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INSIDE INFORMATION USE POLICY

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Inside Information Use Policy

Vanachai Group Public Company Limited and Subsidiaries

Vanachai Group Public Company Limited and Subsidiaries ("the Company") recognize that fair, transparent, accurate and timely disclosure of information is fundamental to good corporate governance, investor confidence and the integrity of the capital market. As a listed company, the Company is committed to preventing directors, executives, employees and relevant persons from using Inside Information for personal gain or for the benefit of other persons.

This policy establishes clear standards for the handling, protection and disclosure of Inside Information, including restrictions on securities trading, closed period controls, prior clearance, confidentiality safeguards, reporting obligations and disciplinary measures. The policy is designed to ensure equal access to material information by shareholders, investors and the public, and to prevent selective disclosure, tipping, conflicts of interest and unfair securities trading practices.

This policy addresses governance, compliance, reputational, financial and ethical risks related to Inside Information that may arise across the Company, its subsidiaries and business relationships. The policy is integrated with the Company's corporate governance framework, Code of Conduct, risk management system, internal control system, disclosure procedures, information security practices and whistleblowing mechanisms. This Sustainable Development Policy is aligned with the Vanachai Group sustainability framework, "FOREST | FUTURE | TOGETHER – for a Sustainable Living," which reflects responsible growth, capability development and innovation for the future, and the creation of shared value with stakeholders. Through this Policy, the Company aims to advance its position as a leader in alternative wood-based products while delivering sustainable value to the economy, society, and the environment over the long term.

1) Objectives

- Prevent the use of Inside Information for personal gain or for the benefit of other persons.
- Protect shareholders, investors and stakeholders by promoting fair, equal, accurate and timely access to material information.
- Set clear duties for directors, executives, employees, advisors, contractors and relevant persons who possess or may access Inside Information.
- Establish controls over confidentiality, information access, closed periods, prior clearance, securities holding reports and incident escalation.

- Ensure compliance with applicable laws, rules and regulations of the Securities and Exchange Commission, Thailand, the Stock Exchange of Thailand and other relevant authorities.
- Strengthen ethical conduct, internal control, risk management and market confidence in the Company.

2) Policy Alignment and International Standards

- Securities and Exchange Act B.E. 2535 (1992), as amended, including provisions on prevention of unfair securities trading practices, Inside Information, reporting of securities holdings and civil and criminal sanctions.
- Rules, notifications and guidelines issued by the Securities and Exchange Commission, Thailand, including requirements for directors, executives and auditors to report changes in securities and derivatives holdings.
- Rules and regulations of the Stock Exchange of Thailand on listed company disclosure, investor protection, equal treatment of shareholders and timely disclosure of material information.
- Corporate Governance Code for Listed Companies 2017 issued by the Securities and Exchange Commission, Thailand, particularly principles relating to board responsibility, ethical conduct, risk management, internal control, conflict of interest, information security, disclosure and investor relations.
- GRI Standards, where applicable, including GRI 2-15 Conflicts of interest, GRI 2-16 Communication of critical concerns, GRI 2-23 Policy commitments, GRI 2-26 Mechanisms for seeking advice and raising concerns, GRI 2-27 Compliance with laws and regulations and GRI 205 Anti-corruption.
- FTSE Russell ESG assessment themes relating to Corporate Governance, Risk Management, Anti-corruption, Transparency and responsible business conduct, where applicable.
- The Company's Corporate Governance Policy, Code of Conduct, Risk Management Policy, Whistleblowing Policy, Information Security Policy and related internal rules.

3) Scope of the Policy

This policy applies to:

- Vanachai Group Public Company Limited, its subsidiaries, and joint ventures under operational control.
- Directors, executives, employees, temporary staff, secondees and any person working for or on behalf of the Company.

- Spouses, cohabiting partners, minor children and other related persons of directors, executives and designated insiders, to the extent relevant under applicable law and Company rules.
- Auditors, legal advisors, financial advisors, consultants, contractors, suppliers, business partners and other external parties who may access Inside Information.
- All securities and derivatives related to the Company, including shares, warrants, convertible securities, debentures, derivatives and any other instruments specified by applicable laws and regulations.
- All forms of Inside Information, whether written, verbal, digital, visual or obtained through meetings, systems, reports, negotiations, board materials, financial data, transactions, projects, operational information or strategic plans.

