




PRTR Group Public Company Limited.

Conflict of Interest Policy.



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This Conflict of Interest Policy is the exclusive property of PRTR Group Public Company Limited, established to enhance the corporate governance system in alignment with Good Governance principles, statutory regulations, and the requirements of regulatory bodies.

The Board of Directors approved this policy at Meeting No. 4/2019 on November 21, 2019. It has been effective as a core principle and operational guideline since December 1, 2019.

To ensure the policy remains current, it shall undergo a regular review at least once annually. Any subsequent amendments are subject to the exclusive approval of the Board of Directors.



(Mr. Niphon Bundechanan)

Acting Chairman of the Board of Directors.



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1. Introduction

PRTR Group Public Company Limited is deeply committed to conducting its business operations for the maximum benefit of its shareholders, stakeholders, and related parties. This is achieved through a fair and transparent framework, with strict vigilance and due care in managing potential conflicts of interest.

2. Objectives

2.1 To ensure that directors, executives, and employees possess a comprehensive understanding and awareness of situations involving potential conflicts of interest, which are deemed unethical and non-compliant with applicable laws.


2.2 To establish definitive guidelines enabling directors, executives, and employees to exercise professional judgment in preventing and resolving potential conflicts of interest, anchored in the principles of integrity and ethics for the maximum benefit of the Company and/or its subsidiaries.

3. Scope

The scope of this Policy shall apply to the Company and its subsidiaries. It encompasses the core principles, policy frameworks, preventive measures against conflicts of interest, and the prescribed operational guidelines.

4. Principles and Rationale

Conducting business with integrity, rationality, and independence, while ensuring equitable treatment for shareholders, stakeholders, and all related parties in accordance with Good Corporate Governance principles, is fundamental to the Company's stable and sustainable growth. Regarding any transactions involving persons with authority or significant control over the Company's decisions—such as directors, major shareholders, or

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executives—which may give rise to potential conflicts of interest, the Company shall prioritize its own maximum benefit. All such transactions must be conducted on an arm’s length basis, as if they were transactions with independent third parties.

5. Definition

Related Persons shall mean any individual or legal entity maintaining a relationship with a Director, Major Shareholder, or Executive in any of the following manners:

- (a) Spouse of such person.
- (b) The minor child of such person.
- (c) A general partnership in which such person or a person under (a) or (b) is a partner.
- (d) "A limited partnership in which such person, or the persons specified in (a) or (b), serves as a partner with unlimited liability, or as a partner with limited liability whose combined shareholding exceeds 30% of the total partnership interest.
- (e) A limited company or a public limited company in which such person, or the persons specified in (a) or (b), or the partnerships specified in (c) or (d), collectively hold more than 30% of the total issued and outstanding shares of such company; or
- (f) A limited company or a public limited company in which such person, or the persons specified in (a) or (b), or the partnerships specified in (c) or (d), or the company specified in (e), collectively hold more than 30% of the total issued and outstanding shares of such company.
- (g) A legal entity in which such person has the authority to manage or act as an authorized representative of that legal entity.

Conflict of Interest shall mean a situation in which the performance of duties, intended to achieve results or benefits in alignment with the Company’s objectives, instead yields benefits to oneself or other parties. Consequently, the Company is deprived of the benefits it is rightfully entitled to receive, or may otherwise sustain damages in any manner.

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6. Conflict of Interest Policy

The Company recognizes the paramount importance of conducting business with integrity, transparency, and accountability, which are the core principles of Good Corporate Governance and essential for enhancing organizational efficiency. Consequently, the Company has established a policy requiring all directors, executives, and employees to avoid any actions that may result in a conflict of interest with the Company, which may arise from:

- Contacts with the Company's commercial stakeholders such as customers, partners, etc.
- Using opportunities or inside information of the Company for personal gain.
- Transactions with the Company.
- Doing business that competes with the company.
- etc.

Such actions result in the loss of the Company's benefits. In cases where a transaction is necessary and unavoidable, the Company shall ensure that such transaction is conducted with transparency and fairness, on an arm's length basis as if transacting with an independent third party, prioritizing the Company's maximum benefit and ensuring fairness to all related parties.

In the event that a potential conflict of interest is identified, directors, executives, and employees are required to report or submit a whistleblowing tip or complaint through the designated email channel at whistle-blowing@prtr.com, in accordance with the procedures stipulated in the Company's Whistleblowing and Complaint Policy.

7. Preventing conflicts of interest

The Company has established the following operational guidelines to prevent potential conflicts of interest:

7.1 Directors, executives, and employees shall refrain from engaging in any business of the same nature as, or in competition with, the business of the Company or its subsidiaries, whether for personal gain or the benefit of others, which may result in direct or indirect prejudice

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to the Company. Furthermore, they shall not become a partner, a shareholder with decision-making authority, or an executive in any entity competing with or operating in the same nature as the Company or its subsidiaries. An exception is granted only if it can be demonstrated that robust mechanisms are in place to ensure such actions will not adversely affect the Company, and that measures are implemented to prioritize the best interests of the Company and its shareholders as a whole. In such instances, the director, executive, or employee must immediately report the matter to the Chairman of the Audit Committee.

