



AIRA & AIFUL Public Company Limited

90 CW Tower, 33rd, 34th Floor, unit B3301-2, B3401-2, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310
Registration Number: 0107557000489

นโยบายการป้องกันความขัดแย้งทางผลประโยชน์ (Prevention of Conflicts of Interest Policy)

บริษัท ไอร่า แอนด์ ไอฟูล จำกัด (มหาชน)

AIRA & AIFUL Public Company Limited

(Revision B.E. 2566)



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Introduction

AIRA & AIFUL Public Company Limited, hereinafter referred to as the “Company”, is a personal loan service provider with the vision of the company to be the fastest growing personal loan company in Thailand with efficient growth and give importance to the principles of good corporate governance and business operations, honestly and have ethics as well as strictly complying with relevant laws and regulations.

The Company therefore sets a policy to prevent conflicts of interest. It is based on the basic principle that any decision in the conduct of business activities must be made in the best interests of the Company and shareholders of the Company only and should avoid any act that may cause conflicts of interest. The Company therefore requires directors, executives and employees who are involved in or has interest in the transaction, or the considered transaction has a duty to inform the Company knowledge of their relationship or interest in such transactions or transactions and must not participate in the consideration including the approval authority in that particular transaction or transactions with the following important policies:



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1. Objectives

- 1.1 For the operation of the company complies with the principles of good corporate governance, code of conduct in good business and related laws.
- 1.2 To formulate guidelines for preventing conflicts of interest and maintain the credibility of the Company to all stakeholders and for the best interests of the company.

2. Definition

- 2.1 “**Company**” means AIRA & AIFUL Public Company Limited.
- 2.2 “**Subsidiaries**” means the following companies:
 - (A) a limited company or a public limited company over which the company has control over the business.
 - (B) limited company or public limited company that the subsidiary under Clause (A) has control over the business.
 - (C) limited company or public limited company that are under the control of the business at successive levels, starting from being under the control of the subsidiary under Clause (B).
- 2.3 “**Conflicts of Interest**” means conflicts of personal interests or professional interests of directors, executives and employees, including relatives and family members of directors, executives and employees with the interests of the Company whether directly or indirectly, resulting in inability to perform duties impartially.
- 2.4 “**Business Activities**” means any activity in connection with the services, financial products and other cases in accordance with the objectives of the Company's business operations.
- 2.5 “**Company Personnel**” means directors, executives, and employees at all levels of the Company.
- 2.6 “**Executive**” means the Chief Executive Officer or the first four top-ranking executives after the Chief Executive Officer level as well as all other 4th ranking equivalent, and accounting or finance executives of department head.
- 2.7 “**Employees**” means employees of AIRA & AIFUL Public Company Limited at all levels.
- 2.8 “**Stakeholders**” means shareholders or investors, board of directors, executives, personnel and employees at all levels. Including groups of people who are directly or indirectly affected by business operations or have any interest in the company's business operations and includes counterparties, business partners, business associates, creditors, debtors, etc.



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3. Duties and Responsibilities

- 3.1 The Board of Directors determines a policy to prevent conflicts of interest and supervise the implementation of the policy in a concrete manner.
- 3.2 Corporate Secretary Office provide appropriate guidelines within the company in accordance with the policy to prevent conflicts of interest, including supervising the implementation of policies and guidelines and reporting performance as well as Find ways to develop and improve to make the implementation more efficient.
- 3.3 Responsible department
 - 3.3.1 Department of affiliation responsible for communicating, giving advice and being responsible for employees under their responsibility to follow the policy and guidelines correctly.
 - 3.3.2 Corporate Secretary Office collects and keeps reports on the interests of directors and executives according to the policy on reporting interests of directors, executives and related persons and report to the Board of Directors.
 - 3.3.3 The Human Resources Department collects and keeps reports on conflicts of interest of employees and report compliance with policies and guidelines to the Chief Executive Officer.