4) Definitions and References

- Inside Information: Information related to the Company or its securities that has not been disclosed to the public and may materially affect the price of securities or an investor's decision to buy, sell or hold securities.
- Material Information: Information that a reasonable investor may consider important in making an investment decision, including financial results, forecasts, dividends, acquisitions, disposals, major contracts, litigation, capital increases, restructuring, major changes in management, significant operational events, cybersecurity incidents and any other information that may affect securities price or investment decision.
- Insider: Any person who knows, possesses or can access Inside Information by virtue of position, duty, employment, advisory role, contractual relationship or other relationship with the Company.
- Designated Insider: A director, executive, employee or other person designated by the Company Secretary or relevant function as having regular or event based access to Inside Information.
- Personal Gain: Any direct or indirect financial, commercial or other benefit received by oneself or another person through the use, disclosure or misuse of Inside Information.
- Trading: Buying, selling, transferring, accepting transfer, entering into derivatives contracts, placing, modifying or cancelling securities orders, or allowing another person to use one's securities trading account or bank account for such purpose.
- Tipping: Directly or indirectly disclosing Inside Information to another person while knowing or reasonably expecting that such person may use the information for securities trading or other benefit.

- **Closed Period:** A period during which designated persons are prohibited from trading in the Company's securities due to the preparation or possession of material information before public disclosure.
- **Prior Clearance:** A written approval process required before designated persons may trade in the Company's securities outside a closed period.
- **Public Disclosure:** Disclosure of information through channels recognized by applicable laws and regulations, including the Stock Exchange of Thailand disclosure system, the Company's website, annual report, Form 56-1 One Report, press release, investor relations communication or other official disclosure channels.
- **Vanachai Integrated Materiality and Risk Assessment (V-IMRA):** An internal assessment process used by the Company to identify and prioritize sustainability related issues by integrating impact and financial materiality perspectives, supporting enterprise risk management, strategic planning and management decision making.

5) Governance and Accountability

- **Board of Directors:** Approves this policy and oversees the Company's governance framework, ethical culture, internal control and compliance with laws and regulations related to Inside Information.
- **Risk Management and Governance Committee:** Acts as policy owner, reviews the adequacy of governance and risk controls, and reports key matters to the Board of Directors.
- **Audit Committee:** Reviews the effectiveness of internal control, internal audit and compliance processes related to Inside Information, financial reporting and potential conflicts of interest.
- **Sustainability Committee:** Supports integration of transparent governance, ethical conduct and disclosure practices into the Company's sustainability and investor grade reporting agenda.
- **Managing Director and Senior Executives:** Ensure effective implementation of this policy across business units, subsidiaries and relevant functions.
- **Company Secretary:** Maintains the insider list, coordinates closed period notices, administers prior clearance, advises directors and executives on securities holding reporting obligations and supports Board level reporting.
- **Investor Relations and Authorized Spokespersons:** Ensure fair, consistent and timely external communication through approved disclosure channels and prevent selective disclosure.

- **Internal Audit:** Conducts independent reviews of the effectiveness of controls, records, access rights and compliance with this policy, and reports findings to the Audit Committee.
- **Directors, Executives, Employees and Designated Insiders:** Must comply with this policy, protect Inside Information, avoid conflicts of interest, refrain from prohibited trading and promptly report concerns or suspected violations.
- **External Advisors, Contractors and Business Partners:** Must comply with confidentiality obligations, applicable laws and Company requirements when they access Inside Information.

6) Commitments and Principles

6.1 Legal Compliance and Fiduciary Duty: Comply with all applicable laws, rules and regulations related to securities trading, disclosure, confidentiality, conflicts of interest and directors' and executives' duties of care and loyalty.

6.2 Prohibition on Trading While Possessing Inside Information:

- No director, executive, employee, designated insider or relevant person shall buy, sell, transfer, accept transfer, enter into derivatives contracts, place, modify or cancel securities orders while knowing or possessing Inside Information.
- The prohibition applies whether the trading is for oneself, a related person, another person, a juristic person, or any account controlled by or connected to the insider.
- The prohibition applies at all times, even outside the closed period, until the information has been properly disclosed to the public and sufficient time has passed for the market to absorb the information.

6.3 Prohibition on Disclosure, Tipping and Selective Disclosure:

- Inside Information shall not be disclosed to any person except where disclosure is necessary for legitimate business purposes, authorized by the Company and subject to confidentiality controls.
- No person shall provide hints, advice, recommendations or signals that may cause another person to trade or benefit from Inside Information.
- External communication with investors, analysts, media or other stakeholders shall be made only by authorized spokespersons through approved disclosure channels.

6.4 Equal, Fair and Timely Disclosure:

- The Company is committed to disclosing material information accurately, sufficiently, equally, fairly and within the timeframe required by applicable laws and the Stock Exchange of Thailand.

- Information that may affect investment decisions shall be reviewed by responsible functions before disclosure to ensure accuracy, consistency and compliance.
- Where unintentional selective disclosure occurs, the matter shall be escalated immediately and corrective public disclosure shall be considered without delay.

