Policy for Handling Material Non-Public Information (MNPI)

and Preventing Insider Trading

Revision No.	2.0
Effective Date	27 April 2026
Approved by	Risk Management Committee at its Meeting No. 2/2026 on 27 April 2026

Tidlor Holdings Public Company Limited
428 Ari Hills Floor 15th Phahoyothin Road Samsennai, Phayathai Bangkok 10400 Thailand
Company Registration No. 0107567000121

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1. General Provisions

1.1 Objectives

Policy for Handling Material Non-Public Information (MNPI) and Preventing Insider Trading ("this Policy") is to serve as a basic framework to ensure to handle MNPI appropriately and prevent insider trading in the business operations of Tidlor Holdings Public Company Limited ("the Company") and its subsidiaries ("the Group")

1.2 Scope of this Policy

This Policy applies to the Group. The policy owner shall refer to this Policy as a guideline for formulating the operating procedures related to this policy unless there are stricter policies or requirements are imposed. Board of Directors, Senior Management Team and all employees including other persons or juristic persons acting on behalf of or in the name of the Company such as outsourced staff, etc. shall also strictly adhere to this Policy.

1.3 Exception to compliance with this Policy

Request for policy exception must not result in violation of or contradiction to laws, regulations, requirements or announcement of regulatory authorities. Any exception to the requirement under this Policy must obtain prior approval from the Managing Director or as delegated. An exception request shall be made via the Department Head and Compliance Department respectively.

1.4 Related laws, regulations and Policies

This Policy is related to laws and regulations including but not limited to:

1.4.1 Securities and Exchange Act B.E. 2535 and its amendments

1.4.2 Financial Institution Business Act B.E. 2551 and its amendments

1.4.3 The Spirit & The Letter (S&L), and its amendments

1.4.4 Policy for Conflict of Interest, and its amendments

1.4.5 Policy for Personal Data Protection, and its amendments

1.4.6 Other relevant laws, regulations or requirements (if any)

1.5 Effective Date

This Policy shall be effective on the date when the Board of Directors or the Risk Management Committee approve this Policy.

1.6 Frequency of review

This Policy shall be reviewed every 2 years or upon any significant changes.

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1.7 Revision of this Policy

The substantial revision including the substantial regular review or renewal of this Policy shall be approved by the Board of Directors via the Risk Management Committee and the non-substantial revision, however, shall be done subject to the approval by the Risk Management Committee and the acknowledgement of the Board of Directors.

1.8 Owner of this Policy

This Policy is under the administration of Compliance Department

2. Main Provisions

2.1 Definitions

2.1.1 "**Material Non-Public Information (MNPI)**" means any insider (not available to investors generally) information which is applicable to all of the followings;

(1) Securities related information regardless of whether it relates to the Group, Bank of Ayudhya Public Company Limited (the Bank) and the Bank group companies or any other company/entity which may or may not be a customer of the Bank or the Group.

(2) Price sensitive information which a reasonable investor would consider to be important in deciding whether to buy or sell or retain the securities such as pending merger or acquisition, disposition, joint venture, contract award or termination, major lawsuit or claim, earnings announcement or change in dividend policy, significant product development, or the gain or loss of a significant customer or supplier.

(3) Information related to the business or customers activities, whether developed or received by the Group and the Bank under an express or implied agreement /understanding that the information will be treated in confidence.

It is still considered as MNPI until the market has had reasonable time after public announcement to assimilate and react to such information.

2.1.2 **"Securities"** means exchange traded securities as defined by the Securities and Exchange Act B.E. 2535 and as amended; which shall include but not limited to stocks, debentures, bonds, notes, warrants, depository receipts, non-voting depository receipts (NVDR), options, futures and any other similar investments, excluding mutual funds as investors would not have any discretion over the investment decisions on selected securities.

2.1.3 **"Trading"** means buying or selling or any other means resulting in the acquisition, disposal or holding of securities, as well as making any tipping to other persons to buy, sell or hold securities.

2.1.4 **"Employees Group I"** mean the following persons;

(1) Senior Management Team

(2) Employees in Assistant Vice President and above or equivalent position

(3) Region Manager/Assistance Region Manager (if any)

(4) Corporate Secretary

(5) Investor Relations

(6) Related of person in section 1) – 5)

2.1.5 **"Employees Group II"** mean all employees which is not specify in Employee Group I

2.1.6 **"Related Persons"** means the following;

(1) spouse, or person living together as husband and wife, children who have not become Sui juries and any individual over whom employees have control or have influence over investment decisions.

(2) An entity owns by an employee either directly or indirectly at 20% or more of the total paid-up shares (power of control) unless otherwise proven.

2.1.7 **"The Company Stocks"** means the security of Tidlor Holdings Public Company Limited (TIDLOR).

