

Translation



Internal Information Utilization and Securities Trading Policy



Phol Dhanya Public Company Limited
and Its Subsidiaries

Revision on 18 Jun 2024

Content

	Page
Objective	1
Scope	1
Definition	1
Duties and Responsibilities	3
Policy and Guideline	3
Guidelines of prohibiting trading or doing any futures contracts related to the securities (Blackout Period)	4
The report of the change in securities ownership and futures contracts related to securities	4
Exception	6
Punishment in Case of Policy Violation	6
In Case of Doubt	6
Relevant Policy	7
 <u>Attachment</u> (Reference to the Internal Information Utilization and Securities Trading Policy and Criteria on Preparation and Disclosure of Report on Securities Holding of Director and Executive of the Company)	
Attachment 1. Securities Ownership Report of the Group of Companies	
Attachment 2. Changes in the Company's Securities Ownership and Futures Contracts Report	

Internal Information Utilization and Securities Trading Policy

Phol Dhanya PCL (“the Company”) gives the importance to the utilization of the company’s internal information with the commitment in treating all shareholders with transparency, fairness and equality in accordance with good corporate governance. The Board of Directors have implemented the policy of internal information utilization for directors, executives and staff members as guidelines for utilizing the company’s the internal information that has not been announced or disclosed to the public yet and to not directly and indirectly seek for any personal benefits or for other’s benefits. Also, there is the policy of security trading for directors, executives and staff members in accordance with Securities and Exchange Act B.E, notifications of the Securities and Exchange Commission and the related rules and regulations

1. Objective

1.1 The criteria and practices related to the utilization of the Company’s internal information has been devised, for the trading of securities or advanced trading of derivatives of directors, executives, auditors and staff members.

1.2 Directors and executives are required to comply with the Securities and Stock Exchange Act (Revision 5) B.E.2559 (“Securities Act”) related to securities trading using the internal information, and the Securities and Exchange Commission’s announcement (“the SEC”) concerning the preparation of report on changes in ownership of securities and derivatives of directors, executives, auditors, planners, and plan executors of listed companies.

2. Scope

This policy is enforced upon directors, executives, auditors, staff members, individuals who are related to or have access to the internal information, inclusive of spouses, those who cohabit as husbands and wives, and their children who have not yet attained legal age.

3. Definition

Statements or phrases appeared in this policy carry meanings as follows:

1. The Company means Phol Dhanya PCL
2. Subsidiaries mean Limited companies owned directly by the Company and/or indirectly by more than 50% or with the authority
3. Directors mean Phol Dhanya PCL’s Directors
4. Executives mean Phol Dhanya PCL’s executives (according to the definition of the Securities and Exchange Commission; Managing Director or the next four individuals in the managerial roles down from the Managing Director, the individuals assuming the position in the same level as the forth managerial position, and the individuals in accounting and finance field who are in the manager position or equivalent) as follows:
 - (1) Chief Executive Officer
 - (2) Deputy Chief Executive Officer
 - (3) Director or equivalent

- (4) Chief Financial Officer
5. Subsidiaries' executives mean executives of Phol Palladium Co., Ltd. and Phol Water Co., Ltd., or as defined by the Securities and Exchange Commission, meaning managers or the next four individuals in the managerial positions down from the Manager.
 6. Staff members mean staff members of the Company and subsidiaries; including full-time, special contract and temporary staff members.
 7. Securities mean stocks (common and preferred) and convertible securities, i.e. bonds, convertible bonds, warrants or Transferrable Subscription Right "TSR", stock options, derivatives (e.g. futures and options) and other financial instruments that can be traded in the financial market.
 8. Futures contracts mean legal agreements for advanced trading to buy or sell securities at a predetermined price, with reference to returns of such securities, as referred to No.3.
 9. Trading means activities concerning purchases, sales, transfers or obtaining of securities or enter into futures contracts related to securities; no matter for oneself or others and/or legal benefits in the securities, including the exercising of rights in purchasing shares or exercising one's right as stated in the warrants to purchase shares or convertible bonds.
 10. Short selling means the trading of securities that are not in the seller's possession, but that the seller has borrowed them from others who own such securities, for instance, brokers.
 11. Internal information means the information that has not yet been disclosed to the public or via the Stock Exchange's system. This is a significant piece of information related to changes in price or values of securities, and the decision to buy or sell securities. Examples of the internal information are as follows:
 - (1) Financial position and financial operating performance
 - (2) The decision to pay or not to pay the dividend
 - (3) Changes in the securities' par value
 - (4) Business plans and fundraising plans, increase/decrease of capital using different financial instruments
 - (5) Significant changes in investment plans or projects
 - (6) Joint investment, amalgamation or divestment of businesses
 - (7) Trading of key securities or redemption of securities
 - (8) Significant commercial acquisitions or losses of the Company and subsidiaries
 - (9) Key legal disputes
 - (10) Changes in the Company's objectives
 - (11) Significant changes in the accounting policy
 - (12) Changes in the authority or significant changes in the Board of Directors or high-level executives.
 12. The individuals who have access to the internal information mean those who are in the position or duties that are aware of the Company's internal information (including spouses, those who cohabit as husbands and wives, and children who have not yet attained legal age) as follows:

- (1) Staff members, relevant individuals or those with access to the internal information are the person assuming the highest position in finance or Accounting and Finance Director, the person controlling accounting activities or Accounting Manager, Investor Relations Officer, Company Secretary and Internal Audit Head.
 - (2) Auditors mean the persons that have been appointed to be the Company's auditors by the General Meeting of Shareholders on an annual basis.
 - (3) Any other individuals assigned by the Company.
13. The individuals designated by the company are a person who has the position title and know the company's internal information in advance (including that person's spouse and any minor children)

4. Duties and Responsibilities

4.1 The Board of Directors assigned Chief Executive Officer (CEO) to supervise the policy to ensure that the individuals designated by the company will strictly follow or comply with the policy

4.2 The directors, executives, auditors and staff members as well as any person who can access to the internal information or the individual designated by the company have to strictly follow the policy and also inform or communicate to his/her spouse and any minor children for the acknowledgement of the policy.

4.3 The company secretary informs Blackout Period when the trading of securities is not allowed to a related person who is responsible for reporting, those who have access to internal information and any individual designated by company in advance.

4.4 The Board of Directors monitors and follow-up this protocol by having directors and senior executives as well as individuals who are related to information to submit the report on changes of his/her securities ownership to the company secretary so that such report of change of securities ownership will be presented during the Board of Directors meetings on quarterly basis.

5. Policy and Guideline

5.1 The company strictly follows or complies with regulations and laws that are related to securities trading by using the internal information that influences on security price as described in Securities and Exchange Act B.E Section 242. The directors, executives and staff members and individuals designated by the company, any person who can access to the internal information or any person who knows the internal information in advance or has the company's internal information that has not been disclosed yet to the public must confidentially keep the internal information and cannot disclose the information or seek for any benefits from trading securities for oneself or for others either direct or indirect ways and regardless of having or receiving any benefits

5.2 The directors, executives and staff members and individuals designated by the company including any person who can access to the internal information and any person who are outsiders performing duties and knowing or having or doing any activities related to the company's internal information must not trade any securities or futures contracts of any security which is related to the internal information undisclosed to the public unless the given actions do not take any advantage of others as specified by the Office of the Securities and Exchange Commission.

5.3 The directors, executives, staff members, any person who can access to the internal information and any person who is related to the internal information must follow the guideline and procedure that is to not do any securities trading before or after internal information disclosure (Blackout Period) to prevent the risk of using improperly internal information.

5.4 The directors, executives and staff members working in the company's finance and accounting department are responsible for doing the report of change in one's securities ownership including that of spouses and minor children according to the Securities and Exchange Act Section 59 and the notifications of the Securities and Exchange Commission and submit the report regarding to the trading of the company's securities to the Board of Directors via the company secretary at least 1 day before the transaction date and reports the result to the Board of Directors within 3 days after the transaction date.

5.5 Directors, executives and staff members, those who are associated with the internal information and staff members who already resigned are prohibited from disclosing the internal information or the Company's confidential information, as well as partners' confidential information that one is aware of from performing duties to seek benefits for outsiders or other companies in which one is a shareholder, director, executive or staff member, even though such disclosure is not going to cause any adverse impact on the Company and the Company's partners. The exception applies to when the information is required by law to be disclosed.

5.6 With regards to the safety of the information system, the Company controls and/or prevents access to the Company's information from outsiders and allows rights of access to the information to different levels of staff members, based on authorized duties and responsibilities.

6. Guidelines of prohibiting trading or doing any futures contracts related to the securities (Blackout Period)

The directors, executives and any staff members working in the highest position in finance and accounting department and staff members who are related to internal information including their spouse or cohabiting couple and minor children who know about the company's internal information cannot trade the company's securities or futures contracts related to the company's securities or subsidiaries or the associated companies that are a listed company or the listed companies that are related to the internal information during 1 month prior to the disclosure of quarterly and annual financial statements and during 24 hours after the disclosure of financial statement and other periods designated by the company

Besides, the aforementioned group of people who knows the information that have not been disclosed to the public yet and can affect the securities price of the company and subsidiaries that are related to internal information cannot do any trading of the company's securities within 24 hours since such information is disclosed to the public.

