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Conflict of Interest Policy
of Thai Credit Bank Public Company Limited for the Year 2024

1. Objectives

Thai Credit Bank Public Company Limited ("**The Bank**") is dedicated to conducting its business with integrity, transparency, fairness, and accountability. It recognises the importance of carefully considering transactions that may give rise to conflicts of interest to prevent any conflicts that may occur between parties involved. Therefore, The Bank has established a Conflict of Interest Policy to control and prevent conflicts of interest, ensuring that the Board of Directors, executives, and employees of The Bank understand and adhere to the relevant laws and regulations and act in the best interests of The Bank and its shareholders.

2. Definitions

"Conflict of Interest" means any activity that may have personal or related individuals' interests, whether through familial relationships or otherwise, influencing decision-making or obstructing The Bank's best interests. This can arise from interactions with The Bank's commercial associate, such as business partners, customers, or competitors, or through the use of opportunities, assets, or information obtained from positions of authority, duties, or responsibilities to seek personal benefits or benefits for others. These actions may result in harm to The Bank, whether directly or indirectly.

"Major Shareholder" means a shareholder who holds more than 10% of the total voting shares of the issuer, including shares held by related parties.

"The Best Interests of the Business" means the optimal benefits that the business derives in any given situation, taking into account the interests of the Bank's stakeholders, including shareholders, customers, partners, employees, and others, as well as the organization's ethical standards and applicable laws and regulations.

Terms that are not defined under this policy have the meaning under the Public Limited Companies Act, B.E. 2535 (1992) (as amended), the Securities and Exchange Act, B.E. 2535 (1992) (as amended), the Financial Institution Business Act, B.E. 2551 (2008) (as amended) ("**FIBA**"), as well as requirements, notifications, and orders of the Office of the Securities and Exchange Commission (the "**Office of the SEC**"), the Capital Market Supervisory Board, and the Stock Exchange of Thailand (the "**SET**"), and the Bank of Thailand (the "**BOT**") (collectively the "**relevant laws and notifications**").

3. Policy compliance guidelines

Directors, executives, and employees must try to refrain from doing anything that may result in a conflict of interest, and must comply with the following regulations and considerations.

- 3.1 They must disclose and provide information about their interest, and the interest of their related persons to The Bank's secretary, who will then pass on this information to the chairman of The Bank's Board of Directors, the chairman of the Audit Committee, and the chairman of the Risk Oversight Committee, within seven business days after the date of its receipt. This is to ensure that any potential relationship and transactions with The Bank and its subsidiary that may result in a conflict of interest will be acknowledged before they are initiated. The Bank will review a list of

- interested parties and interested transactions on Directors, Executives, and/or related persons, including employees involved at the end of every year, and report the review results to the Audit Committee and The Bank's Board of Directors at least once a year.
- 3.2 They must avoid any related party transaction or connected transaction with themselves and/or their related persons, in such a manner that may result in a conflict of interest with The Bank or its subsidiary. They must not do anything that would undermine the interests of The Bank or its subsidiary, or seek personal benefits and/or benefits for related parties. They must adhere strictly to the ethical standards of The Bank.
 - 3.3 Directors, executives, and employees, including sub-committee members who have an interest in any agenda of a meeting, must disclose their conflict of interest to the meeting and refrain from attending the meeting. They must not participate in expressing opinions or approving agenda items related to matters in which they have a personal interest or a direct or indirect conflict of interest. This is to ensure that the decision-making process of the Board of Directors and/or its sub-committees is impartial and in the best interest of The Bank and its shareholders. Additionally, minutes of the meeting must be accurately recorded in writing.
 - 3.4 The following actions resulting in Directors, executives, employees of The Bank, and/or related persons receiving financial or other benefits beyond what is considered normal or causing harm to The Bank or its subsidiary are presumed to significantly conflict with the interests of The Bank and its subsidiary.
 - 3.4.1 Any transaction between The Bank or its subsidiary and a Director, Executive, or a related person, that fails to comply with any provision on related party transaction or connected transactions under relevant laws, notifications and The Bank's connected transactions policy.
 - 3.4.2 Use of information of The Bank or its subsidiary that the recipient knows of, except for information already disclosed to the public.
 - 3.4.3 Use of an asset or business opportunity of The Bank or its subsidiary that violates any relevant laws or notifications.
 - 3.5 The Bank must prepare a quarterly summary report for the Audit Committee and the Board of Directors to acknowledge and opine when conducting ordinary related party transactions or connected transactions involving commercial agreements with general terms and conditions, where a reasonable person would enter into such transactions with a general party under similar circumstances, without being influenced by their role as a Director, executive, or related person (as applicable), and as approved in principle by The Bank's Board of Directors.
 - 3.6 The Audit Committee must first evaluate and opine on the necessity and appropriateness of engaging in transactions and pricing for connected transactions that are not in the ordinary course of business. Then the transactions must comply with relevant criteria of connected transaction under the relevant laws and notifications and The Bank's connected transactions policy.

- 3.7 The Bank and its subsidiary must have an internal control system, risk management system, and anti-corruption system that are proper, efficient, and sufficiently prudent to ensure that any action by The Bank and its subsidiary will comply with The Bank's policies, articles of association, including relevant laws and notifications.
- 3.8 The Bank's Board of Directors must ensure that The Bank and its subsidiary comply with relevant laws and notifications and disclose information as required under relevant laws and notifications.
- 3.9 The Bank must provide a clear work system to demonstrate the subsidiary's sufficient work systems that allows continuous and reliable disclosure of material transactions under the specified regulations. This is to provide The Bank's Directors and Executives with access to the subsidiary's information and to allow them to efficiently monitor and supervise the operations and financial position of the subsidiary, transactions between a subsidiary and The Bank's Directors and Executives, and material transactions of The Bank's subsidiary. The Bank must also have a mechanism in place to examine this work system of the subsidiary by allowing the Audit Committee and The Bank's internal auditors to have direct access to their information, and report audited results of these work systems to The Bank's Directors and Executives, Audit Committee members, and Risk Oversight Committee members to ensure that the subsidiary complies with the established work system regularly.
- 3.10 They must refrain from holding shares or assuming positions as directors, executives, or advisers in businesses that are similar to any of The Bank's or its subsidiary's operations, or being involved in a business that competes with The Bank or its subsidiary. However, they may hold shares or assume positions in other organisations as long as it does not create conflicts of interest with The Bank's interests, does not impact their performance of duties in The Bank or its subsidiary, and complies with relevant laws and notifications.

4. Policy review and revision

To ensure that the policy is properly implemented in line with the prevailing circumstances and the banking transaction environment, The Bank mandates a periodic review of the Conflict of Interest Policy, at least once a year or whenever significant changes impact this policy. The Bank may occasionally adjust or modify the policy, aiming to enforce it appropriately and effectively as The Bank may consider appropriate.