

# Conflicts of Interest Prevention Policy

## 1. Objective

This policy aims to **prevent Conflicts of Interest (COI)** and establish procedures for the management, disclosure, and mitigation thereof. Accordingly, we remain fully committed to conducting business ethically and with integrity.

## 2. Scope

This policy applies to all Directors, Senior Management, Managers, Employees, Stakeholders, and Third Parties (**Individuals**) of Thai Optical Group Public Company Limited, its Subsidiaries and Associated Company (collectively 'the Company').

## 3. Definitions

**Stakeholders** includes supervisors, shareholders, customers, employees, job applicants, business contacts, partners, suppliers, public officials, individuals involved in the Company's employees' performance of their duties, those who benefit from the work of the Company's employees, or stakeholders in matters under consideration by the Company's employees.

**Third Parties** means independent individuals or organizations, with no status subordinate to the Company, but have a contractual or legal relationship of any nature with it, including, but not limited to, business partners, consultants, suppliers and/or service providers.

**Conflicts of Interest (COI)** means a situation whereby an individual has a vested interest, financial or otherwise, which could potentially influence their judgment and/or decision-making in their professional role. This could be a direct benefit to themselves or a relative, or even the appearance of such a conflict, ultimately of detriment to the company or organization they serve.

**Disclosure:** The act of informing the Company of a potential or actual COI.

**Mitigation:** Steps taken to lessen the risk or impact of a COI

## 4. Conflict of Interest Prevention Policy

### 4.1 Compliance

Individuals must comply with all applicable laws, regulations, and internal Company policies, including those involving the **Securities and Exchange Act.**

### 4.2 Decision-Making

All decisions and actions by Individuals shall be made in the best interests of the Company.

### 4.3 Business Opportunities

Individuals shall not take for themselves business opportunities which belong to the Company.

### 4.4 Disclosure of COIs

Individuals must immediately disclose any potential or actual COIs to the Office of Company Secretary or other appointee.

**Individuals involved in recruitment, hiring, or the nomination process, as well as those newly hired or appointed, must immediately disclose any potential or actual COI to the HR Department or other appointee.**

### 4.5 Disclosure of Prior Government Service and Potential COI, as applicable

During the nomination or hiring process, **any applicant who currently holds or has held a government position within the past two years must disclose details of the agency and their duties to the Office of Company Secretary.** This process is to assess potential COI, where the condition of private enterprise benefits may conflict with public or government interests, or impact the individual's independence in conducting their duties, whilst serving as a public official.

### 4.6 Abstention and Withdrawal

Individuals with a COI must abstain or withdraw from:

- Debates
- Voting
- Decision-making processes
- Activities where the COI exists or might arise.

### 4.7 Leadership

Senior Management will:

- lead by example on COI matters.
- provide guidance on identifying and managing COIs.

### 4.8 Communication, Reporting and Training

- The Company will provide regular communication and training on COIs to Individuals.
- Individuals can seek guidance from the Office of Company Secretary or other appointee, regarding COIs.

### 4.9 Regular Reporting and Evaluation

The Company will regularly report on COIs and evaluate the effectiveness of this policy.

### 4.10 Mitigation of COIs

**The general rule is to abstain or withdraw from situations with a COI. Specific actions may include:**

**Avoidance:** Removing the COI, such as resigning from a position in an organization that competes with the Company.

**Disclosure:** Making the COI known to all involved parties, allowing the relationship to continue with transparency.

**Stepping Back:** Recusing oneself from decisions potentially influenced by the COI.

**Refusal:** Rejecting the situation creating the COI, such as refusing a personal gift.

### 4.11 Anti-Bribery

The Company strictly prohibits offering, promising, authorizing, or accepting bribes in any form, directly or indirectly.

This includes:

- Cash
- Gifts
- Entertainment
- Loans
- Favors
- Any other undue advantage

**Individuals must report any suspected bribery attempts to the Office of Internal Audit immediately.**

### 4.12 Reporting Violations

Individuals are encouraged to report any violations of this policy in good faith and without fear of reprisal. Reporting channels include:

- Office of Company Secretary
- Office of Internal Audit
- Hotline@thaiopticalgroup.com
- Anonymous reporting via LINE TOGG4.1

### 4.13 Enforcement

Violations of this policy may result in disciplinary action, up to and including termination of employment

### 4.14 Review

This Policy will be reviewed periodically and updated as needed to reflect changes in laws, regulations, and/or business practices.

## 5. Referenced Documents

International Chamber of Commerce Guidelines on Conflicts of Interest in Enterprises

Announced on 8<sup>th</sup> May 2024, by

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