



-Translate-

Conflict of Interest Prevention Policy

Sky ICT Public Company Limited

Sky ICT Public Company Limited (the "Company") operates under good corporate governance principles, is transparent, accountable, and treats all stakeholders equally; avoids actions that may lead to direct and indirect conflicts of interest in keeping with the Code of Conduct and anti-corruption and corruption policies; therefore, the Company has established the prevention of conflicts of interest, to standardize transparent operations, not to seek out personal and / or related interests, and to avoid potential conflicts of interest with the Company. Details are as follows.

Scope

This policy applies to directors, executives, personnel, employees and employees at all levels of Sky ICT Public Limited (including all such persons as "personnel"), as well as to subsidiaries and associates, which will be called companies.

Definition

- Conflict of interest means the act or abstention of any act that is a conflict between the personal interests of personnel or those related to the interests of the Company and / or its subsidiaries, directly or indirectly, which affects the decision to perform the duties of personnel and may cause dishonesty in the performance of their duties or decisions that are not transparent or fair, or may not bring the best interests to the Organization, leading to corruption and misconduct.
- A connected list means a list between a listed company or a subsidiary and a connected person of a listed company.
- Executive refers to the first four managers or management positions after the manager and all fourth equivalent positions, including accounting or finance positions at the level of manager or above.
- A connected person means a person who may cause the directors or executives of a listed company to have a conflict of interest in deciding whether to take into account the interests of that person or the best interests of the company, including
 - i. Directors, Executives, Major Shareholders, Controllers of Listed Companies, People who shall be offered as Directors or Executives or Controllers, including Relevantants and Close Relatives of Such Persons
 - ii. Any entity whose majority shareholder or controlling authority is a person under (1)

- iii. Any person whose behavior indicates being a substitute or under the influence of (1) and (2).
- iv. A director of a legal entity with control over company affairs.
- v. Spouse, child or underage adopted child of a director under (4)
- vi. A legal entity in which a person pursuant to (4) or (5) has control over the undertaking.
- vii. Any person acting with the understanding or agreement that if a company makes a transaction that provides financial benefit to such person, the following persons will also benefit financially.
 - 1. Directors of the company
 - 2. A company executive.
 - 3. A person with control over company affairs.
 - 4. A director of a legal entity with control over company affairs.
 - 5. Spouse, underage child or adopted child of a person according to 7.1 to 7.4
- The person involved means the person associated with the person or partnership under section 258 (1) - (7) of the Securities and Exchange Act 1992, namely
 - i. Spouse
 - ii. An underage child.
 - iii. A common partnership in which such person, including (1) or (2), is a partner.
 - iv. Limited partnerships in which such persons, including (1) or (2), are unlimited to liability or limited to a combined liability exceeding 30%.
 - v. A limited company or public limited company in which such persons, including (1) or (2) or (3) or (4), collectively hold more than 30% of the shares.
 - vi. A limited company or public company in which such persons, including (1) or (2) or (3) or (4) or (5), collectively hold more than 30% of the shares.
 - vii. A legal entity under sections 246 and 247 (pursuant to the Securities and Exchange Act) with the power to deal as a representative of the legal entity.
- Internal information means information that has not been disclosed in general. If used, it can affect the business or interests of the company in the short and long term, which is against the law.

Duties and responsibilities

1. Committee

- Require policies and guidelines for the management of conflicts of interest.

- Supervise the implementation of policies in a concrete manner.
- Approve the principles of commercial agreements with general terms of trade, providing that the management shall be able to conduct transactions between the Company and its subsidiaries with the directors, executives, or related persons if such transactions contain commercial agreements in the same way that the spirit shall act with the parties in the same situation with the power of commercial bargaining without the influence of their respective directors, executives, or persons.

2. Executive

- Provide appropriate practices within the Company in accordance with the Corporate Governance Policy, Business Code, Conflict of Interest Prevention Policy and Work Practices of the Company.
- Provide responsible structures, such as responsible units or individuals, to supervise and control operations properly.
- Supervise compliance with policies and codes of practice, as well as find ways to develop, improve to make implementation more effective, as well as ensure performance reporting in accordance with policies and codes of practice.

3. Responsible agency

Sequence	Agency	Duty, responsibility.
1	Agency agency	Communicate, advise and take responsibility for the personnel in the affiliation. Follow policies and practices correctly.
2	Legal and Supervisory Division	Regulate in accordance with established policies and codes of practice.
3	Company Secretary	Compile and store reports of equity of company directors, executive directors and senior management, and report to the Chairman of the Board of Directors and the Chairman of the Audit Committee.
4	Human Resources Development Division	Collect and store reports of conflicts of interest of management and employees to report compliance with policies and practices to the Board.
5	Inspection agency	Compile and store reports on connected items, or items that may have a conflict of interest, to be reported to the Board of Auditors.

