



AIRA & AIFUL Public Company Limited

90 CW Tower, 33rd, 34th Floor, unit B3301-2, B3401-2, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310
Registration Number: 0107557000489

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AIRA & AIFUL Public Company Limited Insider Trading and Securities Policy B.E. 2564¹

AIRA & AIFUL Public Company Limited, hereinafter referred to as the “**Company**”, focus on prevention of the use of insider information of the Company under the principles of good corporate governance, corporate governance Integrity, ethics in business operations and laws relating to securities and stock exchange.

The Company therefore aims to formulate a policy forbidding directors, executives, and employees of the Company to bring confidential or internal information of the Company which has not yet been disclosed to the public to disclose or seek benefits for oneself or others whether directly or indirectly and whether they receive any benefits or not and must not trade in the Company's securities by using the Company's internal information. The Company has set important policies as follows:

1. Objectives

1.1 To determine the rules and guidelines for the prevention of the use of inside information of directors, executives, and employees of the Company.

1.2 To let the directors, executives, and employees of the Company to comply with the relevant rules and laws and maintain the credibility of the Company to all stakeholders such as customers, business partners, business alliance, investors, shareholders, etc.

2. Scope of application

2.1 This policy applies to directors, executives, and employees at all levels of the Company. In addition, some content of this policy extends to spouses and minor children of such persons.

2.2 This policy covers the trading of the Company's securities which is listed on the Stock Exchange of Thailand.

¹ In this regard, the Company will comply with the requirements issued under the Securities and Exchange Act, including rules, regulations and notifications issued under such laws by relevant agencies after the company is a listed company on the Stock Exchange of Thailand.



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3. Definition

3.1 “*Securities*” means stocks (common and preferred), debentures, stock options, derivatives (such as futures and options), warrants, and other financial instruments that can be traded in the financial markets.

3.2 “*Trading*” means buying, selling, transferring, or receiving transfers of interests legal in securities including the exercise of rights to purchase shares or exercise of rights under warrants to purchase shares or debentures.

3.3 “*Inside Information*” means facts that are material to the change in the price of securities that have not yet been disclosed to the public. Examples of inside information include are:

- a) Joint venture, merger, or acquisition.
- b) Declaration of payment or not paying of dividends or the declaration of profit or loss.
- c) Change in par value or paying stock dividends.
- d) Acquisition or loss of important commercial contracts.
- e) Major new product or service releases, major developments in resources, technology, products and markets or important discoveries about natural resources.
- f) Change in control or significant change in the board of director and management.
- g) Redemption of securities.
- h) Borrowing money in amounts that are significant to financial position and results of operations.
- i) The issuance of significant capital increase shares by offering to the public or any person.
- j) Major legal disputes.
- k) Buying or selling important assets.
- l) Significant changes in investment projects.
- m) Change in company objectives.
- n) Major disputes related to labor subcontractor, vendors for the Company.
- o) Making a tender offer for securities of other companies.



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p) Change in major accounting policy.

3.4 *“Use of inside information”* means any person relying on his or her position or is in a position to be able to know the facts that are essential to the Company which is important to the change in the price of securities and come to buy or sell securities based on such facts before such facts are disclosed to the public.

3.5 *“Person designated by the Company”* means a person with a position or duty which know the inside information of the Company (including spouses and minor children of such persons) which are:

(a) Company director.

(b) The first four executives.

(c) Executives and employees of the Company and subsidiaries which know the inside information of the Company.

(d) Spouse and minor children of the person under 3.5 (a)-(c)

3.6 *“First four executives”* means executives according to the definition of announcements of the Securities and Exchange Commission.

3.7 *“SEC Office”* means the office of the Securities and Exchange Commission.

3.8 *“SET”* means the Stock Exchange of Thailand.

4. Duties and Responsibilities

4.1 The Board of Directors have responsible for overseeing this policy to ensure that all directors, executives, and employees have complied with the rules and guidelines for trading in designated company securities.

4.2 Corporate secretary office is responsible for giving advice to directors, executives, and employees in the compliance of this policy. And also responsible for communicating, organizing training, giving knowledge and clarifying and answering questions and interpreting in case of doubt. In addition, responsible for presenting the results of the compliance of this policy to the Board of Directors.

