

Connected Transaction Policy

Symphony Communication Public Company Limited

(Revised Edition 2023)

(Approved by the resolution of the Board of Directors' Meeting No. 6/2023 held on 18 December 2023 and takes effect from 18 December 2023 onwards.)

Connected Transaction Policy

1. Significance

Transactions between Symphony Communication Public Company Limited (hereinafter referred to as “**the Company**”) or its subsidiaries and related parties of the Company or its subsidiaries or collectively referred to as “*Connected Transactions*” may potentially lead to conflicts of interest. Therefore, in entering into any connected transaction, the Board of Directors and management shall adhere to the principles of Fiduciary Duties, by considering and approving such transactions with honesty, integrity, responsibility, prudence, and due care, while prioritizing the best interests of the Company and its shareholders as a whole. The Board of Directors shall also ensure that all processes and information disclosures are conducted accurately, completely, and in full compliance with the relevant laws, rules, and regulations.

2. Objective

This Connected Transaction Policy has been established as a mechanism to promote good corporate governance and to ensure that all connected transactions undertaken by the Company and its subsidiaries are conducted properly, transparently, and fairly, in compliance with applicable laws, regulations, and requirements, and free from any conflicts of interest.

3. Scope

This Connected Transaction Policy shall apply to all business operations of the Company. All levels of the Company’s personnel are required to strictly comply with this Policy.

4. Definitions

Personnel	refer to	the Company’s directors, executives, and employees, including consultants, representatives, authorized persons, workers, or any other individuals who perform work on behalf of or act in the name of the Company.
Subsidiary	refers to	a company having any of the following characteristics: (1) a limited company or a public limited company in which the Company owns or holds, directly or indirectly, more than fifty percent (50%) of the voting shares; or (2) a limited company or a public limited company over which the Company has the power to control the financial and operating policies in order to obtain benefits from the activities of such company or legal entity.

SEC Office	refers to	the Office of Securities and Exchange Commission.
SET	refers to	the Stock Exchange of Thailand.
Connected transaction	refers to	<p>transaction made by the Company or its subsidiary with the connected person of the Company or its subsidiary.</p> <p>The connected transaction can be categorized into five types as follows:</p> <ol style="list-style-type: none">1. Ordinary business transactions refer to a commercial transaction under general commercial terms that the Company or its subsidiary normally makes to operate business, for instance, selling goods, buying raw materials, providing services.2. Ordinary business support transactions refer to a commercial transaction under general commercial terms that the Company or its subsidiary makes to support ordinary business, for instance, a hire for goods shipment, advertisement production, management contract, receiving technical assistance.3. Real estate rental transaction for a short period refers to rental transaction with no more than 3-year contract period, and without proof of general commercial conditions, for instance, renting a building as office, or renting a building or land for warehousing.4. Transaction relating to assets or services refers to a transaction about the acquisition or disposition of assets, or the right to get or receive the service from the Company or its subsidiary, for instance, buying machines, buying investment capital, selling buildings, selling land leasehold or concession.5. Providing or receiving financial assistance refers to a transaction that the Company or its subsidiary receives or provides financial assistance to connected person of the Company or its subsidiary. This includes loan transactions, guarantees, asset collaterals, and similar activities
Conflict of interest	refers to	any situation or action in which personal interests interfere with, or could interfere with, the impartiality of decision-making or the proper performance of duties as company personnel, as a result of prioritizing

General commercial term	refers to	one's own interests or the interests of others over those of the company. commercial transaction under fair pricing and conditions, which does not lead to the benefit transfer. This includes: (1) The prices and conditions which the company or its subsidiary gain or offer to general people. (2) The price and conditions which connected person of the company or its subsidiary offer to general people. (3) The price and conditions which the company or its subsidiary can prove that similar business operators have offered to general people.
Connected person	refers to	person who may have led to the conflict of interests of directors or executives of the company or its subsidiary, causing a conflicting situation to make a decision based on personal or corporate benefits. This includes: (1) Director, executive under the definition of the SEC Office, major shareholders, controlling person of the Company or its subsidiary, person to be nominated for director, executive, or controlling person of the Company or its subsidiary, as well as their related persons and close relatives. (2) Any juristic person with major shareholders or controlling persons in (1). (3) Any person whose actions can be identified as proxy or under the influence of (1) and (2). (4) The director of a juristic person with controlling power of the Company or its subsidiary. (5) The spouse, underage offspring or adopted child of the director in (4). (6) A juristic person under the controlling power of the person in (4) or (5). (7) Any person taking action under the perception or agreement that if such action is to bring the financial benefit to the person, the following person will also gain similar benefit: 1. director of the company or its subsidiary, 2. executives of the company or its subsidiary, 3. controlling person of the company or its subsidiary,

