



## **Policy on Governance, Operational Oversight, and Prevention of Conflicts of Interest**

The company operates under the framework of good governance with transparency and auditability, based on ethics and principles of good corporate governance, aiming to create efficient returns for stakeholders. Therefore, to comply with good corporate governance principles, the company has established a policy to prevent conflicts of interest based on the principle that directors, executives, and employees must not seek personal benefits that conflict with the company's interests. Any decisions regarding transactions or matters of the company must be made for the company's highest benefit and should avoid actions that may cause conflicts of interest. Those involved or with interests in any matter under consideration must disclose their relationships or interests to the company and must not participate in the consideration or approval of such transactions or matters. Actions causing conflicts of interest include but are not limited to the following.

### **1. Competition with the Company**

Directors, executives, and employees must refrain from investing in or engaging in activities that directly or indirectly compete with the company's business, whether for personal benefit or others, which may harm the company. This includes becoming a partner, shareholder with decision-making power, or management in competing or similar businesses, unless it can be demonstrated that mechanisms exist to ensure no negative impact on the company, and that such actions serve the best interests of the company and its shareholders.

### **2. Seeking Benefits from Personal Businesses with the Company**

Seeking Personal Benefit from Private Business Dealings with the Company Directors, executives, and all employees should disclose any business activities conducted personally, with their family members, relatives, or dependents that may result in a potential conflict of interest with the company. They must prepare a disclosure statement identifying both direct and indirect interests on an annual basis or whenever there is a material change to previously disclosed information. For example.

- Joint investments or having interests with vendors or customers of the company
- Holding any position or even serving as an advisor to vendors or customers of the company
- Engaging in the sale of goods or provision of services to the company either directly or through others

### **3. Use of Company Information for Personal Gain**

Directors, executives, and employees must not seek benefits for themselves or others by using confidential company information such as work plans, performance, business forecasts, research results, bids, and must strictly follow the company's internal information use policy.



#### **4. Holding Shares or Serving as a Director in Other Businesses**

In cases where directors, executives, or employees hold a significant shareholding as partners, or assume positions as directors or advisors in other businesses, such appointments must not result in any actions or omissions that would interfere with their responsibilities or affect their performance of duties within the company. If such shareholding was acquired prior to becoming a director, executive, or employee, or before the company entered into business with the said entity, or was acquired through inheritance, the director, executive, or employee must report the matter to the company immediately or as soon as reasonably practicable (as the case may be), in accordance with the procedures prescribed by the Board of Directors.

In the case where the individual is a director or executive of the company, they must report the matter to the Board of Directors' meeting and/or the shareholders' meeting, as applicable. In the case of employees, they must report to their direct supervisor in the chain of command. Moreover, any director, executive, or employee who has a vested interest in a particular meeting agenda must abstain from voting and refrain from participating in the meeting during the consideration of that agenda in which they have a conflict of interest.

#### **5. Entering into Transactions and Monitoring Transactions That May Have Conflicts of Interest**

The Company's Board of Directors must establish measures to monitor and oversee transactions that may involve conflicts of interest. The Board must carefully and independently consider the appropriateness of such transactions within the framework of good corporate governance, treating these transactions as if they were dealings with external parties, always prioritizing the best interests of the Company. In cases where directors, executives, or employees need to enter into or are involved in transactions in which they have a conflict of interest, they must refrain from participating in the consideration of those transactions. Furthermore, directors, executives, and employees should avoid entering into related party transactions as defined by the regulations of the Securities and Exchange Commission ("SEC") or the Stock Exchange of Thailand ("SET"), which may cause conflicts of interest with the Company.

In entering into transactions by directors, executives, employees, or related persons as defined by the regulations, rules, announcements, orders, or requirements of the Securities and Exchange Commission ("SEC") or the Stock Exchange of Thailand ("SET") that qualify as related party transactions, directors, executives, and employees must comply with the criteria, procedures, and requirements regarding the disclosure of related party transactions, the acquisition or disposal of REIT assets, and the guidelines set forth in the related party transaction policy and/or other company policies and procedures. They must also strictly adhere to the accounting standards prescribed by the Federation of Accounting Professions.

In cases where related party transactions do not meet the general conditions approved by the Board of Directors, or where the nature and size of the transactions fall outside the authority of the management, the independent directors shall be responsible for reviewing and providing opinions prior to submission for approval by the Board of Directors or the shareholders, as the case may be, according to the guidelines specified in the related party transaction policy and/or other company policies and procedures. The company will disclose transactions with conflicts of interest and interrelated transactions in the notes to the financial statements audited by the company's certified auditor, in the annual report, and in the regular disclosure forms (Form 56-REIT) every year.