

Policy: Conflict of Interest

Document Number: MG-E-010

Effective Date: August 11, 2022

Company Policy
Conflict of Interest

In accordance with the resolution of the Board of Directors of Medeze Group Public Company Limited (the "Company"), this announcement establishes the Policy on Conflict of Interest, which outlines principles and guidelines as follows:

1. Introduction

The Company prioritizes the objectives of business operations to maximize benefits for shareholders, stakeholders, and related parties, while ensuring fairness and transparency. After careful consideration of potential conflicts of interest, the Company has developed this policy and guidelines for implementation.

2. Principles

Business operations must be conducted with honesty, rationality, independence, and equal treatment of all shareholders, stakeholders, and related parties, in line with good corporate governance principles. For any transactions involving individuals who have authority over or can influence the Company's decisions, such as major shareholders or executives, the Company will prioritize its best interests. Such transactions will be treated as if they were conducted with external parties (on an Arm's Length basis).

3. Conflict of Interest Policy

The Company acknowledges the importance of conducting business with honesty, transparency, and accountability. These principles of good corporate governance enhance organizational efficiency. Therefore, the Company has established a policy requiring directors, executives, and employees to avoid any actions that may conflict with the Company's interests. Such conflicts may arise from:

1. Contact with the Company's business-related parties, such as customers and business partners.
2. Using the Company's opportunities or internal information for personal gain.
3. Engaging in transactions with the Company.
4. Conducting business that competes with the Company.

Which may result in the Company losing benefits. In cases where such transactions are necessary and unavoidable, the Company will ensure that these transactions are conducted with transparency and fairness, equivalent to transactions with external parties, considering the maximum benefit to the Company and fairness to related parties to prevent conflicts of interest, the Company has established the following guidelines:

- 3.1 The Company must not provide loans or guarantees to directors or businesses in which directors hold more than a 50% shareholding, except as part of the Company's welfare benefits program.
- 3.2 Directors are prohibited from operating businesses that compete with the Company unless they receive prior approval from the shareholders' meeting before their appointment as directors.
- 3.3 Directors and executives must not exploit the Company's opportunities or confidential information for their own or others' benefit, nor engage in business activities that compete with or relate to the Company's operations.
- 3.4 Directors and executives must abstain from participating in meetings or voting on matters that concern themselves and may create conflicts of interest with the Company. If necessary for the Company's benefit, such transactions must be conducted as if they were transactions with external parties (on an Arm's Length Basis).
- 3.5 Directors and executives must inform the Company of any interest they hold in contracts made by the Company.
- 3.6 Directors and executives are required to prepare annual conflict of interest disclosure reports or reports about when incidents occur.
- 3.7 Any transactions, such as buying or selling goods or assets, between directors and the Company must be notified and approved by the Board of Directors beforehand.
- 3.8 Independent directors must be included in the meeting and the decision-making process When considering conflicts of interest and transactions that may involve conflicts of interest.

Directors, executives, and personnel of the Company who are aware of inside information should refrain from using it for their gain or disclosing it to others for improper benefits.