

Policy on the Holding of Positions in Other Companies by Senior Executives

In order that the senior executives of Dhipaya Group Holdings Public Limited Company (the “**Company**”) are able to devote their time to the performance of their duties for the Company and increase the management efficiency, it is appropriate to issue the Policy on the Holding of Positions in Other Companies by Senior Executives as follows:

1. Definitions

Senior executive means Assistant Chief Executive Officer or higher.

Company means Dhipaya Group Holdings Public Company Limited

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

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

3. Number of other companies in which senior executives may hold positions

3.1 Other companies in the Group

A senior executive may hold the position of chairman, director, executive director, or authorized directors of other companies in the Group in no more than five companies.

3.2 Other companies outside the Group

A senior executive may hold the position of chairman, director, executive director, or authorized directors of companies outside the Group in no more than three companies.

3.3 Listed companies on the Stock Exchange of Thailand

A senior executive may hold the position of director of listed companies on the Stock Exchange of Thailand in no more than five companies. The holding of positions by senior executives must not be contrary to the relevant notifications of the Office of the Securities and Exchange Commission and of the Stock Exchange of Thailand, which provide the requirements or recommended guidelines relating to the aforesaid matters.

4. Holding of positions in excess of the specified numbers

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

5. Guidelines on the holding of positions in other companies by senior executives

- 5.1 The Board of Directors is responsible for approving the appointment of senior executives of the Company to hold director positions in other companies within the Group and outside the Group.
- 5.2 Reporting the holding of positions.
 - (1) A senior executive 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 senior executive is appointed as a director of the Company. The senior executive must disclose the company's name, type(s) of businesses, number of shares held by his or her spouse or minor child in those companies.
 - (2) At any time when there are changes in the information on the holding of positions in other companies, such as re-appointment, resignation, or any other reason, the senior executive is required to notify such change to the Company Secretary, using the form for report of the senior executive's conflicts of interest.
- 5.3 Reporting the operating results or performance of companies in which the senior executives hold positions
 - (1) A senior executive who is appointed by the Company to hold positions in other companies is required to report the operating results or performance of the companies in which such senior executive holds positions by preparing an agenda item to be proposed to the Board of Directors for consideration on a quarterly basis.
 - (2) A senior executive 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 the companies in which such director holds positions to the Board of Directors at any time when such event occurs.