



Securities Trading Policy
of
Directors, Executives and Employees

Advanced Info Service Plc.

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Securities Trading Policy of Directors, Executives and Employees

Advanced Info Service Plc. and Subsidiaries

1. Preface

Advanced Info Service Plc. and subsidiaries hereinafter referred to as (“**Company**”) strives to treat all shareholders equally and transparently and is in accordance with Good Corporate Governance Principles. To achieve such commitment, the Board of Director has prepared and put in place Securities Trading Policy of Directors, Executives and Employees hereinafter referred to as (“**Policy**”) in order to enhance such Principles.

2. Objectives

This Policy is part of the Codes of Business Ethics and its main objectives are to:

- (1) Specify rules and practice guidelines related to Securities Trading of directors, executives and Employees;
- (2) Facilitate Company’s directors, executives and Employees to comply with the Securities and Exchange Act B.E. 2535 including any other related Notifications governing Securities Trading;
- (3) Maintain sense of confidence of shareholders and investors who invest their capital into Company Group’s Securities.

3. Scope

3.1 This Policy shall be enforced on directors, executives, Employees and any other Designated Persons as specified by the Company;

3.2 This Policy shall cover Trading of Company and Intouch Holdings Plc.’s Securities which are registered in the Stock Exchange of Thailand (“**SET**”), hereinafter collectively referred to as (“**Company Group’s Securities**”);

4. Definitions

Any statement or wording being used in this Policy shall have the following meanings unless such statement is being displayed or explained in other contexts.

(1) “**Securities**” means shares (common and preferred), debentures, stock options, derivatives (e.g. futures and options), warrants and any other financial instruments which is eligible for Trading, transferring, accepting transfer and/or exchanging in the financial market;

(2) “**Trading**” means purchase, sell, transfer or accept transfer of any benefits under the law including exercise the rights under stock options or warrants;

(3) “**Inside Information**” means any material facts, which could influence any changes in securities prices, and is not being disclosed to the public. Examples of Inside Information are, for instance,

- a) Joint venture, merger & acquisition, acquisition of business and/or material assets;

- b) Announcement of payment or non-payment of dividend or announcement of profit or losses;
- c) Changes in par value or stock dividend payment;
- d) Acquisition or loss of material commercial contracts and/or licenses for operating businesses;
- e) Launching of key new products, important development related to technologies, products, service offerings and marketing or important discovery related to products, service offerings and new technologies which lead to patent registration;
- f) Changes to controlling power or material changes to the board of director and executives;
- g) Redemption of Securities;
- h) Taking out significant amount of loan which has material impact to financial status and operating results;
- i) Issuance of right offerings in significant amount by offer for sale to the public or specific persons;
- j) Material legal disputes;
- k) Acquisition or disposal of material assets;
- l) Significant changes to investment capital;
- m) Amendment to the Company's objectives;
- n) Important disputes related to labor, subcontractor, supplier;
- o) Tender of other listed company's Securities;
- p) Material changes to accounting policy;
- q) Delisting of Company Group's Securities from the Stock Exchange;

(4) **"Top Four (4) Executives"** means the highest rank executive of Advanced Info Service Plc. and the Top Four senior (4) Executives including those executives ranking equivalent to the top fourth senior executive and the highest rank financial and accounting executive.

As of the effective date of this Policy, Top Four (4) Executive are Chief Executive Officer, President/Chief Operating Officer, Chief Finance Officer, Chief Human Resources Officer and Chief Corporate Officer. The list of Top Four (4) Executives may be altered from time to time following any change of organization structure after the effective date of this policy.

(5) **"Employees"** means Company's Employees at all levels including those temporary employees which are hired by the Company;

(6) **"Short-term Speculation"** means Trading and possessing Company Group's Securities for the period of three (3) months or less;

(7) **"Impact to Securities Prices"** means any material impact caused to the Company Group's Securities in the manner of rising, lowering, stabilizing or maintaining of Company Group's Securities prices.

5. Duties and Responsibilities

5.1 Board of Director has assigned Nomination and Governance Committee (“NGC”) to perform duties in relation to supervising this Policy in order to ensure that all directors, executives and Employees are in compliance with the specified requirements and practice guidelines concerning Trading of Company Group’s Securities.

5.2 Investor Relation and Compliance Department has a duty to enforce and implement this Policy including conduct a follow-up on the effectiveness of this Policy as well as clarifying any issues, answering any questions and providing any interpretation in case of doubts;

5.3 All executives have duties to ensure that their subordinates recognize the importance, understand and abide by this Policy;

5.4 All directors, executives and Employees shall strictly comply with this Policy concerning Company Group’s Securities Trading in order to prevent any unfair Trading of Company Group’s Securities, and they shall also communicate to their parents, spouse, unmarried partners, children, protégé as well as brothers and sisters to acknowledge this Policy in order to promote transparency and enhance good corporate governance of the Company.

