



AIRA & AIFUL Public Company Limited

90 CW Tower, 33rd-34th Floor, Unit B3301-2, B3402, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310
Tel: 0-2117-5000 Fax: 0-2117-5006 Website: www.aira-aiful.co.th
Registration Number: 0107557000489

Reporting the Conflict of Interests of Directors,
Executives and Related Persons policy
(Revision B.E.2568)

AIRA & AIFUL Public Company Limited

Contents

1. Reasons to issuance of the Policy	1
2. Objective.....	1
3. Definitions	1
4. Persons who are obliged to report their interests to the company.	4
5. Procedures for Reporting on Interest of the Director, Executive or Related Person	4
6. Review of policy	5
7. Punishment.....	5
8. Amendment history	6

Reporting the Conflict of Interests of Directors, Executives and Related Persons policy

(Revision B.E.2568)

AIRA & AIFUL Public Company Limited

1. Reasons to issuance of the Policy

In order for AIRA & AIFUL Public Company Limited ("the Company") to be able to monitor the interests of the Company's directors and executives and to provide the company with information to support the operations in accordance with the requirements of related party transactions which is a transaction that may cause a conflict of interest or transfer of benefits of the company and its subsidiaries. Therefore, the Company has established the rules and procedures for reporting the interests of the Company's directors and executives, including related persons of the Company's operations. Directors and executives can use the framework from this policy to perform their duties with caution, honest and in accordance with relevant laws.

2. Objective

2.1 In order for the company to have information to support operations in accordance with the requirements regarding connected transactions. Which is a transaction that may cause a conflict of interest or a transfer of interest of the Company and its subsidiaries.

2.2 For the benefit of monitoring the interests of directors and executives of the company or related persons.

3. Definitions

3.1 "Company" means AIRA & AIFUL Public Company Limited.

3.2 "Subsidiary" means

- a) a limited company or public limited company in which the company has the power to control the business; or
- b) a limited company or public limited company where the subsidiary under (a) has control over the business; or

- c) a limited company or a public limited company which is under the control of the business in the next chain, starting from being under the control of the subsidiary under (b).

3.3 **“Controlling persons”** means

- a) Holding the voting shares of a juristic person more than 50% of the company’s total voting shares
- b) Having control over majority votes at the juristic person’s shareholder meeting, either directly or indirectly or by any reason
- c) Controlling an appointment or discharge of more than half of the directors, either directly or indirectly.

3.4 **“Director”** means the director of AIRA & AIFUL Public Company Limited.

3.5 **“Securities and Exchange Law”** means Securities and Exchange Act B.E. 2535 (including as amended) and include all the announcements of the Capital Market Supervisory Board and relevant announcements from the Securities and Exchange Commission of Thailand (if any).

3.6 **“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

3.7 **“Related Person”** means a person or a partnership having relationship with any person in any of following manners:

- a) a person having control over the company and in cases of a juristic person, including the board of directors of the said juristic person.
- b) the spouse, a minor child or an adopted minor child of the director, the executive or the person under (a)
- c) a juristic person over which the person under (a) or (b) has control.
- d) any other persons as specified in the notification of the Capital Market Supervisory Board.

3.8 **“Connected person”** means connected persons according to the Notification of the Board of the Stock Exchange of Thailand, Re: Disclosure of Information and Acts of listed companies on the Connected Transactions B.E. 2546, dated on 19 November 2003 (including as amended) are as follows:

- a) The management, major shareholders, controlling persons or persons to be nominated as the management member or persons with controlling power of a

listed company or a subsidiary including related persons and close relatives of such persons.

b) Any juristic person having a major shareholder or a person with controlling power as the following persons of a listed or a subsidiary company:

- (1) Executives,
- (2) Major shareholders,
- (3) Persons with controlling power,
- (4) Persons to be nominated as executives or persons with controlling power,
- (5) Related persons and close relatives of persons from (1) to (4)

c) Any person, by circumstances, can be indicated as an acting person or under a major influence of persons from (a) to (b) when making decision, adopting policy, handling management or operations; or other persons that the Stock Exchange of Thailand deems as being in the same circumstances.

3.9 “**Major shareholder**” means a shareholder who holds shares in a total amount exceeding 10% of the total shares with voting rights of the company, such shareholding shall also include the shares held by related persons.

3.10 “**Related persons**” means persons under section 258 (1) to (7) of the Securities and Exchange Act B.E. 2535 (including as amended)

3.11 “**Securities**” means.

- a) Treasury bill
- b) Bond
- c) Bill
- d) Share
- e) Debenture
- f) Investment unit, which are instruments or evidence showing rights in the assets of the mutual fund.
- g) Warrant to purchase share.
- h) Warrant to purchase debenture.
- i) Warrant to purchase investment unit.
- j) Any other instruments as determined by the SEC.

4. **Persons who are obliged to report their interests to the company.**

Securities and Exchange Act of Thailand B.E. 2535 (including as amended) and the Public Limited Companies Act B.E. 2535 (including as amended) has determined that the directors and executives of the company have a duty to report their interests or related persons to the company which is a stake related to the management of the company or its subsidiaries, in this regard, in accordance with the rules, conditions and procedures prescribed by the Capital Market Supervisory Board.

