



CODE OF BUSINESS ETHICS

MR. D.I.Y. HOLDING (THAILAND) CO., LTD. AND ITS SUBSIDIARIES

31 May 2023

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CODE OF BUSINESS ETHICS

1. INTRODUCTION

MR. D.I.Y. Holding (Thailand) Co., Ltd. (the “**Company**”), together with its subsidiaries (the “**Group**”), developed this Code of Business Ethics (the “**Code**”) to ensure that its employees adhere to the Group’s commitment to the highest ethical standards and law in day-to-day business operation. The success of the Group’s business is dependent on the trust and confidence earned from its employees, customers and shareholders.

- 1.1 The Group gains credibility by adhering to its commitments, displaying honesty and integrity and reaching company goals solely through honourable conduct.
- 1.2 The Code defines the Group’s standards and expectations as they relate to ethical business and serves as a guide to appropriate conduct.
- 1.3 As the applicable laws and general practices may require further guidance and compliance that are more specific as stipulated in the Code, in such circumstances, the strictest standard shall be applied to avoid any violation of the Code.
- 1.4 Whenever planning or considering any action plan, always ask: will this build trust and credibility for the Group? Will this help create a working environment in which the Group can succeed in the long term? Is there any commitment being made that can be followed through with? The only way to earn trust and credibility is by answering “yes” to these questions and by working every day to build our trust and credibility.
- 1.5 The Code is not a comprehensive guide that covers all ethical situation. In any circumstances which is not covered by the Code or in case of any doubt, you may refer to your respective Head of Department or Legal for clarification or guidance.

2. SCOPE

- 2.1 The Code applies to the directors, executives, and employees of the Group.
- 2.2 The Group strongly encourages its business partners to act consistently with the Code when working on the Group’s behalf or cooperation with the Group.

3. RESPONSIBILITY AND COMPLIANCE

- 3.1 It is the responsibility of all employees to act in accordance with the policies of the Group (including but not limited to Anti- Corruption Policy and Prevention of Conflicts of Interest Policy), Good Corporate Governance Policy, Vendor Code of Conduct and other related policies and guidelines.
- 3.2 The Code shall be read in conjunction with all other related and applicable policies, Good Corporate Governance Policy, Vendor Code of Conduct and guidelines which are issued or developed by the Group.

3.3 The Group gives precedence to compliance with the laws, rules and regulations applicable to its business operation, and encourages the directors, executives and employees to study upcoming regulations to which may affect the management and operation of the Group. As such, the Group sets out the guidelines as follows:

3.3.1 The personnel shall perform their duties and operate the Group's businesses in compliance with Public Limited Companies Act, B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended) (the " **SEC Act**") including relevant regulations and notifications and the laws, rules and regulations applicable to its business operation; and

3.3.2 In case of uncertainty on legal compliance, to consult with the Legal beforehand; and

3.3.3 The Group will collect laws, rules, regulations, orders, notifications, and meeting resolutions relevant to the business operation and duties of the personnel, in order for them to research and study properly.

4. DATA PROTECTION AND USE OF GROUP'S DATA

4.1 The Group has put in place its Privacy Policy that everyone shall record, use, manage, store and/or transfer all data and records in compliance with the policy as well as applicable laws including the Personal Data Protection Act B. E. 2562 (2019) (as amended) including relevant regulations and notifications and other relevant regulations.

4.2 In the course of business, the Group may provide its employees with a variety of resources and assets including any licensed applications and/or software for its employees to deliver their work. It is the responsibility of the employees to safeguard and make proper use of the resources and assets in compliance with all applicable laws, the Group's policies and licensing agreements. Employees shall also take all reasonable and necessary steps to prevent loss, damage, misuse, theft or fraud of the Group's resources and assets.

5. CONFIDENTIALITY

5.1 Each employee must maintain the confidentiality of confidential information provided or given access by the Group and/ or its customers, except when disclosure is authorised by the law or regulations. Confidential information includes all non-public information that, if disclosed, might be useful to competitors or harmful to the Group or its customers. It also includes information that suppliers and customers have entrusted to the Group.

