

CENTRALPATTANA

Managing Conflicts of Interest Policy Central Pattana Public Company Limited

28 June 2024

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Central Pattana Public Company Limited
Date: June 28, 2024

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Managing Conflicts of Interest Policy

Central Pattana Public Company Limited

Central Pattana Public Company Limited is committed to good corporate governance and conducting business with integrity. The Company places strong emphasis on preventing transactions that may give rise to conflicts of interest and has established clear guidelines and considerations to ensure that directors, executives and employees understand and comply with its Managing Conflicts of Interest Policy, as outlined below:

1) Definitions

Company refers to Central Pattana Public Company Limited and its subsidiaries.

Company personnel refers to all directors, executives and employees of the Company.

Conflict of interest refers to any action that creates a conflict between personal interests and the interests of the Company, undertaken to benefit oneself or others by leveraging one's position, access to opportunities or information, interactions with the Company, involvement in competing businesses, or engagement in outside employment that may conflict with or affect the Company's interests.

Conflicts of interest can arise in various forms and are not limited to financial or asset-related interests. They may also involve other types of benefits, including:

1. Receiving payments or other benefits
2. Engaging in business transactions with oneself or acting as a counterparty
3. Accepting employment following resignation or retirement from the Company
4. Undertaking external work that interferes with Company responsibilities or working hours
5. Using Company assets for personal purposes
6. Using internal information for personal gain
7. Using one's position to solicit, exchange or obtain personal benefits
8. Providing preferential treatment to family members or close associates
9. Exerting undue influence over decision-making processes

2) Managing Conflicts of Interest Policy

1. Company personnel must not, directly or indirectly, engage in any business that competes with the Company.
2. Company personnel must avoid any actions that could create a conflict between their personal interests and the interests of the Company, or give rise to obligations involving the Company, whether directly or indirectly.
3. Company personnel must not use working hours for personal business or engage in activities unrelated to the Company that may affect their ability to perform their duties effectively.
4. Company personnel must not participate in the review or consideration of any matters in which they have a conflict of interest. If involvement is unavoidable, they must promptly disclose the conflict to their supervisor.
5. Company personnel must ensure that personal relationships with individuals or external parties do not compromise the best interests of the Company.
6. Company personnel must strictly comply with all applicable requirements and procedures for the disclosure of related party transactions, as prescribed by law, regulatory bodies and the Company's internal regulations.

3) Guidelines for Preventing Conflicts of Interest

1. Company personnel are required to disclose and submit information regarding their own interests, as well as those of related parties, to the Board of Directors, the Company Secretary or their supervisor. Disclosures must cover any relationships or transactions with the Company or its subsidiaries that may give rise to a conflict of interest and must be made prior to entering into such transactions.
2. Company personnel must declare any personal interests relating to their duties at all relevant meetings in which they have a role or responsibility. They must not participate in the transaction, attend the meeting, express opinions or approve any matter in which they have a direct or indirect conflict of interest.
3. The following actions, if they result in personal benefit beyond what is reasonable or cause harm to the Company, shall be deemed material conflicts of interest:
 - 3.1) Entering into transactions that violate the requirements for related party transactions
 - 3.2) Using non-public or internal information
 - 3.3) Using Company assets or business opportunities in violation of regulations or standard practices issued by the Capital Market Supervisory Board or other relevant authorities
4. The Board of Directors is responsible for ensuring that the Company and its subsidiaries comply with the Securities and Exchange Act and all other applicable laws, including disclosure requirements issued by the Stock Exchange of Thailand and other relevant authorities.

4) Considerations

1. Preventing conflicts of interest is a shared responsibility of all directors, executives and employees, who must fully understand and comply with this Policy.
2. The purpose of disclosing conflicts of interest is to promote transparency by informing relevant parties and helping to prevent any unfair or non-transparent conduct that could affect the Company's perception, reputation or interests.
3. If there is uncertainty as to whether an action or relationship may constitute a conflict of interest, employees should seek initial guidance from their supervisor or the Office of the Company Secretary.

5) Disclosure of Interests by Directors and Executives

1. Directors and executives, ranging from the President, the four most senior executives ranked immediately below the directors and the President, to any individuals holding equivalent positions, are required to disclose their own interests, as well as those of related parties, in accordance with applicable laws and the Company's Disclosure of Interests Policy. Disclosures must be submitted to the Company Secretary for consolidation and recordkeeping under the following conditions:
 - 1.1) Initial disclosure within 30 days of assuming the position
 - 1.2) Disclosure of changes without delay and no later than 7 business days from the date of the change
2. The Company Secretary is responsible for forwarding copies of disclosures of interests submitted by directors and executives to the Chairperson of the Board and the Chairperson of the Audit Committee within 7 business days of receipt.

6) Conflict of Interest Reporting

Executives and employees must promptly disclose any actual or potential conflict of interest related to their duties to their supervisor. A Conflict of Interest Report must also be submitted to the supervisor or designated person for review and comment, using the format and procedure prescribed by the Company. This Policy is effective as of June 28, 2024.

Sudhitham Chirathivat
Chairperson of the Board of Directors