Connected Transaction and Related Parties Transaction Policy

Thai Vegetable Oil Public Company Limited

Related Transactions

The Company's related transactions are normal business practice using normal business conditions and based on market prices. There is no transfer of benefits between the Company and businesses or persons involved.

Connected Transactions

The Board of Directors has specified the criteria to set the operating framework for connected transactions in order to ensure that the normal business operations of the Company and its subsidiaries are in accordance with the general trading conditions in the same way as an ordinary person would agree with any general counterparty under similar circumstances. In addition, it is to ensure compliance with the various governing laws, rules and regulations as well as to be in accordance with the Notification of the Capital Market Supervisory Board regarding the Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions.

Objective

The Company has implemented policies and procedures regarding the processing of connected transactions as an important tool and mechanism to ensure the Company's good corporate governance in order to ensure that all connected transactions of the Company and its subsidiaries are processed transparently, without conflicts of interest, approved by the Board of Directors or the Shareholders' Meeting (as the case may be) and disclosed correctly and completely.

Definitions

"Connected Transaction" means any transactions between the Company or a Subsidiary Company with the Company's connected persons or any transactions between Subsidiary Company and its connected persons.

"An agreement to enter into the transaction" means an entering or agreeing to enter into any contract or agreement, whether directly or indirectly, in order to cause an acquisition or disposition of assets, leasing or renting assets, offering or receiving services, providing or receiving financial assistance and issuing new securities, including to create or waive the right to do so.

"Connected Person" refers to a person who may have led to the conflict of interests of the Company's directors or executives, causing a conflicting situation to make a decision based on personal or corporate benefits. This includes:

(1) The directors, executives, major shareholders, controlling persons, or persons who have been nominated to be directors or executives or controlling persons having control over the Company or its subsidiaries, as well as their related persons and close relatives.

(2) Any juristic person with major shareholders or controlling persons as a person under (1).

(3) Any person whose actions can be identified as proxy or under the influence of persons under (1) and (2) that significantly affects decision making, policymaking, management or operation or other persons that the Stock Exchange of Thailand deems having similar actions.

(4) The director of a juristic person with controlling power over the Company's business.

(5) The spouse, underage offspring or adopted child of the director(s) under (4).

(6) A juristic person under the controlling power of the person under (4) or (5).

(7) Any person taking action under the perception or agreement that if such action is to bring the financial benefits to the person, the following persons will also gain similar benefits:

7.1 The Company's Directors

7.2 The Company's Executives

7.3 The Company's Controlling person

7.4 The directors of the persons with the controlling power over the Company's business

7.5 The spouse, underage offspring or adopted child of the persons under 7.1-7.4

"Executives" refers to the Chief Executive Officer or the first 4 top-ranking executive level after the Chief Executive Officer as well as all other 4th ranking equivalent and shall include those executive level in the accounting or finance department at the director level or higher or equivalent.

"Major shareholder" refers to a shareholder who directly or indirectly holds more than 10% of the total voting shares of the Company. This includes the shareholdings of related persons and close relatives.

"Related person" refers to the related persons of the person or ordinary partnership under Section 258 (1) to (7) of the Securities and Exchange Act B.E. 2535 (1992), original version, as follow:

(1) Spouse

(2) Minor child

(3) An ordinary partnership in which the person including (1) or (2) are partners

(4) A limited partnership in which the person including (1) or (2) are partners with unlimited liability or limit liability of more than 30%

(5) Limited company or public limited company in which the persons including (1) or (2) or (3) or (4) collectively hold shares in an amount exceeding 30%

(6) Limited company or public limited company in which the persons including (1) or (2) or (3) or (4) or (5) collectively hold shares in an amount exceeding 30%

(7) A juristic person in which the person referred to in Sections 246 and 247 (under the Securities and Exchange Act) have the power of management as a representative of the juristic person.

"Close relative" refers to the person having blood relations or legal relations by registration namely father, mother, spouse, siblings, children and spouse of children.

"Controlling persons" refers to the person with the controlling power over the Company, namely:

1. Shareholders who have voting rights in the Company in an amount exceeding 50% of the Company's total voting rights.
2. Person having control of the majority voting right in the shareholders' meeting of the Company, whether directly or indirectly or any other reasons.
3. Person having control over the appointment or removal of at least half of all directors, whether directly or indirectly.
4. Any other person who by behavior has influence over the policymaking, management or operations of the Company in significant manner, whether as a result of being a shareholder or authorized under an agreement or any other matter.

