

BOD No. 006/2024

Policy on the Use of Inside Information and Securities Trading
by Directors, Executives, and Employees
S P V I Public Company Limited

1. Introduction

S P V I Public Company Limited (the “Company”) places great importance on the prevention of insider trading and misuse of the Company’s confidential information. The Company is committed to prohibiting directors, executives, and employees from disclosing or exploiting confidential or inside information that has not yet been disclosed to the public for their own benefit or for the benefit of others, whether directly or indirectly, and regardless of whether any compensation is received. In addition, such persons are prohibited from trading the Company’s securities by using inside information.

Accordingly, the Board of Directors has established this Policy on the Use of Inside Information and Securities Trading by Directors, Executives, and Employees as a guideline for compliance throughout the organization.

2. Objectives

This Policy aims to:

- 2.1 Establish rules and guidelines governing securities trading by the Company’s directors, executives, and employees.
- 2.2 Ensure that the Company’s directors, executives, and employees comply with the Securities and Exchange Act B.E. 2535 (1992) and other relevant regulations concerning insider trading.
- 2.3 Enhance confidence among shareholders and investors in the Company’s securities.

3. Scope

- 3.1 This Policy applies to the Company’s directors, executives, and employees. Certain provisions of this Policy also extend to their spouses and minor children.
- 3.2 This Policy covers the protection of confidential information, safeguarding of inside information, and trading of the Company’s securities.

4. Definitions

Any terms used in this Policy shall have the meanings set forth below, unless otherwise specified herein.

4.1 “Securities”

Means shares (common and preferred shares), debentures, stock options, derivatives (such as futures and options), warrants, and other financial instruments that may be traded, transferred, and/or exchanged in the capital and financial markets.

4.2 “Trading”

Includes the purchase, sale, transfer, or acquisition by transfer of securities and/or any legal interests in securities, including the exercise of rights to subscribe for shares or rights under warrants or convertible debentures.

4.3 “Inside Information”

Means material facts that may affect the price of securities and have not yet been disclosed to the public. Examples of inside information include:

- (a) Financial position and operating results
- (b) Financial projections
- (c) Dividend payments or non-payment of dividends
- (d) Changes in the par value of securities
- (e) Redemption of securities
- (f) Significant changes in investment plans or investment projects
- (g) Joint ventures, mergers and acquisitions, or business disposals
- (h) Tender offers for securities of other companies
- (i) Acquisition or disposal of significant assets
- (j) Acquisition or loss of significant commercial contracts
- (k) Significant legal disputes
- (l) Changes in the Company's objectives
- (m) Significant changes in accounting policies
- (n) Changes in control or significant changes in the Board of Directors or senior management

4.4 “Top Four Executives”

Means executives as defined by the Capital Market Supervisory Board.

5. Duties and Responsibilities

- (1) The Board of Directors has assigned the Managing Director to oversee this Policy to ensure that designated persons comply with the rules and guidelines regarding securities trading prescribed by the Company.
- (2) The Company Secretary is primarily responsible for implementing this Policy, monitoring its effectiveness, providing clarification, responding to inquiries, and interpreting this Policy in cases of uncertainty.

- (3) Executives are responsible for ensuring that their subordinates recognize the importance of and understand this Policy, and strictly comply with it.
- (4) All directors, executives, and employees must strictly comply with this Policy and communicate its requirements to their spouses and minor children.

6. Policy and Guidelines

6.1 Prohibition of Insider Trading

All directors, executives, and employees must comply with the insider trading prohibition prescribed under Section 241 of the Securities and Exchange Act B.E. 2535 (1992), which prohibits any person from purchasing, selling, offering to purchase, offering to sell, or inducing others to purchase or sell listed securities by directly or indirectly using material non-public information obtained through their position or status, in a manner that may unfairly disadvantage external parties, regardless of whether such actions are undertaken for their own benefit or for the benefit of others, or whether such information is disclosed to another person to enable such person to engage in such trading, whether or not any benefit or compensation is received in return.

6.2 Designated Persons

6.2.1 “Designated Persons” means persons who, by virtue of their position or duties, have access to and/or possess inside information of the Company (including their spouses and minor children), including:

- (1) Directors
- (2) Top four executives or equivalent positions
- (3) Executives and employees in the following departments: Accounting and Finance Department, Strategy and Business Development Department, Investor Relations Department, Company Secretary Department, and Internal Audit Department
- (4) All executives and employees attending meetings of the Board of Directors, Executive Committee, subcommittees, and/or any other meetings involving inside information
- (5) Any other persons designated by the Company

6.2.2 The Company Secretary shall be responsible for maintaining the register of Designated Persons and notifying such persons when they are added to or removed from the register.

