details of such relationship and interest, so that such details can be delivered to the shareholders in advance in the notice of the meeting.
- However, in the event that it is necessary to enter into any transaction which falls under the category of a connected transaction according to the Company's Related Party Transaction Policy, the principles of good corporate governance for listed companies must be followed. This includes complying with the Related Party Transaction Policy and other relevant laws, as well as ensuring compliance with the regulations on connected transactions prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- Directors, executives, and employees must disclose and submit information regarding their interests and those of their related persons to the Board of Directors. This is to ensure awareness of relationships and transactions with the Company and its subsidiaries in a manner that may cause a conflict of interest prior to entering into the transaction. The Company Secretary is the appointed person designated to receive notifications regarding the reporting of interests of directors, executives, and employees..
- Directors and executives, including sub-committee members, must not participate in expressing opinions and have no right to vote on the approval of matters in which they have an interest or a conflict of interest, whether directly or indirectly.
- The Board of Directors must oversee that the Company and the management disclose information on transactions that may have a conflict of interest to stakeholders,

persons with conflicts of interest, and related persons accurately, completely, and punctually. In this regard, the Board of Directors must supervise the Company and its subsidiaries to disclose information in accordance with the regulations on connected transactions prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand in the annual report and Form 56-1.

Policy Review

The Policy on the Prevention of Conflicts of Interest shall be reviewed, and the adequacy and appropriateness of the policy shall be evaluated annually.