



POLICY ON INSIDE INFORMATION AND IT MANAGEMENT

**MR. D.I.Y. HOLDING (THAILAND) PUBLIC COMPANY LIMITED AND ITS
SUBSIDIARIES**

27 November 2023

POLICY ON INSIDE INFORMATION AND IT MANAGEMENT

1. INTRODUCTION

This Policy sets out measures and guidelines of MR. D.I.Y. Holding (Thailand) Public Company Limited (the “**Company**”), together with its subsidiaries (the “**Group**”), in relation to use and disclosure of inside information by its directors, executives and employees and information technology (“**IT**”) management, with the aim of ensuring transparency in doing business and compliance with the provisions of the Securities and Exchange Act, B.E. 2535 (1992) (as amended) (the “**SEC Act**”) as well as including its delegated legislation.

2. DEFINITION

The following meanings of any statements or words used in this Policy are given, unless otherwise stated or described by such statements.

“**inside Information**” means material price-sensitive information in relation to the Group that has not been disclosed to the public in general.

“**securities**” means securities as defined in the SEC Act.

“**derivatives**” means derivatives under the law on derivatives.

“**executives**” means executive as specified in the notification of the Capital Market Supervisory Board.

“**trade**” means purchasing, selling, acquiring, transferring, subscribing to, exchange or swap, directly or indirectly, as well as an exercise in rights of stocks trading, or rights as defined in Derivative Warrants of trading stocks or debenture.

3. APPLICABILITY OF POLICY

3.1 This Policy applies to all directors, executives and employees of the Group, including any person who knows or possesses inside information of the Group.

3.2 The Policy covers the trading of the Company's securities or the entering into a derivatives contract related to the Company's securities which is listed on the Stock Exchange of Thailand.

4. RESPONSIBILITY

4.1 The Audit and Risk Management Committee is delegated by the Board of Directors of the Company to ensure compliance with this Policy.

4.2 The Company Secretary is accountable for providing advice and guidance to the Group's personnel in relation to compliance with this Policy and announcing a blackout period as mentioned in paragraph 6 beforehand in order to facilitate compliance with the relevant requirements.

- 4.3 All executives are accountable for ensuring that those under their supervision have a good grasp of this Policy and are well aware of the significance thereof.
- 4.4 All Group's personnel shall strictly comply with this Policy and informed their spouse and minor children of this Policy.

5. **POLICY ON INSIDER INFORMATION**

- 5.1 All the directors, executives and employees of the Group shall strictly comply with the applicable provisions on insider trading under the SEC Act and guidelines as issued by the Office of the Securities and Exchange Commission (the "**SEC**").
- 5.2 All the directors, executives and employees of the Group including other third persons who know or possess inside information of the Group (the "**Possessors**") shall:
 - 5.2.1 not trade the Company's securities or enter into a derivatives contract related to the Company's securities, either for his/herself or other persons, unless permitted by law;
 - 5.2.2 keep confidential inside information with care and safety to ensure that the inside information does not come into the possession of any unauthorized party or is misused, whereby the inside information shall only be disclosed on a strict need-to-know basis; and
 - 5.2.3 not disclose any inside information to other persons, either directly or indirectly and by any means, whereby the Possessor knows or ought reasonably to know that the receiver of such information may exploit such information for trading the Company's securities or entering into a derivatives contract related to such securities, either for the benefit of his/herself or other persons, or otherwise pass on such information to any unauthorized party, unless permitted by law.
- 5.3 The Group shall establish the systems that are able to keep and secure the use of inside information in place in order to ensure that all the inside information is not leaked nor inappropriately used for trading.
- 5.4 All the directors, executives and employees of the Group shall comply with the Group's charters and policies including guidelines on insider trading under the SEC Act and other relevant laws.