6.5 Confidentiality, Information Barriers and Access Control:

- Inside Information shall be classified, stored, transmitted and accessed only on a need-to-know basis.
- The Company shall maintain appropriate access controls, secure systems, document controls, confidentiality markings, restricted meeting practices, secure board materials and information barriers.
- Employees and external parties shall not discuss Inside Information in public areas, unsecured channels, social media or with unauthorized persons.

6.6 Closed Period and Event Based Trading Restriction:

- Directors, executives, finance and accounting personnel, investor relations personnel and designated insiders shall not trade in the Company's securities during the closed period.
- The standard closed period begins 30 calendar days before the public disclosure of quarterly or annual financial statements, financial results or other material information, and continues until at least 24 hours after public disclosure.
- The Company Secretary may announce additional event based closed periods for matters such as mergers, acquisitions, major investments, dividends, capital actions, material contracts, litigation, restructuring, major operational incidents or any other matter that may affect securities price or investment decisions.

6.7 Prior Clearance for Securities Trading:

- Directors, executives and designated insiders shall obtain written prior clearance from the Company Secretary or other authorized function before trading in the Company's securities outside a closed period.
- Prior clearance does not exempt any person from legal responsibility. A person who possesses Inside Information must not trade even if prior clearance has been granted or requested.
- The Company may refuse, suspend or revoke prior clearance where trading may create legal, compliance, reputational or conflict of interest concerns.

6.8 Securities Holding Reports and Conflict of Interest Disclosure:

- Directors, executives, auditors and other persons subject to legal reporting requirements shall prepare and disclose reports on securities and derivatives holdings, including changes in holdings, within the timeframe and procedures required by applicable law and SEC regulations.

- Relevant persons shall promptly notify the Company Secretary of transactions, changes in holdings, potential conflicts of interest or circumstances that may affect compliance with this policy.
- Directors and executives shall ensure that information related to their own securities holdings, related persons and conflicts of interest is accurate, complete and timely.

6.9 Related Persons, Nominees and Third-Party Accounts:

- No person shall use, allow the use of, or arrange for the use of securities trading accounts, bank accounts, nominees, relatives, business associates or any other third party to conceal trading, avoid restrictions or misuse Inside Information.
- Designated insiders shall take reasonable steps to ensure that related persons do not trade based on Inside Information received directly or indirectly from them.

6.10 Incident Reporting, Investigation and Whistleblowing:

- Any suspected misuse, leakage, unauthorized disclosure or improper trading related to Inside Information shall be reported promptly through the supervisor, Company Secretary, Internal Audit, Audit Committee or whistleblowing channels.
- Reports made in good faith shall be handled confidentially and whistleblowers shall be protected from retaliation.
- The Company shall investigate incidents fairly and take corrective, disciplinary, legal or reporting actions as appropriate.

6.11 Training and Annual Acknowledgement:

- The Company shall communicate this policy to directors, executives, employees and relevant external parties.
- Designated insiders shall receive periodic training on Inside Information, securities trading restrictions, disclosure controls and reporting obligations.
- Directors, executives, employees and designated insiders shall acknowledge this policy upon onboarding and periodically thereafter.

6.12 Disciplinary and Legal Consequences:

- Violation of this policy may result in disciplinary action, including written warning, suspension, termination, claim for damages, reporting to regulators or other legal proceedings.
- The Company shall cooperate with regulators and competent authorities where required by law.

7) Risk, Impact, and Dependency Management

The risks, impacts and dependencies associated with the matters addressed in this policy are identified, analyzed and prioritized through the Company's Vanachai Integrated Materiality and Risk Assessment (V-IMRA) process and integrated with Enterprise Risk Management (ERM). This supports policy formulation, risk appetite, internal control design, disclosure governance and management decision making.

- Identify compliance, legal, reputational, financial, market integrity, information security and ethical risks related to Inside Information.
- Assess the likelihood and potential impact of misuse, leakage, unauthorized access, selective disclosure, late disclosure, inaccurate disclosure or improper securities trading.
- Integrate key risks into ERM, internal control testing, audit planning, training priorities and management reporting.
- Maintain controls including insider lists, closed period calendars, prior clearance records, confidentiality agreements, access rights reviews, disclosure checklists and incident escalation procedures.
- Manage dependencies on reliable financial reporting, secure information systems, timely disclosure processes, clear responsibility assignments, external advisor controls and investor relations governance.
- Review incidents, near misses and regulatory developments to strengthen preventive and detective controls.

