

Conflict of Interest Prevention Policy

Conflict of Interest

Definitions

"Company" refers to Nawarat Patanakarn Public Company Limited and its subsidiaries.

"Subsidiaries" refer to Mana Patanakarn Company Limited, Advance Prefab Company Limited, Myanmar NWR Company Limited, Utility Business Alliance Co., Ltd., Nawarat (Cambodia) Company Limited, Tastemaker Company Limited, Nawarat Advance Prefab Myanmar Company Limited, including any company in which the Company holds more than 50% of the registered capital after this policy has taken effect.

A conflict of interest refers a situation in which an individual's personal interests conflict, directly or indirectly, with the interests of the Company. This may occur when the individual seeks to obtain benefits for themselves or for others through any action related to the Company, resulting in the individual's inability to act independently and impartially. Such situations place the individual in a position where they must choose between alternatives, which may not result in the best interests of the Company and could lead to fraud or misconduct.

This policy aims to guide directors, executives, and employees of the Company to act honestly and avoid seeking personal or related-party benefits. The policy includes the following guidelines:

1. Disclose and submit one's personal or related-party interest information to the Board of Directors upon engaging in any transactions with the group of companies that could lead to a conflict of interest. The Company Secretary shall annually collect such data from directors, executives, related parties, departmental managers, and relevant employees and report to the Corporate Governance Committee, Audit Committee, and the Board of Directors at least once a year.
2. Avoid engaging in any transactions related to oneself or related parties that may lead to a conflict of interest with the Company or its subsidiaries, and refrain from actions contrary to the Company's interests or for personal gain.
3. Directors must not participate in the approval of any matter in which they have a direct or indirect interest, or that may result in personal benefits for themselves or related parties.
4. Actions resulting in financial benefits to directors, executives, or related parties, which are beyond normal entitlements or cause damage to the Company group, shall be presumed to be significantly conflicting with the Company's interest. These include:

- (a) Engaging in transactions between the Company and directors, executives, or related parties that do not comply with the criteria for connected or related-party transactions.
 - (b) Using confidential information of the Company, except for information that has been publicly disclosed.
 - (c) Using the Company's assets or business opportunities contrary to the general principles or regulations of the Capital Market Supervisory Board.
5. Nawarat Patanakarn Public Company Limited may engage in routine transactions such as the purchase or sale of goods, raw materials, or provision of services with persons who may have a conflict of interest, provided that such transactions are conducted on commercial terms consistent with those that a reasonable person would apply in dealing with an unrelated party under similar circumstances, and without any influence arising from the individual's position as a director, executive, or related party. The Company's interests must be the primary consideration. Such transactions must be summarized and presented to the Audit Committee and Board of Directors for review and comments on a quarterly basis in which such transactions occur.
6. For non-routine transactions, the Audit Committee must assess the necessity of entering into such transactions and the appropriateness of their pricing, taking into account whether the terms are consistent with ordinary market practices, comparable to prices applicable to external parties, fair, and reasonable. Any such transactions between Nawarat Patanakarn Public Company Limited and persons who may have a conflict of interest, after being reviewed by the Audit Committee, such transactions must also receive approval from the Board of Directors or shareholders (depending on transaction size), in compliance with applicable laws and the Securities and Exchange Commission (SEC)/ the Stock Exchange of Thailand (SET) regulations. Any director with a personal interest in the transaction shall not attend or vote on the related agenda. If the Audit Committee lacks the necessary expertise to review a transaction, an independent expert shall be engaged to provide advisory services.
7. Ensure that Nawarat Patanakarn Public Company Limited has an appropriate, effective, and robust system of internal control, risk management, and anti-corruption systems in place to ensure compliance with corporate policies, applicable laws, good governance principles, and relevant SEC/SET regulations.
8. The Board of Directors shall supervise compliance with the Securities and Exchange Act and regulations of the SET and SEC. In addition, the Company shall disclose information on related-party transactions in its reports and communications in accordance with the rules and regulations of the Stock Exchange and other relevant authorities.

9. A clear operational system must be established to ensure subsidiaries has a sufficient framework to continuously and reliably disclose significant transactions in accordance with prescribed criteria. The system shall provide channels for the directors and executives of Nawarat Patanakarn Public Company Limited to access subsidiary information to effectively monitor operational performance, financial position, transactions between subsidiaries and the Company's directors and executives, and other material transactions of the subsidiaries. In addition, a mechanism shall be established to audit the operational system of the subsidiaries, allowing independent directors, the Audit Committee, and the internal auditors of Nawarat Patanakarn Public Company Limited to access information directly. The results of such audits shall be reported to the Board of Directors, the Audit Committee, and the Company's executives to ensure that the subsidiaries consistently comply with the established operational system.
10. The guarantee under loan agreement between Nawarat Patanakarn Public Company Limited and any potentially conflicted parties shall remain in effect due to the necessity of obtaining credit facilities from financial institutions for the purposes of purchasing raw materials, providing financial support, and maintaining working capital. Such guarantees are standard conditions imposed by commercial banks for business loans. The Company will incur no cost in connection with providing such guarantees.
11. Loans from potentially conflicted parties will be made as necessary for business operations. Nawarat Patanakarn Public Company Limited will execute formal loan agreements and set clear terms, with the primary consideration being the Company's best interests. Furthermore, Nawarat Patanakarn Public Company Limited has no policy to provide loans or guarantees for any other purpose, except for providing support to its subsidiaries.
12. Any related-party transactions that may give rise to potential conflicts of interest in the future shall be conducted by the Company's Board of Directors in accordance with the Securities and Exchange Act, as well as the rules, notifications, and regulations of the Stock Exchange of Thailand. This includes compliance with regulations concerning the disclosure of related-party transactions and the acquisition or disposal of assets of the Company Group.
13. Avoid holding shares in, or serving as a director, executive, or advisor to, any business that operates in the same line of business as the Company Group or that is a competitor. However, holding shares in or serving as a director, executive, or advisor in other organizations is permitted, provided that such shareholding or position does not conflict with the Company's interests or with the performance of duties directly for the Company.

(This Conflict of Interest Prevention Policy is part of the Corporate Governance and Code of Conduct Handbook.)

This policy is the 2nd revision and was approved by the Company's Board of Directors at its Meeting No. 8/2568 on August 14, 2025.

It shall be effective from September 1, 2025, onwards.

Mr. Prasertphand Pipatanakul

Chairman