4. Guidelines for preventing conflicts of interest

- 4.1 Company personnel are responsible for making decisions about the Company's business activities for the best interests of the Company. Any actions and decisions of the Company's personnel must be free from the influence of personal desires or of a person related to those personnel, whether it is a relative, family or someone else who has a specific personal acquaintance. When the company's personnel must make decisions or approve transactions that may have conflicts of interest, provide reports to supervisors in a hierarchical order or a participant in the approval and withdraw from participating in those transactions.
- 4.2 Company personnel must refrain from conducting any business activities of the Company that may cause conflicts of interest with the Company. In the event that it is necessary to conducting any business activities in connection with the business activities of the company, such transactions must be in accordance with the Company's policies, rules and regulations and related laws with transparency and fairness like making transactions with outsiders and taking into account the best interests of the Company.



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- 4.3 Company personnel must not seek benefits for oneself or others by relying on the Company's confidential information such as plans, income, benefits, meeting resolutions, business predictions, auction, Non-public financial statements, including important company information for personal benefit whether the Company damaged or not and must strictly comply with the Company's insider trading and securities trading policies.
- 4.4 Company personnel must report any interest or conflict of interest related to the Company's business activities, performance of duties for both one's own and related parties that may cause conflicts of interest in business with the Company according to the conflict-of-interest report specified by the Company.
- 4.5 Company personnel must comply with the rules and ethics of the Company's business operations. This is an important matter that must be strictly adhered to, for the Company credibility and trust of all stakeholders and provide for dissemination of information to understand the practice as well.
- 4.6 In case company's personnel have any doubts about the guidelines for preventing conflicts of interest, please consult with the corporate secretary's office.

5. Scope of enforcement

This policy applies to directors, executives and employees at all levels of the Company.

6. Policy review

Corporate Secretary Office proposes to review and update this policy as necessary and appropriate at least 1 (once) a year and proposed to the Board of Directors for approval of the review and improvement of this policy.

7. Penalty

If anyone disobeys or not complying with this policy which causes a conflict of interest to the company, it is deemed that such person commits a disciplinary breach and must be responsible for damages to the company as specified in the company's regulations and liability in civil and criminal matters or as required by law.



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8. Amendment history

Amendment history

Revised no.	Date of approval	Content revised/update	Pages
1	8 August 2023	Amendment introduction	
		Add contents	
		Amendment Objectives	1
		Amendment definition	1
		Add Duties and Responsibilities	2
		Amendment guidelines for preventing conflicts of interest	2
		Amendment policy review	3
		Amendment penalty	3



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Attachment 1

Conflict of Interest¹ Reporting Form

AIRA & AIFUL Public Company Limited

I,..... Position.....

Division..... Department..... Section.....

ID employee.....request for conflict-of-interest disclosure report for the following cases:

- New employee
- Annual Report
- When there is a matter that may cause a conflict of interest during the year
- Get a new position (that may have a conflict of interest)

I hereby report that, I

- no transaction that may conflict with the interests of AIRA & AIFUL Public Company Limited.
- have a conflict of interest that may conflict with the interests of AIRA & AIFUL Public Company Limited as follows (please attach additional documents (if any))

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

Please be informed accordingly.

Sign.....Reporter
(.....)
Position.....
Date.....

¹ **Conflicts of Interest**” means conflicts of personal interests or professional interests of directors, executives and employees, including relatives and family members of directors, executives and employees with the interests of the Company whether directly or indirectly, resulting in inability to perform duties impartially.



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Opinions of supervisors / Board of Directors ((Signed by the Chairman of the Board of Directors)	
Acknowledgment and for those who have conflicts of interest to comply with the following: 1..... 2..... 3.....	Sign..... (.....) Position..... Date.....
Human Resources follow-up results (employees)	
Acknowledgment and for those who have conflicts of interest to comply with the following: 1..... 2..... 3.....	Sign..... (.....) Position..... Date.....
The response/notification to the reporter	
I have received the aforementioned diagnosis.	Sign.....Reporter (.....) Position..... Date.....