

Guidelines and Procedures for Conflicts of Interest



Sikarin Public Company Limited

Guidelines and Procedures for Conflicts of Interest

The Board of Directors has established a policy on the prevention of conflicts of interest based on the principle that any decision to enter into a transaction or transaction of the Company or its subsidiaries must be in the best interests of the Company and its shareholders. Actions that may cause conflicts of interest should be avoided. It stipulates whether related parties or interested parties, whether they receive or lose direct or indirect benefits from agreeing to enter into the Company's business activities. The Company must notify the Company of his/her relationship or interest in the transaction and must not participate in the decision-making process and have no authority to approve the transaction.

Objective

To set guidelines for directors, executives, and employees in conducting business appropriately and to make decisions in conducting business that may have risks. Conflicts of interest are carefully considered and treated.

Definition

Conflict of interest	mean	Situations or actions in which directors, executives, and employees have personal interests to the extent that they affect decision -making or the performance of duties in their positions and affect the Company in any way whether directly or indirectly.
Close relatives	mean	Persons who are related by blood or by legal registration, including 1. spouse 2. father and mother 3. siblings 4. children and children's spouses

Duties and responsibilities

Board of Directors

1. Supervise and ensure that policies and guidelines are prepared to prevent clear conflicts of interest, as well as provide recommendations for improving policies and guidelines to be appropriate for the business context of the Company and changing practices or regulations.
2. Supervise and ensure that policies and guidelines are communicated to prevent conflicts of interest at all levels of the organization and outsiders to ensure practical implementation.
3. Supervise and ensure that directors, executives, and employees comply with policies and guidelines to prevent conflicts of interest.

Executive

1. Implement policies and guidelines to prevent conflicts of interest. By providing various measures, to promote and support the Company's personnel to be able to follow the guidelines for preventing conflicts of interest.
2. Organize training or communication to make personnel within the Company aware and understand the policies and guidelines to adequately prevent conflicts of interest appropriate to enable actual implementation.
3. Arrange communication training to inform personnel outside the Company of policies and guidelines to prevent conflicts of interest adequately and appropriately.
4. Review and follow up on the performance of personnel within the Company to ensure compliance with policies and guidelines to prevent conflicts of interest. As well as reviewing the suitability of the system or operational processes in line with changes in the Company's business context.

Scope of conflict of interest

1. Receiving various benefits: Receiving bribes or receiving gifts or other forms of benefits that are inappropriate and affect the performance of employees in the agency.
2. Conducting business with oneself or a contractor: A situation in which the person holding the position has an interest in a contract with the agency to which he or she belongs.
3. Accepting work/positions outside the agency: Accepting outside work and doing it during official hours until there is no time to perform assigned duties.
4. Knowing inside information: Using internal information within the Company to gain benefits from the Company's trading partners. For their own benefit or mutual benefit.
5. Use of Company Property for Personal Benefits: Using Company property or services to conduct outside Company activities or businesses without approval.
6. Receiving benefits from holding a position: Using power from a position in exchange for benefits to be received.
7. Giving gifts in hopes of advancement: Giving money, things, or services in exchange for a better job position or employment benefits.
8. Helping relatives unfairly get jobs in agencies they have power: Choosing close friends or relatives to get jobs causes others to lose opportunities. Which may be more capable than considered discrimination.

Guidelines for preventing conflicts of interest

the Company has set guidelines for those who are involved or have an interest in the item being considered to notify the Company of the relationship or involvement have their own interest in such

transactions and must not participate in the consideration, including not having authority to approve such transactions or items by There are important principles as follows:

1. Directors, executives, and employees should refrain from operating businesses that have the same nature and are in competition with the activities of the Company or its subsidiaries whether it will be done for personal benefit or others. Which may cause harm to the Company, whether directly or indirectly, or become a partner or shareholder with decision - making power or a director or an executive in a business that competes with or has the same characteristics as the Company or subsidiary, Unless the directors, executives and employees have been engaged in such business before assuming the position of directors, executives and employees of the Company. In this case, the directors Executives and employees immediately report to the Company Secretary.
2. Directors, executives, and employees should refrain from holding shares in the Company's competitors in a significant amount. If such an action will cause the Executives and employees cannot act or omit to perform their duties or affect their duties. Executives and employees received the shares before becoming directors. Executives and employees, or before the Company enters into the business, or it is acquired by inheritance of directors. Executives and employees must immediately report to the Company Secretary.
3. the Company requires all directors, executives, and employees to report any conflicts of interest related to management. The activities of your own company and related persons that may cause a conflict of business interests with the Company or its subsidiaries, such as
 - Related transactions and connected transactions
 - Using company opportunities or information for personal gain
 - Joint investment or having benefits with traders who do business with the Company or customers of the Company.
 - Holding any position or even being an advisor to traders who do business with the Company or customers of the Company.
 - Carrying out trade, products or providing services with the Company or subsidiaries directly or through others In this regard, report to the Company Secretary of the Company in advance not less than 7 days before the meeting to consider that agenda and record such interests in the meeting report of the Board of Directors.
4. Directors, executives, and employees will not seek benefits for themselves, or others based on confidential information of the Company or its subsidiaries, such as plans, income, meeting resolutions, business estimates, results from research trials, bidding for personal benefit, whether cause the Company to suffer damage or not, and must strictly comply with the policy for using internal information of the Company.
5. Director Executives and employees Do not accept money or personal benefits from customers, business partners, and other persons due to working on behalf of the Company. Do not lend or borrow money,

solicit money/goods from customers, business partners, and those doing business with the Company. Unless it is a loan from a bank or financial institution as a customer of such bank or financial institution.