7. The report of the change in securities ownership and futures contracts related to securities

7.1 Any individual who is responsible for reporting the change of securities ownership to the Securities and Exchange Commission (SEC) musts prepare and submit the report on the change of one's securities ownership including that of their spouse and minor children to SEC through www.sec.or.th within 7 days since the transaction date of trading securities and futures contracts in case the company already submits the list of directors and

securities in the database of directors and executives or should be submitted within 3 days since the transaction date of trading securities and futures contracts for other cases or in accordance with the regulations of SEC or related laws

Below is the list of individuals who are responsible for reporting the change of securities ownership to the Securities and Exchange Commission (SEC)

1. The directors, executives and the company's auditors
2. Temporary executives, plan preparers, plan administrators and temporary plan administrators in accordance with the Law on Bankruptcy. In case where the aforementioned individuals are a juristic person, the directors and executives of such juristic person will be included in the list. The management team of such juristic person is equivalent to the management team of listed companies as debtors.
3. Any individual who has the relationship with group of individuals listed in No.1 and No. 2
 - 3.1 Spouses or cohabiting couple
 - 3.2 Minor children
 - 3.3 Any juristic person that is owned by the individuals listed in No.1. and No.2 with ownership of >30% of the juristic person's total shareholding and accounted as the highest ownership of such juristic person.
4. In case where the individuals who have the duty to report the change in securities ownership listed in No.1 and No.2 prepare and submit the report on change in securities and futures contracts ownership, it means the report of their spouse or cohabiting couple or list of individuals mentioned in No.3 under the same listed company is already prepared and submitted.

The details of report on the change of securities ownership should be in accordance with the **criteria of preparing the report on changes in securities and derivatives ownership of the company's directors and executives**

Besides, the top 4 directors and executives must do the report on conflict of interest and the profile of directors and executives in accordance with the criteria of conflict interest report (Section 89/14) with 7 days after transaction date of securities trading by submitting the report to the company secretary so that the report will be submitted to the Chairman of Board of Directors and the Head of Audit Committee

7.2 In case being the related individuals or individuals designated by the company as a **person who can access the internal information**, this group of individual prepares and submit the report on the change in securities ownership for the first time by using the form – Report on securities holding of the company (Attachment 1) – to the company secretary and when there is any change in the securities and futures contracts ownership, he/she must prepare and submit the report on the change of securities and futures contracts ownership (Attachment 2) to the company secretary at least 1 day prior to the transaction date of trading securities and futures contracts. The company secretary has to do the copy of reports as mentioned in 7.1 and 7.2 to the Chairman of the Board of Directors and the Head of Audit Committee within 7 days since the reports are submitted and reports to the Board of Directors for acknowledge in the next meeting.

8. Exception

In the following cases, it is not required to prepare the report on changes in securities ownership according to Section 59.

- 8.1 Securities are obtained in the proportion of shares held by each shareholder
- 8.2 Securities are obtained from the Company's dividend payment
- 8.3 Exercising of rights based on convertible securities
- 8.4 Securities or futures are obtained as inheritance.
- 8.5 Selling shares or granting convertible securities purchasing rights according to the warrants newly issued to directors or staff members of the Company (Employee Stock Option Program "ESOP") or obtaining securities from the joint investment program between the employer and employee (Employee Joint Investment Program "EJIP").
- 8.6 Transferring or obtaining ownership in securities that serve as collaterals for the receiver of such collaterals.

9. Punishment in Case of Policy Violation

9.1 Directors, Executives and Auditors

9.1.1 The punishment in accordance with Section 275 of the Securities and Exchange Act B.E.2559 (including endorsements) regulates that "Directors, executives or auditors who violate or fail to comply with Section 59 or violate/fail to comply with the criteria or methods stated in Section 59 are subject to the fines of not exceeding 100,000 Baht, and an additional fine of not exceeding 10,000 Baht per day throughout the period of time which no appropriate conduct is observed."

9.1.2 The punishment may come in the forms of dismissal or resignation from the director, executive and auditor positions, with criminal and civil guilt according to the Securities and Exchange Act, as the case may be.

9.2 Staff Members

9.2.1 The punishment is stated in the Company's work regulations, whereby disciplinary actions will be considered on a case by case basis; verbal warning, written warning, probation, dismissal or termination from employment, as the case may be, with the possibility of criminal and civil guilt according to the Securities and Exchange Act.

10. In Case of Doubt

If directors, executives, auditors or staff members have questions with regards to this policy, or may have some doubts whether or not the significant internal information has already been disclosed to the public, or in which case the trading of securities is possible, please contact the Company Secretary via the channel below:

Company Secretary

Phol Dhanya Public Company Limited.

Tel. 02-791 0111 Ext. 151 or 226 or 206

Email: cs@pdgth.com

11. Relevant Policy

Directors, executives and staff members are advised to read and familiarize this policy, as well as other policies and practices of the Company as follows:

- (1) Corporate Governance Policy
- (2) Business Code of Conduct
- (3) Criteria on the Preparation and Disclosure of Securities Ownership Report of the Company's Directors and Executives
- (4) Criteria and Reporting Practice of Directors' and Executives' Potential Benefits and Losses
- (5) Manual and Work Regulations

To be effective from June 18, 2024 onwards.

Ekachidd Chungcharoen

(Assoc. Prof. Dr. Ekachidd Chungcharoen)
Chairman of the Board