2.1.8 **"The Bank Stocks"** means the security of Bank of Ayudhya Public Company Limited of which the ticker is BAY which including stocks of the Bank financial group companies excluding the Company's stocks.

2.1.9 **"The Stocks of the Customer"** mean stocks of the Group company customers

2.1.10 **"Information Walls"** means a barrier between individuals, Departments in the form of procedures, systems, management structures and physical segregation to manage obtained MNPI.

2.1.11 **"Confidential Information"** means an information which is applicable to all of the followings;

(1) Not MNPI, and

(2) Not Public information, and

(3) The disclosure of which could be detrimental to the customer or beneficial to the customer's competitors/others within the market.

For the avoidance of doubt, any information which is subject to a confidentiality agreement or a confidentiality clause is, to the extent that it is not also MNPI, confidential information.

2.1.12 **"Public Information"** means an information which is applicable to any of the followings;

(1) Has been disclosed to a recognized exchange through an acceptable channel or otherwise in accordance with the rules of that market.

(2) Contained in records which are open to inspection by the public.

(3) Has been otherwise made public by some other form of publication, including on the internet, and including publications only available upon payment of a fee.

(4) Available to members of the public without infringing rights or obligations or privacy, property or confidentiality.

(5) Can be obtained by analyzing or developing other generally available information, even if such analysis is only achievable by a person with above average financial resources, expertise or competence.

As guidance, a published rumor by an undisclosed source is not always, by itself, evidence that the information is Public Information. Other factors would need to be considered.

2.1.13 **"Relevant employees"** means employee who know or possess of MNPI which cover the Employee in Group I for any transaction of the Company.

2.1.14 **"The Company Blackout Period"** means the period that Directors, and Employees Group I, shall not purchase or sell or transfer the Company's stocks, which is the period during 30 calendar days before and 3 working days after the announcement of the Company's business operation results or quarterly and annual financial statements.

2.1.15 **"BAY Blackout Period"** means the period that all employees and their Related Persons must not buy or sell or transfer the Bank's Stocks (BAY) including stocks of the Bank financial group companies excluding the Company's stocks which is during the Bank's prescribed blackout periods.

2.2.1 **"Insider Trading"** means buying or selling or any other means conducted by persons who have MNPI which is resulting in the acquisition, disposal or holding of securities, as well as making any tipping to other persons to buy, sell or hold securities.

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2.2 General Principles

2.2.1 Employees are strictly prohibited to engage in Trading of Securities using MNPI ("Insider Trading"), which is a violation of the conflict of interest principle and relevant law such as the Financial Institutions Businesses Act and Securities and Exchange Act.

2.2.2 Employees shall manage any MNPI appropriately and adhere to Information Walls which specified in the Policy for Conflict of Interest.

2.2.3 Employees shall use and/or share any MNPI on a strict "need to know" basis in order for the recipient to properly discharge their job

2.2.4 Employees shall treat MNPI of potential customers and third parties as the same level of care as MNPI received from customers.

2.3 Roles, duties and responsibilities

The Group shall adopt the roles, duties and responsibilities outlined in this policy, tailored to fit the specific structure and operations of each company

2.3.1 Board of Directors via the Risk Management Committee
The Board of Directors via the Risk Management Committee shall consider, provide advice, and approve this Policy as well as oversee the compliance with respect to this Policy.

2.3.2 Compliance Department Head may impose restrictions on selected employees (including Consultants, Contractors, etc.) in the trading of the Company and/or BAY or stocks of the Bank financial group company and/or the Stocks of Customers if needed to prevent Insider Trading.

2.3.3 Compliance Department

Compliance Department shall give advice, supervise, facilitate trainings and report matters relating to this Policy.

2.3.4 Corporate Secretariat Department

shall receive notifications of the purchase or sale of company shares by executives and related persons, and to report to the Securities and Exchange Commission.

2.3.5 All managers
All managers have overall responsibility for ensuring that their areas act in accordance with this Policy and any procedures relating to MNPI handling.

2.3.6 Departments / employees

All employees shall duly comply with this Policy. Departments are responsible for formulating / revising their policies, operating regulations and/or operating manuals to ensure alignment with the principles laid down in this Policy as well as ensuring that all employees strictly comply with this Policy.

2.4 Requirements

2.4.1 All employees and their related persons shall be prohibited to use such MNPI for their own personal benefit.

2.4.2 While in possession of MNPI, relevant employees shall not subscribe, purchase or sell or transfer, or procure another person to subscribe, purchase or sell the Securities related with above MNPI. Furthermore, employees are prohibited from passing MNPI (directly or indirectly) to a third party.

