

Conflict of Interest Prevention Policy

Pro Inside Public Company Limited

Pro Inside Public Company Limited (the “Company”) conducts business under the principles of good corporate governance, with transparency, accountability, and equal treatment of all stakeholder groups. The Company avoids any act that may give rise to a conflict of interest, whether direct or indirect, in order to align with the Business Code of Conduct and the Anti-Corruption Policy. The Company has therefore established measures to prevent conflicts of interest, so as to set a standard for transparent performance of duties, refraining from seeking personal benefit for oneself and/or related persons, and avoiding conflicts of interest that may arise with the Company, with details as follows:

Scope

This policy applies to directors, executives, personnel, employees, and staff at all levels of Pro Inside Public Company Limited (collectively referred to as “Personnel”), and extends to subsidiaries and affiliated companies, collectively referred to hereinafter as the “Company”.

Definitions

- Conflict of Interest means any act or omission that creates a conflict between the personal interests of Personnel or a related person and the interests of the Company and/or its subsidiaries, whether direct or indirect, which affects Personnel’s decision-making in the performance of their duties, and which may give rise to dishonesty in the performance of duties, non-transparent or unfair decision-making, or a failure to maximize benefit to the organization, leading to fraud and misconduct.
- Connected Transaction means a transaction between a listed company or its subsidiary and a connected person of the listed company.
- Executive means a manager, or a person holding a management position within the first four levels below the manager, and any person holding a position equivalent to the fourth level, including positions in the accounting or finance function at the level of department manager or higher, or equivalent.
- Connected Person means a person who may cause a director or executive of a listed company to have a conflict of interest in deciding whether to give primary consideration to that person’s benefit, or to the Company’s best interest, including the following:
 1. Directors, executives, major shareholders, or controlling persons of the listed company; persons proposed to be appointed as a director, executive, or controlling person; as well as the related persons and close relatives of such persons
 2. Any juristic person whose major shareholder or controlling person is a person under (1)

3. Any person whose conduct indicates that they are acting on behalf of, or under the influence of, the person under (1) or (2)
 4. A director of a juristic person that has control over the Company's business
 5. The spouse, child, or adopted child who has not yet reached the age of majority of a director under (4)
 6. A juristic person over which a person under (4) or (5) has control
 7. Any person who acts with the understanding or agreement that, if the Company enters into a transaction providing financial benefit to that person, the following persons will also receive financial benefit:
 - 7.1 Directors of the Company
 - 7.2 Executives of the Company
 - 7.3 Persons with controlling authority over the Company's business
 - 7.4 Directors of a juristic person with controlling authority over the Company's business
 - 7.5 The spouse, child, or adopted child who has not yet reached the age of majority of a person under 7.1 to 7.4
- Related Person means a related person of a connected person, being a person or partnership under Section 258 (1)–(7) of the Securities and Exchange Act B.E. 2535 (1992), namely:
1. Spouse
 2. A child who has not yet reached the age of majority
 3. An ordinary partnership in which such person, including (1) or (2), is a partner
 4. A limited partnership in which such person, including (1) or (2), is an unlimited-liability partner, or holds an aggregate limited-liability interest of more than 30%
 5. A limited company or public limited company in which such person, including (1), (2), (3), or (4), holds an aggregate shareholding of more than 30%
 6. A limited company or public limited company in which such person, including (1), (2), (3), (4), or (5), holds an aggregate shareholding of more than 30%
 7. A juristic person under Sections 246 and 247 (of the Securities and Exchange Act) that has managerial authority as a representative of the juristic person
- Inside Information means information that has not yet been generally disclosed, the use of which could affect the Company's business operations or interests, whether in the short or long term, and which would be unlawful to use.

Duties and Responsibilities

1. The Board of Directors

- Establish policies and guidelines for managing conflicts of interest
- Oversee the practical implementation of the policy
- Approve principles regarding trade agreements with generally applicable commercial terms, allowing management to enter into transactions between the Company and its subsidiaries with directors, executives, or related persons, provided such transactions involve commercial terms of the kind a prudent person would enter into with a general counterparty under the same circumstances, with commercial bargaining power free from the influence of their status as a director, executive, or related person

2. Executives

- Establish appropriate internal guidelines consistent with the corporate governance policy, the Business Code of Conduct, the Conflict of Interest Prevention Policy, and the Company's work practices
- Establish a responsible structure, such as a responsible unit or person, to oversee and control that operations are carried out correctly
- Oversee compliance with the policy and guidelines, seek ways to develop and improve implementation effectiveness, and ensure that performance in accordance with the policy and guidelines is reported

3. Responsible Units

No.	Department	Responsibilities
1	Home Department	Communicate guidance and be responsible for ensuring that personnel under their supervision comply correctly with the policy and guidelines
2	Legal and Compliance Department	Oversee compliance with the established policy and guidelines
3	Company Secretary Office	Compile and maintain reports on the interests of the Company's directors, executive directors, and senior executives, and report to the Chairman of the Board and the Chairman of the Audit Committee
4	Human Resources Development Department	Compile and maintain reports on conflicts of interest of executives and employees, in order to report compliance with the policy and guidelines to the Board of Directors
5	Internal Audit Unit	Compile and maintain reports on connected transactions or transactions that may involve a conflict of interest, in order to report to the Audit Committee