4.3 All executives are responsible for ensuring that their subordinates are aware of the importance and understand this policy.

4.4 All directors, executives and employees must strictly comply with this policy when trading the listed securities of companies on the Stock Exchange of Thailand or securities traded in securities trading centers and communicate this policy to their spouses and underage children.



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5. Guidelines for preventing the use of insider information of the Company

5.1 The company will limit the number of people who will know inside information. Establish internal measures to prevent unauthorized access to information from third parties and determine the level of access to the Company's information to employees at different levels to suit their duties and responsibilities.

5.2 Directors, executives and employees of the Company or former directors, executives and employees who have resigned are prohibited to disclosure or use inside information or company secrets which they had known from their positions, as well as confidential information of the Company's partners that they have been aware of from performing their duties to outsiders for acknowledgment. Although the disclosure of such information will not cause any damage to the Company and the company's partners.

5.3 Directors, executives and employees of the Company must not use inside information of the Company which is significant to the change in the price of securities that have not been disclosed to the public or the SET for trading in the Company's securities which brings benefits to oneself and others.

5.4 The company will determine the responsible person who will act as the center for disclosing the Company's information to the public. The company will disclose information about the Company's important operations to the public immediately and thoroughly through the media and methods that the SET and the Company's information disclosure policy determined to ensure that information is available to all investors in a timely and equitable manner.

5.5 A director of the Company must report the shareholding or trading of the Company's shares to government agencies within the period and procedures prescribed by laws and regulations and disclose it to the Board of Directors as well.

6. Prohibition of Insider Trading

All directors, executives and employees must comply with the prohibition on insider trading and any other restrictions which are prescribed in the Securities and Exchange Act B.E. 2535 (including any amendments) including the key principles under this policy as follows:

6.1 Designated Persons

6.1.1 To be in accordance with the definition in clause 3.5 (a)–(d), including the following persons:

- (1) Executives and employees in the departments as follows: Marketing Planning, Finance and Accounting Division, Corporate secretary office, Internal Audit Department, Legal Department, Compliance Department, Business Division (IR) and Chief Executive Officer or agencies that have the opportunity to foresee inside information.



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(2) Executives and all employees whom attending meetings with the Board of Directors and/or sub-committees.

(3) Any other person or entity designated by the company.

6.1.2 Corporate secretary office have a responsibility to maintain the registration of the names of persons designated by the company and notify the said person when the list is added/removed in the said register.

6.2 Blackout Period

6.2.1 Persons that the Company determines are prohibited from trading in the Company's securities during the period of 30 days prior to the disclosure of the quarterly and annual financial statements and other periods as may be determined by the Company from time to time.

6.2.2 In special circumstances, Persons designated by the Company may sell the Company's securities during the prohibition period If they are in a situation such as have serious financial problem or have to comply with legal requirements or fall under a court order. By having to prepare a memorandum specifying the reasons for submitting the request for approval from:

- (1) Chairman of the Board of Directors (In case the seller is a director or corporate secretary)
- (2) Chairman of the Audit Committee (In case the seller is the Chairman of the Board of Directors)
- (3) Chief Executive Officer (In case the seller is a person designated by the company who is not a director and corporate secretary)

In this regard, a copy of the memorandum of such request shall be delivered to the corporate secretary office as well.

6.2.3 Corporate secretary office will announce the prohibition period for securities trading in advance to help the persons designated by the Company to comply with the aforementioned guidelines.

7. In case of doubt



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If any director, executive or employee have questions or concerns about this policy or are uncertain whether material inside information has been disclosed or not, or will be able to trade securities in any situation, please consult with the corporate secretary office.

8. Policy review

Corporate secretary office shall provide a regular review of this policy at least once a year.

9. Penalty

Violators of this policy will be subject to disciplinary action depending on the intent of the action and the severity of the offense or may be punished according to the relevant law, as the case may be.

Insider Trading Policy was approved by the Board of Directors Meeting No. 1/2022 on February 17th, 2022.