5. **Procedures for Reporting on Interest of the Director, Executive or Related Person**

5.1 The director and executive are required to file with the company a report on his interest or a related person's interest in relation to management of the company or the subsidiary by filling out the Form for Reporting on Interest of the Director and Executive (as attached herewith) as follows:

- a) First time reporting: To file the report within 7 (seven) business days from the date of appointment.
- b) Reporting on the change in information of interest: To file the report without delay within 3 (three) working days starting from the date of the change in information by specifying the revision number.

5.2 The director and executive are required to submit the Form for Reporting on Interest of his interest or a related person's interest to the company secretary immediately or within the specified period.

5.3 The company secretary shall proceed as follows:

- a) To forward a copy of the report on interest according to Section 89/14 Securities and Exchange Act of Thailand B.E. 2535 (including as amendments) to the chairman of the board of directors and audit committee chairman for their acknowledgement within 7 (seven) working days after the company has received such report.
- b) To keep record and maintain the reports on interest that the directors and executives have submitted to the company.
- c) To disclose information on interest of the directors and executives within the 56-1 One Report

6. Review of policy

The Corporate Secretary Office shall propose a review and update of this policy as necessary and appropriate at least once a year and propose to the Board of Directors for consideration and approval of the policy improvement.

7. Punishment

In the case of directors, executives, related persons as well as any person whose duty is to comply with this policy violates or fails to perform his or her duties shall be liable to penalties as stipulated in the law on securities and exchange which depending on each case.

8. Amendment history

Revised no.	Date of approval	Content revised/update	Pages
	11 November 2022	First Announcement	
1	8 August 2023	Amendment on introduction	
		Add objective	1
		Amendment definition	1
		Amendment persons who are obliged to report their interests to the company	3
		Amendment Procedures for Reporting on Interest of the Director, Executive or Related Person	3
		Remove the comply with the policy topic	
		Remove relevant regulations topic	
		Add Form to report on the interest of directors and executives	
2	17 December 2024	Annual Reviewed	
3	14 November 2025	Annual Reviewed	

**AIRA & AIFUL Public Company Limited**

90 CW Tower, 33rd-34th Floor, Unit B3301-2, B3402, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310
Tel: 0-2117-5000 Fax: 0-2117-5006 Website: www.aira-aiful.co.th
Registration Number: 0107557000489

Form to report on the interests of directors and executives.

AIRA & AIFUL Public Company Limited

Report date	
Reporter's name / surname	
Position	
Reporting information	<input type="checkbox"/> Inform first time <input type="checkbox"/> Inform the change no.....

Part (1) : Report under Section 89/14 of the Securities and Exchange Act B.E. 2535 and related announcements

(1.) Conflict of interests of one's own

☐ Yes

☐ None

(1.1) Date.....

I have an interest in the management of the Company's business as follows:

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

(1.2) Date.....

I have an interest in the management of the subsidiary's business as follows:

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

(2.) Conflict of interest of related person

☐ Yes

☐ None

(2.1) Date.....

My related person is.....

have an interest in the management of the Company's business as follows:

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

(2.2) Date.....

My related person is.....

have an interest in the management of the subsidiary's business as follows:

.....

.....

.....

Part (2): Report under Section 88 of the Public Company Act B.E. 2535 (must be reported immediately)

☐ Yes ☐ None

(1.) Date..... I have a direct interest in the contract made by the

Company as follows:

(1) Name of the contract:

(2) Name of the contracting parties:

(3) Contract date:

(4) Characteristics of the contract:

(5) Characteristics of interests:

(2.) Date..... I have an indirect interest in the contract made by the

company as follows:

(1) Name of the contract:

(2) Name of the contracting parties:

(3) Contract date:

(4) Characteristics of the contract:

(5) Characteristics of interests:

Part (3): Report on securities holdings in the company and its subsidiaries (reporting in the form to the SEC Office for acknowledgment, must be reported in this form to the company as well.)

☐ Yes ☐ None

I hold the following securities	unit	day/month/year	increase	decrease	remaining
(1.) Shareholding in the Company					
(1.1) Ordinary share	share				
(1.2) Warrant	unit				
(1.3) Others, specify					
(2.) Shareholding of affiliated companies					
(2.1) Company.....					
(2.1.1) Ordinary share	share				
(2.1.2) Warrant	unit				

**AIRA & AIFUL PublicCompany Limited**

90 CW Tower, 33rd-34th Floor, Unit B3301-2, B3402, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310
Tel: 0-2117-5000 Fax: 0-2117-5006 Website: www.aira-aiful.co.th
Registration Number: 0107557000489

(2.1.3) Others, specify					
(2.2) Company.....					
(2.2.1) Ordinary share	share				
(2.2.2) Warrant	unit				
(2.2.3) Others, specify					

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

Signed to certify.....

Signed to acknowledge.....

Reporter's name (.....)

(.....)

Position.....

Position.....Corporate Secretary.....