

Policy on the Holding of Positions in Other Companies by Directors

Principles and Reasons

In order that the directors of Dhipaya Group Holdings Public Limited Company (the “Company”) will be able to devote their time in the performance of duties for the Company, and thus increase the management efficiency, it is appropriate to issue the Policy on the Holding of Positions in Other Companies by Directors as follows:

1. Definitions

- ♦ **Director** means a director of the Board of Directors, a member of the Executive Committee, independent director, authorized director, and an executive director.
- ♦ **Executive director** means a director holding an executive position.
- ♦ **Company** means Dhipaya Group Holding Public Company Limited.

2. Prohibition on the holding of a position in other companies

No directors are allowed to hold the position of director, manager, employee, or authorized person of any company that is in competition with or similar to the Company’s business or the Group’s businesses.

3. Number of other companies in which directors may hold positions

- (1) A director may hold the position of chairman, director, executive director, or authorized director of the Company and of other companies in the Group in an unlimited number.
- (2) A director may hold the position of chairman, director, executive director, or authorized directors of other companies outside the Group in no more than four separate business groups.
- (3) A director may hold the position of director of listed companies on the Stock Exchange of Thailand in no more than five companies.

4. Holding of positions in excess of the specified numbers

- (1) In the case that a director holds positions in excess of the specified numbers prior to the effective date of this Policy, this director will be able to continue to hold those positions until he or she vacates such position(s).
- (2) In the case in which it is necessary for a director to hold positions in excess of the specified numbers, such director shall seek approval from the Board of Directors on a case-by-case basis.

5. Guidelines for the holding of the position of director in other companies by directors.

- ♦ Other companies in the Group

The Board of Directors is responsible for approving the appointment of the directors of the Company to hold the position of director in other companies within the Group.

- ♦ Reporting on the holding of positions

- (1) A director is required to provide information on the holding of positions in other companies to the Company Secretary, or any person designated by the Company Secretary, on the first occasion that such director is appointed as a director of the Company. The director must disclose the company name(s), type(s) of businesses, and the number of shares held by his or her spouse or minor child in that company.
- (2) At any time that there are changes in the information on the holding of positions in other companies, such as re-appointment, resignation, or for other reasons, the director is required to notify such change to the Company Secretary, using the form for report of the director's conflicts of interest.

- ♦ Reporting the operating results or performance of companies in which the directors hold positions

- (1) Any director who is appointed by the Company to hold positions in other companies is required to report the operating results or performance of those companies in which such director holds positions, by preparing an agenda item to be proposed to the Board of Directors for consideration on a quarterly basis.
 - (2) Any director who is appointed by the Company to hold positions in other companies is required to report any significant event that is expected to affect the operating results, or performance, or share price of those companies in which such director holds positions to the Board of Directors at any time that such event occurs.
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