6. **BLACKOUT PERIOD**

- 6.1 The following persons of the Group (the "**Relevant Persons**") shall not trade nor deal in the Company's securities or enter into a derivatives contract related to such securities, and keep confidential the relevant inside information, within a period of:
 - (i) one (1) month before the publication of each of quarterly financial statements and yearly financial statements, or other periods as defined by the Company; and
 - (ii) within 24 hours after the publication:

- 6.1.1 directors;
- 6.1.2 executives;
- 6.1.3 controlling persons of the Company;
- 6.1.4 employees or workers of the Group who hold a position, or is in the line of work, responsible for or capable of accessing inside information;
- 6.1.5 any person who attends the Board of Directors Meeting and/or subcommittees' meeting;
- 6.2 It shall be presumed that the Relevant Persons have known or possessed the Group's inside information and shall comply with the restrictions in paragraph 5.2.
- 6.3 If, whether during the Blackout Period or not, inside information of the Group is used to carry out the Company's securities trading or enter into a derivatives contract related to the Company's securities. The persons who carry out such action may be guilty as defined by the SEC Act.
- 6.4 The Company Secretary is responsible for maintaining the registered Relevant Persons list and informing to them when they are listed or unlisted from the registration list.
- 6.5 The Relevant Persons who have knowledge of any inside information shall not trade nor deal in the securities that are related to such inside information until the lapse of 24 hours after the general publication of such inside information has been adequately disseminated.

7. REPORTING OF CHANGES IN HOLDINGS OF SECURITIES AND DERIVATIVES CONTRACT

- 7.1 The Company shall provide knowledge to its directors and executives in relation to: (i) their duty to prepare, disclose and submit to the SEC reports on changes in holdings of securities and derivatives contract of them and their spouses, cohabiting couple, minor children, and juristic person wherein themselves and their spouses, cohabiting couples and minor children hold shares at an aggregate amount exceeding thirty percent (30) of the total voting shares of such juristic person and such aggregate shareholding is the largest proportion thereof pursuant to Section 59 of the SEC Act and its delegated legislation; and (ii) relevant statutory offences and liabilities including criminal and administrative sanctions.
- 7.2 The persons who are obliged to prepare, disclose and submit reports on changes in holdings of securities and derivatives (as mentioned in paragraph 7.1) shall submit such reports to the Company Secretary first prior to the submission to the SEC in accordance with the SEC's requirements within either of the following periods (as the case may be):

7.2.1 within seven (7) working days from the date of trading the relevant securities or derivatives, in the case where the reporter is a director or executive of the Company, provided that:

- (a) the Company has notified the SEC of the list of directors and executives via the SEC's system in accordance with the procedures as imposed by the SEC; and
- (b) such reporter has traded the relevant securities before the date on which his or her name appears on the SEC's system as in paragraph 7.2.1(a).

7.2.2 within three (3) working days from the date of trading the relevant securities or derivatives, in other cases apart from that in paragraph 7.2.1.

7.3 A change to the Company's securities and derivatives holding as a result of any of the following cases shall be exempted from reporting:

- (1) acquisition of securities proportionally to the amount of shares held by each shareholder;
- (2) acquisition of securities from distribution of share dividends;
- (3) acquisition from exercising the right under convertibles;
- (4) acquisition of securities or derivatives by inheritance;
- (5) acquisition from an offer for sale of newly issued securities to directors or employees (Employee Stock Option Plan);
- (6) acquisition of shares from joining an employee joint investment program;
- (7) change of securities holding resulted from execution of a securities borrowing and lending transaction with a licensed securities business operator in the Category of Securities Borrowing and Lending or securities depository; and
- (8) placing or accepting collateral by transferring the ownership of the securities used as collateral to the receiver of the collateral only in the case of securities borrowing or lending in accordance with the regulations prescribed in (7).

The terms and conditions for the above-mentioned exemptions from reporting above shall be in compliance with the requirements of the SEC.

7.4 The Company Secretary shall provide copies of the report in paragraph 7.2 to the Chairman of Board of Directors and the Chairman of Audit and Risk Management Committee within seven (7) days after the Company Secretary's receipt of such report and shall present this matter to the Board of Directors in upcoming meetings of the Board of Directors.

8. ANNUAL REPORTING

Each of the directors and executives is required to prepare and disclose a report on their holding the Company's securities and derivatives contract and their spouses, cohabiting couple, minor children, and juristic person wherein themselves and their spouses, cohabiting couple and minor children hold shares at an aggregate amount exceeding thirty percent (30) of the total voting shares of such juristic person and such aggregate shareholding is the largest proportion thereof, at the end of each calendar year or at any other time as otherwise informed by the Company Secretary.

