Policy for Conflict of Interest

Revision No.	3.0
Effective Date	21 July 2026
Approved by	Risk Management Committee at its Meeting No. 03/2026 on 21 July 2026

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1. General Provisions

1.1 Objectives

Policy for Conflict of Interest ("this Policy") is to serve as a basic framework to prevent Conflict of Interest ("COI") 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 responsible parties shall refer to this Policy as a guideline for formulating the operating procedures related to Conflict of Interest unless stricter policies or requirements are imposed. Board of Directors, Senior Management and all employees including other persons or juristic persons acting on behalf of or in the name of each company under the Group's such as outsourced staff, etc. shall also strictly adhere to this Policy.

1.3 Exception to compliance with this Policy

No exception.

1.4 Related laws, regulations and Policies

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

1.4.2 Policy and Program for Anti-Bribery and Corruption, and its amendments

1.4.3 Policy for Handling Material Non-Public Information and Preventing Insider Trading, and its amendments

1.4.4 Policy for Personal Data Protection, and its amendments

1.4.5 Policy for Market Conduct and Responsible Lending, and its amendments

1.4.6 Bank of Thailand ("BOT")'s Notification No. SorNorSor. 1/2566 Re: Corporate Governance of Financial Institutions and Financial Business Groups, dated 24 January 2023, and its amendments

1.4.7 Bank of Thailand ("BOT")'s Notification No. SorNorSor. 2/2566 Re: Roles, Responsibilities, and Composition of the Board of Directors of Financial Institutions and Companies within Financial Business Groups, dated 24 January 2023, and its amendments

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 year or upon any significant changes.

1.7 Revision of this Policy

Revision including the regular review/renewal, of this Policy shall be approved by the Board of Directors via the Risk Management Committee and the non-substantial revision, however, may be done subject to approval by the Risk Management Committee and acknowledgement by 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 **Conflict of Interest: COI** means an act that is advantageous to one party while simultaneously disadvantageous to another party or the activities or interests that may deem to be in conflict with responsibilities which may cause damage to the Group reputation.

2.1.2 **Information Wall** means a barrier between individuals and departments in the form of procedures, systems, management structures and physical segregation for the purpose below;

(1) To manage COI between different parts of the business which have competing or overlapping interest.

(2) To ensure that information obtained by one part of the business is not communicated in inappropriate circumstances.

2.1.3 **Wall Straddler** means an individual who has access to information on both sides of Information Walls. Wall Straddler is generally an individual who has oversight and approval role in the both sides of Information Walls but does not normally have any direct involvement in transactions.

2.1.4 **Family member** means a person related by blood or by legal registration, including spouse, father, mother, siblings, child, and the child's spouse. *

*Using the same definition as "close relative" under the notification of the Securities and Exchange Commission (SEC) re: Disclosure of Information and Operations of Listed Companies B.E. 2546.

2.2 General Principles

2.2.1 All employees shall avoid any direct or indirect action that may consider to be COI. Misusing resources or its influence of the Group is also prohibited.

2.2.2 All employees shall manage any conflict of interest situation in the course of doing business to ensure that customers are treated fairly as well as minimizing the Group's reputational risk.

2.3 Roles, duties and responsibilities

2.3.1 The Board of Directors (BOD) shall approve this Policy via the Risk Management Committee (RMC) as well as oversee the compliance with respect to this Policy.

2.3.2 Department Heads have overall responsibility for the integrity and operation of Information Walls within their areas. They are also responsible for ensuring their staff below:

(1) To receive appropriate training and guidance on Information Walls.

(2) To follow the instructions of the Compliance Department with respect to the setting up and operation of Information Walls.

(3) To act in accordance with Policy and associated procedures.

2.3.3 Compliance Department shall be responsible for the design of the COI management, give advice, supervise, and facilitate trainings and report matters relating to this Policy.

2.3.4 All employees shall comply with this Policy and strive to enhance processes necessary to achieve compliance with this Policy.

2.4 Requirements

2.1 All employees shall avoid such as below activities;

(1) Using the resources, intellectual property, equipment and software of the Group for personal gain.

(2) Taking any opportunity or information collected during the course of being employed by the Group for personal gain, especially where it concerns the interest of the Group.

2.4.2 All employees shall disclose below activities in writing to supervisor and Compliance Department;

(1) Staff's outside activities, financial interests or relationships that may either result in a conflict or the appearance of one. For instance, when a member of the employee's family works in another financial institution or financial business in a position or role that could give rise to a conflict of interest with

the Company. This is particularly relevant for positions that require approval from the regulators or positions at the level of the senior management.

