




PRTR Group Public Company Limited.

Policy on connected transactions.



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This Related Party Transactions Policy is the exclusive property and copyright of PRTR Group Public Company Limited (the “Company”). The Company is dedicated to developing its corporate governance system in full alignment with the principles of good corporate governance, best practices, as well as the laws, rules, and regulations prescribed by official and regulatory authorities.

The Board of Directors approved this Related Party Transactions Policy at Board Meeting No. 2/2022 on May 13, 2022. It is established to serve as the fundamental principle and operational guideline for executives and employees of the Company and its subsidiaries, effective from May 13, 2022, onwards.

To ensure that the Related Party Transactions Policy remains current and appropriate to evolving situations and changes, a formal review of the policy shall be conducted at least once a year. Any amendments or revisions must be approved solely by the Board of Directors.



(Mr. Niphon Bundechanan)

Acting Chairman of the Board of Directors.



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1. Introduction


To ensure adherence to the principles of good corporate governance, transparency, and equitable treatment for all shareholders, the Company has established control measures for related party transactions between the Company, its subsidiaries, and related persons. Such related persons include major shareholders, directors, executives, or parties related to the aforementioned individuals who may have current or future conflicts of interest. These measures are in strict accordance with the Securities and Exchange Act B.E. 2535 (1992) (including any subsequent amendments), as well as the regulations, announcements, orders, and criteria prescribed by the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission ('SEC'), and/or the Stock Exchange of Thailand ('SET'). Furthermore, the Company and its subsidiaries shall comply with disclosure requirements for related party transactions in the notes to the audited financial statements and the Annual Registration Statement / Annual Report (Form 56-1 One Report).

2. Definition

The definitions of 'Related Party Transactions,' 'Connected Transactions,' 'Persons with Potential Conflicts of Interest,' 'Connected Persons,' and other relevant terms shall be in accordance with the announcements of the Office of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), and/or the relevant notifications of the Capital Market Supervisory Board.

3. Objectives

- 2.1 To establish a comprehensive Related Party Transactions and Connected Transactions Policy for the Company and its subsidiaries, ensuring a unified and consistent approach to practical implementation across the group.
- 2.2 To serve as a formal communication tool by providing a written Related Party Transactions and Connected Transactions Policy for personnel at all levels of the

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Company and its subsidiaries, fostering a shared and standardized understanding of these principles.

4. Scope

This policy applies to the Company and its subsidiaries, encompassing the principles, policies, and operational guidelines.


5. Principles and Rationale

Transactions between the Company and related persons or entities may serve as a potential channel for the siphoning of benefits away from the Company. To ensure transparency and equitable treatment for all shareholders, investors, and stakeholders, the Company shall conduct related party transactions in accordance with the following principles:

- Transactions must undergo a transparent approval process, where directors, executives, and stakeholders with a conflict of interest in the matter are strictly prohibited from participating in the decision-making process. Furthermore, the Audit Committee must review and provide an official opinion on such transactions.
- Transactions must primarily prioritize the best interests of the Company, conducted on terms equivalent to those entered into with independent third parties (Arm's Length Basis).
- The Company shall establish robust monitoring and audit systems to ensure that all transactions are executed in full compliance with the officially prescribed procedures.


6. Measures and Procedures for Approving Connected Transactions

The Board of Directors shall establish clear and transparent approval procedures for related party transactions and connected transactions, governed by a robust ethical framework to prevent any conflicts of interest. These procedures shall strictly comply with the laws, criteria, methods, and disclosure requirements pertaining to such transactions. All transactions must undergo a rigorous screening process by the Audit Committee, prioritizing the best interests of the Company

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and its shareholders. The Committee shall ensure that all practices remain in full alignment with the regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand (SET). Furthermore, the Committee is responsible for reviewing and ensuring that public disclosures of related party or connected transactions are accurate and complete.

- 1) The approval of transactions shall be based on price appropriateness and the overall reasonableness of each transaction. Consideration must ensure that terms and conditions are consistent with normal business practices within the industry. This assessment shall include price comparisons with independent third parties and/or prevailing market prices, or ensuring that the pricing and conditions are equivalent to those offered to external parties. Furthermore, it must be demonstrably shown that the transaction's pricing or terms are reasonable and fair. The Company shall continuously monitor and audit all such transactions.
 - 2) In the consideration and approval of related party transactions or connected transactions involving major shareholders, directors, executives, or persons with potential conflicts of interest or connected persons of the Company, any director with a vested interest and/or any director who is a connected person shall be prohibited from attending the meeting and shall have no voting rights regarding the approval of such transactions. This measure is established to provide assurance that the execution of such transactions does not involve the siphoning or transfer of the Company's benefits, but rather constitutes a transaction conducted with the primary consideration for the best interests of the Company and its shareholders.
 - 3) The Company or its subsidiaries shall enter into related party transactions or connected transactions with directors, executives, or related persons only when such transactions have been approved in accordance with the criteria prescribed by the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (SEC), and align with the
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Company's policies. An exception applies to transactions involving commercial agreements of a nature that a person of ordinary prudence would enter into with a general counterparty under similar circumstances, characterized by commercial bargaining power that is free from any influence arising from one's status as a director, executive, or related person, as the case may be. Furthermore, such commercial agreements must have been approved by the Board of Directors or be in accordance with the principles previously ratified by the Board.


