

	Conflict of Interest Policy	
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## Conflict of Interest Policy

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## Preface

JMT Network Services Public Company Limited, together with its joint ventures and subsidiaries, places great importance on and understands the objectives of conducting business for the maximum benefit of shareholders, stakeholders, and related parties in a fair and transparent manner. The Company exercises caution in matters involving conflicts of interest and has therefore established a policy to serve as a guideline for proper conduct.

## Objective


1. To establish a Conflict of Interest Policy for JMT Network Services Public Company Limited, its joint ventures, and subsidiaries, ensuring consistent practices across the organization.
2. To serve as a tool for communicating the written Conflict of Interest Policy to all personnel of JMT Network Services Public Company Limited, its joint ventures, and subsidiaries, in order to foster a shared understanding.

## Scope of Work

This Conflict of Interest Policy applies to the business operations of JMT Network Services Public Company Limited, its joint ventures, and subsidiaries, with the purpose of preventing conflicts of interest and providing guidelines for appropriate conduct.

## Rationale

JMT Network Services Public Company Limited, together with its joint ventures and subsidiaries, is committed to conducting business with integrity, rationality, and independence, while treating shareholders, stakeholders, and related parties equally in accordance with the principles of good corporate governance. This commitment supports the Company's stable and sustainable growth. For any transactions conducted with parties who have authority or influence over the Company's decision-making—such as directors, major shareholders, or executives—that may potentially lead to conflicts of interest, the Company prioritizes the best interests of the Company, treating such transactions as if they were conducted with external parties.


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## Definitions

**Related parties refer** to individuals or legal entities that have a relationship with directors, major shareholders, or executives in any of the following manners:

- (a) The spouse of such person.
- (b) The minor child of such person.
- (c) An ordinary partnership in which such person or the persons specified in items (a) or (b) are partners.
- (d) A limited partnership in which such person or the persons specified in items (a) or (b) are general partners, or are limited partners holding more than 30 percent of the total capital of the limited partnership.
- (e) A limited company or public limited company in which such person, or the persons specified in items (a) or (b), or the partnerships specified in items (c) or (d) collectively hold more than 30 percent of the total issued shares.
- (f) A limited company or public limited company in which such person, or the persons specified in items (a) or (b), or the partnerships specified in items (c) or (d), or the company specified in item e. collectively hold more than 30 percent of the total issued shares.
- (g) A legal entity in which such person has the authority to manage as a representative of the entity.

**Conflict of interest refer** performing duties that are intended to achieve outcomes or benefits in line with the Company's objectives, but instead result in advantages for oneself or others, causing the Company to not receive its rightful benefits or potentially causing harm to the Company in any manner.

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## Conflict of Interest Policy

JMT Network Services Public Company Limited, together with its joint ventures and subsidiaries, recognizes the importance of conducting business with honesty, transparency, and accountability, which are key principles of good corporate governance and contribute to enhancing organizational effectiveness. The Company has therefore established a policy requiring directors, executives, and employees to avoid any actions that may conflict with the Company's interests, which may arise from:

- Engaging with the Company's business-related parties, such as customers or partners;
- Exploiting opportunities or using the Company's internal information for personal gain;
- Entering into transactions with the Company;
- Operating businesses that compete with the Company, etc.

In cases where such transactions are unavoidable, the Company will ensure that they are carried out transparently and fairly, as if dealing with an external party, with a focus on the Company's best interests and fairness to all related parties.

In cases where actions are found to potentially constitute a conflict of interest with the Company, directors, executives, and employees are required to report or submit any whistleblowing information and complaints through the following channels:


1. **Email:** [ir@jmntnetwork.co.th](mailto:ir@jmntnetwork.co.th)
2. **Website:** <https://www.jaymart.co.th/th/investor-relations/whistleblowing-and-complaint-form>
3. **Postal Mail:** Addressed to "Audit Committee" at 187,189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240
4. **Suggestion Box:** Located at the reception counter, Building A, Jay Mart Building

As specified in the Company's Whistleblowing and Complaint Policy.

## Prevention of Conflicts of Interest


The Company has established the following guidelines to prevent conflicts of interest:

1. Directors, executives, and employees shall refrain from engaging in any business activities that are of the same nature as, or in competition with, those of the Company or its subsidiaries, whether for personal gain

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or for the benefit of others, which may cause direct or indirect harm to the Company. This includes becoming a partner, a shareholder with decision-making power, or an executive in any business that competes with or is similar in nature to the Company or its joint ventures or subsidiaries, unless it can be demonstrated that there are mechanisms in place to ensure that such conduct will not adversely affect the Company. In such cases, measures must be established to ensure the best interests of the Company and its shareholders as a whole. Directors, executives, and employees must immediately report such matters to the Chairman of the Audit Committee.


2. Directors, executives, and employees shall refrain from holding a significant number of shares in businesses that compete with the Company, if such holding would impair their ability to perform or refrain from performing their duties, or if it could affect their performance of responsibilities. In cases where the shares were acquired prior to becoming a director, executive, or employee, or before the Company entered into that business, or if acquired through inheritance, the directors, executives, and employees must immediately report such holdings to the Company in accordance with the procedures prescribed by the Board of Directors.
3. Directors, executives, and employees shall not use the Company's confidential information or assets for their own benefit or for the benefit of others, including engaging in businesses that compete with the Company or are related to the Company's business.
4. Directors, major shareholders, and executives who have a vested interest in any particular agenda item must refrain from voting or attending the meeting during the consideration of such agenda, where they and/or their related persons have a conflict of interest or a vested interest in the transaction that may result in a conflict of interest with the Company.
5. Directors, major shareholders, executives, and employees are required to disclose any business activities or enterprises conducted personally, with family members, relatives, or dependents, that may potentially cause a conflict of interest with the Company or its subsidiaries. The Company Secretary shall be responsible for coordinating the preparation of documentation for the disclosure of both direct and indirect interests on an annual basis, or when there are significant changes to the previously disclosed information. The Company Secretary shall compile and report such disclosures to the Board of Directors at least once a year. The disclosures shall include, but are not limited to, the following:
  - 5.1. Joint investments or interests with suppliers or customers of the Company.
  - 5.2. Holding any position or serving as an advisor to suppliers or customers of the Company.

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5.3. Trading goods or providing services to the Company or its subsidiaries directly or indirectly through others.

6. The Board of Directors shall oversee the Company's compliance with the Securities and Exchange Act, regulations, announcements, orders, or rules issued by the Stock Exchange of Thailand (SET), the Office of the Securities and Exchange Commission (SEC), and the Capital Market Supervisory Board. In addition, the Company must disclose information regarding related party transactions in various reports in accordance with the rules and regulations of the SET and other relevant regulatory authorities.
7. Directors, executives, and employees of the Company must make business decisions in the best interests of the Company.
8. Directors, executives, and employees of the Company must perform their duties full-time to the best of their abilities and must not engage in any personal business that interferes with the performance of their duties or working hours for the Company.
9. Directors, executives, and employees of the Company must not engage in any actions that constitute managing or operating in a way that undermines the Company's interests or benefits any individual or legal entity, whether for personal gain or for the benefit of others.
10. Directors, executives, and employees of the Company must avoid having any financial and/or personal relationships with external parties that could result in the Company losing benefits, cause a conflict of interest, or hinder effective performance of duties.

The policy shall be effective from December 8, 2023 onwards.



The approver of the Conflict of Interest Policy

Mr. Adisak Sukumvitaya

Chairman of the Board of Directors