		<ol style="list-style-type: none"> 4. the director of the person with controlling power over the Company or its subsidiary companies, 5. the spouse, underage offspring or adopted child of the person described in 1. to 4.
Executives under the definition of the SEC Office	refer to	Chief Executive Officer (CEO), the first four executives succeeding the CEO, the persons holding equivalent position to the fourth executives, including the persons holding the position of manager or equivalent in accounting or finance department.
Major shareholder	refers to	direct and indirect shareholder of the company or its subsidiary with more than 10% holding of voting shares of the company or its subsidiary. This includes the holding of related person and close relatives.
Controlling person	refers to	<p>person with the controlling power over the Company or its subsidiary, which means:</p> <ol style="list-style-type: none"> 1. holding the voting shares of the company or its subsidiary more than 50% of the total voting shares of the company or its subsidiary, 2. having control over majority votes at a shareholders' meeting of the company or its subsidiary, either directly or indirectly or by any reason, 3. controlling an appointment or discharge of more than half of the directors, either directly or indirectly.
Related person	refers to	<p>person having relationship with director or executive in any of the following ways:</p> <ol style="list-style-type: none"> (1) spouse or de facto partner, (2) underage children or adopted children, (3) ordinary partnership where director or executive as well as (1) or (2) are partners, (4) limited partnership where director or executive as well as (1) or (2) are partners with unlimited liability or with limited liability provided that their holdings are over 30%, (5) limited company or public company where director or executive plus (1) or (2) or (3) or (4) collectively hold more than 30% stakes, (6) limited company or public company where director or executive plus (1) or (2) or (3) or (4) or (5) collectively hold more than 30% stakes,

- (7) juristic person as per Section 246 and 247 of the Securities and Exchange Act authorized to take actions on behalf of the juristic person.
- Close relatives refer to person having blood relations or legal relations by registration, who are:
- (1) spouse,
 - (2) father/mother,
 - (3) siblings,
 - (4) children/adopted children,
 - (5) spouse of children/adopted children.

5. Practical Guidelines

- 5.1 Before entering into any transaction, personnel of the Company or its subsidiaries shall be responsible for verifying whether the counterparty has any relationship with a connected person of the Company or its subsidiaries, in order to prevent any potential conflict of interest.
- 5.2 In cases where the Company or its subsidiaries are required to enter into a transaction with a connected person of the Company or its subsidiaries, such transaction must be conducted under general commercial terms as approved by the Board of Directors, with transparency and fairness equivalent to those applied to transactions with unrelated third parties under similar circumstances (fair and at arm's length basis).
- 5.3 If any connected transaction is not conducted under general commercial terms as approved by the Board of Directors, or if the nature and transaction size fall outside the authority of management, the Company shall strictly comply with the rules and regulations on connected transactions as prescribed by the SEC Office. In addition, the Company must fully and accurately disclose information regarding such transactions in accordance with the disclosure requirements of the SET.
- 5.4 If the Company or its subsidiaries enter into a connected transaction that is not under general commercial terms as approved by the Board of Directors, or if the nature and transaction size exceed the management's authority, the Audit Committee shall review and provide its opinion on the necessity and appropriateness of the transaction prior to submission for approval by the Board of Directors or the shareholders, as the case may be.
- If the Audit Committee lacks sufficient expertise to evaluate such transaction, the Company shall appoint an independent expert or the Company's external auditor to provide an opinion for consideration by the Board of Directors or the shareholders, as appropriate.
- 5.5 In any meeting where an agenda item involves a person who has a vested interest, such individual shall temporarily leave the meeting to allow the

remaining participants to discuss, deliberate, and express their opinions freely and independently, without undue influence from the interested party.

- 5.6 Management shall prepare and submit reports on related-party transactions of the Company and its subsidiaries to the Audit Committee and the Board of Directors on a quarterly basis.
- 5.7 The Company shall disclose information on related-party transactions of the Company and its subsidiaries in its quarterly and annual financial statements, in accordance with applicable accounting standards. Furthermore, such information shall be disclosed in compliance with the requirements of the SEC Office and the SET in the Company's Annual Registration Statement/Annual Report (Form 56-1 One Report) or in any other reports as required.
- 5.8 All personnel of the Company shall strictly comply with the laws, rules, and regulations governing connected transactions as prescribed by the relevant authorities.

6. Other Related Policies and Regulations

The Company's personnel are encouraged to study and understand this Policy in conjunction with the Company's other policies as follows:

- Corporate Governance Policy
- Business Code of Conduct

7. Policy Communication and Dissemination

The Company communicates its Connected Policy and guidelines to all personnel and disseminates such Policy and guidelines to relevant stakeholders and the general public through various communication channels to ensure proper understanding, appropriate compliance, and effective implementation.

8. Policy Review and Revision

The Board of Directors assigns the Company Secretary to be responsible for regularly reviewing this Policy to ensure its consistency with applicable laws, regulations, rules, and the guidelines and criteria prescribed by relevant regulatory authorities. The review also aims to enhance the effectiveness and appropriateness of the Policy's implementation. Any amendment or revision to this Policy shall be reviewed and endorsed by the Nomination, Compensation, Corporate Governance and Sustainability Committee, and subsequently approved by the Board of Directors prior to implementation.