

Principles Regarding Commercial Agreements with General Commercial Terms and Conditions

Meb Corporation Public Company Limited

Principles Regarding Commercial Agreements with General Commercial Terms and Conditions between the Company or Subsidiary company with Directors, Executives, or Related Party

Under the Related Party Transaction Policy of Mcb Corporation Public Company Limited (“**the Company**”), as well as 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) applicable to the Company if the Company and/or its subsidiaries (collectively referred to as “**the Group**”) enter into any transaction with directors, executives, or related party (“related party transactions”), such transactions must comply with the following principles and conditions

1. **Transactions in the Ordinary Course of Business or Supporting the Ordinary Course of Business and Having General Commercial Terms and Conditions**

Nature of the Transactions

Transactions that are in the ordinary course of business or that support the ordinary business operations of the Group, whether involving new transactions or amendments to existing agreements, shall be considered under this category if such transactions are conducted under commercial agreements including pricing and other terms that are similar to those that would be agreed upon by a reasonable person with a general counterparty under the same circumstances, with fair bargaining power and without the influence of related party status (“**general commercial terms and conditions**”).

The term “general commercial terms and conditions” shall include:

- Prices and conditions that the Company or its subsidiaries (as the case may be) receive from or grant to the general public; and/or
- Prices and conditions that related persons grant to the general public; and/or
- Prices and conditions that can be demonstrated as those offered by business operators engaged in similar types of business to the general public.

Approval Authority

The Executive Committee, Managing Director, and Management¹ (as the case may be) may enter into related party transactions in accordance with their approval authority for the Company's and subsidiaries' operations and transactions (Delegation of Authority) without the need to submit the matter to the Board of Directors for approval.

However, a summary report of related party transactions shall be prepared and submitted to the Audit Committee and the Board of Directors for acknowledgment on a quarterly basis.

2. Transactions in the Ordinary Course of Business or Supporting the Ordinary Course of Business That Cannot Be Compared in Price and Terms with the General Public or Similar Business Operators

Nature of the Transactions

Transactions that are in the ordinary course of business or support the ordinary business operations of the Group, which involve contract renewals under existing terms or amendments to previously approved agreements by the Audit Committee and the Board of Directors, shall have the following characteristics:

- (1) Prices and terms cannot be compared with those offered to the general public or similar business operators because no equivalent services are provided or received; and
- (2) The transactions are considered reasonable by Management and do not cause detriment to the Company or its subsidiaries (as the case may be); and
- (3) The transactions have been reviewed by the Audit Committee, which deems them to be reasonable.

Such transactions include the provision of services under the loyalty program for The 1 membership (Loyalty Services program) between The One Central Co., Ltd. as the service provider and the Company as the service recipient.

Approval Authority

After obtaining approval from the Audit Committee, the Executive Committee, Managing Director, and Management (as the case may be) may enter into such related party transactions under their delegated authority for operations and transactions of the Company and subsidiaries (Delegation of Authority) without submitting the matter to the Board of Directors for approval.

¹ Management refers to executives as defined in the SEC Notification No. KorJor. 17/2551 regarding definitions in the notifications on the issuance and offering of securities (as amended), and does not include the Managing Director

However, a summary report of related party transactions shall be prepared and submitted to the Audit Committee and the Board of Directors for acknowledgment on a quarterly basis.

3. Transactions Involving the Provision or Receipt of Services Charged on a Cost-Plus Basis

Nature of the Transactions

These are transactions for the provision or receipt of services charged on a cost-plus basis, where the fee is calculated based on the actual cost plus an agreed-upon profit margin (Cost Plus) as approved by the Audit Committee, under the condition that the profit margin added to the actual cost shall not exceed ten percent (10%). Such transactions include:

- Accounting and financial services (FAST) between HCDS as the service provider and the Group as the service recipient.
- Human resource management services (HR) between HCDS as the service provider and the Group as the service recipient.
- Maintenance and support services for the C-neXt HR management system (SAP Success Factors License) between HCDS as the service provider and the Company as the service recipient.

Approval Authority

Any adjustment to increase or decrease the profit margin (Cost Plus) from the agreed-upon rate must be approved by the Audit Committee. In any case, the profit margin added to the actual cost shall not exceed ten percent (10%). After receiving approval from the Audit Committee, the Executive Committee, Managing Director, and Management (as the case may be) may enter into the related party transactions under their delegated authority for operations and transactions of the Company and its subsidiaries (Delegation of Authority) without submitting the matter to the Board of Directors for approval.

However, a summary report of related party transactions shall be prepared and submitted to the Audit Committee and the Board of Directors for acknowledgment on a quarterly basis.

In case of any doubts regarding the transaction, consultation with the Company Secretary must be conducted before proceeding with the transaction.

In this regard, if a transaction that the Company or its subsidiaries intend to enter into does not fall under any of the categories described above, the Company or its subsidiaries must comply with the Securities and Exchange Act, as well as 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) that are applicable prior to entering into such transaction.

Additionally, the Company shall review the Principles Regarding Commercial Agreements with General Commercial Terms and Conditions in Transactions between the Company or its Subsidiaries and Directors, Executives, or Related Party to ensure alignment with the Company's circumstances and business operations.

This Principles Regarding Commercial Agreements with General Commercial Terms and Conditions between the Company or Subsidiary company with Directors, Executives, or Related Party shall be effective from 18 April 2022, onward.