THAICOM



Thaicom Public Company Limited

Securities Trading Policy

2023 Edition

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Table of Contents

1.	INTRODUCTION	1
2.	PURPOSE	1
3.	SCOPE	1
4.	DEFINITION	1
5.	ROLES AND RESPONSIBILITIES	3
6.	POLICY AND PROCEDURES	3
	6.1 Insider Trading Prohibition	3
	6.2 Designated Persons	3
	6.3 Blackout Periods	4
	6.4 Report of Securities Holdings	5
	6.5 Trading Exemptions	6
	6.6 Other Trading Restrictions	6
7.	SEEKING GUIDANCE	7
8.	POLICY VIOLATIONS	7
9.	RELATED POLICIES	7
10.	REVIEW OF THE POLICY	7
APPENDICES		
APPENDIX 1: REPORT OF SECURITIES HOLDING IN THAICOM GROUP		
APPENDIX 2: REPORT OF CHANGES IN SECURITIES HOLDING IN THAICOM GROUP		

Thaicom Public Company Limited

Securities Trading Policy

1. INTRODUCTION

Thaicom Public Company Limited ("the Company") is committed to treating all of its shareholders with transparency and fairness in accordance with good corporate governance principles. In order to achieve this, the Board of Directors has developed and adopted the following Securities Trading Policy ("this Policy").

2. PURPOSE

This Policy is intended to:

(1) Provide rules and guidelines for trading the Company's securities;

(2) Help the Company's directors, executives and employees to comply with the Securities and Exchange Act, B.E. 2535 regarding insider trading;

(3) Preserve shareholder and investor's confidence in trading of the Company's securities.

3. SCOPE

3.1 This Policy applies to all directors, executives and employees of the Company. Some areas of this Policy also extend to their spouses or cohabitees and minor children, as well as any juristic person in which the aforementioned persons hold an aggregated amount of shares exceeding 30% of its total voting rights if this amount constitutes the largest proportion of the overall shareholding.

3.2 This Policy covers trading in the securities of the Company and the companies in its group that are listed on the Stock Exchange of Thailand (collectively known as "Thaicom Group's Securities").

4. DEFINITION

In this Policy, the words and expressions listed below shall have the meanings hereby assigned to them except where the context otherwise require.

(1) "Securities" means securities, convertibles and derivatives as defined in notifications from the Office of the Securities and Exchange Commission, regarding the preparation of reports on changes to securities and derivatives holding of directors, executives, auditors, plan preparers, and plan administrators.

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(2) "Trade" or "Trading" includes buying, selling or otherwise transferring or accepting the transfer of the beneficial or legal interest in securities. It also covers the exercise of rights concerning stock options and warrants.

(3) "Insider Information" means information material to change in the prices of securities which has not yet been disclosed to the public. Examples of insider information include, but are not limited to, the following:

(a) A joint venture, consolidation or acquisition.

(b) The declaration or omission of dividends or the determination of earnings.

(c) Any change in a share's par value or payment of a dividend in shares.

(d) The acquisition or loss of a significant commercial contract.

(e) A significant new product or development of a resource, technology, product or market, or a significant discovery concerning a natural resource.

(f) Any change in control of the Company or a significant change in its management.

(g) A call to redeem securities.

(h) The borrowing of a significant amount of funds.

(i) The issuance of a significant amount of new shares for sale to the general public or any individual.

(j) Significant litigation.

(k) The purchase or sale of a significant asset.

(l) Any significant change in capital investment plans.

(m) Any significant change in the Company's objectives.

(n) A significant labor dispute of legal dispute with a sub-contractor or supplier.

(o) A tender offer for another company's securities.

(p) A significant change in accounting policy.

(4) "First Four Executives" are the persons in executive positions defined by the Capital Market Supervisory Board.

5. ROLES AND RESPONSIBILITIES

5.1 The Board of Directors is responsible for overseeing this Policy to ensure that all directors, executives and employees comply with the established rules and guidelines in trading Thaicom Group's Securities.

5.2 The Compliance Office has the primary responsibility for implementing this Policy and monitoring its effectiveness as well as handling any queries about interpretation.

5.3 All executives are responsible for ensuring that every person who reports to them is made aware of and understands this Policy.

5.4 All directors, executives and employees must strictly adhere to this Policy when trading Thaicom Group's Securities as well as communicate this Policy to their spouses or cohabitees and minor children.