7.2 Directors, executives, and employees shall refrain from holding significant shareholdings in any competing businesses of the Company, should such holdings impair their ability to perform their duties or result in a failure to act or an omission of their professional responsibilities. In the event that such shares were acquired prior to their appointment, before the Company entered into said business, or through inheritance, the director, executive, or employee must immediately report the matter to the Company in accordance with the procedures prescribed by the Board of Directors.

7.3 Directors, executives, and employees shall refrain from utilizing the Company's information, trade secrets, and assets for personal gain or for the benefit of others. This includes engaging in businesses that compete with, or are related to, the Company's business operations.

7.4 Directors, major shareholders, and executives who have a conflict of interest in any agenda item must abstain from voting or recuse themselves from the meeting during the deliberation of such matter, in cases where they and/or their related persons have a conflict of interest or a stake in transactions that may give rise to a conflict of interest with the Company.

7.5 Directors, major shareholders, executives, and employees are required to disclose any private business activities or entities—whether conducted individually or involving family members, relatives, or dependents—that may give rise to a conflict of interest with the Company or its subsidiaries. The Company Secretary is responsible for coordinating the preparation of annual disclosure documents regarding both direct and indirect interests, or whenever there is a significant change to previously disclosed information. The Company Secretary shall consolidate and report such disclosures to the Board of Directors at least once a year.

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- Engaging in joint ventures or maintaining financial interests with the Company's suppliers, vendors, or customers.
- Holding any position, including serving as an advisor, for the Company's suppliers, vendors, or customers.
- Engaging in the sale of goods or the provision of services to the Company or its subsidiaries, whether conducted directly or through a third-party intermediary.

7.6 The Board of Directors shall ensure the Company's strict compliance with the Securities and Exchange Act, as well as the regulations, notifications, orders, and rules prescribed by the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC), and the Capital Market Supervisory Board. Furthermore, the Company is required to disclose all connected transactions in its information disclosures, in accordance with the regulations of the SET and other relevant regulatory bodies.

7.7 Directors, executives, and employees of the Company shall make all business decisions in the best interests of the Company.

7.8 Directors, executives, and employees of the Company shall dedicate their full time and exert their utmost capabilities to the performance of their duties. Furthermore, they shall refrain from engaging in any private business activities that may adversely affect their professional responsibilities or interfere with the Company's official working hours.


7.9 Directors, executives, and employees of the Company shall refrain from engaging in any administrative or management actions that undermine the Company's interests or provide undue benefits to any individual or legal entity, whether for personal gain or the benefit of others.

7.10 Directors, executives, and employees of the Company shall avoid any financial involvement and/or relationships with third parties that may result in a loss of the Company's benefits, give rise to a conflict of interest, or impede the efficient performance of their duties.

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8. Disciplinary Actions

In the event that any individual engages in any act that violates or fails to comply with this policy, whether directly or indirectly, such personnel (as the case may be) shall be subject to disciplinary action in accordance with the Work Rules and Regulations of the Company or its subsidiaries, or any other relevant regulations, as well as any applicable penalties prescribed by law.

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Appendix : Examples of incidents that may cause a conflict of interest.

To provide guidance on avoiding transactions that may give rise to a conflict of interest with the Company, the following illustrative scenarios have been established as a guideline for directors and executives.

1. Accepting gifts, rewards, or any form of personal remuneration from related persons or the Company's business partners for personal gain.
 2. Utilizing customer or job applicant information for purposes unrelated to the Company's business operations.
 3. Utilizing the Company's assets, such as computers, software, or proprietary data, for purposes unrelated to the Company's business operations.
 4. Directing subordinates to perform personal errands, or engaging in external employment or private business activities during official working hours.
 5. Participating in the selection, promotion, or performance evaluation of employees with whom you have a personal relationship or mutual financial interests.
 6. Involvement in the decision-making process for transactions, such as purchasing or selling goods and services, between the Company and your family members.
 7. Holding a position as an executive, director, employee, or advisor in businesses of the same nature or in direct competition with the Company.
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Appendix: List of Companies Subject to This Policy

This policy applies to **PRTR Group Public Company Limited**, as well as its subsidiaries under its direct or indirect control.

The companies within the scope of this policy include the following:

1. PRTR Recruitment Company Limited
2. PRTR Recruitment and Outsourcing (Eastern Seaboard) Company Limited
3. Nexmove Platform Recruitment Company Limited
4. The Blacksmith Company Limited
5. Pinno Solutions Company Limited
6. PRTR Global Recruitment Company Limited
7. Biz Resource Company Limited

Remarks:

- Newly established subsidiaries or subsequent investments shall automatically fall within the scope of this policy, unless otherwise specified.
- For companies not under the Company's control, this policy may be adopted and applied as appropriate.

Additional Note: This appendix shall be deemed an integral part of this policy and shall have the same full force and effect as the main policy in all respects.