"Subsidiary company" means:

1. A limited company or a public limited company whose shares are held by the Company more than 50% of the Company's total voting shares or over which the Company has control.

2. A limited company or a public limited company over which the Company has control.
3. A limited company or a public limited company over which the subsidiary company under (2) has control.
4. A limited company or a public limited company under the chain of control beginning with that under the control of the subsidiary company under (3).

"Associated Company" means a company whose shares are held by the Company more than 20% but not exceeding 50% of the total voting shares of the company being held.

"General commercial conditions" refer to the commercial transaction with fair prices and conditions (and other agreements), which do not lead to the benefit transfer. This includes commercial transaction with the following prices and conditions:

(1) The prices and conditions which the Company or its subsidiary gain from or offer to general people.

(2) The price and conditions which connected person gain from or offer to general people.

(3) The prices and conditions which the Company can prove that similar business operators have gained from or offered to the general people.

(4) The prices and conditions are standard, easy to find in the market with clear reference value.

(5) The gross profit margin and which the Company or connected person gain from the general people. (in case the product/service has specific qualifications or made to specific Job Order)

Types of connected transactions are divided into 5 types as follows:

1. **Normal business transactions** are commercial transactions that the Company or its subsidiaries normally makes to conduct business with general commercial conditions such as selling products, purchasing raw materials, providing services, purchasing goods for resale, etc.
2. **Supporting normal business transactions** are transactions made to support normal business transactions with general commercial conditions such as freight forwarding, advertising contracts, administrative contracts, technical assistance, insurance and utility services, etc.

3. **Transactions regarding short-term rental or lease of immovable property** are rental or lease of real estate with a contract period of not more than 3 years and without proof of general commercial conditions such as renting a building for an office or factory, renting a building or land for a warehouse, etc. These types of transactions often have specific qualifications without any indication whether it is based on general trading conditions. Therefore, the Stock Exchange of Thailand (SET) adjusted the rules to be more effective in order to provide the Company more flexibility in dealing with these short-term contract transactions by focusing on the disclosure of information and if it appears that transaction value is large size, the Board of Directors shall approve such transaction.
4. **Transactions relating to assets or services** are transactions about the acquisition or disposition of assets, the rights to get or receive services such as buying machine, selling buildings, selling land leasehold or acquiring concessions, etc.
5. **Transactions regarding offer or receive of financial assistance**
   5.1 Offering financial assistance such as offering the loans, guarantees, etc.
   5.2 Receiving financial assistance such as borrowing the loans, paying fees for the connected person's credit line, paying fees to the connected person regarding the loan guarantee, etc.

Calculation of transaction size and guidelines

1. Value used for the calculation of the transaction size can be considered as follows:

Transaction	Value used for the calculation of the transaction size
1. Assets or service	Highest of transaction value, or book value, or market value
2. Offering financial assistance	A principal and an interest throughout the loan period or a value of guarantee according to damage value that may occur if the connected person cannot pay his debt.
3. Receiving financial assistance	Reward or benefit to be paid to the connected person throughout the period of the financial assistance.
4. Disposition of capital investments to extent that the subsidiary or associated company no longer exists	Reward received including the value of loans (including a principal and an interest), value of guarantee or other obligations which such Company still owes.

2. Multiple connected transactions may be combined as the same transaction if it appears that such transaction is intentionally segregated from each other in order to avoid any duty under the rules. The combination of connected transactions shall include connected transactions taking place during 6 months prior to the day a decision to enter into the transaction that is made by the same person or a related person and close relatives of such person, unless such connected transaction has already been approved by the Shareholders' Meeting.

3. Measurement of transaction size by comparing the transaction value against the higher one between the two references according to the latest financial statements (where X is the transaction value) as follows:

Transaction size	**Choose the maximum value between:**	
Small	$X \leq$ 1 million Baht	$X \leq$ 0.03% NTA*
Medium	1 million Baht $< X <$ 20 million Baht	0.03% NTA* $< X <$ 3% NTA*
Large	$X \geq$ 20 million Baht	$X \geq$ 3% NTA*

**Net Total Assets (NTA) refers to total assets - intangible assets - total liabilities - non-controlling interests (if any).*

(Intangible assets such as fees, deferred expenses, etc. Exceptions are for intangible assets that generate the major income such as the concessions, patent permit, etc.)