4. Employees and personnel of the company

- Follow policies and codes correctly and strictly.
- Disclosure of Conflict of Interest Information and Report through Conflict of Interest Disclosure Form or Document or any other form as established by the Company
- Report information or whistleblowing to the responsible authority in accordance with the company's designated whistleblowing channel if a conflict of interest is seen or known or where a conflict of interest may occur.

Main practice

Directors, executives and employees of the Company shall not seek the personal interests or those of any other person who directly or indirectly conflicts with the interests of the Company, in order to preserve the best interests of the Company, and if any conflict arises, those who are involved or have an interest in the transaction considered shall notify the Company or any person or entity concerned of their relationship or interest in the transaction and shall not participate in the consideration, including without authority to approve the transaction by the Company. The relevant Code of Practice shall be set out as follows:

1. Conflict and frustration holds the place and responsibility of all the directors, executives and employees to understand, adhere to and act correctly.
2. Operate without exerting influence or authority that affects the performance of personnel, other entities or agents of the Contracting Company, including without consenting others to the exercise of their duties in the exploitation of the Company.
3. Maintain the interests of the Company without using the Company's assets, personnel and business opportunities to seek the personal or related interests, as well as not to perform other than the Company's work which affects the work of the Company or negatively affects the Company's operations.
4. perform duties without taking and or offering property, things, not seeking the personal or related interests that may give rise to a conflict of interest.
5. Acting in accordance with their respective roles of responsibility for the benefit of the company, not obstructing working hours for the benefit of the personal or those involved.
6. Maintain confidential internal documents or information of the Company without wrongful disclosure or use for the personal or personal benefit of those involved, directly or indirectly, both during and after the condition of the Company's personnel.
7. Joining another company while being a company person shall not be a business in the same way or a commercial competitor and shall not be contrary to the interests of the company.
8. All executives and employees shall omit shareholding or decision-making or management in a competitive entity or competitor of the Company. If the employee has acquired the shares before the employee or before the Company entered into the business

or acquired it by inheritance, including unavoidable cases, report the information through the channels according to the form and procedures prescribed by the Company.

9. Trade in securities of affiliates without using or forwarding inside information, or information that is not yet public, and to meet the criteria established by the regulator.

10. Consider a transaction with an affiliate that is a connected item, must be committed under general commercial conditions, as a transaction with an external party (arm's length basis), or as a mutually beneficial item.

11. Those who have an interest in an agenda item and may cause a conflict of interest shall not participate in the consideration and abstention from voting on that agenda item, notifying the Conference in advance and recorded in the minutes.

12. Directors and executives must disclose interest information, both of themselves and of those involved, that has a conflict of interest or may cause a conflict of interest with the Company on an annual basis and at any time when it changes.

- Report on the first: Within 15 days of taking office as a director or executive.
- Report on Changes in Equity Information: Report within 3 business days of the change of information and indicate the change of time.

The Company Secretary will compile the Director and Executive interest reports and send copies of the interest reports to the Chairman and Chairman of the Board of Auditors within 7 business days of the receipt of the Company.

13. A transaction that is an item between a company and a person who may have a conflict of interest or interest. The Audit Committee shall first provide an opinion on the need to enter into the item and the appropriateness of the price of the item and shall comply with the rules relating to making the item in accordance with the laws and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

14. All executives and employees shall avoid situations that may cause conflicts of interest and involvement in any financial obligations with those involved in business with the Company or with its personnel.

15. If an act is seen contrary to this policy, the employee must immediately provide a whistleblower through the channel required by the company in the policy for reporting the clue.

A channel for whistleblowing or complaints.

The Board of Auditors or the relevant agency will receive whistleblowers or complaints through the channels set out in the Whistleblower Policy:

1. By email: whistle-blower@skyict.co.th
2. By mail, by sending a letter to the inspection committee of Sky ICT Public Company Limited, No. 55, A.A.Capital Ratchada Building, 6th-7th Floor, Ratchadapisek Road, Red Din District, Red Din District, Bangkok, 10400.

3. Online. By sending it to <http://www.skyict.co.th/contact/whistleblowing>

Whatever the above-mentioned method, the company will keep the information of the informant confidential and will disclose it only to those involved in the process.

In case of doubt about whether the practice is acceptable and can be revealed to the public or not, you can use your own discretion. After examining whether the action to be done is correct, whether it is acceptable and can be revealed to the public or not to affect the identity and reputation of the company. If you would like to inquire or consult on the implementation of this policy, you can contact the legal and regulatory department by email: legal-group@skyict.co.th

Penalties

Those whose behavior contravenes this policy, including direct superiors who ignore wrongdoing, will result in disciplinary action, from reprimand to leave their jobs.

The Review.

Require regular review of conflict of interest prevention policies at least 1 time a year.

