



บริษัท ทีซีแอล จำกัด (มหาชน)
TTCL PUBLIC COMPANY LIMITED

COMPANY REGISTRATION NO. 0107551000185 (HEAD OFFICE)
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Internal Information Utilization and Securities Trading Policy (Amendment dated on 15 May 2023)

TTCL Public Company Limited (“the Company”) realizes to the utilization of internal information of the company as well as the equitable treatment of shareholders with transparency and fairness to comply with the good corporate governance policy and in accordance with the rules of SEC. Hence, the Company has set the policy to directors, executives and employees’ utilization of internal information that has not yet been disclosed to the public to seek for personal benefits or for benefits of other individuals both directly and indirectly, and set guidelines for practice as follows;

1. Objective

- 1.1) Specify rules and practice guidelines related to the Internal information utilization and securities trading of directors, executives, and employees in accordance with Securities and Exchange Act B.E. 2535 including any other related Notifications governing Securities Trading;
- 1.2) Maintain sense of confidence of shareholders and investors who invest their capital the Company.

2. Scope

This policy is enforced upon directors, executives, and employees, individuals who are related to or have access to the internal information 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;

- 3.1) **The Company** means TTCL Public Company Limited.
- 3.2) **Directors** means the directors of TTCL Public Company Limited.
- 3.3) **Executives** means the executives of TTCL Public Company (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 fourth managerial position, and the individuals in according and finance field who are in the manager position
- 3.4) **Employees** means the employees of the Company both permanent staff, contract staff, and temporary staff members.
- 3.5) **Securities** means 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.

- 3.6) **Trading** means activities concerning purchase, 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 share or convertible bonds.
- 3.7) **Internal information** means the information that has not yet been disclosed to the public or via the Stock Exchange's system. This is 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 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
 - (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
 - (13) Redemption of securities
 - (14) Taking out significant amount of loan which has material impact to financial status and operating results
 - (15) Acquisition or disposal of material assets
 - (16) Significant changes to investment capital
 - (17) Tender or other listed company's securities
 - (18) Delisting of company's securities for the Stock Exchange
- 3.8) **The individuals who have access to the internal information** means 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:
- a) Employees, relevant individuals of those with access to the internal information are the person assuming the highest position in finance or accounting or Chief Finance Officer, the person controlling accounting activities or accounting manager, Investor Relations, Company Secretary and Head of Internal Audit.
 - b) Auditors means the persons that have been appointed to be the company's auditors by the General Meeting of Shareholders on an annual basis.
 - c) Any other individuals assigned by the Company

4. Duties and Responsibilities

- 4.1) Board of Director has assigned Corporate Governance Committee (“CGC”) to perform duties in relation to supervising this policy in order to ensure that all directors, executives and employees are in compliance with the specified requirement and practice guidelines concerning Trading of company group’s Securities.
- 4.2) All executives are responsible for ensuring that their subordinates are aware of the importance, understand and to comply with this policy.
- 4.3) Directors, executives and all employees must strictly comply with this policy including communicate this policy to their spouses and underage children.
- 4.4) All directors, top management and the individuals who have access to the internal information must report of changes in securities holding in the Company through Company Secretary to verify the correctness and summarize information for statement in 56-1 One Report annually.

5. Practice Guidelines

5.1) Prohibition in using Inside Information to Trade Securities

- 5.1.1 Directors, executives and employees of the company who are aware of the company’s inside information must maintain confidentiality and to be prohibited from disclosing such information or seeking benefits through securities trading for him/herself or for the benefit of any other person either directly or indirectly and whether to receive return or not.
- 5.1.2 Directors, executives and employees of the company or persons related to inside information are prohibited to disclose inside information or confidential information of the company as well as confidential information of the company’s business partners that has been known from their duties, and using it for the benefit of third parties or other companies that there are being shareholder, director, executive and employee, even though the disclosure will not cause damage to the company and its partners unless it is required to disclose by law.