In case of consolidated financial statements, NTA value from the consolidated financial statements will be used.

4. The size of each transaction type to be processed is as follows.

Type of transaction	**Authority**		
	Small	**Medium**	**Large**
1. Normal business transactions/ 2. Supporting normal business transactions ● General commercial conditions	The Board of Directors approves the principle by setting a framework for the management to proceed.		
● No general commercial conditions	Management	The Board of Directors + Information Disclosure to SET	Shareholders

Type of transaction	Authority		
	Small	Medium	Large
3. Transactions regarding short-term rental or lease of immovable property for not exceeding 3 years without general commercial conditions	Management	Management + Information Disclosure to SET	The Board of Directors + Information Disclosure to SET
4. Transactions relating to assets or services	Management	The Board of Directors + Information Disclosure to SET	Shareholders
5. Transactions regarding to offering or receiving financial assistance ● Offering financial assistance to connected person or a company having the connected person holding more shares than the Company.	-	The Board of Directors (less than 100 million Baht or 3% NTA, whichever is lower)	Shareholders (more than 100 million Baht or 3% NTA, whichever is lower)
● Offering financial assistance to a company where the Company holds more shares than connected person	Management	The Board of Directors + Information Disclosure to SET	Shareholders
● Receiving financial assistance	Management	The Board of Directors + Information Disclosure to SET	Shareholders

Note: *Seeking approval from the Shareholders' Meeting, a resolution must consist of not less than three-fourths of the total vote of the shareholders attending the meeting and having voting right, excluding interested shareholders' equity. In doing so, an independent financial advisor (IFA) must be appointed to comment on the said transaction where the IFA is required to express opinions on matters such as the reasonableness and benefits of connected transaction to the Company, the fairness of price and conditions of connected transaction and risks, etc.*

Exempted Transactions

Pursuant to Section 89/12 of the Securities and Exchange Act, any connected transaction must be approved by the Shareholders' meeting, except:

1. A transaction that is a commercial agreement in the same way as an ordinary person would agree with any general counterparty under similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or any related person, as the case may be and provided further that the said commercial agreement have been approved by the Board of Directors or in accordance with the principles approved by the Board of Directors.
2. Loans offering in accordance with the regulations on the welfare for staff members and employees.
3. A transaction in which the counterparty of the Company or both parties are:
   (a) A Subsidiary whose shares are held by the Company in the amount not less than 90%
   (b) A Subsidiary whose shares are held by the directors, executives or related persons or in which such person has interests, whether directly or indirectly, not more than the rate or having the required qualifications as specified in the Notification of the Capital Market Supervisory Board.

According to the Stock Exchange of Thailand.

4. Transaction between the Company and its subsidiary having connected persons of the Company holding no more than 10% of the subsidiary without controlling power over the subsidiary.
5. Transaction between subsidiaries of which the shares are held by the Company and by connected persons for no more than 10% without controlling power over the subsidiaries.

6. The Company or subsidiaries issued new securities to connected persons in the following manners:
   (a) The securities are re-transferred to the third person who is not related to the connected person whereby the price of newly issued securities must not be lower than the market price and the issuance of such securities does not increase a ratio of a connected person's interest in the newly issued securities.
   (b) A connected person shall receive securities based on his rights and in proportion to his shareholding as a shareholder (Rights Offering).
   (c) The connected persons are the underwriters or sub-underwriters for the listed company or subsidiary with firm underwriting commitment.
   (d) Securities are allocated to the employees or executives (ESOP)
7. Transaction that is proven to be fair and does not cause misappropriation of benefits.

Guidelines on Connected Transactions

1. Prevention of conflicts of interest

The Company values the consideration of various transactions with transparency and fairness for the best interests of the Company. Therefore, it is importance to prevent transactions that may have conflicts of interest or connected transactions with the following principles:

1) Directors and executives shall inform the details of themselves, related persons, including juristic persons related to directors, executives and such related persons by filling out the personal information by themselves or informing their secretary to record information in the report form "Directors' and Executives' Interests and Personal Information" and sign to certify the accuracy and completeness of such information.
2) Directors and executives must notify the Company Secretary immediately in the event of a new business that has not been notified in the "Directors' and Executives' Interests and Personal Information" in order to operate in accordance with the rules prescribed by the SEC before entering into any connected transaction.
3) The Company Secretary has a duty to:
   3.1 Monitor or record information of directors or executives in the Directors' and Executives' Interests and Personal Information Form and ensure its completeness.