Note: The risk of conflicts of interest is not limited to family members only, but also extends to any other individual, who may create, or maybe perceived as creating a conflict of interest.

(2) Staff's holding of position (with or without benefit/compensation) in other organizations, (profit or non-profit one), particularly if the organization has any relationship with the Group and Bank of Ayudhya Public Company Limited ("the Bank") and Financial Business Group companies may anticipate the support from the Group while still employed.

(3) Staff's family member working for the Group, the Bank and/or Financial Business Group Companies.

(4) Staff's family member who:

1. Engaging in a contractual agreement as business partners, suppliers, service providers, vendors and agent with the Group, the Bank and/or Financial Business Group Companies as well as any other individual / entity representing of the Group, the Bank and/or Financial Business Group Companies (Third Party).
2. Working in an entity engaging in a contractual agreement as business partners, suppliers, service providers, vendors and agents with the Company, the Bank and/or Group Companies, including contracts with any other individual or entity acting as a representative of the Company, the Bank and/or Group Companies (Third Party).

The supervisor shall review and assess the risks and establish risk-mitigation measures for any potential conflict of interest. In this regard, the supervisor shall document this risk assessment/ mitigation measures and promptly submit them to Compliance Department.

2.4.3 Employees shall request approval from a supervisor before conducting the following activities:

(1) Conducting activities during the Group's business hours, for example, being invited as a guest speaker for an event, (except those activities occur during an employee's leave). Any compensation received from such activities must be reported to the supervisor, with a copy of the report sent to Compliance

Department, along with the attached donation evidence or manage as per the determined approach.

(2) Taking position, duties, and responsibilities as per 2.4.2 (2)

2.4.4 All employees shall avoid below activities in business conduct;

(1) Making financial gain, or financial loss at the expense of the customer.

(2) Having an interest in the outcome of a service provided to the customer or of a transaction carried out on behalf of the customer, which is distinct or might damage or adversely affect customer interest in the outcome.

(3) Any conflicts between customers, either in different or the same business areas.

(4) Using a Companies fuel allowance for your personal vehicles.

(5) Using a Companies -provided vehicle for personal benefit, such as for using it for personal business, family business, or allowing other person (e.g. a family member) to possess or use the vehicle.

(6) Failing to comply with the Companies policies and guidelines after receiving remuneration for attending the meetings outside Companies in which the employee has been approved to serve as director.

(7) Receiving special privileges from a customer, such as priority access to purchase the customer's goods or services (even when paying the market price) or accepting rare concerts or sporting events tickets from customers or vendors.

(8) Failing to comply with the Companies policy regarding complimentary overseas trips conducted in conjunction with business meetings or seminars, particularly when leisure activities (e.g., city tours), exceed the duration of the meetings and seminars.

(9) Becoming involved in any business that competes with the Companies.

(10) Purchasing shares in related companies using non-public merger and acquisition (M&A) information.

(11) Any other conflicts where the market ultimately suffers detriment.

2.4.5 Relevant employees shall request the Compliance Department to conduct the pre-clearance for the following types of transactions:

(1) Merger and Acquisition (Advisory / Finance)

(2) Securitization/ Syndicate Loan Arrangement

(3) Securitization of Assets

(4) Project Finance Arrangement

(5) Equity / Bond / Real Estate Investment Trust-REIT Underwriting

(6) MBO (Management Buyout) / LBO (Leveraged Buyout) Finance
(7) Problematic Transactions
(8) Exclusivity Agreement
(9) Customer's Prominent Litigation

2.4.6 Relevant employees shall establish temporary Information Walls around particular areas or transaction teams in the following cases:

i. Receiving information that could create a conflict of interest between the customer and the Group and the Bank and Financial Business Group Companies and another customer.
(2) Involving in potentially competing transactions.
(3) Receiving instruction from Compliance Department.

2.4.7 Relevant employees in the Information Walls shall take reasonable steps such as;

(1) Maintain security and confidentiality of protected information.
(2) Do not pass protected information to any individual located outside of that Information Wall unless it is allowed in the Wall Crossing related Procedures.
(3) Wall Straddlers cannot have any direct involvement (excluding oversight and approval role) on both sides of transactions which conflict each other.

2.5 Penalty

Employees who violate this Policy will be subject to disciplinary action according to the Group's rules and may be considered committing an offence under other relevant laws, rules or requirements.

2.6 Interim provision

Policies and any Company's documents that are not contrary or inconsistent or having measure which are more intense than this Policy shall remain effective; but if Policies and any Company's documents that are contrary or inconsistent or having measure which are not equivalent to this Policy, the Departments being owners of products or services shall be completing the amendments within 60 days from the effective date of this Policy.