2.4.3 Relevant Employees must strictly use and protect all MNPI received from others and shall strictly act in accordance to terms, whether as specifically expressed or implied, with at least the same degree of care as the Company own confidential information.

2.4.4 The Company's Stock

(1) Directors, and Employees Group I, shall not purchase or sell or transfer the Company's stocks during blackout periods, which is the period during 30 calendar days before and 3 working days after the announcement of the Company's business operation results or quarterly and annual financial statement.

(2) Directors and Employees Group I must hold the Company's shares for a period of 90 days at least, from the date of its acquisition unless otherwise permitted by the Managing Director or as delegated

(3) Directors and Employees Group I who know the result of the Company's financial report and results of operations before their public disclosure, should consider themselves as MNPI possessor and should not trade or transfer the Company's stocks until the results have been publicly disclosed by the Company and for a period of 3 working days, then after.

(4) Directors, Senior Management Team and their related persons shall declare the TIDLOR trading transaction to the Securities and Exchange Commission, Thailand (SEC) within 3 working days after trading date.

(5) Employees Group I shall declare trading or transferring information on the Company's stocks within 3 days after the trade date.

(6) Employees Group I must declare their Company's stocks holding including their related persons' holding as required by the Compliance Department through the determine reporting channel.

2.4.5 The Bank's Stocks "BAY including stocks of the Bank financial group companies

(1) Directors, all employees and their Related Persons must not buy or sell or transfer the Bank's Stocks (BAY) including stocks of the Bank financial group companies excluding the Company' s stocks during the Bank's prescribed blackout periods. Although prescribed blackout periods will not be imposed with respect to the purchase or sale or transfer of the Bank's stocks prior to the public release of the Bank quarterly or annual results of operations and earning, employees and their Related Persons who have knowledge of the Bank's financial results prior to their public disclosure should consider themselves to be in possession of MNPI and should not trade in the Bank's stocks until the results of operations and earnings have been publicly disclosed by the Bank.

(2) The holding period on Bank Stocks (BAY) and those of Financial Group Companies excluding the Company's stocks by Directors and Employees Group I must not be less than 90 days after their acquisition of these stocks unless otherwise permitted by the Managing Director or as delegated.

(3) Directors and employees (Executive Vice President and above or equivalent) must declare trading information on BAY and stocks of Bank Financial Group companies within 7 days from trade date.

(4) Employees in the specific departments must declare the list of BAY's stocks and stocks of Bank Financial Group companies that they possess periodically as required by the Compliance Department

(5) Employees must not utilize any MNPI for any purpose for the Bank's Stocks "BAY including stocks of the Bank financial group companies" trading within 12 months after the end of employment.

2.4.6 Employees who believe any other employee is engaged in this conduct prohibited by this Policy must promptly report such information to Department Head and to the Compliance Department. The matter will be promptly investigated and appropriate measure will be taken in a timely manner.

2.4.7 Information Walls, once established, is to be communicated in writing to the affected employees.

2.4.8 Upon receiving Confidential Information, business function must consider whether the possession could result in a conflict between the interests of the customer and the interests of the following parties:-

(1) Other business functions within the same Department,

(2) Other business Department within the Company, and

(3) Other customers.

Where a conflict is believed to exist, or could exist, Compliance Department must be informed to conduct an assessment to determine whether to establish any information wall.

2.4.9 The intentional leaking of any MNPI, even when it is believed to be in the best interests of the transaction, is strictly prohibited.

2.4.10 To trade Securities of the Group's customers (including subsidiaries and parents of the customers), employees in-scope must obtain an approval from their supervisor and subject to pre-clearance from Compliance Department.

2.5 Penalty

Employee who violates this Policy will subject to legal violation and constitute an important element in the evaluation of the employee for retention, assignment and promotion and will be grounds for appropriate disciplinary action. Disciplinary action may include disgorging of profits, liquidations of holdings and termination of employment. The Directors who violate this Policy will be subject to the above-mentioned as applicable and resulting in a warning.

2.6 Interim provision

Policies and the Company's documents that are not contrary to or inconsistent with or having measures which are more stringent than this Policy shall remain effective. For Policies and the Company's documents that are contrary to or inconsistent with or having measures which are not equivalent to this Policy, Departments, owners of products or services shall be complete the amendment within 60 days from the effective date of this Policy.

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Document Version Control Log

Version	Summary of Significant Revisions	Prepared By	Approved By	Approval / Review Date
1.0	Formulation of the Policy	Compliance Department	Board of Directors	29 May 2024
2.0	Review the policy and amend the non-substantial contents as followings: 1) Revise section 2.1 Definition of employees group I 2) To add the roles, duties, and responsibilities in section 2.3.4 Corporate Secretariat Department	Compliance Department	Risk Management Committee	27 April 2026

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