Document Conflict of Interest Prevention Policy
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Conflict of Interest Prevention Policy

Proud Real Estate Public Company Limited and its subsidiaries (the "Company") recognise the importance of conducting business with honesty and integrity, morality, ethics, corporate social responsibility, transparency, and accountability. Therefore, in the best interests of the Company and all stakeholder groups, the Board of Directors has established this Conflict of Interest Prevention Policy to oversee directors, executives, and employees at all levels and prevent them from using their duties or positions to seek personal benefits or entering into any transaction on behalf of the Company that may give rise to a conflict of interest.

Purpose

The Conflict of Interest Prevention Policy establishes the principle that all decisions relating to business activities shall be made in the best interests of the Company and its shareholders. The Policy provides guidelines for performing duties with honesty and integrity, transparency, and accountability, without seeking personal benefits for oneself or related persons, and for avoiding conflicts of interest that may arise with the Company.

Definitions

Conflict of Interest means any situation or action in which personnel of the Company have a personal interest that affects the performance of their duties or responsibilities, resulting in a lack of independence, transparency, or fairness and affecting the interests of the Company, whether directly or indirectly.

Roles and Responsibilities

1. **The Board of Directors** is responsible for establishing and approving the Conflict of Interest Prevention Policy, as well as promoting, supporting, and setting a good example to ensure that personnel avoid any conduct that may give rise to conflicts of interest.
2. **Internal Audit** is responsible for reviewing measures for preventing and managing conflicts of interest, providing recommendations for improvement, and coordinating with relevant departments to handle complaints relating to conflicts of interest.
3. **The Chief Executive Officer** is responsible for establishing appropriate operating procedures within the Company that are consistent with the corporate governance policy, business ethics, the Company's operating procedures, and applicable laws relating to business operations. The Chief Executive Officer shall also ensure that clear systems are in place to demonstrate that the Company has adequate processes for the continuous and reliable disclosure of material transactions in accordance with the prescribed requirements.

4. **Executives** are responsible for establishing appropriate measures to prevent and manage conflicts of interest within the Company, reporting conflicts of interest, and supervising the departments under their responsibility to ensure compliance with the conflict of interest prevention and management measures established by the Company.

5. **Employees** are responsible for avoiding any act that may give rise to a conflict of interest. Employees shall report and disclose information relating to their own conflicts of interest and those of related persons, whether existing or anticipated. They shall also obtain approval before entering into any transaction that may give rise to a conflict of interest in accordance with this Conflict of Interest Prevention Policy.

Guidelines for the Prevention of Conflicts of Interest

This Conflict of Interest Prevention Policy applies to all activities relating to the Company's operations. All activities carried out under this Policy shall comply with the prescribed guidelines and any other procedures established by the Company to ensure clarity in implementation. Directors, executives, and employees at all levels shall avoid any action that may give rise to a conflict of interest with the Company and shall not engage in any act that is contrary to the interests of the Company or seeks personal benefits for themselves and/or related persons. Acts that may give rise to conflicts of interest include the following. Directors, executives, and employees at all levels shall perform their duties with due care as follows

1. Directors, executives, and employees shall avoid engaging in any business that competes with the Company or any related business. They shall also avoid holding shares in, or serving as directors, executives, or advisers to, any business that operates in the same line of business as, or competes with, the Company. However, holding shares in, or serving as a director, executive, or adviser to, such businesses may be permitted, provided that such shareholding or position does not conflict with the interests of the Company or affect the performance of duties within the Company.

2. Directors, executives, and employees shall not seek personal benefits for themselves or others by using the Company's inside information or other material information, such as financial statements, information relating to the acquisition or disposal of securities, material investment projects, operational information, business developments, or future investment projects. They shall not use their position within the Company to obtain or use confidential information or other material information acquired or acknowledged in the course of their duties that has not yet been disclosed to the public for their own benefit or the benefit of others, whether directly or indirectly, or disclose such information to external parties. They shall also strictly comply with the Company's Information Disclosure Policy.

3. Directors, executives, and employees shall avoid entering into connected transactions with themselves, persons who may have conflicts of interest, or related persons where such transactions may give rise to conflicts of interest with the Company. They shall not engage in any act that is contrary to the interests of the Company or seeks personal benefits for themselves or related persons, and shall strictly comply with the Company's Code of Conduct.

4. The Board of Directors shall ensure that the prescribed procedures are followed with due care, based on the principles of reasonableness and independence. The approval process for transactions shall be transparent and shall give full consideration to the best interests of the Company in accordance with the requirements of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.

5. A person nominated for appointment as a director who may have an interest and/or a conflict of interest in relation to the Company's business operations shall disclose details of the relationship, interest, and/or conflict of interest in writing to the Company through the Company Secretary. This enables the Company to provide such information to all shareholders at least 14 days before the shareholders' meeting convened to consider the appointment. The Company Secretary shall monitor and coordinate the process to ensure strict compliance with this Policy.

6. The Company shall consider and resolve conflicts of interest with due care, honesty, integrity, reasonableness, and independence, within the framework of good ethics. The Company shall also ensure full disclosure of information, with priority given to the overall interests of the Company and its customers.

7. Directors shall not participate in the consideration of, and/or vote on, any matter in which they have a direct or indirect interest or conflict of interest, to ensure that the decisions of the Board of Directors are made fairly.

8. Where the Company enters into a connected transaction with a person who may have a conflict of interest or an interest in the transaction, the Audit Committee shall provide its opinion on the necessity of entering into the transaction and the appropriateness of the transaction price before the transaction is undertaken. The transaction shall be carried out in accordance with the applicable laws and the regulations of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand governing connected transactions.

9. Directors, executives, and employees shall comply strictly with the Company's Code of Conduct. They shall not seek personal benefits that conflict with the interests of the Company or its customers, nor allow their own interests or those of their family members to influence their judgement or decisions. The interests of the Company's customers and the Company shall always take priority.

10. Directors, executives, and employees shall strictly comply with the Company's Insider Trading Prevention Policy. The Company shall establish an organisational structure that separates departments and personnel whose duties or responsibilities may give rise to conflicts of interest.

11. Employees and relevant stakeholders shall disclose any relationship or interest relating to a counterparty in order to ensure transparency and fairness in the procurement process.

Policy Review

The Company shall regularly review and improve the Conflict of Interest Prevention Policy at appropriate intervals. Where the Policy is no longer suitable for the Company's business operations, it shall be revised accordingly.

Penalties

Where directors, executives, or employees violate, neglect, omit to comply with, or intentionally fail to comply with the Conflict of Interest Prevention Policy, such conduct shall constitute a disciplinary offence. Disciplinary action shall be taken in accordance with the Company's work regulations and rules, and the offender may also be subject to penalties prescribed by applicable law.

Issued on 1 January 2021

Purit

(Mr. Pumipat Sinacharoen)

Chief Executive Officer

Proud Real Estate Public Company Limited