4. Employees and Personnel of the Company

- Comply correctly and strictly with the policy and guidelines
- Disclose information and report conflicts of interest through the Conflict of Interest Disclosure Form, documentation, or any other format specified by the Company
- Report information or whistleblow to the responsible unit through the whistleblowing channels established by the Company, if they discover or become aware of a conflict of interest, or a potential conflict of interest

Guidelines

Directors, executives, and employees of the Company must not seek personal benefit, or benefit for any other person, that conflicts with the Company's interests, whether directly or indirectly, in order to preserve the Company's best interests. If any conflict arises, a person involved in or having an interest in the transaction under consideration must inform the Company, or the relevant person or unit, of their relationship or interest in that transaction, and must not participate in the consideration, including having no authority to approve such transaction. The Company has established the following related guidelines:

1. Prevention of conflicts of interest is the duty and responsibility of all directors, executives, and employees, who must understand, adhere to, and comply with it correctly.
2. Perform duties without using influence or authority in a manner that affects the performance of other personnel, units, or representatives of contracting companies, and must not allow others to use their position or authority to seek benefit from the Company.
3. Protect the Company's interests by not using the Company's assets, personnel, or business opportunities to seek personal benefit or benefit for related persons, and must not undertake other work outside of Company business that affects their duties or adversely affects the Company's operations.
4. Perform duties without accepting and/or offering assets or items, and must not seek personal benefit or benefit for related persons that may give rise to a conflict of interest.
5. Perform duties in accordance with their role and responsibilities for the benefit of the Company, and must not use work time for personal benefit or the benefit of related persons.
6. Maintain the confidentiality of the Company's confidential documents or internal information, and must not improperly disclose or use such information for personal benefit or the benefit of related persons, whether directly or indirectly, both during and after ceasing to be Company personnel.
7. Participation in work with another company while serving as Company personnel must not be in a business of the same nature or a trade competitor, and must not conflict with the Company's interests.
8. Executives and all employees must refrain from holding shares in, or being a decision-maker or executive of, a competing business or competitor of the Company. Where an employee acquired

such shares before becoming an employee or before the Company entered into that business, or acquired them by inheritance, including cases where it cannot otherwise be avoided, the information must be reported through the channel and in the format and procedure specified by the Company.

9. Trade securities of affiliated companies without using or passing on inside information or information not yet disclosed to the public, and in accordance with the criteria set by the relevant regulator.
10. Consideration of transactions with affiliated companies that constitute connected transactions must be conducted under generally applicable commercial terms, as if dealing with an external party (arm's length basis), or must be a transaction that creates mutual benefit.
11. A person with an interest in a meeting agenda item that may give rise to a conflict of interest must not participate in its consideration and must abstain from voting on that agenda item, by notifying the meeting in advance and having this recorded in the minutes of the meeting.
12. Directors and executives must disclose information regarding their own interests and those of related persons that involve, or may involve, a conflict of interest with the Company, on an annual basis and each time there is a change.
 - First report: within 15 days of taking office as a director or executive
 - Report of changes to interest information: to be reported within 3 business days from the date the information changes, together with an indication of which occurrence of change it is

In this regard, the Company Secretary shall be responsible for compiling the reports on the interests of directors and executives, and shall send copies of such reports to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date the Company receives the report.

13. For transactions between the Company or its subsidiaries and a person who may have a conflict of interest or an interest, the Audit Committee shall first give its opinion on the necessity of entering into the transaction and the appropriateness of its price, and the matter shall be handled in accordance with the rules relating to connected transactions, in compliance with the law and the regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
14. Executives and all employees should avoid situations that may give rise to a conflict of interest and avoid becoming involved in any financial obligation with persons connected to the Company's business, or with the Company's personnel.
15. If any act contrary to this policy is discovered, employees must immediately report the wrongdoing through the channel specified by the Company in the whistleblowing policy.

Channels for Reporting Whistleblowing or Complaints

The Audit Committee or relevant unit shall receive reports of whistleblowing or complaints through the channels specified in the Whistleblower Policy, as follows:

1. By electronic mail, sent to Email: whistle-blower@proinside.co.th
2. By postal mail, sent to: Audit Committee, Pro Inside Public Company Limited, No. 55, A.A. Capital Ratchada Building, 5th Floor, Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400
3. Online, submitted at <http://www.proinside.co.th/contact/whistleblowing>

In this regard, regardless of which of the above methods is used to report, the Company will keep the informant's information confidential and will disclose it only to those involved in the consideration process.

In the event of any doubt regarding the practices for preventing conflicts of interest, you may use your own discretion in the first instance by considering whether the intended action is proper; whether it is an act that is acceptable and could be disclosed to the public; and whether it would affect the Company's image and reputation. If you require further information or advice regarding compliance with this policy, you may contact the Legal and Compliance Department by email: legal@proinside.co.th

Penalties

Any person who acts in violation of this policy, including a direct supervisor who disregards such a violation, shall be subject to disciplinary action, ranging from a verbal warning up to termination of employment.

