

## **Policy for Preventing Overlapping Benefits or Conflict of Interest**

### **TQM Alpha PLC.**

Directors, executives, and employees of the company are responsible for carrying out the following provisions and considerations.

1. Disclose and submit personal and related party information to the company's board of directors to inform them of relationships and transactions with the company and its subsidiaries, in a manner that may give rise to immediate conflicts of interest before any transactions take place. This is to ensure that the company designates the company secretary to regularly review transactions with interests at the end of each year. The review process will involve directors, executives, and/or related parties, including department managers and relevant employees, and provide the information to the audit committee and the board of directors for their awareness at least once a year.
2. Avoid engaging in transactions involving oneself and/or related parties that may give rise to conflicts of interest with the company and its subsidiaries, and refrain from any actions that would undermine the interests of the company or its subsidiaries or seek personal gain and/or gain for related parties.
3. The company directors must not participate in approving matters in which they have a direct or indirect conflict of interest or conflicting benefits.
4. The following actions, which result in company directors, executives, or related parties receiving financial benefits beyond what is deemed customary or causing harm to the company or its subsidiaries, shall be presumed to be actions that significantly conflict with the interests of the company and its subsidiaries:
  - (a) Transactions between the company or its subsidiaries and company directors, executives, or related parties that do not adhere to the criteria for related-party transactions.
  - (b) The use of information from the company or its subsidiaries that is obtained in advance, unless it is information already disclosed to the public.
  - (c) The utilization of company assets or business opportunities by the company or its subsidiaries that contravenes the criteria or general practices set forth by the Securities and Exchange Commission.
5. In cases where it is a regular transaction with trade agreements that have general trading conditions typically accepted by counterparties in similar situations, with negotiation power in trade that is independent of their status as company directors, executives, or related parties, as approved by the company's board of directors based on established principles, a summary of such transactions shall be prepared for the audit committee and the board of directors' acknowledgment and comments in every quarter in which such transactions occur.

6. For other related-party transactions that are not considered ordinary transactions, the applicable criteria related to related-party transactions under securities laws and the company's policy on related-party transactions shall be followed.
7. Supervise, oversee, and ensure that the company and its subsidiaries have internal control systems, risk management systems, and anti-corruption measures that are appropriate, effective, and sufficiently robust to provide confidence that the operations of the company and its subsidiaries comply with various policies, company regulations, laws, guidelines, and the principles of good corporate governance of registered companies, including relevant regulations and criteria of the Securities and Exchange Commission, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand.
8. The board of directors shall supervise and ensure that the company and its subsidiaries comply with securities laws and other relevant legislation. Additionally, they shall disclose information in accordance with the criteria set by the Stock Exchange of Thailand and other relevant regulatory bodies.
9. The company shall establish clear systems to demonstrate that its subsidiaries have adequate mechanisms in place to consistently and reliably disclose significant transactional information in accordance with the prescribed criteria. There should be channels for the company's directors and executives to access subsidiary information for monitoring operational performance and financial status, as well as important transactions between the subsidiaries and the board of directors or executives. Additionally, effective mechanisms should be established to allow independent directors, auditors, and internal auditors direct access to the information system for auditing purposes. The results of such audits should be reported to the company's directors, audit committee, and executives to ensure confidence in the subsidiaries' adherence to the established systems on an ongoing basis.

It is advisable to avoid holding shares, being a director, executive, or consultant in a business that is of a similar nature to the company or its subsidiaries, or is a competitor of the company or its subsidiaries. The holding of shares and the roles of director, executive, or consultant in other organizations may be permitted as long as they do not conflict with the interests of the company and the performance of duties within the company or its subsidiaries. Additionally, it is important to adhere to the criteria specified in the Public Limited Companies Act of 1992 (as amended) and securities laws.

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