



Takuni Group Public Company Limited

Policies and procedures for reporting conflicts of interest of
Directors and Executives, including related persons and close relatives

By the Board of Directors
Announced on November 13, 2023

**Policies and procedures for reporting conflicts of interest of
Directors and Executives, including related persons and close relatives
Takuni Group Public Company Limited**

1. Principles and reasons

According to the Section 89/14 of the Securities and Exchange Act B.E. 2535, which was amended by the Securities and Exchange Act B.E. 2551, requires Directors and Executives to submit reports to the Company regarding their own interests or those of the relevant persons which is an interest related to the management of the Company or subsidiaries in complying with regulations regarding connected transactions. This may cause conflicts and lead to a transfer of benefits of the Company and its subsidiaries.

2. Objective

The Board of Directors has established policies and procedures for Directors and Executives to report matters related to their personal interests as to ensure that Directors and Executives perform their assigned duties without any direct or indirect benefits involved in making various decisions.

3. Definitions and related criteria

3.1 Announcement of the Capital Market Supervisory Board Tor.Jor. 23/2551 "Executive" means the Managing Director or the person holding the top four Executive positions under the Managing Director, every person holding a position equivalent to the fourth Executive level person and shall include persons holding management positions in the accounting or finance department who are department manager level or higher or equivalent.

3.2 Section 89/1 of the Securities Act: "Subsidiary" means

- (1) Company or public company limited in which the Company has control over the business.
- (2) Company or public company limited in which the subsidiary under (1) has control over the business.
- (3) Company or public company limited that is under continuous control over the business, starting from being under the control of the subsidiary according to (2).

"Power to control the business" means

- (1) Holding shares with voting rights in a legal entity exceeding fifty percent of the total voting rights of that legal entity.
- (2) Having control over the majority of votes at the shareholder meeting of a legal entity, whether directly or indirectly or for any other reason.
- (3) Having power to control the appointment or removal of at least half of all directors whether directly or indirectly

3.3 Announcement of the Securities and Exchange Commission No. KorJor. 17/2551 "major shareholder" means a shareholder in the issuer of securities in excess of ten percent of the total number of shares with voting rights of the issuer. Such shareholding shall include shares held by related persons as well.

3.4 Section 89/1 of the Securities Act "Related Person" means a person who has a relationship in one of the following ways:

- (1) Persons with control over the Company's affairs and in the case where that person is a legal entity, it shall include the Directors of that legal entity as well.
- (2) Spouse, child or adopted child who has not yet reached the legal age of the Director, Executive or person under (1).
- (3) A legal entity in which the person under (1) or (2) has control over the business.
- (4) Other persons who have the characteristics as specified in the announcement of the Capital Market Supervisory Board.

When any person acts with an understanding or agreement that if the company conducts a transaction that provides financial benefits to that person, the Directors, Executives, or persons under (1) or (2) will also receive financial benefits. Such person shall be considered a relevant person for that transaction.

3.5 Notification of the Stock Exchange of Thailand Board regarding disclosure of information and operations of listed companies in connected transactions, B.E. 2546. "Close relative" means a person who is related by blood or by legal registration as follows: father, mother, spouse, sibling and child, including the child's spouse.

3.6 Ministry of Commerce Regulation No. 4 (B.E.2535) issued in accordance with the Public Limited Companies Act, B.E.2535. "Affiliated company" means a public company limited which has a relationship with a private company or Public company limited, one or more companies with the following characteristics.

- (1) A company has control over the appointment and removal of Directors which has all or most of the management authority of another company.
- (2) One company holds shares in another company in excess of fifty percent of the issued shares.

In the case of the first company and/or one or more affiliated companies or the first company and/or its affiliates in the first level and/or in subsequent levels, as a single company or several companies holding shares of any company totaling more than fifty percent of the issued shares, is also considered a subsidiary of the first company.

3.7 Section 89/14 of the Securities Act, requires Directors and Executives to report to the Company of their own interests or those of related persons, in the case of an interest related to the management of the Company's or subsidiary's business, in accordance with the rules, conditions and procedures announced by the Capital Market Supervisory Board.

3.8 Section 89/16 of the Securities Act, stipulates that the Company Secretary send a copy of the report of interest according to Section 89/14 to the Chairman of the Board and the Chairman of the Audit Committee within seven business days from the date the Company receives the report.

3.9 Section 88 of the Public Company Limited Act, requires that the Directors shall notify the Company without delay in the following cases:

- (1) Have an interest, whether directly or indirectly, in any contract entered into by the Company during the fiscal year, by specifying the facts regarding the nature of the contract, the name of the contracting party and the Director's interest in the contract (if any).
- (2) Hold shares or debentures in the Company and its affiliates, specifying the total amount that increased or decreased during the fiscal year (if any).