3.2 Review to ensure that information of the positions and shareholding of directors and executives are up to date at least twice a year, in January and July.

3.3 Prepare a summary report gathering the relationship of directors and executives of the Company to be used as information in considering whether or not the transaction is a connected transaction, including a list of connected persons and juristic persons and submit to the department involved in making and reviewing the connected transactions.

3.4 Keep the original form "Directors' and Executives' Interests and Personal Information"

4) Departments that carry out connected transactions such as procurement, sale of goods or services, receiving or offering financial assistance and other related matters, etc., have the duty to:

4.1 Review the registry of names of persons and juristic persons who are connected as informed by the Company Secretary or if there is any doubt, they are able to inquire from the Company Secretary.

4.2 Consider the necessity of transactions (connected transactions) between the Company or its subsidiaries and directors and executives every time they occur and follow the procedures and approval of connected transactions in accordance with the general commercial conditions in the same way as an ordinary person would agree with any general counterparty under similar circumstances and to comply with the law, regulations, announcements or rules related to the guidelines set forth by the SEC and in accordance with the practice framework prescribed by the Company. The department must prepare documentary evidence of approval showing that the practice has been carried out correctly and completely for reference and audit. However, if it is a new connected transaction which is conducted for the first time, it must be submitted through the secretary of the Audit Committee for proposing to the Audit Committee for consideration and approval and proposed through the Secretary of the Board of Directors to propose to the Board of Directors or shareholders for approval before entering into any connected transaction in accordance with the rules prescribed by the SEC.

5) Accounting Department has a duty to:
   5.1 Review the documents in accordance with 4.1 and 4.2 to ensure compliance with the operating framework according to the transaction approval criteria specified by the SEC, including disclosure of information in accordance with the rules prescribed by the SET.
   5.2 Prepare a report with details and characteristics of the connected transactions of the Company and its subsidiaries with connected persons every quarter and submit them to the Company Secretary to review relationships with the Company and its subsidiaries for the Internal Audit Office to review and provide opinions on connected transactions.
6) Executives and employees must comply with the regulations and the Company's Code of Conduct, which is an important matter that must be strictly adhered to in order for the Company to be reliable and trusted by all stakeholders and also publicize information to create the understanding of employees practice throughout the Company.
7) All parties must consider the transaction whether or not it is a connected transaction with the Company using the same criteria as a normal business transaction and verify them against the Company's Director and Executive Relationship Summary.
8) All parties must consider comparing the prices of goods or services with external prices under the same or similar conditions.
9) All parties must consider the connected transactions with the Company or its subsidiaries or the directors or senior management of the Company or its subsidiaries whether or not there are related interests that are not normal business practice or trading conditions that are different from transactions with a general customer or a third party.
10) The Company discloses information on transactions that may have conflicts of interest or connected transactions and related transactions in accordance with the rules prescribed by the Securities and Exchange Commission (SEC) by revealing in the 56-1 One Report and the annual report or any other reports, as the case may be. The Company must also disclose information on connected transactions to the Stock Exchange of Thailand in accordance with the regulations of the Stock Exchange of Thailand, as well as disclose such connected transactions and related transactions in the Company's financial statements as prescribed by accounting standards.

2. **Criteria for considering normal commercial transactions**
    - **Is the transaction a normal business practice?** Any transaction that occurs due to normal operations will follow the same normal operating procedure as it does for any other transaction. Such connected transactions are in accordance with the Company's normal business and is reasonable to support normal business and create the highest benefits to the Company, which have commercial conditions indifferent from those transactions with general counterparties or third parties.
    - **Are the prices and conditions of the transaction fair?** If compared with transactions made with unrelated third parties, will the Company be offered a better price or condition than currently?
3. **The Company reviews the policy on connected transactions and related transactions** every 2 years in order to be appropriate with the changing business environment and circumstances.

This Connected Transactions and Related Parties Transactions Policy are effective from 19 December 2025, pursuant to the resolution of the Board of Directors' Meeting No. 7/2025 on 19 December 2025.

- Signature -

(Dr. Suvit Maesincee)

Chairman of the Board