Guidelines on Conflict of Interest

IT City Public Company Limited ("the Company") is committed to managing its operations with transparency, integrity, and ethical conduct in line with good corporate governance principles. Accordingly, any decision related to the Company's business must be transparent, verifiable, and made with due care and diligence, always prioritizing the best interests of the Company and its stakeholders. Therefore, the Company has established criteria, procedures, and disclosure requirements for conflicts of interest that all personnel at every level must observe and comply with.

1. Objectives

1) To elevate the Company's performance standards to ensure transparency, prevent conflicts of interest, and deliver maximum benefit to the Company and all shareholders.
2) To develop the Company's operating systems in accordance with established standards and aligned with guidelines prescribed by the Securities and Exchange Commission of Thailand (SEC).
3) To provide Company personnel with clear guidelines for reporting conflicts of interest, requiring directors, executives, and employees to disclose any such conflicts.
4) To support and strengthen the effectiveness and robustness of the organization's internal control and internal audit systems.

2. Definitions

"Company"	means IT City Public Company Limited.
"Subsidiary"	means a private limited company or public limited company that is under the control of the Company, as defined in the announcement of the Securities and Exchange Commission of Thailand.
"Conflict of Interest Practice Guidelines"	means the recommended best practices set forth in the Conflict of Interest Prevention Policy, which all personnel at every level must follow as a uniform standard in their operations, and which are to be applied in accordance with both the Conflict of Interest Prevention Policy and the Corporate Governance Policy.
"Conflict of Interest"	means a situation or action in which an employee's personal interests are so substantial that they influence the employee's decision-making or performance of duties in their position, and affect the Company's interests, whether directly or indirectly.
""Conflict between Personal and Collective Interests"	means a situation or action in which an individual's personal interests are so significant that they influence the individual's decision-making or performance of duties in their position and adversely affect the interests of the collective. For example, an employee may make decisions or perform duties in a way that benefits themselves or their associates more than the collective benefit. Such conduct may occur consciously or unconsciously, intentionally or unintentionally, and can become commonplace without being recognized as wrongful, resulting in the individual's inability to act impartially due to prioritizing personal gain.
"Director"	means a member of the Board of Directors of IT City Public Company Limited

	appointed by the shareholders as their representative, responsible for overseeing the Company's corporate governance and ensuring that management conducts business in the best interests of the shareholders.
"Audit Committee"	means a sub-committee appointed by the Board of Directors to assist in ensuring good corporate governance. It has the authority and responsibility to oversee internal operations for efficiency and effectiveness; to ensure the integrity, accuracy, and reliability of the Company's financial reporting; to oversee the complete and timely disclosure of material information in accordance with international standards; and to maintain a robust internal control and internal audit system.
"Executive Committee"	means the directors and executives appointed by the Board of Directors with the authority to oversee and manage the Company's internal operations and to implement the policies assigned by the Board in order to achieve its objectives.
"Employee"	means any individual whom the Company has agreed to employ whether as a regular or probationary staff member—appointed to various positions and entitled to wages, salary, and benefits in accordance with labor law and the Company's human-resources management guidelines. In this context, "Employee" includes all Company personnel from Department Manager through General Manager.
""Conflict of Interest Report"	Template for Conflict of Interest Reporting Documents (COI Form 01, COI Form 02)"
"Certificate of Potential Conflict of Interest"	Notification Form for Individuals Potentially Having a Conflict of Interest under the Conflict of Interest Prevention Policy (Form COI-03)

3. Types of Conflict of Interest

Since directors, executives, and employees may exploit their positions to seek personal gain—thereby creating a conflict between their own interests and those of the Company, and undermining the Company's transparency—for the following principal reasons:

1) Entering into any related-party transaction that may give rise to a conflict of interest
2) Participating in the deliberation or approval of any matter in which a conflict of interest may arise
3) Using or disclosing the Company's internal information to external parties
4) Engaging in a business, or becoming a partner or shareholder in a business, that competes with or is related to the Company
5) Accepting gifts or other benefits for oneself or others by virtue of one's position
6) Leveraging one's influence or authority to perform paid work, hire staff, or undertake special assignments for the Company for personal or family benefit

4. Guidelines for Directors, Executives, and Employees

To ensure fairness to all stakeholders, the Company's Conflict of Interest Policy designed to prevent directors, executives, or employees from exploiting their positions for personal gain sets forth the following guidelines for directors, executives, and employees:

1) Avoid entering into any related-party transactions that may give rise to a conflict of interest with the Company.
2) If it is necessary to enter into a related-party transaction for the Company's benefit, conduct it as if dealing with an unrelated third party; any director, executive, or employee with an interest in the transaction must not participate in its approval.
3) Do not seek personal gain for yourself or related parties by using or disclosing the Company's unpublished or confidential information to external parties.
4) Do not use any documents or information obtained through one's role as a director, executive, or employee of the Company to conduct a competing or related business.
5) All directors, executives, and employees must report any interests related to the management of the Company's business or the performance of their duties and those of related parties in accordance with the Conflict of Interest Prevention Policy, such as:
   - Jointly investing in or having an interest with any vendor doing business with the Company or with the Company's customers
   - Holding any position, including serving as a consultant, with a vendor doing business with the Company or with the Company's customers
   - Trading products or providing services to the Company, either directly or through a third party

Furthermore, directors and executives must report their interests to the Chairman of the Board, through the Company Secretary, using the Company's prescribed Director and Executive Interest Disclosure form.

5. Prevention of Conflicts of Interest

To prevent conflicts of interest, the Board of Directors has prescribed the following measures:

1) There is a clear and transparent shareholding structure with no cross-holdings with major shareholders, which prevents any party from gaining conflicting interests. The Company's shareholding structure, including a full disclosure of the Directors' securities holdings, is published in detail in the Annual Report (Form 56-1 One Report).
2) Responsibilities are clearly separated among the Board of Directors, senior management/management team, and shareholders, preventing any overlap of duties. If a Director or executive has an interest in a matter under consideration, they must abstain from participating or voting, ensuring that Board and management decisions remain fair and truly benefit the shareholders.
3) Written policies on corporate governance, use of inside information, and employee regulations are in place, with clearly defined penalties for any executive or employee who discloses or misuses Company information for personal gain.
4) A Conflict of Interest and Related-Party Transaction Policy is established to evaluate the appropriateness of transactions subject to Audit Committee review, ensuring compliance with the criteria of the Securities and Exchange Commission of Thailand (SEC), the Capital Market Supervisory Board, and the Stock Exchange of Thailand.
5) Any Director, executive, or employee with an interest in a Company transaction must not participate in its deliberation or approval, and pricing must be set fairly and appropriately on arm's-length terms, as if dealing with an unrelated third party.

6) Present all related-party transactions to the Audit Committee for review and comment before submitting them to the Board of Directors for approval, in accordance with corporate governance principles and the Securities and Exchange Commission of Thailand's rules.
7) Disclose any transactions that may involve conflicts of interest or constitute related-party or inter-company transactions in accordance with the disclosure requirements of the SEC and the Capital Market Supervisory Board; such disclosures shall be made in the Annual Report (Form 56-1 One Report) or other appropriate reporting formats, always with due regard to the best interests of the shareholders.
8) Neither employees nor their family members shall engage in any conduct that conflicts with the Company's interests—whether through dealings with business counterparties (vendors, customers, competitors) or by leveraging opportunities or information obtained through employment to compete with the Company or undertake outside work that adversely affects performance.
9) Refrain from expressing opinions to external parties or the media on Company-related matters outside one's authority, or on any other issues that could harm the Company's reputation or operations.

6. Considerations for Personnel to Prevent Conflicts of Interest

1) The establishment of principles and practices for directors, executives, and employees to prevent conflicts of interest is meaningless unless they are actually put into practice.
2) Preventing conflicts of interest is the duty and responsibility of every director, executive, and employee, who must understand, adhere to, and correctly implement these measures.
3) The Company expects directors, executives, and employees to report in good faith any conduct that gives rise or is suspected to give rise to a conflict of interest to their superior, or to seek preliminary advice from their superior. It is the superior's responsibility to monitor, guide, and ensure that subordinates comply with the Company's prescribed practices and directives.
4) When in doubt about whether an action would conflict with the conflict-of-interest prevention practices, individuals may exercise their own judgment by asking themselves: "Is this action proper? Is it acceptable and defensible publicly? Will it affect the Company's reputation or image?"

7. Management of the Company's Conflicts of Interest

The Board of Directors has established operational mechanisms to ensure organizational transparency throughout the Company, by implementing measures at two levels:

1) For directors, executives, and employees, conflicts of interest that must be disclosed include those having any of the following characteristics:

    a) Actions or events that are deemed to constitute a conflict of interest.

