

Related Party Transactions Policy

Meb Corporation Public Company Limited

Related Party Transactions Policy

The Company's policy on related party transactions is outlined as follows

Definition of Intercompany Transactions: Intercompany transactions refer to transactions between the company and persons who may have a conflict of interest with the company, as defined in the Securities and Exchange Commission (SEC) notification on definitions related to securities issuance and offerings.

Definition of Related Party Transactions: Related party transactions refer to transactions between the company and its related persons, as stipulated in the Capital Market Supervisory Board notification on criteria for related party transactions and the Stock Exchange of Thailand (SET) notification on disclosure of information and conduct of listed companies regarding related party transactions.

For the purpose of this policy, related party transactions shall also include intercompany transactions.

1. Measures and Procedures for Approving Related Party Transactions

When entering into related party transactions, the company will comply with its regulations, the Securities and Exchange Act B.E. 2535 (1992) (including amendments) (the "Securities Act"), and the relevant regulations, notifications, orders, and requirements of the SEC, the Capital Market Supervisory Board, and the SET. Additionally, the company will adhere to the disclosure requirements for related party transactions as prescribed by these regulations, as well as the financial reporting standards issued by the Federation of Accounting Professions and other applicable regulations. Any interested parties shall not have voting rights in agenda items related to such transactions.

If the law requires a related party transaction to be approved by the Board of Directors and/or the shareholders' meeting, the company will convene the Audit Committee meeting to review and provide opinions on the necessity and reasonableness of the transaction before presenting it to the Board of Directors and/or the shareholders' meeting. For normal business transactions or transactions that support normal business operations with general trade conditions, and other related party transactions, the following principles shall apply

- (1) Normal Business Transactions or Transactions Supporting Normal Business Operations with General Trade Conditions

The Board of Directors has the authority to approve, in principle, the delegation of authority

to the management team¹ to approve related party transactions that are normal business transactions or transactions supporting normal business operations under general trade conditions. Such transactions must be conducted with directors, executives, major shareholders, or related persons of the company, under conditions similar to those that a reasonable person would enter into with a general counterparty in the same situation. These transactions must be made on an arm's length basis, without any influence from the fact that the counterparty is a director, executive, major shareholder, or a related person of the company (as applicable). Additionally, the transactions must not involve the transfer of benefits and must have pricing or conditions that are reasonable and fair.

If the Board of Directors approves the general framework for such transactions, the company's management can approve transactions that fall within the approved framework. The company will compile and summarize such transactions into a report to be presented at the Audit Committee and Board of Directors meetings on a quarterly basis.

(2) Other Related Party Transactions

Other related party transactions must be reviewed and opined on by the Audit Committee before being presented to the Board of Directors and/or the shareholders' meeting (as applicable) for further approval. The company shall comply with its regulations, the Securities Act, and the relevant regulations, notifications, orders, and requirements of the SEC, the Capital Market Supervisory Board, and the SET.

If the Audit Committee lacks expertise in evaluating a particular related party transaction, the company will engage independent professionals with relevant expertise, such as auditors or independent asset appraisers, to provide opinions on the transaction. These opinions will serve as supporting information for the Audit Committee, the Board of Directors, and/or shareholders (as applicable) to ensure that the transaction is reasonable and serves the best interests of the company. The company will fully and accurately disclose related party transactions in accordance with the applicable laws and regulations in its Annual Registration Statement (Form 56-1), Notes to Financial Statements, and/or any other required reports (as applicable)

2. Future Related Party Transactions Policy

In the event that the company enters into related party transactions in the future, it will comply with its regulations, the Securities and Exchange Act, and the rules, notifications, orders, or requirements issued by the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, and the Stock Exchange of Thailand (SET). All related party transactions must not involve any transfer or misappropriation of the company's benefits. The transactions must be carried out with the

¹Management refers to the executives as defined by the Securities and Exchange Commission (SEC) announcement No. KorJor. 17/2551 regarding the definitions in the announcement on the issuance and offering of securities (including amendments). This definition excludes the Chief Executive Officer (CEO).

best interests of the company and all shareholders in mind. Any interested parties will not have voting rights in matters related to such transactions.

For normal business transactions or recurring transactions that support normal business operations, the company has established criteria and operational guidelines in accordance with general commercial practices. The transaction pricing and conditions must be appropriate, fair, reasonable, and verifiable. These transactions must be reviewed by the Audit Committee and approved by the Board of Directors, serving as a framework for management to execute such transactions. Additionally, the company will compile and report a summary of these transactions to the Audit Committee and Board of Directors on a quarterly basis.

In addition to complying with the above requirements, the company will also follow the corporate governance guidelines for its subsidiaries and affiliated companies, as set forth in the regulations of Central Retail Corporation Public Company Limited (CRC), as long as the company remains a subsidiary of CRC.

Furthermore, the Company will periodically review and update its policy on related party transactions to ensure it aligns with the current business environment and operational conditions.

This policy on related party transactions will become effective once the Company's shares are officially listed on the Stock Exchange of Thailand (SET).