




CPL Group Public Company Limited

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Anti – Corruption Policy



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Anti - Corruption Policy

Introduction

CPL Group Public Company Limited (“the Company”) adheres to operating its business with honesty, transparency, fairness and treats all stakeholders equally under Good Corporate Governance. As a result, the Company is aware of the importance of the problem of corruption which creates business risks and is a major obstacle to the sustainable growth of the business sector. Therefore, the Company abides by the Thai law on anti-corruption and has established an anti-corruption policy which covers the operation of all activities of the Company and encourage all directors, executives and employees of the Company to comply with the said policy.

Objective

These anti-corruption policies and measures are guidelines for directors, executives, and employees of all level to be consciously aware of their duties in adhering to honesty for their work without corruption or seeking of personal benefits. This is an important factor that will support business operations of the Company and subsidiaries.

Definition

The Company CPL Group Public Company Limited

Corruption Wrongful usage of position, authority, or assets for benefits of own, family, friends, acquaintances or other benefits that cause damages to benefits of others such as bribery to a public official, offering, giving or receiving of bribery, promising, in forms of money, objects, rights, and other benefits, conflicts of interests, concealment of facts or any benefits to government agency, public agency, or individuals with duties directly or indirectly related in order for such agency or individual to exempt from performing duties rightfully, legally, and ethically.

Political support Offering of assets, money, items, rights, or any benefits to help or support political party, politicians, or individuals with duties related to politics, as well as political activities, directly or indirectly.

Government official / Government employee Person who is or used to be a government official / politician / adviser / government agency / government employee, and has come to work for a private company and may rely on the relationship or inside information to benefit private companies or causing a conflict of interest in the performance of duties of a government agency or regulatory organization, which results in an unfair business advantage or setting up private benefit policies that former government officials worked for.

Public officers Persons holding political positions, government officials or local employees which has a permanent position or salary, employee or person who works in state enterprise or government agency, local management and local council members who are not persons holding political positions, officials under the law on local administrative nature and shall include directors, subcommittee, employee of a government agency, state enterprise or state agency and individuals or groups which exercise the power or have been assigned to exercise the administrative power of the state in carrying out any act under the law, whether it is established in the government system, state enterprise or other state enterprise.

Charitable donation Activities related to monetary expenses without tangible returns.

Monetary support Money paid for business objective, branding, or reputation of the Company.

Gift	Valuable objects including items, products, and services of both giving or receiving directly, or purchase or sale at special prices, as well as expenses issued to receive services.
Allowance	Expenses related to purchase of food and drinks, fees for performance and sports, as well as travel expenses such as plane ticket fees, transportation fees, accommodation fees, etc.
Facilitation payment	A small amount of expenses paid to a government official and is giving to ensure that government officials proceed with the process or to encourage faster action. The process does not require the discretion of government official and it is an act with the duties of the government official of that state. Including the right that the legal entity should have already such as applying for a license, requesting a certificate and obtaining public service etc.
Bribe	Assets or benefits provided to particular individuals to motivate such individuals to act or not to act on his or her duties in wrongful way for benefits of own or for benefits of businesses of the Company.

Roles and Responsibilities

In order for the anti-corruption policies and measures to be applied extensively within organization with clear direction, the Company prescribes roles and responsibilities of related individuals, including the Board of Directors, the Audit Committee, executives, and employees, to comply with the anti-corruption policies without any involvement with corruption, directly and indirectly, as follows:

1. The Board of Directors

To set policies and formulate efficient anti-corruption support system in the Company in order to ensure that all employees in the Company are aware and give importance to anti-corruption and instilled into the corporate culture.

2. The Audit Committee

To review accounting and financial report system, internal control system, audit report and an appropriate and efficient risk management system as well as receiving the whistleblowing of corruption caused by people in the organization involved in the investigation to ensure that the Company can reasonably protect anti-corruption.

3. Executives

To encourage and support anti-corruption policies and communicate such policies to all employees to acknowledge and strictly comply. To motivate employees to perform duties with honesty and oppose to corruption. To protect employees who oppose fraud and corruption such as not demoting, punishing, or giving negative results to employees who reject fraud and corruption, even if such action may cause the Company to lose business opportunity, including reviewing the suitability of various systems and measures to comply with changes in business, rules, regulations and legal requirements.