8) Targets and Metrics

- The Company shall establish measurable governance and compliance indicators, including:
 - Zero confirmed cases of unlawful use of Inside Information for personal gain.
 - 100 percent completion of annual policy acknowledgement by directors, executives and designated insiders.
 - 100 percent completion of targeted training by directors, executives, investor relations, finance and accounting personnel and designated insiders.
 - 100 percent issuance of closed period notices before scheduled quarterly and annual financial result disclosures.
 - 100 percent of required securities and derivatives holding reports submitted within applicable regulatory deadlines by responsible persons.
 - Number of prior clearance requests reviewed, approved, refused or escalated.
 - Number of access rights reviews, insider list updates and confidentiality agreements completed.
 - Number of reported incidents, investigations, corrective actions and disciplinary actions related to Inside Information.

- Annual review of policy effectiveness by responsible functions and reporting to the relevant committee.

9) Supply Chain and Partner Responsibility

- Require external advisors, auditors, consultants, contractors, suppliers, service providers and business partners who may access Inside Information to comply with confidentiality obligations, applicable laws and this policy or equivalent requirements.
- Include confidentiality, information handling, non-trading and non-tipping obligations in contracts, engagement letters, non-disclosure agreements or other relevant documents.
- Limit access by external parties to a need-to-know basis and maintain records of parties who receive Inside Information.
- Require external parties to return, delete or securely retain Company information in accordance with contractual and legal requirements.
- Take corrective action where an external party breaches confidentiality, misuses Inside Information or fails to follow Company requirements.

10) Integration with Corporate Strategy

- Embed Inside Information controls into the Company's corporate governance strategy, risk management system, internal control framework and ethical culture.
- Strengthen investor confidence by promoting fair disclosure, transparent communication and equal treatment of shareholders and investors.
- Integrate disclosure controls with finance, accounting, investor relations, legal, corporate secretary, internal audit, information technology and business operations.
- Support sustainable value creation by reducing legal, compliance and reputational risks associated with unfair securities trading and selective disclosure.
- Align information governance with digital transformation, cybersecurity, secure board materials and responsible data management.

11) Implementation and Management Tools

- Insider list and designated insider register maintained by the Company Secretary or responsible function.
- Annual and event based closed period calendar and notification process.
- Prior clearance form and approval workflow for securities trading by directors, executives and designated insiders.
- Securities and derivatives holding declaration and monitoring process for persons subject to reporting obligations.

- Disclosure checklist and review workflow for material information before public disclosure.
- Confidentiality agreements, non-disclosure agreements and information handling clauses in relevant contracts.
- Secure access controls for board materials, financial information, strategic plans, transaction documents and other sensitive information.
- Training materials, policy acknowledgement records and guidance notes for frequently asked questions.
- Whistleblowing channels, incident investigation protocol and disciplinary procedure.
- Internal audit review program and management action tracking.

12) Monitoring, Reporting and Transparency

- Monitor compliance with this policy through the Company Secretary, Compliance, Internal Audit and relevant management functions.
- Report significant incidents, breaches, corrective actions and improvement plans to the Audit Committee, Risk Management and Governance Committee and Board of Directors, as appropriate.
- Disclose this policy or a summary of key principles on the Company's website and in relevant corporate governance disclosures, where appropriate.
- Ensure fair and timely public disclosure of material information through approved channels in accordance with applicable SEC and SET requirements.
- Maintain records of insider lists, closed period notices, prior clearance requests, training, acknowledgements, incident reports and corrective actions for audit and regulatory review.
- Review the effectiveness of controls and report key performance indicators annually to relevant committees.

13) Review and Continuous Improvement

- Review this policy at least every two years, or earlier upon material changes in laws, regulations, SEC or SET requirements, corporate governance standards, Company structure or stakeholder expectations.
- Benchmark the policy against applicable governance standards, regulatory guidance and leading practices for listed companies.
- Use audit findings, incident reviews, employee feedback, regulatory updates and lessons learned to strengthen controls and training.

- Submit material policy revisions to the relevant committee and Board of Directors for consideration and approval.

14) Prevention of the Inside Information Use Policy Revision History

Version	Date	Policy Owner	Approved by	Key Changes / Comments
1.0	11 November 2024	Risk Management and Governance Committee	Board of Directors	Initial issue of Prevention of the Use of Inside Information for Personal Gain Policy, including prohibitions on trading, tipping and selective disclosure, closed period controls, prior clearance, securities holding reporting, confidentiality, monitoring and disciplinary measures.
2.0	10 August 2026	Risk Management and Governance Committee	Board of Directors	Updated to align with securities law, SEC and Stock Exchange guidelines; added the roles of the Board of Directors, restrictions on access to inside information, blackout periods, pre-clearance requirements, securities holding reporting, whistleblowing channels, training, KPIs, and enforcement measures.