

noble

Conflicts of Interest Prevention Policy

-Translation-

Conflicts of Interest Prevention Policy

Noble Development Public Company Limited (the “Company”) recognizes the importance of conducting business with integrity, honesty, and a commitment to social responsibility, as well as in a transparent and auditable manner. Therefore, to maximize the benefits of the Company and its stakeholders and to prevent directors, executives, and employees at all levels from carrying out their duties, holding office, or engaging in any transaction on behalf of the Company that might lead to a conflict of interest, the Board of Directors has adopted Conflicts of Interest Prevention Policy with the following guidelines:

Guidelines

Directors, executives, and employees shall refrain from engaging in any transaction that may cause conflicts of interest with the Company, and must avoid any action that generates a conflict of interest with the Company or seeks to benefits of their own and/or related persons. The following actions could consequence in a potential conflicts of interest:

1. Competition with the Company or its Subsidiaries

Directors, executives, and employees shall refrain from competing with the Company’s or its subsidiaries’ businesses or engaging in comparable activities. They also should avoid holding shares, positions as the directors, executives, or advisors in other companies that operate in a similar business to the Company or its subsidiaries, or even that conduct business within this sector. However, holding shares and roles as directors, executives, or advisors in other companies is still an option if doing so would not conflict with the Company’s interests or its obligations to the Company or its subsidiaries.

2. Benefits from Personal Business with the Company or its Subsidiaries

Executives, and employees should complete the form on conflicts of interest to disclose information and report to their supervisors and the Human Resources Group about personal businesses or those of their family members that may result in a conflict of interest with those of the Company or its subsidiaries. Examples include investments, consulting for the Company’s business partners or customers, or trading goods or services with the Company or its subsidiaries, either directly or indirectly through other third parties.

3. Reporting on Director and Executive Interests

The Company requires directors, executives, and related persons to report their interests in the form specified by the Company, which must be reviewed annually. Such report shall comprise information to support the Company’s operations in accordance with the requirement regarding related party transactions, which are transactions that may cause conflicts of interest and lead to siphoning of interest of the Company and its subsidiaries, as follows:

- The first report: must be completed within 15 days after becoming a director or executive of the Company.
- Report on changes to relevant information: It must be sent within 3 business days of the day the relevant information changed, and it must include the sequential number of the modification.

As a result, the Company Secretary will collect reports from each director and provide copies to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days of receiving those reports.

4. The exploitation of inside knowledge for personal benefit

Directors, executives, employees, including all relevant persons, advisors of the Company, and people who are assumed to know or possess inside information related to the Securities and Exchange Act are prohibited from disclosing information to third parties, such as financial statements, acquisitions or disposal of securities or investment projects having significant value, significant operation and development or investment strategy, and the Company's policies or business strategy, and shall not abuse their authority in the Company or use any inside knowledge or other information which was made known to them or which they have come to know in the course of their performing duties for the Company, and which has not been disclosed to the public, to illegally seek benefits, or disclose to third parties for their personal gain or for the benefit of others, whether directly or indirectly, regardless of whether or not they gain benefits in return. Additionally, they must closely adhere to the Information Disclosure Policy.

5. Directors, executives, and employees must avoid related party transactions with themselves or related persons/ juristic persons that could create a conflict of interest with those of the Company or its subsidiaries. In the event that a transaction is required for the benefit of the Company, it must be done as if it were normal business practice, transparent, and with the goal of maximizing the Company's benefits.
6. Directors must refrain from considering and/or voting on matters in which they have vested interests or conflicts of interest, both directly and indirectly, to ensure that the Board of Directors makes fair decisions.
7. The Audit Committee shall first provide comments on the necessity of entering into the transaction and the appropriateness of the transaction's pricing for all transactions involving related parties of the Company, subsidiaries, and persons who may have conflicts of interest or invested interests. The Company, then, shall comply with applicable rules concerning connected transactions under related law, and the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

8. Directors, executives, and employees must ensure that the Company has complied with the requirements and methods of disclosing information on related party transactions or transactions that may result in a conflict of interest in accordance with the law and the regulations of relevant regulatory bodies in order to ensure that transaction is reasonable and in the best interests of the Company.
9. All executives and staff members should refrain from entering into any financial commitments with individuals conducting business with the Company or with its employees.
10. All executives and employees are prohibited from paying or handing over the Company's assets to anyone without written consent from their line of work supervisors.

Whistleblowing Channels

Individuals who observe any actions that violate this policy should report them to the Chairman of the Audit Committee through the following channels:

- The Website at www.noblehome.com in section of "Investor Relations" topic "Whistleblowing and Corruption Issues"
- Email: cg@noblehome.com
- Information Center

To: Chairman of the Audit Committee

Address: Noble Development Public Company Limited (Head office)
1035, Noble Building, Ploenchit Road, Lumpini
Pathumwan, Bangkok 10330, Thailand.

Phone: 0-2251-9955 ext. 1500

Fax: 0-2251-9977

Penalty

The Company stipulates disciplinary penalties for executives and employees of the Company and its subsidiaries. If there is a violation of the policy, the Company shall issue a written warning, wage cut, temporary suspension without pays or disciplinary layoff, respectively. The punishment will be determined based on the intention and the severity of the offense.

This policy has been approved by the meeting of the Board of Directors No.6/2022 held on August 11, 2022.

-Signature-

(Ms. Punnee Chaiyakul)

Chairwoman of the Board

Sample situations that may cause conflicts of interest

Examples of situations that may potentially lead to conflicts of interest and **are prohibited**:

1. Using Company's internal information for personal gain and/or those related to them
2. Utilizing of Company's assets for personal purposes
3. Working on external businesses during work hours
4. Receiving benefits or gifts with a value exceeding Baht 3,000 for oneself or those related to them from any supplier without reporting it to the supervisor or Human Resources Group
5. Conducting external business with the Company's supplier while having an active role in the procurement process
6. Involving in procurement process, promotion, or performance evaluation of a personnel with whom you have personal/financial relationship with
7. Offering or accepting personal loan, discount, or other benefits from suppliers or competitors of the Company
8. Holding a position as a director or advisor at competitors' companies
9. Executives or employees, or family members of executives and employees, to act as contractors, business partners, or suppliers to the Company.

Examples of situations that may potentially lead to conflicts of interest that **should be reported**:

1. Completing transaction or operation which results in personal gain, whether directly or indirectly
2. Holding director, advisor position at other companies
3. Family members of executives and employees engage in any business transaction with the Company in which they are not parties and make decisions, such as contractors, suppliers, or product distributors.

noble