6. Directors, executives, and employees should avoid Receiving gifts both monetary and non-monetary from trading partners and people related to the Company's business. Unless during festivals or popular traditions it must not be worth more than 3,000 baht. In the case of not being able to refuse and must accept a gift with a value of more than 3,000 baht. Must notify supervisors and deliver such gifts to management to use as rewards for employees or donate to charity as appropriate.
7. Directors, executives and employees Can receive business entertainment for the benefit of the Company's business and should avoid receiving entertainment in a manner that is more reasonable than normal relationships from other people related to the Company or who will be business partners in the future.
8. Directors, executives and employees Can receive invitations to attend seminars and field trips from the Company's suppliers only for business benefits and must be approved by an authorized supervisor only. The Company will pay for the cost of the event, seminars, sightseeing, travel and accommodation expenses, as well as related expenses in accordance with the Company's regulations. The directors are prohibited from Executives and employees receive money or any other benefits from business partners.
9. Directors, executives and employees must not seek benefit from opportunities or information received from the Company. Due to work positions and responsibilities for the benefit of oneself or others, including doing business that competes with the Company or related businesses.
10. Any transactions between the Company, directors, executives, and employees, whether in the name of individuals, families, close relatives, or juristic persons that such directors, executives, or employees are involved or have an interest in. Directors, executives, or employees who are involved or have an interest must disclose their relationship or interest in the transaction to the Company before entering into the transaction. The person conducting the transaction on behalf of the Company has a duty to: Examine such relationships or interests before entering into transactions in order to prevent conflicts of interests. Directors, executives, and employees who have interests in such transactions are prohibited from participating in the transactions consider decide and be the person who approves the decision to enter into any transaction or action on behalf of the Company.
11. In the case that it is considered a related transaction or connected transaction under the announcement of the Stock Exchange of Thailand Must comply with the Company's policy on related transactions and connected transactions. The Board of Directors will oversee compliance with the rules, procedures, and disclosure of information on related transactions and connected transactions of the Company strictly.
12. the Company does not have a policy to send executives. to be a director in other companies within the group of companies In the case where the executives of the Company from the director level and above, they will hold directorship positions in other companies. Must be approved by an authorized person of the Company, except for holding directorship positions in non - profit charitable organizations.

Holding such positions must not. It is against the provisions of the law or regulations related to the Company's business operations and must not use a position in the Company as a reference to promote outside business.

13. Conducting any personal business by directors, executives, and employees must not affect the performance of duties and working hours of the Company and prohibited from conducting business or participating in business which has the same characteristics as the Company and/or is in competition with the Company's business. Regardless of directors, executives, and employees Such will benefit directly or indirectly.
14. Directors and executives of the Company have a duty to report any conflicts of interest. own interests according to the criteria and methods for reporting interests of directors and the Company regularly appoints senior executives every year or when there is a change to confirm independence and disclose conflicts of interest.

Reporting complaints

Directors, executives and employees has a duty to report actions or suspected actions that may cause conflicts of interest. Including cases of being pressured or forced to commit acts that cause conflicts of interest. In addition, all groups of stakeholders can report clues and complaints about the practice or suspect that it is an act that may cause a conflict of interest. The Company operates in accordance with the Company's policy of receiving and handling complaints.

Communicating and disseminating conflict of interest policies

To communicate and disseminate policies on conflicts of interests. through the designated channels as follows:

1. Published through the Company's website
2. Published through the Company's intranet that all directors, executives, and employees can access.
3. Included as one of the orientation topics for new directors, executives, and employees.
4. Included as one of the topics in annual training for directors, executives, and employees.

Punishment

Whoever commits a violation or acts in violation of the conflict-of-interest policy mentioned above. Must receive disciplinary consideration according to the Company's regulations and must be responsible for compensation for damages to the Company or the person who received it. The impact of such actions and if it is a legal violation, the Company will consider taking legal action and inform the matter to government agencies.

Review of conflict of interest policy

This Conflict Interest Policy is reviewed and updated regularly on an annual basis, or when there are changes in guidelines or regulations. In order for this Policy to be enforced appropriately in accordance with current operations and in accordance with changing guidelines or regulations.

Guidelines and Procedures for Preventing Conflicts of Interest Effective from 11 January 2024 onwards, by the resolution of the Board of Directors at the 1/2024 meeting on 10 January 2024.



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Mr. Seni Chittakasem
Chairman