



## **PREVENTION OF CONFLICTS OF INTEREST POLICY**

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

27 November 2023

## **PREVENTION OF CONFLICTS OF INTEREST POLICY**

MR. D.I.Y. Holding (Thailand) Public Company Limited (the “**Company**”), together with its subsidiaries (the “**Group**”), is committed to operate the business with fairness, transparency, and accountability. The Group therefore gives precedence in considering any transaction which may cause conflicts of interest, related party transactions and connected transactions as well as a clear and transparent shareholding structure, whereby there is no cross holding between the Company and other relevant companies. As such, the Group has implemented this Policy with a purpose to govern and prevent conflicts of interest, and for the directors, executives and employees of the Company to be aware of and duly comply this matter in accordance with the Public Limited Company Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended) and the regulations and notifications of the Office of the Securities and Exchange Commission (the “**SEC**”) and the Stock Exchange of Thailand (the “**SET**”) (all together to be called the “**Securities Laws**”), for the Group’s utmost benefits.

The term “**Board**” used herein shall refer to the board of directors of the Company.

The directors, executives, employees and members of sub-committees of the Company shall have duty as follows:

1. The directors and executives shall disclose and submit a report stating their own and their related persons’ interest to the Company Secretary.

The Company secretary shall then deliver a summary of the reports as mentioned in the previous paragraph to the Chairman of the Board and the Chairman of the Audit and Risk Management Committee within seven (7) days upon the receipt of the report in order to, prior to an entry into the transaction, shall promptly notify them of any relationship and transaction with the Group which may cause conflicts of interest.

In this regard, the Company has assigned the Company Secretary to conduct an annual survey of the interests of the directors, executives and/or their related persons. Such survey shall then be proposed to the Audit and Risk Management Committee and the Board for acknowledgement at least once a year or more if required by other Group’s policies.

2. The directors, executives, employees and members of sub-committees shall:
  - (i) avoid any transaction related to themselves and/or related persons, which may conflict with the Group’s interests;
  - (ii) not conduct any action which may cause a conflict of interest with the Group or aims to advance their own interests or benefits (including their related person’s) over the Group’s; and
  - (iii) strictly comply with the Company’s Code of Business Ethics.
3. The directors shall promptly inform the Board of their conflicts of interest with certain matters, whereby they are not allowed to participate in considering and approving such matters in the relevant meetings. This is to ensure that the decisions of the Board and the

executives are made in a fair manner for the utmost benefits of shareholders and the Company. This shall be recorded in the meeting minutes as written evidence.

Nonetheless, in case the aforesaid director is more knowledgeable about such agenda item than any other directors present or upon request of other directors, such director may remain in the meeting only to answer queries or give additional information related to the said matter to the Board. Yet, such director must not be present during approving process so as to enable the remaining directors to independently resolve the matter at their discretion for the utmost benefit of the Company.

4. Prior to the appointment of a director, the Company Secretary shall inform the person who is nominated to be a director in order for him/her to notify the Company in writing of his/her conflicts of interest with the Group without delay. Upon receipt of such notice from the director, the Company Secretary shall provide the Board or shareholders with details in relation to such notice prior to the date of relevant the Board or shareholders' meeting to appoint such director.
5. The following acts which result in the directors or executives of the Company (including their related persons) receiving financial benefits other than such under normal courses of business or causing damage to the Group, are deemed to have material conflicts of interest with the Group:
  - 5.1 the transactions between the Group and directors, executives or related persons that are not in compliance with the Securities Laws on related party transactions;
  - 5.2 the use of inside information in relation to the Group, unless having been disclosed to the public; or
  - 5.3 the use of assets or business opportunities of the Group contravening the Securities Laws.
6. Details of each of the related party transactions or connected transactions with arm's length terms as approved or approved in principle by the Board shall be reported to the Audit and Risk Management Committee for acknowledgement and expressing opinions in every fiscal quarter.

In case of other related party transactions or connected transactions which are not considered as arm's length transactions, the Audit and Risk Management Committee shall beforehand consider and express opinions with regard to the necessity of such transactions and appropriateness for consideration, and shall comply with Securities Laws on related party transactions and the Group's relevant policies.

The Board shall ensure that related party transactions and connected transactions will be reported in annual registration statements / annual reports (56-1 One Report) in an accurate manner and in line with the requirements in relevant laws, rules and regulations.

7. The Board shall oversee to ensure that the Group complies with Securities Laws and other applicable laws as well as disclose information according to the Securities Laws.

8. There shall be a clear system to ensure that the subsidiaries of the Company have a sufficient system for consistent and creditable disclosure of material transactions, as well as to provide channels for the directors and executives of the Company to efficiently receive information of the subsidiaries regarding the subsidiaries' operating results and financial position, related party transactions entered with the directors and executives of the Company, and material transactions.

In addition, there shall be a mechanism for inspecting such system whereby the independent directors, Audit and Risk Management Committee members and internal auditors of the Company are able to access that information directly. The inspection results shall be reported to the directors, Audit and Risk Management Committee members and executives for acknowledgement in order to ensure that the subsidiaries have complied with the established system consistently.

9. The directors, executives and employees shall avoid the shareholding, position holding as a director, an executive, a partner, a major shareholder or an advisor in an entity operating business similar to such of the Group or the business competing with the Group which may directly or indirectly impact the Group ("**Restricted Activities**"). This restriction disappplies when: (i) it appears that the relevant Restricted Activity does not negatively impact the Group's interests; (ii) there is a mechanism in place to protect the best interests of the Group and the Company's shareholders with respect to such Restricted Activity; (iii) the relevant director, executive or employee is in compliance with Securities Laws for taking part in such Restricted Activity (including the requirement that the director who performs such Restricted Activity, especially competing activities, shall inform the shareholders' meeting prior to his/her appointment).
10. The directors, executives and employees including members of sub-committees who have conflicts of interest with the Group shall not be eligible to vote and not allowed to participate in considering and approving the matters that they have conflicts of interest in the relevant meetings.
11. The Group provides channels for its personnel for complaints and whistleblowing in relation to any incidents which could conflict with the Group's interests as well as fraud and corruption practices.

This Policy shall be reviewed at least once a year by the Internal Audit 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.

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(Mr. Ong Chu Jin Adrian)

Chairman of the Board of Directors

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