9. MEASURE ON KEEPING AND SECURING INSIDE INFORMATION

- 9.1 No person will be allowed to use any inside information unless he or she is authorized to use it within the scope of authority given.
- 9.2 No publication nor dissemination of inside information shall be made without an approval of the chief executive officer or chief financial officer of the Company.

10. POLICY ON IT MANAGEMENT

- 10.1 The Group shall ensure that the IT systems are used in an effective and secured manner by setting out further policies, which shall be approved by the Board of Directors of the Company, chief executive officer or head of IT department. In doing so, such policies shall at least:
 - 10.1.1 ensure compliance with the provisions of the Computer-related Crime Act B.E. 2550 (2007) as amended and other relevant laws;
 - 10.1.2 limit access to inside information by only allowing the chief executive officer, chief financial officer, Company Secretary and executives who are relevant to such inside information, and disclose it to those employees where necessary (provided that the Company must inform such employees that the information is confidential and subject to certain restrictions);
 - 10.1.3 prohibit any modification, replication or deletion of the Group's information and restrict any disclosure of information that is on the Group's database, without prior permission;
 - 10.1.4 procure and maintain a cybersecurity system to protect the Group's information and confidential documents;
 - 10.1.5 ensure that the IT systems are used in accordance with legitimate rights and collects and keeps all the passwords to access the systems in a secured manner;
 - 10.1.6 ensure that the IT systems are not used to access or deliver any information which contains the content that is in association with immoral or gambling matters or against public order, national security or other persons' rights; and

- 10.1.7 ensure that all communications through social media will be made in an appropriate and accurate manner with fairness to all stakeholders and will not cause any harm to the Group in accordance with guidelines or policies as approved by the chief executive officer (if any).

11. DISCIPLINARY ACTION

Failure to comply with this Policy by any of the directors, executives and employees of the Group will be considered gross misconduct which could give rise to disciplinary actions as well as criminal and administrative sanctions.

12. REVIEW OF POLICY

This Policy shall be reviewed at least once a year by the Company Secretary Department. If there is any proposed modification required to be made to this Policy, it shall escalate to the Board for consideration.

This Policy shall be effective from 27 November 2023 by approval of the Extraordinary General Meeting of Shareholders No. 3/2023.

(Mr. Ong Chu Jin Adrian)

Chairman of the Board of Directors

MR. D.I.Y. Holding (Thailand) Public Company Limited

Report on Changes of Securities and Derivatives Holding in

Reported by:Position:

Reporting date:

Name of securities / derivatives holder	Types of securities and derivatives	Transaction date	No. of securities and derivatives held before transaction date	Transaction		No. of securities and derivatives held after transaction date	Method of transaction	Transaction executed by (Specify broker's name) (Specify margin account if applicable)	Purchaser/ Transferee (Specify name and relationship)
				Amount	Average price				
Reporter	common share								
	preferred share								
	warrant								
	transferable subscription right								
	convertible debenture								
	derivatives warrant								
	NVDR								
	TFEX (stock futures)								
	structured debenture								
Spouse / Cohabiting couple Name.....	common share								
	preferred share								
	warrant								
	transferable subscription right								
	convertible debenture								
	derivatives warrant								
	NVDR								
	TFEX (stock futures)								
	structured debenture								

Name of securities / derivatives holder	Types of securities and derivatives	Transaction date	No. of securities and derivatives held before transaction date	Transaction		No. of securities and derivatives held after transaction date	Method of transaction	Transaction executed by (Specify broker's name) (Specify margin account if applicable)	Purchaser/ Transferee (Specify name and relationship)
				Amount	Average price				
Minor child Name.....	common share								
	preferred share								
	warrant								
	transferable subscription right								
	convertible debenture								
	derivatives warrant								
	NVDR								
	TFEX (stock futures)								
	structured debenture								
Legal entity in which the reporter, spouse or cohabiting couple and minor children collectively hold shares at an amount exceeding 30 percent of the total voting rights as the largest shareholder (s) in such legal entity	common share								
	preferred share								
	warrant								
	transferable subscription right								
	convertible debenture								
	derivatives warrant								
	NVDR								
	TFEX (stock futures)								
	structured debenture								

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

Signature of reporter

Company