5.2 The obligation to preserve confidential information continues even after employment ends.

6. PROTECTION AND PROPER USE OF GROUP ASSETS

- 6.1 All employees should endeavour to protect assets and to ensure efficient use of the same. Any suspected incident of fraud or theft shall be immediately reported for investigation. Except for incidental personal use, the Group's equipment should not be used for purposes that do not relate to the Group's business.
- 6.2 Any usage of assets which are subject to right to use shall be in compliance with the conditions and obligations under the agreements thereof.
- 6.3 Any unauthorised use or distribution of this information is a violation against the Vendor Code of Conduct and the Code and therefore may attract disciplinary proceedings.

7. CONFLICT OF INTEREST

- 7.1 The Group has put in place the Prevention of the Conflicts of Interest Policy.
- 7.2 Any conflict of interest must be declared and must be escalated to the Company Secretary or his/ her direct superior for further action.
- 7.3 The directors and executives shall not spend their working hours or use the Group's resources for their own benefits, either by information research or personal contact during the working hours, and shall not accept works or activities from outside which may reduce performance efficiency while working within the Group.
- 7.4 The directors and executives shall avoid any circumstance which may influence upon their performance or decision-making, or may affect their honesty towards the Group, such as using their positions to enter into procurement with families, friends, or intimates, or using their positions as an influence for their personal benefits.

8. ANTI-CORRUPTION

- 8.1 The Group takes a strong stance against bribery and corruption. No one should directly or indirectly, accept any kind of bribes, kickbacks or any other unlawful or unethical benefits that might be seen to be an activity or behaviour that could give rise to suspicion of such conduct.
- 8.2 The Group has put in place its Anti-Corruption Policy and other related policies. All employees shall adhere to and comply with all the relevant and applicable policies and laws.
- 8.3 The giving or accepting of gifts may create the perception of a conflict of interest or other impropriety that could ultimately affect the reputation and standing of the Group. As such, subject to certain exceptions as allowed in the Anti-Corruption Policy, all employees of the Group are prohibited from receiving or providing gifts.
- 8.4 It is the responsibility of the Group's employees to inform external parties involved in any business dealings with the Group that the Group embraces anti-corruption

and 'no gift' practices under Anti-Corruption Policy and will use its best endeavours to request the external party's understanding and adherence to the Group's policy.

9. INSIDER TRADING

9.1 All the directors, executives and employees of the Group (including other third persons who work for the Group) who have access to confidential information and/or material-price sensitive information are not allowed to use or disclose such information for securities trading purposes or for any other purpose, except to conduct the business of the Group (provided that the use is in accordance with the SEC Act. All non-public information in relation to the Group should be considered confidential, and the use of non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this confidential information is not only unethical but also illegal.

9.2 All directors, executives and employees who are related to the relevant information, as well as their related persons, are prohibited from dealing in or trading the Company's securities during the Blackout Period*.

* "**Blackout Period**" means a period commencing one month prior to the publication of the quarterly/annual financial statements and ending 24 hours after the publication.

9.3 The Group will ensure that its personnel will comply with the Group's policies in relation to inside information.

10. MONEY LAUNDERING

Money laundering is defined as the process of converting illegal proceeds to appear legitimate and is not limited to only cash transactions. Involvement in such activities undermines the Group's integrity, damages its reputation and may expose the Group, and the perpetrators to severe sanctions and legal consequence. All employees will report to the Head of Internal Audit Department for any suspicious financial transactions and activities.

11. WHISTLEBLOWING

11.1 The Group has put in place its Whistleblowing Policy to uphold the highest standard of professionalism, integrity and ethical behaviour in the conduct of the Group's business and operations.

11.2 The Whistleblowing Policy sets out the reporting channel, guidelines and procedures which enable anyone including employees and members of the public to lodge any genuine concerns pertaining to any actual or suspected unlawful, illegal, wrongful or improper conduct.

11.3 The Group will not retaliate nor condone any retaliation against employees who made such whistleblowing report in good faith.