To take effect from 14 November 2025 onwards.

-SOMKIT LERTPAITHOON-
(PROF. DR. SOMKIT LERTPAITHOON)
Chairman
Approved by the Board of Directors Meeting No. 9 / 2025
On November 13, 2025

Annex a

Example of conflict of interest situations

The following situations, are examples of actions that may give rise to a conflict of interest, in which all employees are obliged to avoid and disclose these situations to those involved as soon as they become known.

1. Financial benefits

- Shareholding or equity interest in a partner / competitor: An employee or close family person (spouse, child, parent) holds or has a significant financial interest in a company that is a partner, customer, or commercial competitor of the company.
- Transactions with the company in which they are involved: Approving a procurement or contracting to hire a company owned by themselves or a close family person, as a director, or as an employee.
- Lending or Guarantee: Lending money to, or financial guarantees to, a trading partner, customer, or commercial competitor of a company on behalf of the private.

2. Improper receipt of benefits

- Receiving gifts or endorsements: Receiving gifts, gifts, cash, or endorsements of value in excess of those prescribed in the relevant policies of the Company from any partner, customer, or other person having a business relationship with the Company to incentivize decisions conducive to their personal benefit or to cost the Company their benefit.
- Insider Trading: Adopting non-public internal information to a publicly traded company or telling others to use it.
- Use of Company Property for Personal Advantage: Adopting Company Equipment, Tools, Vehicles, or Other Property to Private Business or for Non-Functional Activities
- Receiving a commission or personal compensation: taking money, consulting fees, or any other benefit personally from an outsider, in exchange for a business decision that benefits that person.

3. Personal and family relations

- Employment or promotion to family individuals: participation in the process of making employment decisions, evaluating work, or promoting to individuals with close personal relationships.
- Being in the same chain of command: Employees with close personal or family ties, directly in command and subordinate positions.
- Transaction Approval to an acquaintance: The exercise of authority to approve a job or contract to a person with whom they have a close relationship, with a lack of transparent and fair selection process.

4. Doing ancillary business or working outside the company

- Working for Competitors: Hiring to work, consulting, or directing for a company that is a commercial competitor of the company.
- Doing business that competes with the company: Founding or managing a private business that runs the same type of business or competes with the business of the company.
- Spending Time Working in Private Business: Spending Time Working, Resources, or Company Trade Secrets Running Their Own Business or Auxiliary Work

5. Exploitation of the company's business opportunities

- Business opportunism: Implementing business opportunities that are known for their performance on duty, to benefit themselves or others, rather than presenting them to the company first.

Annex b

Measures to prevent conflicts of interest

To ensure that all directors, management and employees comply strictly and consistently with the Conflict of Interest Policy, the Company has established the following measures to prevent conflicts of interest:

1. Duty to avoid

All employees have the primary duty to avoid situations that may give rise to conflicts of interest. If they can commit, they should avoid having their own interests or relationships that may affect their duty decisions for the company.

2. Duty to disclose information

Disclosure is central to conflict of interest management, so **if an employee is unsure of a conflict of interest situation, take the principle of "when in doubt, disclose"** by consulting the supervisor, human resources development, or legal and oversight immediately. Disclosure can be a violation of this policy and lead to disciplinary action.

- Immediate Disclosure: Employees must disclose situations that may constitute conflicts of interest, as soon as they are known, to the Supervisor or HR Development or Legal and Supervisory, in writing.
- Disclose even uncertain: If it is uncertain whether a situation is in conflict of interest, take the main "When in doubt, disclose" for consultation and allow for joint consideration.
- Annual Disclosure: Employees at the administrative level or high-risk positions (such as procurement, or sales) may be required to complete a "Conflict of Interest Disclosure Form" on an annual basis.

3. Consideration and management process

Upon receipt of the disclosure, those involved in the consideration, who may be in command in cooperation with the Human Resources Development Department and / or the Legal and Supervisory Department, take the following action:

- Collect Facts: Review all information and facts related to the situation.
- Assess risk: Assess whether such situations affect or damage the company or disadvantage the company.
- Define management guidelines: Consider and decide the appropriate management guidelines, which may be one of the following guidelines:
 - Permission to continue (under conditions): If it is assessed that the conflict has a small and manageable impact, it may be allowed to continue with additional control measures, such as requiring another person to co-approve.
 - Recusal: requires such employees to withdraw from any consideration or decision related to the matter.
 - Reduction or sale of a financial interest (Divestment): Recommends or requires the salesperson to reduce the stake or financial interest causing that conflict.



- Cancellation of a transaction: If the transaction has not yet occurred and is clearly against the interests of the Company, it may be considered to cancel it.
- Prohibition: If it is a serious and unmanageable conflict, the company will not allow employees to be involved in the situation or transaction.