



บริษัท อาร์ ซี แอล จำกัด (มหาชน) Regional Container Lines Public Company Limited

Conflict of Interest Policy

Regional Container Lines Public Company Limited

1. Purpose

The purpose of this policy is to ensure that all employees perform their duties in the best interests of the Company and avoid situations where personal interests could improperly influence business decisions.

Regional Container Lines Group (RCL) is committed to operating transparently in line with corporate governance principles and acting in the best interests of the company. Business activities and decision-making shall not involve conflicts of interest, including self-interests and the interests of related people. Failure to do so can lead to misconduct or corruption, and result in the loss of the company's interests.

2. Scope of Applicability

This Conflicts of Interest Policy applies to employees, contractors, consultants, and trainees of Regional Container Lines Group (hereafter “RCL”), which includes Regional Container Lines Public Company Limited and all of its subsidiary and affiliate companies. The term “RCL” hereafter refers to any such company individually that has adopted this Conflicts of Interest Policy and Guidelines.

3. Definitions

Situations where an employee, an employee’s family member or close relative, and close friend owns, controls, manages, or materially influences a company that does business with RCL, including cases where favorable or non-market terms may be granted, directly or indirectly.

Family members include spouse, parents, children, siblings, in-laws, and any person living in the same household.

Close relatives and close friends include persons with whom a reasonable third party may perceive influence. E.g. Financial dependency or shared



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investments, Joint business interests, Regular involvement in business decision-making

Conflicts can be:

Actual – a direct conflict exists

Potential – a conflict could reasonably arise in the future

Perceived – a reasonable third party may believe a conflict exists

4. Policy Statement

Employees must:

1. Act honestly, transparently, and in the best interests of RCL
2. Avoid using their position for personal gain
3. Disclose any actual, potential, or perceived conflict promptly and in good faith.
4. Refrain from participating in decisions or actions where a conflict exists unless formally approved with controls in place.
5. Cooperate with management and Compliance to implement appropriate mitigation measures
6. Do not conduct RCL business with vendors, customers, suppliers, contractors, consultants, business relationships outside, family members, relatives, and close friends where relevant to potential conflicts. This also applies to product purchases, sales, and business opportunities unless fully disclosed, independently reviewed, and formally approved with appropriate controls.
7. Employees with declared conflicts must formally recuse themselves from all related decision-making, negotiations, approvals, pricing discussions, and performance evaluations. All mitigation measures shall be documented by Management and Compliance.
8. Comply with all related policies (e.g., Code of Conduct, Gifts & Hospitality, Anti-Corruption, Procurement, Confidentiality, Data Privacy).
9. Required declaration every 2 years and when there is any material change in the status.



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If you have a potential conflict involving vendors, customers, suppliers, contractors, consultants, business relationships outside, family members, relatives, and close friends relevant to potential conflicts, disclose it to your manager, HR, and Compliance to review and work through any potential conflicts.

Any false statement, omission, failure to disclose, incomplete disclosure, or intentional misrepresentation may be treated as serious misconduct, regardless of whether actual loss occurred, and may result in disciplinary action up to and including termination of employment.

Signature

(_____)

Date _____

Revision Log: Conflict of Interest Policy

Version	Approve Date	Processed By	Description and Rationale
1		Corporate Governance	In accordance with the Employee Code of Conduct and Business Ethics to establish international trust and cultivate a culture of sustainable business practices.



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Conflict of Interest Disclosure Form

Regional Container Lines Public Company Limited

Regional Container Lines Public Company Limited (“RCL” or “the Company”) is committed to conducting its business with the highest standards of integrity, transparency, and ethical conduct. To ensure that our business decisions are made in the best interest of the Company and its stakeholders, it is essential that all employees avoid any situations where their personal interest may conflict, or appear to conflict, with their professional duties

Important Notice: All employees are strictly required to read and thoroughly understand the full Conflict of Interest Policy before completing this form. This disclosure is a mandatory part of our corporate governance compliance and aligns with our anti-corruption and sustainability frameworks.

1. Employee Information

Name – Surname: _____

Employee ID: _____

Department: _____

Position: _____

2. Disclosure of Applicability Persons

Definition: An “Applicability Person” includes vendors, customers, suppliers, contractors, consultants, business relationships outside, family members, relatives, and close friends.

Please check (✓) the appropriate box for each statement.

2.1 Applicability Persons’ Interest

No.	Description	Yes	No
1	Do you or any of your Applicability Persons have a financial interest or investment in any company that does business with RCL?	[]	[]
2	Are you or any of your Applicability Persons currently serving as a director, consultant, or	[]	[]



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	employee for any competitor or business partner of RCL?		
3	Have you received any gifts, favours, or entertainment from vendors, suppliers, contractors, consultants, or business partners that exceed the company's policy limits?	[]	[]

2.2 Personal Interest

No.	Description	Yes	No
1	Do you have any outside business activities, consulting roles, or secondary employment that may interfere with your duties at RCL?	[]	[]
2	Do you have a financial interest or investment in any company that does business with RCL?	[]	[]
3	Are you involved in any other situation that could be perceived as a conflict of interest with the company?	[]	[]

3. Additional Details (If you answered "Yes" to any of the above):

Applicability Persons' Interest

Name-Surname of the Person	Relationship	Position/ Organization	Nature of Relationship/ Conflict

Personal Interest

Name of Business/ Activity	Your Role	Nature of Transaction/ Business	Potential Conflict of Interest with RCL Business



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4. Employee Declaration and Certification

I hereby certify that the declared information above is true, complete, and accurate to the best of my knowledge. I understand and agree that:

1) Compliance

I have read, understood, and agree to comply with the full "Conflict of Interest Policy" of the Company.

2) Mandatory Reporting:

I understand that I must immediately disclose any potential conflict involving myself or my close relatives to my Line Manager, Human Resources, and Compliance.

3) Duty to Update

I will follow the Conflict of Interest policy to declare every 2 years, and when there is any material change in status.

4) Cross-Border Data Transfer:

I specifically consent to the Company transferring the results of this Conflict of Interest Disclosure to the Company Headquarters for the purpose of global compliance oversight, subject to the Company's Privacy Policy.

5) Acknowledgement of Disciplinary Action

I acknowledge that any false statement, omission, failure to comply, failure to disclose, incomplete disclosure, or intentional misrepresentation may be treated as serious misconduct, regardless of whether actual loss occurred, and may result in an investigation and/or disciplinary action, up to and including termination of employment.

I also allow the Company to use my personal information/ ID to verify the above matter.

Signature:

(_____)

Date: _____ / _____ / _____