12. EMPLOYEES

The Group realises the significance of human resource development and fairness treatment towards the employees, as well as respects the rights of employees according to human rights principles and labour laws. In this regard, the Group sets out the guidelines as follows:

- 12.1 to conduct employment process by considering ability, position fit and culture fit as well as provide employment terms and conditions, as well as employee benefits, with fairness and align with individual's and company's performance;
- 12.2 to support human resource development by organising training programs, and academic seminars in various fields, as well as educating positive aspects with good morals, ethics;
- 12.3 to create positive working environment;
- 12.4 to put in place a key performance indicator (KPI) with transparency and without discrimination;
- 12.5 to comply with applicable labour laws and regulations (including health and safety laws);
- 12.6 to put in place whistleblowing channels for employees;
- 12.7 to avoid doing or conducting any act that would be unfair to employees or affect job stability of employees; and
- 12.8 to treat all employees in a non-abusive manner.

13. SHAREHOLDERS

The Group has implemented the guidelines under the Good Corporate and Governance Policy in relation to fair and equal treatment of shareholders to ensure that the shareholders' opportunity to participate effectively in decision-making involving significant corporate matters. The shareholders have the same right to attend and vote at shareholders' meetings, whereby the Company will notify them of rules and regulations governing conduct of shareholders' meetings, voting requirements for each class of shares, procedures for voting and expressing opinions;

The Group will disclose its important information, financial reports and operating results in an accurate, comprehensive, timely, transparent and reliable manner in order for shareholders to understand financial position of the Group on a regular basis through easily accessible communication channels.

14. CUSTOMERS

The Group will treat its customers with fairness without discrimination. In this regard, the Group will not disclose the customers' information obtained from its business operation which, in general practices and will not exploit such information for its own

benefits or others'. The Group is committed to enhance satisfaction and assurance to the customers under proper safety and technology, as well as maintain and improve the standardised qualities constantly. In this regard, the Group sets out the guidelines for its personnel:

- 14.1 to provide services to customers with sincerity by providing useful and accurate information to customers by taking consideration of the best benefits of customers, and not providing misleading information to customers in relation to products, services and terms and conditions, through easily accessible communication channels;
- 14.2 to respond to customers' demand in a sufficient and comprehensive manner, in order to focus on long-term customer satisfaction;
- 14.3 to strictly comply with terms and conditions given to the customers;
- 14.4 to deal with customers in a polite manner and behave to be trusted by the customers;
- 14.5 to maintain customers' confidential information and not illegitimately use it for the benefits of the Group and others;
- 14.6 not to disclose any customers' confidential information unless consent is given;
- 14.7 not request, receive or pay any benefits which imply a dishonest or illegitimate intention;
- 14.8 to strive on seeking ways or methods that are able to respond the customers' demand on a regular basis; and
- 14.9 to establish a department responsible for receiving complaints in order to ensure that customers receive services with the highest satisfaction, and learn from such complaints to solve problems of the Group on a regular basis.

15. VENDORS

In order for the business operation to be conducted in an ethical and socially responsible manner and in compliance with applicable laws and regulations, the Group has implemented the Vendor Code of Conduct setting out obligations and standards on business and ethical practices, which is expected for all vendors engaging with Group and to comply with.

16. CREDITORS

The Group will treat its creditors equally and avoid any circumstance which may cause conflicts of interest, as well as strictly comply with the provisions prescribed under the agreements entered into with creditors. As such, the Group requires the directors, executives and employees to comply as follows:

- 16.1 to treat the creditors with equality and fairness on the basis fair benefits for both parties, and strictly comply with the conditions and agreements as mutually agreed;
- 16.2 in case of inability to comply with any condition, to notify the creditors in advance for further consideration on solutions to be provided; and
- 16.3 with regard to business negotiation, to avoid claims, receipts, or provisions of benefits that are not made in good faith and if there is information on any claim, receipt of provision of benefits that is not in good faith, to disclose the details of such information to the creditors without delay in for further consideration on solutions to be provided.