5.2) Designated Persons

- 5.2.1 “Designated Persons” means any person holding a position or having a duty to become aware and/or possess any inside information of the company (including spouse, minors and unmarried life partners of such person), they are as follows;
 - (1) Directors
 - (2) The First Four Top-ranking executives
 - (3) Executives and employees working in departments including but not limited to, Finance and Accounting, Project Execution, New Business Development, Company Secretary, Investor Relation and Internal Audit.
 - (4) Any persons who participated in the board of directors’ meeting, board of management’s meeting, sub-committee’s meeting and/or any off company’s meetings which engage in discussion or negotiation about the inside information.

5.3) **Blackout Period**

- 5.3.1 Directors, executives and employees or the person related to inside information are prohibited from trading company's securities within the period of thirty (30) days prior to the disclosure of quarterly and annual financial statements and during the period as specified by the company.
- 5.3.2 In special circumstances, designated persons may sell his/her company's securities during the blackout period if he/she is facing critical situations, for instance, facing serious financial difficulties or complying with legal requirements or being subject to court's orders provided that such designated persons shall prepare a written memo stating reasons and solicit an approval from the following persons:
- (1) Chairman of the Board of Director (in case the seller is the director or company secretary)
 - (2) Chairman of Audit Committee (in case the seller is the Chairman of Board of Director)
 - (3) Chief Executive Officer (in case the seller is designated person not being a director or Company Secretary)
- The Company Secretary required a copy of the report for record keeping.
- 5.3.3 Investor Relation shall announce the blackout period in advance in order to facilitate designated persons to comply with the requirement hereunder.

6. **Reporting of Securities Holding**

6.1 **First-time Reporting**

- 6.1.1 In case of director and the First Four Top-ranking executives shall report within seven (7) working days from the date of an appointment, and provide the report of changes in securities holding in the company of directors and executives (Form 59-1) (Attachment 1)
- 6.1.2 In case of Designated Persons, apart from director and the First Four Top-ranking executives shall report within seven (7) working days from the date that such persons have been notified by the Company Secretary, and provide that the report of changes in securities holding in the company of directors and executives (Form 59-2) (Attachment 2)

6.2 **Subsequent Reporting**

- 6.2.1 Directors and the First Four Top-ranking executives shall provide the report of changes in the Securities Holding in the company of directors and executives (Form 59-2) (Attachment 2) and submitting to SEC within three (3) working days from the transaction date of buying, selling and transferring share in accordance with Section 59 of the Securities and Exchange Act. Company Secretary shall report the Securities Holding at the meeting of Board of Directors every time when there is a change in the Securities Holding of Board of Directors and the First Four Top-ranking executives.

- 6.2.2 Designated Persons, apart from director and the First Four Top-ranking executives shall provide the report of changes in securities holding in the company (Form 59-2) (Attachment 2) and submitting to company secretary within three (3) working days from the transaction date of buying, selling and transferring share.

7. Exception

In the following cases, it is not required to prepare the Report of changes in securities holding in the company according to Section 59.

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

8. Punishment in Case of Policy Violation

8.1) Directors, Executives

The punishment in accordance with Section 275 of the Securities and Exchange Act regulates that "Directors, managers or executives 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 500,000 Baht, and an additional fine of not exceeding 10,000 Baht per day throughout the period of time which no appropriate conduct is observed

8.2) Employee

The punishment is stated in the Company's work regulations or resignation from the company, with criminal and civil guilt according to the Securities and Exchange Act.

9. In Case of Doubts

If any director, executive or employee has any questions or doubts related to this policy or is unclear whether or not the inside information which is material or has been disclosed to the public or whether such securities is eligible for trading under certain circumstances, such persons may consult with Investor Relation or Company Secretary.



Internal Information Utilization and Securities Trading Policy has been considered by Corporate Governance Committee, reviewed and agreed by Audit Committee and granted for approval by Board of Directors' Meeting No. 3/2566 on May 15th, 2023. The Policy is effective on May 15th 2023 onwards.

-Signed-

(Mr. Suvit Manomaiyanon)
Chairman of CG Committee

-Signed-

(Mr. Hironobu Iriya)
Chairman of Board of Directors