

Policy to Prevent the Conflict of Interest

Mc Group Public Company Limited

Policy to Prevent the Conflict of Interest

Principles and Rationale

Mc Group Public Company Limited ("the Company") emphasizes conducting business with honesty, integrity, and adherence to good corporate governance principles. As such, the Company has established a Conflict of Interest Prevention Policy based on the principle that any decision-making in transactions or actions of the Company must be transparent, prudent, and cautious to avoid causing damage. This is to build credibility and ensure the best interests of the Company and its shareholders. Involved individuals must avoid and refrain from engaging in any actions that may create direct or indirect conflicts of interest. Additionally, they must not use their positions to gain personal benefits for themselves, their relatives, or family members. Conflicts of interest, if they arise, must be disclosed and managed accordingly.

In addition to maintaining a transparent shareholding structure without cross-shareholding with major shareholders to prevent conflicts of interest for any party, the Company will disclose its shareholding structure and that of its subsidiaries in the Annual Registration Statement/Annual Report (Form 56-1 One Report). Directors, executives, and employees are responsible for adhering to the provisions of the Conflict of Interest Prevention Policy.

Objectives of this Policy

1. To demonstrate commitment and establish guidelines for preventing conflicts of interest.
2. To provide directors, executives, and employees with a framework to follow and avoid potential conflicts of interest with the Company.
3. To ensure oversight, monitoring, and review are in place to confirm that directors, executives, and employees comply with this policy.

Definitions

Conflict of Interest refers to a situation where there is a conflict between personal interests of Company personnel and the collective interests of the Company, either directly or indirectly. Such situations or actions may affect the judgment in carrying out duties or decision-making in a manner that contradicts or violates any regulations, guidelines, or laws, thereby lacking independence, neutrality, transparency, and fairness.

Responsibilities

1. The Board of Directors is responsible for establishing the policy and guidelines for managing conflicts of interest.
2. The Audit Committee is tasked with overseeing the concrete implementation of the policy.

3. The CEO and Executives are responsible for creating operational procedures suited to the Company's context, aligned with the Company's policies and guidelines, as well as legal and regulatory requirements.
4. The CEO and Executives are responsible for establishing a responsible structure, such as assigning departments or individuals responsible for overseeing and ensuring compliance with the procedures.
5. The CEO and Executives are responsible for monitoring compliance with the policies, guidelines, and procedures and for finding ways to continuously improve their effectiveness. They must also ensure regular reporting of policy adherence to the Audit Committee.
6. The Corporate Secretary is responsible for reviewing transactions involving potential conflicts of interest at the end of each fiscal year and presenting them to the Audit Committee and the Board of Directors for acknowledgment.

Guidelines for Practice

1. Directors and Executives of the Company must disclose and submit their own and their related parties' conflict of interest information by reporting directly to the Company Secretary. The Company Secretary is then required to submit the conflict of interest report to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date of receipt to inform them of any relationships or transactions with the Company and its subsidiaries that may cause a conflict of interest before such transactions take place. Examples include:
 - 1.1 Joint investments or shared interests with the Company's or its subsidiaries' business partners.
 - 1.2 Holding any position or serving as an advisor to the Company's or its subsidiaries' business partners.
 - 1.3 Engaging in business transactions or services with the Company or its subsidiaries, either directly or through others.The Company requires the Company Secretary to review transactions involving conflict of interest at the end of each fiscal year. The review will be conducted for both directors and executives and will be presented to the Chairman of the Board and the Chairman of the Audit Committee at least once per year.
2. Directors, Executives, and Employees must not seek personal gain or benefit for others by using confidential information of the Company or its subsidiaries, such as plans, revenues, meeting resolutions, business forecasts, or bid prices, for personal benefit, regardless of whether it causes harm to the Company. They must strictly comply with the Company's insider information prevention policy.

3. Directors, Executives, and Employees should refrain from holding shares in businesses that are of the same nature and compete with the Company or its subsidiaries to a significant extent, if doing so prevents them from performing their duties or affects their responsibilities.
In cases where Directors, Executives, or Employees held such shares prior to becoming a Director, Executive, or Employee, or before the Company or its subsidiaries entered into business, or if they inherited them, they must report this in writing to the Company Secretary.
4. Directors, Executives, and Employees must not participate in meetings, express opinions, or approve matters in which they have a conflict of interest, either directly or indirectly, to ensure objective decision-making.

Complaint Handling

If there is a violation of the conflict of interest prevention guidelines involving the Company, its Directors, Executives, or Employees, either directly or indirectly, anyone witnessing such actions can file a complaint or provide clues or evidence to the relevant parties. The Company will conduct a factual investigation and ensure fairness and protection for the complainant as outlined in the complaint handling policy.

Investigation Procedure for Complaints

1. Upon receiving a complaint or whistleblowing information, the Audit Committee shall assign the internal auditor to appoint an investigation committee to examine the facts, conduct inquiries, and filter the information. The committee is also responsible for providing regular updates on the investigation's progress to the complainant.
2. After conducting the investigation and verifying the facts, if it is reasonably believed that the accused did not violate the conflict of interest prevention guidelines, the Company allows the accused to defend themselves by presenting additional information or evidence to prove that they did not commit the alleged violation.

Disciplinary Actions under this Policy

The Company will impose disciplinary actions on any director, executive, or employee who violates this policy. This includes direct supervisors who ignore violations and fail to take corrective action. Disciplinary measures may include dismissal and/or removal from position. Additionally, if the violation is against the law, legal consequences may also be imposed.

Policy Communication and Training

The Company recognizes the importance of raising awareness and understanding among relevant personnel, shareholders, stakeholders, or any other parties potentially impacted by the Company. This includes employee training to ensure compliance with the conflict of interest prevention policy. The Company will take the following actions:

1. Employees
 - 1.1 New Employees: The Company will include this policy as part of the orientation training for all new employees.
 - 1.2 Current Employees: The Company requires supervisors at all levels to communicate and ensure employee understanding during each performance evaluation. The policy will be disseminated through various means, such as posting it in prominent locations accessible to all employees, sending email notifications to all employees whenever there is a change, and including it as a topic in employee training sessions.
2. Public
 - 2.1 The Company will communicate the conflict of interest prevention policy to the public by publishing it on the Company's website and in the annual report (Form 56-1 One Report).
 - 2.2 Lack of awareness of this policy and/or related laws cannot be used as an excuse for failing to comply with this policy.

This policy is effective from November 9, 2023, onwards.

-Signed by-

(Mrs. Kaisri Nuengsigkapan)
Chairman of the Board of Directors