



Conflict of Interest Prevention Policy

MK Restaurant Group Public Company Limited

1. Purpose

MK Restaurant Group Public Company Limited (The Company) is committed to conducting business in accordance with principles of good corporate governance, which include integrity, transparency, fairness, and accountability. Therefore, it is essential to give importance to the consideration of transactions that may involve conflicts of interest, related transactions, or interrelated transactions. The Company has established practices, prohibitions, and various considerations to ensure that the Board of Directors, executives, and employees of the Company understand and act in compliance with these matters for the benefit and best interests of the Company.

2. Definition

Conflict of interest or overlapping benefits refers to situations or actions where the person in a position of responsibility (including but not limited to directors, executives, and employees) has personal benefits to such an extent that it affects decision-making or the performance of duties in the position for which that individual is responsible. Additionally, it has an impact on the interests of the company, whether directly or indirectly.

Furthermore, the terms used in this policy shall have the meanings as defined in the Public Limited Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended), and the criteria, regulations, and orders of the Securities and Exchange Commission (SEC), the The Capital Market Supervisory Board (CMSB), and The Stock Exchange of Thailand (SET) (collectively referred to as the "Securities Laws").

3. Guiding Principles

The Board of Directors, executives, and employees of the Company have responsibilities in accordance with the following provisions and considerations:

1. **Disclosure and Submission of Personal Interest Information:** directors, executives, and employees are responsible for disclosing and submitting their personal interest information and that of related parties to the Board of Directors. This is to inform the Board of the relationships and transactions with the Company and its subsidiaries that may pose a conflict of interest. The Company has designated the Company's secretary to annually review such transactions involving interested parties, including directors, executives, and related employees, and present the information to the Audit Committee and the Board of Directors for acknowledgment at least once a year.
2. **Avoidance of Self-Dealing:** directors, executives, and employees shall avoid engaging in transactions related to themselves and/or related parties that may result in a conflict of interest with the Company and its subsidiaries. They shall refrain from actions that may compromise the

interests of the Company or its subsidiaries or seek personal benefits and/or benefits for related parties.

3. Notification of Conflicts of Interest: directors shall notify the Board of any conflicts of interest before a board meeting. They shall abstain from participating in the meeting, refrain from expressing opinions, and abstain from voting on matters where they have a conflict of interest, whether direct or indirect. This is to ensure fair decision-making for the benefit of the Company and genuine shareholders. Minutes of the meeting must record such notifications.
4. Prohibited Actions: actions leading to financial benefits for directors, executives, or related parties beyond what is usual or causing harm to the Company or its subsidiaries are considered conflicting with the Company's interests. Examples include:
 - 4.1. Transactions between the Company or its subsidiaries and directors, executives, or related parties that do not meet the criteria for related transactions.
 - 4.2. Use of non-public information of the Company or its subsidiaries.
 - 4.3. Use of assets or business opportunities of the Company or its subsidiaries that violate general criteria or practices as announced by the Securities and Exchange Commission.
5. Approval of Ordinary Transactions: in the case of ordinary transactions with general trading conditions similar to those for third parties under normal circumstances, and where directors, executives, or related parties are involved as the counterparty, approval must be obtained in advance from the board of directors. A summary of such transactions shall be presented to the Audit Committee and the Board of Directors for acknowledgment, along with periodic reports on such transactions.
6. Consideration of Non-routine Transactions: for non-routine transactions related to interrelated transactions, the Audit Committee shall evaluate and provide opinions on the necessity and appropriateness of entering into the transaction and its price. This should be done before any action is taken, following the relevant criteria and laws related to securities and the Company's interrelated transaction policy.
7. Compliance with Laws and Regulations: the Board of Directors is responsible for ensuring that the Company and its subsidiaries comply with securities laws and other relevant laws. Additionally, they must disclose information in accordance with market criteria and regulations set by the Securities and Exchange Commission and other relevant authorities.
8. System and Reporting: the Company must establish a clear system to demonstrate that its subsidiaries have adequate systems for disclosing significant transactions regularly and reliably. This includes providing a channel for the Board of Directors and Company executives to directly access information to monitor the operations and financial status, transactions between subsidiaries and the Board of Directors or executives, and significant transactions of subsidiaries efficiently. Furthermore, there should be mechanisms for independent directors, auditors, and internal auditors to access this information directly, and reports on the results of checks on the system must be submitted to the Board of Directors, the Audit Committee, and Company executives for acknowledgment.

9. Avoidance of Holding Positions in Competing Businesses: directors, executives, or advisors should refrain from holding shares, being a director, or serving as an advisor in businesses similar to those of the Company or its subsidiaries. They can engage in such activities only if it does not conflict with the interests of the Company or its subsidiaries and does not affect their duties within the Company. Such actions must comply with the criteria specified in the Public Limited Companies Act and securities laws.

This policy was effective from November 9, 2023 onwards.