Review

This Conflict of Interest Prevention Policy shall be reviewed regularly, at least once a year.

Mr. Wisudhi Srisuphan

Chairman of the Board

Appendix A

Examples of Conflict of Interest Situations

The following situations are examples of actions that may give rise to a conflict of interest, which all employees are responsible for avoiding and must disclose immediately upon becoming aware of them to the relevant parties.

1. Financial Interests

- Holding shares or having an interest in a trading partner/competitor: An employee or a close family member (spouse, child, or parent) holds shares or has a significant financial interest in a company that is a trading partner, customer, or business competitor of the Company
- Entering into transactions with a company in which one has an interest: Approving procurement or entering into a service contract with a company owned by, or where a director or employee is, oneself or a close family member
- Providing loans or guarantees: Providing a loan to, or a financial guarantee for, a trading partner, customer, or business competitor of the Company in a personal capacity

2. Receiving Improper Benefits

- Accepting gifts or entertainment: Accepting gifts, presents, cash, or entertainment with a value exceeding the amount specified in the Company's relevant policy, from a trading partner, customer, or any other person with a business relationship with the Company, with intent to induce a decision that favors personal interest or causes the Company to lose benefit
- Using inside information for personal benefit (Insider Trading): Using the Company's inside information that has not yet been disclosed to the public to trade securities, or disclosing it to others for their benefit
- Using company assets for personal benefit: Using the Company's equipment, tools, vehicles, or other assets for personal business or for activities unrelated to work
- Receiving commissions or personal compensation: Personally accepting money, consulting fees, or any other benefit from an external party in exchange for a business decision that favors that person

3. Personal and Family Relationships

- Employing or promoting a family member: Participating in the decision-making process for hiring, performance evaluation, or promotion of a person with a close personal relationship
- Being in the same line of supervision: An employee with a close personal or family relationship holds a position as a direct supervisor and subordinate of the other
- Approving transactions for an acquaintance: Using approval authority for work or contracts in favor of a person with whom one has a close relationship, without a transparent and fair selection process

4. Engaging in Side Businesses or Outside Work

- Working for a competitor: Accepting paid work, serving as a consultant, or serving as a director for a company that is a business competitor of the Company
- Operating a business that competes with the Company: Establishing or managing a personal business that operates in the same type of business or competes with the Company's business
- Using work time for personal business: Using work time, resources, or the Company's trade secrets to conduct one's own business or side work

5. Exploiting the Company's Business Opportunities

- Taking advantage of a business opportunity: Using a business opportunity learned through the performance of one's duties for personal benefit or the benefit of another person, instead of first presenting that opportunity to the Company

Appendix B

Conflict of Interest Prevention Measures

1. Duty to Avoid

All employees have a primary duty to avoid situations that may give rise to a conflict of interest. Where possible, they should avoid having a personal interest or relationship that may affect their decision-making in performing duties for the Company.

2. Duty to Disclose

Disclosure is at the heart of managing conflicts of interest. Therefore, **if an employee is uncertain whether a particular situation constitutes a conflict of interest, the principle of "When in doubt, disclose" should be applied**, by consulting their supervisor, the Human Resources Development Department, or the Legal and Compliance Department immediately. Failure to disclose may be considered a violation of this policy and may lead to disciplinary action.

- Disclose immediately: Employees must disclose, in writing, any situation that may constitute a conflict of interest to their supervisor, the Human Resources Development Department, or the Legal and Compliance Department, as soon as they become aware of it
- Disclose even if uncertain: If uncertain whether a situation constitutes a conflict of interest, apply the principle of "When in doubt, disclose" in order to seek advice and allow for joint consideration
- Annual disclosure: Employees in management positions or high-risk roles (such as procurement or sales) may be required to complete the "Conflict of Interest Disclosure Form" annually

3. Consideration and Management Process

Once a disclosure has been received, the relevant person responsible for consideration — who may be the supervisor, in cooperation with the Human Resources Development Department and/or the Legal and Compliance Department — shall proceed as follows:

- Gather the facts: Review all information and facts relevant to the situation
- Assess the risk: Assess whether, and how, the situation affects or causes damage to the Company, or causes the Company to lose benefit
- Determine a course of action: Consider and decide on an appropriate course of action, which may be one of the following:
 - Allow the matter to proceed (under conditions): if the conflict is assessed to have minimal impact and can be managed, the matter may be allowed to proceed with additional control measures, such as requiring another person to jointly approve it
 - Recusal: requiring the employee concerned to withdraw from any consideration or decision-making process related to the matter
 - Reduction or divestment of financial interest (Divestment): recommending or requiring the employee to sell or reduce the shareholding or financial interest giving rise to the conflict
 - Cancellation of the transaction: if the transaction has not yet occurred and clearly conflicts with the Company's interests, cancellation of the transaction may be considered
 - Prohibition: if the conflict is serious and cannot be managed, the Company will not permit the employee to become involved in the situation or transaction