6.3 Blackout Period

6.3.1 Designated Persons are prohibited from trading the Company’s securities during the period of 30 days prior to the disclosure of quarterly and annual financial statements, as well as during any other period designated by the Company.

6.3.2 Designated Persons must notify the Board of Directors or any person designated by the Board at least one day in advance prior to trading the Company’s shares.

6.3.3 Under exceptional circumstances, Designated Persons may trade the Company's securities during the blackout period if they are facing severe financial hardship, are required to comply with legal obligations, or are subject to a court order. In such cases, a written request stating the reasons for seeking approval must be submitted.

6.3.4 Approval requests under Clause 6.3.3 shall be submitted to:

- (1) The Chairman of the Board (in the case where the seller is a director or the Company Secretary)
- (2) The Audit Committee (in the case where the seller is the Chairman of the Board)
- (3) The Managing Director (in the case where the seller is a Designated Person other than a director or the Company Secretary)

The applicant must complete the securities transaction within three business days from the date written approval is received and must provide a copy of the approval memorandum to the Company Secretary.

6.3.5 The Company Secretary shall announce blackout periods to Designated Persons in advance.

6.4 Reporting of Securities Holdings

6.4.1 Reporting of Changes

- (1) Directors and the top four executives of the Company are required to prepare and submit a report of changes in securities holdings using Form 59-2 of the SEC Office via electronic means within three business days from the date of purchase, sale, or transfer of securities, in accordance with Section 59 of the Securities and Exchange Act.
- (2) Designated Persons other than directors and the top four executives are required to prepare a report on changes in the Company's securities holdings (Attachment 1) and submit it to the Company Secretary within three business days from the date of purchase, sale, transfer, or acceptance of transfer of securities.

6.4.2 Exemptions from Reporting Requirements

The following transactions are exempt from reporting changes in securities holdings under Form 59-2:

- (1) Rights offerings to existing shareholders in proportion to their shareholding.
- (2) Exercise of rights under convertible securities.
- (3) Issuance of new shares or exercise of warrants or convertible debentures offered to directors or employees under an Employee Stock Option Program ("ESOP") or receipt of securities under an Employee Joint Investment Program ("EJIP").

- (4) Receipt of securities by inheritance.
- (5) Transfer or acceptance of transfer of securities used as collateral for derivatives trading.
- (6) Transfers to or from a custodian holding securities on behalf of such person.

6.5 Transactions Not Subject to This Policy

This Policy does not apply to the acquisition of securities or acceptance of tender offers for business takeovers (Tender Offer).

6.6 Other Restrictions on Securities Trading

6.6.1 The Company encourages Designated Persons to invest in the Company's securities on a long-term basis and discourages short-term trading or speculative trading of the Company's securities.

6.6.2 Designated Persons should avoid the following transactions:

- (1) Short selling of the Company's securities, which may signal to the market a lack of confidence in the Company and/or its subsidiaries.
- (2) Trading in derivatives (such as futures and options) related to the Company's securities, which may give rise to insider trading concerns.
- (3) Holding the Company's securities in a margin account, as such securities may be forcibly sold by a securities company without consent if additional collateral cannot be provided.

7. Related Policies

All directors, executives, and employees should read and understand this Policy together with the following related policies and manuals of the Company:

- (1) Corporate Governance Policy
- (2) Code of Ethics and Business Conduct for Directors, Executives, and Employees

8. Violation of the Policy

Any director, executive, or employee who violates this Policy may be subject to disciplinary action, including termination of employment, and may also be subject to civil and criminal liabilities under the Securities and Exchange Act B.E. 2535 (1992).

9. Policy Review

The Company Secretary shall regularly review this Policy and propose any amendments to the Board of Directors for approval.

10. Inquiries

If any director, executive, or employee has questions or uncertainties regarding this Policy, including whether certain material inside information has already been disclosed to the public or whether securities trading is permissible under any circumstance, please contact the Company Secretary through the following channels:

S P V I Public Company Limited

Address: No. 2 Premier Place Building, 1st Floor Zone A, 3rd Floor Zone A and Zone B, Soi Premier 2, Srinakarin Road, Nong Bon Subdistrict, Prawet District, Bangkok 10250

Telephone: +66 (0) 2-559-2901 Ext. 116

Email: companysecretary@spvi.co.th

This Policy shall be effective from 5 November 2024 onwards.

- Signature -

(Mr. Teera Aphaiwongse)

Chairman of the Board of Directors

S P V I Public Company Limited