4. Risk Management Workers

It is responsible for the preparation of risk assessments related to corruption as well as make measures and guidelines to prevent the risk of corruption to present to the Audit Committee.

5. Employees

To strictly comply with anti-corruption policies, regulations, and commands of the Company related to anti corruption, as well as ethics and code of conduct of employees. To report suspicious incidents or behaviors that may be corrupted actions of the Board of Directors, executives, employees, as well as external individuals such as trade partners, customers, and related individuals according to the procedures set by the Company.

In this regard, the policies and guidelines for anti-corruption are prescribed to cover business operations of the Company in the following subjects:

1. The Company organizes risk assessment in corruption aspect at least once per year and arranges risk management measures to be proper for preventing or mitigating risks to be at acceptable level and in line with internal control system of the Company. The risk assessment results will be reported to the Audit Committee and the Board of Directors.

2. The Company organizes sufficient procedures for practice according to these policies that can prevent corruption in business operations and organizes internal control system and reviewing process properly and sufficiently from internal audit department, which covers procedures for recording financial information, accounting information, and other procedures related to operations of the Company, in order to ensure efficiency and effectiveness of anti-corruption policies. The results of audit and review will be reported to the Audit Committee.
3. The Company organizes secured communication channels for employees and all stakeholders to request for suggestions, submit clues and suggestions, or file complaints related to corruption, as well as arranging measures to protect legal rights according to guidelines set by the Company for such individuals.
4. The Company arranges communication of its anti-corruption policies to all stakeholder groups, internally and externally, including general public, to inform its policies.
5. The Company organizes continuous training to directors, executives, and employees, as well as organizing orientation to new employees to provide knowledge and understanding related to policies, measures, and procedures for anti-corruption and to also inform penalty in the case that employees do not comply with such policies and guidelines. In the case that a corruption occurs, the Board of Directors or assigned subcommittee will together consider for disciplinary measures or legal actions for executives or employees who commit corruption. It will also organize examination of the problem to find measures to prevent or mitigate risks for such corruption to occur again in the future.
6. The Company organizes reporting, following-up, and reviewing related to compliance with anti-corruption policies with proper procedures to ensure that the policies are sufficient and up to date.

The Company has anti-corruption measures as follows:

1. Political Support

- 1.1. The Company has political neutrality policy in which it will not provide any support or conduct any action concentrated on any particular political party that results in loss of its neutrality or damages from involvement and political support.
- 1.2. All employees have legal rights and freedom for politics but they must not act or conduct any activities or use any resources of the Company for political activities.

2. Charitable Donation

- 2.1. Donation of money or assets for charity, public service, and monetary support must be done with transparency, legitimacy, and morally, and must not be any actions that will negatively impact society.
- 2.2. Employees must be cautious to ensure that the charitable donation will not be exploited as avoiding method for bribery and it must be proceeded transparently and legally.
- 2.3. Usage of money or assets of the Company for charitable donation to temple, hospital, clinic, or organization for social benefits must have certification that is reliable, accountable, and must be proceeded via procedures of the Company.

3. Monetary Support

- 3.1 Monetary support is for the purpose of public relations of the Company only.
- 3.2 Employees must be cautious to ensure that the monetary support will not be exploited as avoiding method for bribery and it must be proceeded transparently and legally.
- 3.3 Employees must be cautious to ensure that usage of money or assets of the Company for project support must be in the name of the Company in which the monetary support must have objective for business, good image, and reputation of the Company.

4. Facilitation payment

- 4.1 Facilitation payments that may lead to corruption It is forbidden to do.
- 4.2 The Company has no policy to pay facilitation payments in any form, either directly or indirectly. without taking any action and does not accept any action in exchange for facilitating business operations.

5. Expenses on Gifts, Reception, and Other Expenses

- 5.1 The Company does not encourage trade partners, sellers, contractors, subcontractors, or individuals related to business of the Company to provide gifts, assets, or any benefits to employees which may lead them to make decision in their duties with bias or discomfort or create conflict of interests, unless they are given on conventionality that involves tradition of gifting.
- 5.2 In providing gifts, assets, or any benefits to any individuals, the Company will use discretion in its grant which must not be inappropriate or extravagant or uneconomical or against good tradition.

