



**Connected Transaction Policy
Super Turtle Public Company Limited**

9 November 2022
Reviewed and revised on 8 November 2023

Introduction and Objectives

Super Turtle Public Company Limited (“**the Company**”) recognizes the importance of conducting business with transparency and accountability. Therefore, this connected transaction policy is prepared in writing as a guideline for the Company and its subsidiaries in entering into connected transactions of the Company and its subsidiaries. This is to ensure that the transaction is entered into with transparent and reasonable manner, without conflict of interest, taking into account the best interests of the Company and shareholders as well as complying with relevant regulations, including procedures for approval and accurate and complete information disclosure.

Policy on Entry into Connected Transactions

1. The Company’s directors and executives are required to prepare a report on conflict of interest of themselves, including those of their related person(s) in a form and within a period determined by the Company as information for the Company to consider whether the transaction to be entered into may consider as the connected transactions.
2. The Company and its subsidiaries have a policy avoiding the entry into the connected transactions that may lead to any conflict of interest. In case that it is necessary to enter into any connected transaction, the Company and its subsidiaries are required to comply with relevant regulations and propose to the Board of Directors, or the shareholders’ meeting (as the case may be) for approval, except for normal business transaction or supporting normal business transaction having general commercial terms, which have been approved in principle by the Board of Directors (pursuant to Section 89/12 of the Securities and Exchanges Act B.E. 2535 (1992) (as amended)). Prior to proposal to the Board of Directors, or the shareholders’ meeting (as the case may be), all connected transactions shall be proposed to the Audit Committee for recommendation in terms of the necessity, reasonableness and appropriateness.
3. Price and conditions of a connected transaction shall be determined on an arm’s length basis, which must be fair, reasonable, and for the best interest of Company. As regards financial support transaction, it shall be reasonable necessity with fair terms and conditions and for the best interest of Company.
4. In considering a connected transaction, the Company or its subsidiaries may appoint an independent expert to appraise and compare the price, including giving the opinion, in order to support the recommendation of the Audit Committee or the decision making of the Board of Directors and/or shareholders (as the case maybe).
5. Any interested person on a connected transaction shall not be entitled to participate the meeting and vote on the matter.
6. The Company shall disclose the connected transaction information as required by the rules and regulations of the Stock Exchange of Thailand (the “**SET**”), the Office of the Securities and Exchange Commission or other regulators, including without limitation to the disclosure of information memorandum of connected transaction to the SET, the disclosure of information memorandum of connected transaction in an invitation to the shareholders’ meeting (if any) and annual registration form / annual report (56-1 one report).
7. The Company shall prepare the summary on connected transactions entered by the Company and its subsidiaries and propose the same to the Audit Committee for consideration at least once a year.

Review of the Policy

The Company shall regularly review the connected transaction policy at least once a year in order to be in line with laws, notifications and regulations, and propose the revision to the Board of Director for further consideration and approval.

Violation

Failure to comply with the connected transaction policy, the Company is entitled to take disciplinary actions as stated in the Company's work rules against a violator. If the violation is illegal, the violator may be subject to a penalty imposed by laws.

This Connected Transaction Policy shall revise and effective from 8 November 2023.

- Signature -

Mr. Chaiwat Atsawintarangkun
Chairman of the Board of Directors
Super Turtle Public Company Limited