6. POLICY AND PROCEDURES

6.1 Insider Trading Prohibition

All directors, executives and employees must comply with the insider trading prohibition as defined in Section 241 of the Securities and Exchange Act, B.E. 2535: "In the purchase or sale of securities which are listed in the Securities Exchange or traded in an over-the-counter center, no person, whether directly or indirectly, shall purchase or sell, offer to purchase or sell or invite any other person to purchase, sell or offer to purchase or sell securities which are listed in the Securities Exchange or traded in an over-the-counter center in such a way as to take advantage of other persons by using information material to changes in the prices of securities which has not yet been disclosed to the public and to which information he has access by virtue of his office or position, and whether or not such act is done for his own or another person's benefit, or to disclose such information so that he will receive consideration from the person who engages in the aforesaid acts".

6.2 Designated Persons

6.2.1 "Designated persons" are the persons who, because of their positions or responsibilities, have access to the Company's inside information. (This term includes their spouses or cohabitees and minor children, as well as any juristic person in which the aforementioned persons hold an aggregated amount of shares

exceeding 30% of its total voting rights if this amount constitutes the largest proportion of the shareholding). These include:

(1) Directors

(2) First Four executives

(3) Executives and employees in the following departments: Portfolio Management, Corporate Accounting, Corporate Finance, New Business, Investor Relations, Office of the Company Secretary, Internal Audit, Legal, Compliance, and Office of the CEO;

(4) All executives and employees who participate in the meetings of the Company's Board of Directors and/or its sub-committees;

(5) Any other persons designated by the Company.

6.2.2 The Compliance Office is responsible for maintaining the register of designated person, as well as notifying them when their names are added or removed.

6.3 Blackout Period

6.3.1 All designated persons are prohibited from trading Thaicom Group's Securities for a period of fourteen (14) days prior to the disclosure or publication of the quarterly and annual financial statements, or any other period that the Company might specific from time to time.

6.3.2 In exceptional circumstance, designated persons may sell Thaicom Group's Securities during the blackout period if they have a severe financial hardship or they have to meet legal or regulatory requirements, especially under a court order. In this case, the designated persons must complete a written request, explaining his or her reasons for selling securities, and submit to one of the following persons for approval:

(1) The Chairman of the Board (in the case of directors and the Company Secretary);

(2) The Chairman of the Audit and Risk Committee (in the case of the Chairman of the Board);

(3) Chief Executive Officer (in the case of any designated persons other than directors and the Company Secretary).

A copy of the request must also be submitted to the Company Secretary.

6.3.3 The Compliance Department will publish the dates of the blackout period in advance in order to help the designated persons to comply with this instrument.

6.4 Report of Securities Holdings

6.4.1 Initial Reporting

All designated persons must report their holdings of Thaicom Group's Securities (including securities held by their spouses or cohabitees and minor children) to the Company Secretary in one of the Form below.

(1) Report of Directors' and Executives' Interest and Personal Information (Form 89/14)[1]

(2) Report of Securities Holding in Thaicom Group (Appendix 1), which must be submitted seven (7) business days of notification by the Company Secretary (refer to 6.2.2) in the case of designated persons other than directors and first four executives.

6.4.2 Reporting of Changes

All designated persons must also report any changes in their holdings of Thaicom Group's Securities (including securities held by their spouses or cohabitees, and minor children) to the Company Secretary in one of the forms below within three (3) business days of the trading date.

(1) Report of Changes in Directors' and Executives' Interest and Personal Information (Form 89/14-1) [2] in the case of directors and first four executives;

(2) Report of Changes in Securities Holding in Thaicom Group (Appendix 2) in the case of designated persons other than directors and first four executives.

[1] Form 89/14 can be found in Rule and Procedures for Reporting of Directors' and Executives' Interest in Thaicom Plc. and Its Affiliated Companies.

[2] Form 89/14-1 can be found in Rule and Procedures for Reporting of Directors' and Executives' Interest in Thaicom Plc. and Its Affiliated Companies.

6.4.3 Reporting of directors and first four executives

All directors and first four executives are responsible for preparing and disclosing their holdings of the Company's Securities (including securities held by their spouses or cohabitees and minor children) as well as any changes in their holdings to the Office of the Securities and Exchange Commission in compliance with Section 59 of the Securities and Exchange Act, B.E. 2535.

The Company Secretary must submit copies of the aforementioned form in 6.4.1 and 6.4.2 to the Chairman of the Board, the Chairman of the Audit and Risk Committee and the Chief Executive Officer within seven (7) business days of receipt, and report the details at the next Board's meeting.

6.5 Trading Exemptions

This Policy does not apply in the following situations:

(1) The acceptance of a takeover offer;

(2) The exercise of stock option or warrants under one of the Company's share plans, although any share or debentures that are purchased may not be sold during a blackout period.

6.6 Other Trading Restrictions

6.6.1 The Company encourages its designated persons to make long-term investments in Thaicom Group's Securities. Therefore, they should not engage in speculative or short-term trading (less than a three-month period) of the said securities.

