

In a transaction requiring the written approval of the Board of Commissioners, the Board of Commissioners will be considered of having conflict of interest if a member of the Board of Commissioners has a relationship with the related party. The referred related party covers:

1. A party having kinship due to marriage or lineage up to the second degree (including in-laws), both in horizontal and vertical line, with a member of the Board of Commissioners; or
2. The Company or entity in which a member of the Board of Commissioners or his/her family (as referred to in the above mentioned point 1 of this Chapter) occupies the position as a Commissioner (in the case of other than a limited liability company, other equivalent position) or constitutes a controlling shareholder (in the case of other than a limited liability company, other equivalent position) or constitutes the main shareholder (in the case of other than a limited liability company, other equivalent position).

In such cases, the relevant member of the Board of Commissioners considered of having conflict of interest aforesaid will not be permitted to participate in the adoption of resolution to decide the approval or disapproval over a transaction which must obtain the written approval of the Board of Commissioners which is proposed by the Board of Directors.

In addition, can also be categorized as related party, any company or entity incorporated in a business group in which the relevant member of the Board of Commissioners and his/her family (as referred to in the above mentioned point 1 of this Chapter) occupies the position as the Commissioner in one of the companies or entities in the business group aforesaid.

In such conditions, the member of the Board of Commissioners considered of having conflict of interest aforesaid may not participate in the adoption of resolution to decide the approval or disapproval over a transaction which must obtain the written approval of the Board of Commissioners which is proposed by the Board of Directors.

## CHAPTER VII

### SHARE OWNERSHIP

1. Reporting of Share Ownership  
In accordance with the Limited Liability Company Law, the Member of the Board of Commissioners will be obliged to report his/her share ownership and those of his/her family in the Company and other companies to be furthermore recorded in the Special Register. Related to such matter, the Capital Market Law obliges the Board of Commissioners to report its share ownership in the Company within a period of 10 days after the transaction.  
The obligation aforesaid constitutes one of the means to notice the presence or absence of affiliated relationship and to anticipate the potential affiliated transactions or transactions with conflict of interest.
2. Insider Trading  
The definition of insider based on the Capital Market Law consists of:
  - a. The Board of Commissioners, the Directors or the employees of the Company
  - b. The main shareholders of the Company