6. Policy and Practice Guidelines

6.1 Prohibition in Using Inside Information to Trade Securities

All directors, executives and Employees shall comply with the requirements concerning prohibitions to use inside information to trade securities which is prescribed under Section 242 of the the Securities and Exchange Act B.E. 2535 that “Any persons, who are aware or possess any inside information related to issuer, are prohibited to undertake the followings: (1) purchase or sell securities or enter into futures contract related to securities whether for themselves or others except it (a) is in compliance with the law, court’s orders or order issued by public supervisory agency having the authority in accordance the law; (b) is in compliance with the obligations under the futures contracts which was entered prior to such person becomes aware or possess inside information of issuer; (c) is an action that such person was not aware of or made a decision in relation thereto, but assigned approved or registered person under the law to manage such capital or investments or; (D) is acting in the manner deemed as not taking advantage of other people or in the manner in accordance with the Notification of the Secuties and Exchange Commission; (2) discloses any inside information to third parties, whether directly or indirectly, or by any other means provided that such person is aware or should have been awared that the recipient may use such information to purchase or sell securities or enter into futures contract related to securities, whether for themselves or others, except such person is acting in the manner deemed as not taking advantage of other people or in the manner in accordance with the Notification of the Secuties and Exchange Commission.”

6.2 Designated Persons

6.2.1 "Designated Persons" means any person holding a position or having a duty to become aware and/or possess any Inside Information of the Company (including spouse, minors and unmarried life partners of such person), they are as follows:

- (1) Directors;
- (2) Top Four (4) Executives;
- (3) Executives and Employees working in departments including but not limited to, accounting, Finance, New Business Development, Company Secretary, Internal Audit, Legal, Investor Relations and Compliance, and Chief Executive Officer (CEO)'s Office; and.
- (4) Any persons who participated in the board of director's meeting, executive committee's meeting, sub-committee's meeting and/or any of Company's meetings which engage in discussion or negotiation about the Inside Information.

6.2.2 Investor Relation and Compliance Department has duties to supervise, compile and safekeeping the registry of Designated Persons as specified in Clause 6.2.1 including their Securities holding in Company Group's Securities including taking the following actions:

(1) Compiles a list of person under Clause 6.2.1(3) and 6.2.1(4) in accordance with the recommendations of UC-level executives and proposes to the CEO for approval within fifteen (15) days from the effective date of this Policy;

(2) Notifies directors, Top Four(4) Executives to report their securities holding and changes to the Securities Exchange Commission (SEC) in accordance with the SEC's regulation; and notified persons under Clause 6.2.1(3) and 6.2.1(4) to report their securities holding and changes to the Company, all of these to be completed within thirty (30) days from the effective date of this Policy;

(3) In case there is/are any changes to directors, Top Four (4) Executives , notifies such persons to report their securities holding to the SEC in accordance with the SEC's regulation.

(4) Notifies UC-level executives to update any changes, amendment or additions to the list of Designated Persons under Clause 6.2.1(3) and 6.2.1(4) and proposes the list to CEO for approval prior to notifying such newly identified Designated Persons to report their securities holding.

6.3 Blackout Period

6.3.1 Designated Persons are prohibited from Trading Company Group's Securities within the period of thirty (30) days prior to the disclosure of quarterly and annual financial statements and during the period as specified by the Company.

6.3.2 In special circumstances, Designated Persons may sell his/her Company Group's Securities during the blackout period if he/she is facing critical situations, for instance, facing serious financial difficulties or complying with legal requirements or being subject to court's orders provided that such Designated Persons shall prepare a written memo stating reasons and solicit an approval from the following persons:

- (1) Chairman of the board of director (in case the seller is the director and/or CEO);
- (2) Chairman of Audit and Risk Committee (in case the seller is the Chairman of the board of director);
- (3) CEO (in case the seller is designated person not being a director);

In this regard, person who solicits an approval shall trade Securities within three (3) working days from the date of obtaining written approval, and such person shall submit a copy of written approval to Investor Relation and Compliance Department for the record.

6.3.3 Investor Relation and Compliance Department shall announce the blackout period in advance in order to facilitate Designated Persons to comply with the requirements hereunder.