        - Using the Company's information to seek benefits for oneself or others
        - Serving as a director, Chief Executive Officer, Deputy Chief Executive Officer, Managing Director, Deputy Managing Director, Assistant Managing Director, or Director or as a shareholder in any business that is a counterparty to the Company or that competes with the Company, unless such position has been expressly assigned in writing by the Company
        - Having a family member who serves as a director, Chief Executive Officer, Deputy Chief Executive Officer, Managing Director, Deputy Managing Director, Assistant Managing Director, or Director or who is a shareholder in any business that is a counterparty to the Company or that competes with the Company

b) Giving or receiving gifts, assets, or other benefits that constitute a conflict of interest under the Company's Anti-Corruption and Anti-Bribery Policy, Business Code of Conduct, or any announcement of the National Anti-Corruption Commission.

2) Conflicts of interest that may arise from certain job functions, including but not limited to:

a) The chain of command between supervisors and subordinates
b) Recruitment and hiring
c) Appointment, transfer, promotion, and performance evaluation
d) Disciplinary investigations
e) Procurement, sourcing, contracting, and all types of bidding
f) Receiving and processing purchase or contract orders and bids
g) Supervision of construction work or acceptance of contracted work
h) Fundraising and determination of funding sources
i) Internal audit activities
j) Any other duties in which the intent behind the action can be demonstrated as creating a conflict of interest.

8. Procedures for Reporting Conflicts of Interest

1) Directors

- Prepare a Certificate of Potential Conflict Person (Form COI-03) upon appointment to a new position or whenever any relevant information changes.
- Complete a Conflict of Interest Report (Form COI-01) and submit it to the Audit Committee annually in December, or upon appointment to a new position, or whenever a conflict arises during the year, as applicable.
- If a director engages in any conduct that constitutes a conflict of interest, the director must disclose all relevant facts directly to the Audit Committee.

2) Executives and Executive-Level Equivalents

- Prepare a Certificate of Potential Conflict Person (Form COI-03) upon assuming a new position or whenever any relevant information changes, as applicable.
- Complete a Conflict of Interest Report (Form COI-01) and submit it to the Audit Committee annually in December—or upon appointment to a new position, or whenever a conflict arises during the year, as applicable.
- If an executive or executive-level equivalent engages in any conduct that constitutes a conflict of interest, that person must disclose all relevant facts directly to the Audit Committee.

3) Employees from Department Manager to General Manager (or equivalents)

- If any such employee engages in conduct constituting a conflict of interest, the employee must disclose the relevant facts to their immediate supervisor as soon as practicable and complete a Conflict of Interest Report (Form COI-02).
- The immediate supervisor shall review the reported conflict of interest.
- If a conflict is confirmed, the supervisor shall make a determination and issue any necessary directives, attach the completed COI-02 report, and submit both to Executive Management. The

supervisor must also inform the affected employee of the decision and require that the employee withdraw from involvement in the matter.

- After Executive Management has reviewed and approved the determination, the case shall be forwarded to the Human Resources Department for further action.

9. Retention of Conflict of Interest Reports

1) The Company Secretary shall compile and retain all Conflict of Interest Reports submitted by directors and executives, and forward them to the Internal Audit Department for consolidation and subsequent reporting to the Audit Committee.
2) The Human Resources Department shall retain all Conflict of Interest Reports submitted by employees from Department Manager through General Manager (or equivalents), compile and summarize these reports, and forward them to the Internal Audit Department for consolidation and subsequent reporting to the Audit Committee.

10. Retention Period for Conflict of Interest Reports

Conflict of Interest Reports shall be reviewed and updated annually and retained for at least three years, or until the individual's status as a director, executive, or employee of the Company has ceased, whichever occurs later.

11. Oversight of Personal Data Protection

The Company respects the privacy rights of data subjects in accordance with applicable personal data protection laws. To ensure that stakeholders' rights are fully safeguarded, the Company has established clear criteria, mechanisms, oversight measures, and management processes for handling personal data. These provisions are detailed in the Company's Personal Data Protection Policy.

This policy shall be effective as of 1 December 2024.

Announced on 1 December 2024.

Mr. Sophon Intanate
President
IT CITY Public Company Limited