4. Procedures and regulations

4.1 Those persons are responsible for submitting a report of interest include all Company's Directors and Executives, including related persons and close relatives. Details of information that must be reported are in accordance with the form for reporting interests of Directors and Executives as attached which has taken the form from Thai Listed Companies Association and Thai Company Secretary Club. It is intended to be used within the Company only.

4.2 Reporting period is divided into

- First report: Submit report within 7 working days from the date of appointment as a Director or Executive.
- Subsequent reports: Submit report each time, there are changes by reporting information changes within 3 business days from the date of the change.

4.3 Report delivery method: Submit the report to the Company Secretary.

4.4 Company Secretary send a copy of the received report of interest to the Chairman of the Board and Chairman of the Audit Committee within 7 business days from the date of receipt of the report.

5. Penalties

According to the provisions of the law as follows:

5.1 Section 281/2 of the Securities Act, requires that any Director or Executive who does not perform duties responsibly caution and honesty according to Section 89/7, causing the company to suffer damage or cause itself or others to benefit from violating or failing to perform such duties, must be punished with a fine not exceeding the amount of damages incurred or benefits received. However, such fine must not be less than five hundred thousand Baht.

In the case where the offender under paragraph one has acted dishonestly, must be punished with imprisonment not exceeding five years or a fine not exceeding two times the damages incurred or benefits received. However, such fine must not be less than one million Baht or both imprisonment and fine.

- 5.2 Section 281/3 of the Securities Act, stipulates that any company's Director or Executive who fails to comply with Section 89/14 shall be liable to a fine not exceeding five hundred thousand Baht and a further fine of not more than three thousand Baht per day throughout the period of correct compliance not yet observed.
- 5.3 Section 203 of the Public Limited Companies Act B.E. 2535, stipulates that any company's Director who fails to comply with Section 88 or who complies with the matter is incomplete or inconsistent with the truth, must be punished with a fine not exceeding twenty thousand Baht.

(Dr. Chatchai Payuhanaveechai)

Chairman of the Board

Approved by the Board of Directors Meeting No. 12/2023 on November 13, 2023

Takuni Group Public Company Limited

Report on interests of Directors and Executives, including related persons and close relatives

Report date	
Reporter's name/surname	
Position	
Notification of information	<input type="checkbox"/> The first report <input type="checkbox"/> Notification of change No.....

Part 1: Reporting according to the Securities and Exchange Act B.E. 2535 and related announcements

1. Own interest

On the date.....

I have a vested interest in the management of the Company or its subsidiaries as follows:

.....
.....
.....

2. Interests of related persons or close relatives

On the date.....

my related person or close relative, namely.....

have a vested interest in the management of the Company or its subsidiaries as follows:

.....
.....
.....

3. Interests of a legal entity in which I or a related person or close relative of mine are a major shareholder or a person with controlling power

On the date.....

legal entity in which I or a related person or close relative of mine are a major shareholder or a person with controlling power, namely.....

have a vested interest in the management of the Company or its subsidiaries as follows:

.....
.....
.....

Part 2: Reporting according to the Public Company Limited Act B.E. 2535 (must report without delay)

1. On the date..... I have a direct interest in the contract made by the Company as follows:

- (1) Contract name:
- (2) Name of contracting party:
- (3) Date of contract:
- (4) Nature of contract:
- (5) Nature of interest:

2. On the date..... I have an indirect interest in the contract made by the Company as follows:

- (1) Contract name:
- (2) Name of contracting party:
- (3) Date of contract:
- (4) Nature of contract:
- (5) Nature of interest:

Part 3: Reporting on securities holdings in the Company and its affiliates (Report within 3 business days)

1. On the date..... I hold shares in the Company in the amount ofshares. (If there are changes, report according to Form 59)

2. On the date..... I hold shares in the affiliated companies as follows:-

- (1) Company.....increased (decrease).....shares. Total holdings.....shares, or.....%
- (2) Company.....increased (decrease).....shares. Total holdings.....shares, or.....%

3. On the date..... I hold debentures in the Company as follows:-

increased (decrease).....shares. Total holdings.....shares, or.....%

4. On the date..... I hold debentures in the affiliated companies as follows:

- (1) Company.....increased (decrease).....shares. Total holdings.....shares, or.....%
- (2) Company.....increased (decrease).....shares. Total holdings.....shares, or.....%

I hereby certify that the information reported above is complete and true in all respects.

Signed to certify.....
Reporter's name (.....)
Position.....

Signed to acknowledge.....
Company secretary
Date.....