6.4 Reporting of Securities Holding

6.4.1 First-time Reporting

Designated Persons shall report Securities holding in Company Group's Securities (which includes Securities holding of their spouse, minors and unmarried life partners) provided that the report shall be submitted to Investor Relation and Compliance Department in accordance with the followings:

In case of Designated Persons under clause 6.2.1 (3) and 6.2.1 (4), the report shall be submitted within seven (7) working days from the date that such persons have been notified by the Investor Relation and Compliance Department

6.4.2 Subsequent Reporting

(1) Director and Top Four (4) Executives shall report any changes in their securities holding as specified by the SEC

(2) Designated Persons under clause 6.2.1 (3) and 6.2.1 (4) shall report any changes in their securities holding (which includes those of their spouse, minors and unmarried life partners) within three (3) business days from the date of transaction

6.4.3 Directors and Top Four (4) Executives have duties to prepare and disclose Securities holding in Company Group's Securities, both of themselves and of their spouse, unmarried life partners and minors, to the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2535.

6.5 Trading Exemptions

This Policy shall not be applicable to the following circumstances:

- (1) Accepting the tender offer of Securities (for business takeover purposes);
- (2) Exercising stock options or stock/debenture warrants which were obtained under company's compensation scheme. In this regard, when exercising such rights, such Designated Persons shall hold Securities or debentures until the blackout period is over.

6.6 Other Restrictions Pertaining to Securities Trading

6.6.1 The Company encourages Designated Persons including Employees to invest in Company Group's Securities in the long term basis, hence, such persons shall not trade Company Group's Securities in the manner of Short-term Speculation.

6.6.2 Designated Persons under Clause 6.2.1 shall avoid conducting the following transactions:

(1) Short sales Company Group's Securities which may signal the market that the seller has no confidence in Company and/or its subsidiaries;

(2) Trading derivatives instruments (i.e. futures and options) that are related to Company Group's Securities, which is Short-term Speculation by nature, and encourage insider trading;

(3) Holding of Company Group's Securities in margin account which may be subject to force sell order issued by stock brokers, especially under circumstances where the collateral could not be placed according to the specified time frame.

6.6.3 Designated Persons under Clause 6.2.1 is prohibited from providing, telling or disclosing Inside Information to any other persons or certify any falsified statements or any statements that may materially cause any misunderstanding related to financial status, operating results, securities trading prices or any other information related to the Company and its subsidiaries which could cause an impact on Company Group's Securities prices or a decision to invest in Company Group's Securities.

6.6.4 Designated Persons under Clause 6.2.1 is prohibited from using other person's securities trading account, whether directly or indirectly, to trade Company Group's Securities in order to camouflage any purchasing, holding and/or selling of Company Group's Securities.

6.6.5 The Company encourages every Designated Persons under Clause 6.2.1, who tendered his/her resignation, to refrain from using Inside Information that has not been disclosed to the public to trade Company Group's Securities in all cases.

7. In Case of Doubts

If any director, executive or Employee has any questions or doubts related to this Policy or is unclear whether or not the Inside Information which is material or has been disclosed to the public or whether such Securities is eligible for Trading under certain circumstances, such persons may consult with Investor Relation and Compliance Department prior to taking any action.

8. Violation of Policy and Other Related Laws

Any director, executive or Employee who violates this Policy shall face disciplinary action which may includes discharge from employment. This may includes civil and criminal liabilities under the Securities and Exchange Act B.E. 2535 and related notifications issued by competent authorities.

9. Related Policies

All directors, executives and Employees shall read and try to understand this Policy in conjunction with other policies and handbooks of the Company as follows:

- (1) Corporate Governance Policy;
- (2) Code of Business Ethics;
- (3) Staff's Codes;
- (4) Market Disclosure Policy.

10. Revision of Policy

The Ethics Committee shall, on an annual basis, review and revise (if necessary) this Policy and propose any changes thereof to the Nomination and Governance Committee ("NGC") and the board of directors to concur and approve such changes, respectively.

11. Confidentiality

Securities trading information of directors, Top Four (4) Executives or Designated Persons shall be kept confidential except a formal written request from competent authorities, the Stock Exchange or court's orders.

However, for the benefit of an investigation, in case of violation of the requirements under this Policy, Investor Relation and Compliance Department may disclose the information concerning Securities holding in Company Group's Securities to the authorized investigation committee. In this regard, the authorized investigation committee shall prepare a memo in order to solicit an approval for disclosing the information to:

- (1) Chairman of the board of director (in case the suspect is the directors and/or CEO);
- (2) Chairman of audit and Risk committee (in case the suspect is the chairman of the board of director);
- (3) CEO (in case the suspect is Designated Person who is not a director);

In this regard, solicitation for approval for disclosing information concerning Securities holding in Company Group's Securities shall be filed on a case-by-case basis including providing any written clarifications to Investor Relation and Compliance Department.

This Policy shall be effective as from 14 December 2020

(Mr.Kan Trakulhoon)

Chairman of the Board of Director

Advanced Info Service Plc.