6.6.2 All designated persons should avoid the following transaction:

(1) Short selling of Thaicom Group's Securities as it may signal to the market that the seller has no confidence in the Company and/or its subsidiaries;

(2) Trading derivatives (i.e. futures and options) in relation to Thaicom Group's Securities as it may create the appearance of trading based on inside information;

(3) Holding Thaicom Group's Securities in a margin account as they may be sold by a broker without holder's consent if they fail to meet a margin call.

7 SEEKING GUIDANCE

Any director, executive or employee who has a question with respect to this Policy, or whether material inside information exists has been disclosed, or whether or not they may trade in a given circumstance, should contact the Compliance Office for guidance.

8 POLICY VIOLATIONS

Any director, executive or employee who violates this Policy may face disciplinary action up to and including termination of employment, and may also be subject to criminal and civil liabilities under the Securities and Exchange Act, B.E.2535.

9 RELATED POLICIES

This Policy should be read in conjunction with the following documents issued by the Company:

(1) Corporate Governance Policy

(2) Code of Conduct

(3) Rules and Procedures for Reporting of Directors' and Executives' Investment in Thaicom Plc. and Its Affiliates Companies

(4) Market Disclosure Policy

(5) Employee Handbook

10 REVIEW OF THE POLICY

The Compliance Office must review this Policy on an annual basis and submit any proposed amendments to the Board of Directors for approval.

This Policy became effective on 31 January 2023.

Mr. Somprasong Boonyachai

Chairman of the Board of Directors

Thaicom Public Company Limited

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REPORT OF SECURITIES HOLDING IN THAICOM GROUP

Name of Reporter:	Position:	Marital Status: ❑ Single ❑ Married ❑ Others _____
Date Added to the Designated Persons Register:	Reporting Date:	
I, my spouse (or cohabitee), minor children or juristic person in which I, my spouse (or cohabitee) and minor children hold an aggregated amount of shares exceeding 30% of the total voting rights, constituting the largest proportion of the overall shareholding.	❑ Do not hold any securities in THAICOM Group ❑ Hold securities in THAICOM Group. as listed in the table below	

Name of securities holder	Types of securities	Number of securities currently held
Reporter	Common shares	
	Preferred shared	
	Warrants	
	Transferable subscription rights	
	Convertible debentures	
	Derivative warrants	
	NVDR	
	Stock futures	
	Structured debentures	
	Others (specify)_____	
Spouse Name: _____	Common shares	
	Preferred shared	
	Warrants	
	Transferable subscription rights	
	Convertible debentures	
	Derivative warrants	
	NVDR	
	Stock futures	
	Structured debentures	
	Others (specify)_____	

Cohabitee Name: _____	Common shares	
	Preferred shared	
	Warrants	
	Transferable subscription rights	
	Convertible debentures	
	Derivative warrants	
	NVDR	
	Stock futures	
	Structured debentures	
	Others (specify)_____	
Minor children Name: _____	Common shares	
	Preferred shared	
	Warrants	
	Transferable subscription rights	
	Convertible debentures	
	Derivative warrants	
	NVDR	
	Stock futures	
	Structured debentures	
	Others (specify)_____	
Juristic Person in which I, my spouse (or cohabitee) and minor children hold an aggregated amount of shares exceeding 30% of the total voting rights, constituting the largest proportion of the overall Shareholding. Name: _____	Common shares	
	Preferred shared	
	Warrants	
	Transferable subscription rights	
	Convertible debentures	
	Derivative warrants	
	NVDR	
	Stock futures	
	Structured debentures	
	Others (specify)_____	

I hereby certify that the above report is complete and true in all respects.

Signature of Reporter: _____

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Appendix 2

REPORT OF CHANGES IN SECURITIES HOLDING IN THAICOM GROUP

Name of Reporter::			Position:						
Name of securities:			Reporting date:						
Name of securities holder	Types of securities	Transaction date	No. of securities held before acquisition / disposition	Acquisition / Disposition		No. of securities held after acquisition / disposition	Method of acquisition / disposition	Transaction made through (specify broker's name)	Purchaser / Transferee (specify name and relationship)
				Amount	Average price				
❑ Reporter ❑ Spouse: (Name_____) ❑ Cohabitee (Name_____) ❑ Minor Children: (Name_____) ❑ Juristic Person in which I, my spouse (or cohabitee) and minor children hold an aggregated amount of shares exceeding 30% of the total voting rights, constituting the largest proportion of the overall shareholding. (Name_____)	Common shares								
	Preferred shared								
	Warrants								
	Transferable subscription rights								
	Convertible debentures								
	Derivative warrants								
	NVDR								
	Stock futures								
	Structured debentures								
	Others (specify)_____								

I hereby certify that the above report is complete and true in all respects.

Signature of reporter: _____