17. COMPETITORS

The Group is committed to treat its competitors with fairness. As such, the Group implements the guidelines as follows:

- 17.1 competition must be conducted with fairness without any damages against the reputation of competitors by means of defamation, or any other action committed without truth or fairness;
- 17.2 the competitors' trade secrets will not be obtained by unlawful or wrongful means;
- 17.3 the Group will support and encourage free trade competition with fairness, without violation against the intellectual property or obtaining trade secrets of the competitors in a fraudulent manner;
- 17.4 the Group may from time to time communicate with the competitors to exchange opinions, providing that the conversation relating to pricing, marketing approaches, sale territories and targets, and undisclosed market research will be avoided; and
- 17.5 the Group will support and encourage free trade competition by avoiding any action to enter into an agreement with the competitors for the purpose of reducing or limiting competition.

18. HUMAN RIGHTS

The Group supports and respects the protection of human rights, whereby the Group will treat all stakeholders, such as the employees, communities, and society with respect in human dignity, equality and liberty. There will be no violation against the fundamental rights, and no discrimination whether in terms of race, nationality, religion, language, gender, age, education, physical condition, or social status. The Group will also ensure that its businesses as well as its Directors, Executives, and Employees will not be involved in human rights violation, either directly or indirectly.

19. ENVIRONMENT AND SOCIETY

The Group realises the significance of natural resource conservation and contribution to the society. In this regard, the Group supports an efficient use of resources by taking into account safety of the society, communities and environment, an operation of business

with standardized operational system and good management control, and sustainable development of the environment and the society. The Group also strives to create awareness among the employees in all levels with regard to their responsibilities towards surrounding communities, society and environment, and support any activity which engages in environment conservation.

In this regard, the Group puts in place a policy in relation to environmental, social, and governance (ESG).

20. INTELLECTUAL PROPERTY RIGHTS

The obligation of employees to protect assets of the Group include its proprietary information, intellectual property (such as trademarks, copyrights, patents, designs and trade secrets) and business or marketing strategic plans, ideas, databases, records, salary information and any unpublished financial data and reports. In this regard, the Group sets out the guidelines as follows:

- 20.1 all directors, executives and employees must honour and respect the intellectual property rights of third parties and will not infringe any intellectual property or use other people's works for the benefits of their own or the Group, and the Group will obtain legal authorisation from the owner of each intellectual property before using such intellectual property;
- 20.2 the directors and executives must encourage and support all employees to create innovations related to the Group's business in the manner that does not infringe any others' trademarks, copyrights, nor patents;
- 20.3 directors, executives, and employees must be careful of unauthorized use of intellectual property of others;
- 20.4 directors, executives, and employees will not use nor disclose any information and secrets of the Group, such as information derived from ideas, research, technical knowledge related to or occurring during working with the Group to third parties, whether or not such information or secrets have been registered under intellectual property laws;
- 20.5 directors, executives, and employees will not use the intellectual property, trade secrets and any information of the Group for personal benefits nor publicise them without permission from the Group, and ensure that the intellectual property will be used in the best interest of the Group;
- 20.6 directors, executives, and employees will protect and preserve the intellectual property owned by the Group from infringement or unauthorised use; and
- 20.7 directors, executives, and employees will respect and comply with contracts, agreements and applicable laws bound by the Group in relation to the use of intellectual property, such as laws on copyrights, patents, trademarks, trade secrets, etc.

21. DISPLINARY ACTION

The Group's personnel who do not observe the Code will encounter disciplinary action in accordance with the Group's regulations which may include termination of employment and/or may face legal action.

22. MONITORING AND EVALUATION MECHANISMS

The Internal Audit Department will monitor and evaluate compliance with the Code and report the compliance results to the Board of Directors on a regular basis.

23. REVIEW OF THE CODE

This Policy shall be reviewed at least once a year by Legal Department. If there is any proposed modification required to be made to this Policy, it shall be escalated to the Board for consideration.

The Code shall be effective from 31 May 2023 by approval of the Company's Board of Directors meeting No. 4/2023.



(Mr. Ong Chu Jin Adrian)

Chairman of the Board of Directors
MR. D.I.Y. Holding (Thailand) Co., Ltd.