- 4) The Company may engage individuals with specialized knowledge, expertise, or professional proficiency—such as independent experts, auditors, or independent property appraisers—to provide an official opinion on the aforementioned related party transactions or connected transactions. Such opinions shall serve as supplementary information for the consideration of the Audit and Risk Management Committee, and/or the Board of Directors, and/or the Shareholders' Meeting (as the case may be).
 - 5) The Company shall prepare a summary report of all related party transactions and connected transactions to be presented at the quarterly meetings of the Audit and Risk Management Committee and the Board of Directors. This process ensures full compliance with the Securities and Exchange laws, as well as the regulations, announcements, orders, or requirements prescribed by the Office of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, and the Stock Exchange of Thailand (SET).
 - 6) The Secretary of the Audit and Risk Management Committee shall be responsible for compiling all details regarding related party transactions and connected transactions for submission to the Audit and Risk Management Committee for their consideration. The Audit and Risk Management Committee shall establish control and monitoring measures, ensuring that periodic random reviews of actual transactions are conducted to verify full compliance with the established contracts, policies, and prescribed terms and conditions.
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7. Policy on Entering into Transactions Involving General Commercial Terms and Transactions Involving Non-General Commercial Terms.

1) Transactions involving general commercial terms include the sale of goods, purchase of raw materials, and the provision of services constituting the Company's core business operations. Management is authorized to approve related party transactions or connected transactions that are categorized as ordinary business transactions or transactions supporting ordinary business, particularly those anticipated to occur continuously in the future. Such transactions—entered into with directors, executives, connected persons, or persons with potential conflicts of interest—must strictly adhere to the requirements of the Stock Exchange of Thailand (SET), the Capital Market Supervisory Board, and the Office of the Securities and Exchange Commission (SEC). Furthermore, these commercial agreements must be of a nature that a person of ordinary prudence would enter into with a general counterparty under similar circumstances, characterized by commercial bargaining power that is free from any influence arising from one's status as a director, executive, connected person, or person with potential conflicts of interest (as the case may be). These transactions must not involve the siphoning or transfer of benefits and must be demonstrably shown to have reasonable and fair pricing and conditions, in accordance with the commercial agreements or principles previously ratified by the Board of Directors.

2) Any related party transaction or connected transaction involving non-general commercial terms must be reviewed and evaluated by the Audit and Risk Management Committee regarding the necessity of the transaction and the appropriateness of its pricing. This evaluation shall ensure that all prices and conditions are fair, reasonable, and consistent with normal business practices within the industry. The assessment may include price comparisons with independent third parties, prevailing market prices, or ensuring that terms are equivalent to those offered to external parties. Furthermore, it must be demonstrably shown that the pricing or conditions of such transactions are reasonable and fair. Following the Committee's review, the transaction shall be presented to the Board of Directors for approval. However, if the transaction meets the threshold of a 'Large-Scale Transaction' as prescribed by the regulations of the Stock Exchange of Thailand


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(SET), the Capital Market Supervisory Board, and the Office of the Securities and Exchange Commission (SEC), such transaction must after receiving approval from the Board of Directors be further submitted to the Shareholders' Meeting for final approval.

8. Policy on Future Related Party Transactions and Connected Transactions.

Upon completion of the Initial Public Offering (IPO) and the Company's registration as a listed company on the Stock Exchange of Thailand (SET), all related party transactions and connected transactions shall be conducted in accordance with the following principles:

- 1) The Company shall strictly adhere to its corporate policies, the Securities and Exchange laws, as well as the regulations, announcements, orders, or requirements prescribed by the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission (SEC), and/or the Stock Exchange of Thailand (SET). Furthermore, any such transactions must not involve the siphoning or transfer of benefits between the Company or its shareholders. Instead, all transactions must be conducted with the primary objective of upholding the best interests of the Company and ensuring equitable treatment for all shareholders as a priority.
- 2) For transactions categorized as ordinary business or supporting ordinary business that are anticipated to occur continuously in the future, the Company shall implement criteria and operational guidelines consistent with general commercial terms. Such transactions must be based on pricing and conditions that are appropriate, fair, reasonable, and verifiable. Furthermore, entering into these transactions shall adhere to the principles regarding general commercial terms as approved by the Board of Directors. In this regard, Management shall prepare a summary report of these transactions to be presented at the quarterly meetings of the Audit and Risk Management Committee. This reporting process serves as supplementary information for the preparation of the Annual Registration Statement / Annual Report (Form 56-1 One Report).
- 3) The disclosure of the Company's related party transactions or connected transactions shall strictly comply with the laws and regulations prescribed by the Office of the Securities and

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Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Furthermore, such disclosures shall adhere to the relevant accounting standards pertaining to related parties as issued by the Federation of Accounting Professions.

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.