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Rules and Procedures for Reporting of Directors' and Executives' Interests in Intouch Holdings Plc and Its Affiliated Companies

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1. Objectives

The Securities and Exchange Act (Revision 4), B.E. 2551 requires all directors and executives of a company to perform their duties with responsibility, due care and loyalty. All decisions must be made regardless of either direct or indirect personal interests. In performing their duties, directors and executives must not act in a way that brings them into significant conflict with the interests of their company.

Section 89/14 of the aforementioned act requires all directors and executives to file reports with their companies on their own and related persons' interests. Section 89/16 requires the company secretary to submit copies of these reports to the chairman of the board and chairman of the audit committee within seven business days of receipt. A notification from the Capital Market Supervisory Board (effective July 1, 2009) stipulates that a company's board of directors must specify the reporting conditions and procedures.

Furthermore, other laws and regulations, such as *The Public Limited Company Act, B.E. 2535,* require all directors to file reports with their companies on related business agreements as well as details of share and debenture holdings in that company and its affiliated companies. (Please see *Attachment: Summary of relevant laws.)*

In order to comply with all relevant laws and regulations, Intouch Holdings Plc ("the Company") has introduced a set of rules and forms to establish a reporting procedure in order to identify possible conflicts of interest involving transactions by the Company's directors and executives, and so assist them in performing their duties.

2. Persons required to declare their interests

All directors and executives are required to file a report with the Company on their interests.

The term "executive" is defined by the Capital Market Supervisory Board as the managing director or chief executive officer and the four most senior managers below him or her plus any other manager holding a position equivalent in seniority to the fourth one, and must include the head of the accounting department and the head of the finance department.

3. Interests and personal information to be reported

All directors and executives must declare their interests own or related persons' interests on entering into a transaction with the Company or any of its affiliated companies.

"Entering into a transaction" can be defined as agreeing or binding oneself in any way, either directly or indirectly, to acquire or dispose of an asset, provide a service, pay rental or offer an asset for rental, or offer or receive financial assistance or a professional service.

However, directors and executives do not have to file a report for insignificant transactions with a value of less than 0.03% of the Company's net tangible assets or twenty (20) million baht a year, whichever is lower. In the case of professional services rendered by an independent director, the total transaction must not be higher than two (2) million baht a year.

Furthermore, in order to provide supporting information, directors and executives must disclose the names of all related persons to the Company so that it can act in accordance with the regulations pertaining to related-party transactions that might lead to a conflict of interest or a transfer of benefit from the Company or its affiliated companies.

4. Reporting procedures and schedule

4.1 New directors and executives must complete Form 89/14 (Directors' and Executives' Interests and Personal Information) and submit this to the Company Secretary within seven (7) business days of appointment. The Company Secretary should prepare the basic information for directors and executives to complete this task.

Any change of interests or personal information should be reported on Form 89/14-1 and submitted to the Company Secretary within three (3) business days.

4.2 The Company Secretary must submit copies of the aforementioned forms in 4.1 to the Chairman of the Board, the Chairman of the Audit and Risk Committee and the Chief Executive Officer/Company President within seven (7) business days of receipt, and report the details at the next board meeting.

4.3 At the end of every year, the Company Secretary must prepare Form 89/14 for all directors and executives to reconfirm the accuracy of the information provided for disclosure in the Company's annual registration statement and annual report.

5. Prevention of conflicts of interest

As directors and executives might not be aware that their related persons have entered into transactions with the Company and its affiliated companies, the Company Secretary or Compliance Office must provide information to the accounting, legal, purchasing or other relevant departments to check the relationship between the business partners involved in every transaction in order to prevent a conflict of interest from occurring. If a related-party transaction is discovered, the Company's Related Party Transaction Policy and relevant laws must be applied.

Directors and executives with any interest in a transaction that the Company is about to enter into are prohibited from participation in or approval of this matter.

6. Queries

For more information, please contact the Company Secretary's Office or Compliance Office.

These rules and procedures become effective on March 16, 2022.

(Mr. Kan Trakulhoon)
Chairman of the Board of Directors
Intouch Holdings Plc

Relevant Laws

1. Reporting of Interest

- ***Securities and Exchange Ac t (Revision 4), B.E. 2551***

Section 89/14 A director and an executive shall file with the company a report on his interest or a related person's interest in relation to management of the company or the subsidiary in accordance with the rules, conditions and procedures specified in the notification of the Capital Market Supervisory Board.

Section 89/16 A company secretary shall submit a copy of report on interest under Section 89/14 to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven business days from the date on which the company has received such report.

Punishment *Section 281/3* Any director or executive of the company who fails to comply with Section 89/14 shall be liable to a fine not exceeding five hundred thousand baht and a further fine not exceeding three thousand baht for every day during which the contravention continues.

Section 281/5 Any company secretary who fails to comply with the duty under Section 89/16 shall be liable to a fine not exceeding one hundred thousand baht.

- ***Public Limited Company Act ,B.E. 2535***

Section 88 (1) The directors shall inform the company without delay in having interests directly or indirectly in any contract entered into by the company during the accounting period by specifying particulars of the contract, name of the parties thereto, and interests of the directors therein (if any).

Punishment *Section 203* Any director who fails to comply with Section 88 or complied therewith only in part or not according to fact shall be liable to a fine not exceeding twenty thousand baht.

2. Reporting of Connected Transactions

- ***Securities and Exchange Ac t (Revision 4), B.E. 2551***

Section 89/12 A director, an executive or a related person may enter into any transaction with the company or subsidiary only after obtaining approval from the shareholders' meeting unless such transaction is categorized as any of the following manners:

(1) A transaction with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the director, executive or related person, as the case may be, provided further that the said commercial terms have been approved by the board of directors or in compliance with the principle approved by the board of directors;

(2) A loan in accordance with the regulations on the welfare for staff members and employees;

(3) A transaction in which the counterparty to the company or both parties are;

(a) a subsidiary or subsidiaries whose shares are held by the company in the amount not less than ninety percent of its total number of shares sold; or

(b) a subsidiary or subsidiaries whose shares are held by a director, an executive or a related person or in which such person has interest, whether directly or indirectly, not more than the amount, rate or characteristic as specified in the Notification of the Capital Market Supervisory Board;

(4) A transaction in a particular category or with value not more than the amount or rate as specified in the notification of the Capital Market Supervisory Board.

3. Reporting of Securities Holding

- ***Securities and Exchange Act, B.E. 2535***

Section 59 The director, manager, person who holds management position as specified in the notification of the SEC Office and the auditor of the securities issuing company under Section 32 or Section 33 shall have the duty to prepare and disclose reports to the SEC office on each person holding securities and derivatives and the changes to such holding as well as the holding and changes to the holding of their spouse, cohabiting couple and minor children in accordance with the rules and procedures as specified in the notification of the SEC Office.

Punishment *<u>Section 275</u>* Any person who has the duty to prepare and disclose the reports under Section 59 contravenes or fails to comply with Section 59 or the rules or procedures as prescribed thereunder shall be liable to a fine not exceeding five hundred thousand baht and a further fine not exceeding ten thousand baht for every day during which the contravention continues.

- ***Public Limited Company Act ,B.E. 2535***

<u>Section 88 (2)</u> The directors shall inform the company without delay in holding shares or debentures in the company and affiliated companies, by specifying the total number increased or decreased during the accounting period (if any).

Punishment *<u>Section 203</u>* Any director who fails to comply with Section 88 or complied therewith only in part or not according to fact is shall be liable to a fine not exceeding twenty thousand baht.