5.3 Executives and employees shall not accept money, gifts, gratuity, assets, or any benefits that are inappropriate, unless they are given on conventionality that involves tradition of gifting. In the case that rejection is inevitable, employees who accept money, gifts, gratuity, assets, or any benefits with value exceeding 3,000 Baht must report to their superior and comply to regulations set by the Company.

6. Risk Assessment

The Company conducts monitoring and assessment of risks from transactions of the Company that may have procedures within scope of corruption once per year. The risk assessment results will be reported to the Audit Committee and the Board of Directors. The Company also regularly reviews its risk management policies related to corruption and reviews risk management measures in practice every year in order for the risk management policies and measures to be proper for preventing risks or mitigating risks to beat acceptable level.

7. Internal Control System and Financial Reporting Audit

7.1. The Company sets work regulations with separation of duties by command structure and with process for approval in which all employees must strictly comply with regulations related to work and provisions of the Company. Furthermore, the work procedures will have internal control system and process for review and control to be in line with anti-corruption measures and will receive examination by internal auditor.

7.2. The Company arranges efficient internal control and audit to ensure that it is complying with standards and related laws under examination of internal audit who will report the internal auditing results to the Board of Directors.

7.3. The Company's Management is responsible for preparing financial reports with accuracy, completion, and timeliness for both annual and quarterly statements which are prepared according to generally acceptable accounting standards.

7.4. The Company has system for record and collection of data that is always ready for examination and has documentary evidence for every work process sufficiently and completely.

8. Communication and Disclosure

The Company communicates its anti-corruption policies and measures to related individuals, including directors, executives, employees, subsidiaries, joint ventures, other companies that the Company has controlling authority, and all related stakeholders.

8.1. Communication internal the company

- The Company communicates penalty for non-compliance with its anti-corruption policies and measures and communicates its policy that there will be no demotion, penalty, or negative impacts to directors, executives, and employees who reject corruption, even if such actions may cause the Company to lose business opportunity.
- The Company arranges training related to its anti-corruption policies and measures to directors, executives, and employees, as well as providing orientation to new employees and the Company encourages directors and executives to participate in providing knowledge to employees to be good role models for compliance with anti-corruption policies and measures.

8.2. Communication external the company

- The Company discloses information to public related to its anti-corruption policies and measures. In this regard, when there is preparation or revision of related policies and measures, there shall be communication and disclosure of information every time via appropriate communicating channels such as
 - Notifying all partners by adding a message about the Company's anti-corruption campaign in all forms such as letter, e-mail, website of both intranet and external website of the Company, social media, printing media, and advertisement board, etc.
 - Prepare a letter to inform all customers and partners on a yearly basis.

9. Selection and Performance Evaluation

The Company sets work process for human resource management in relation to selection, performance evaluation, remuneration, and promotion of employees, transparently and fairly.

10. Whistleblowing Policy/ Corruption Complaints

The Company prescribes all level of executives in the organization to take responsibility and give importance for ensuring that employees under their command are aware, understand, and comply with

the Company's code of conduct, regulations, good corporate governance, and laws seriously. It prescribes practice guidelines for evaluation and investigation of complaints with transparency and accountability.

In this regard, in order for the equal and fair treatment to all stakeholders, the Company arranges channels to receive clues, complaints, opinions, or suggestions concerning impact from its business operations or action of the Company's employees that may indicate fraud and corruption.

Complainants can inform clues or complaints and deliver details of evidence via the following channels:

Complaint via phone

Complainants can directly complain to the Company Secretary phone number 02 – 709 – 5633 - 8 ext. 8110 (during business hours) in which the Company Secretary will request for preliminary information and accept the complaint for further procedure.

Complaint via e-mail or postage

- Via e-mail : secretary@cpl.co.th
- Via postage by sending letter to
Company Secretary
CPL Group Public Co.,Ltd.
700 Moo 6 Sukhumvit Rd.
Bangpoo - Mai, Muang, Samutprakarn, 10280

Whistleblowers who inform clues or complaints, including the Company's employees, customers, contractors, or other stakeholders who inform clues or complaints will be protected by their legal rights or by guidelines set by the Company.

11. Guidelines for Monitoring and Evaluating Performance of Compliance to Anti-Corruption Policy

The Company encourages and supports executives and employees to be aware, understand importance, and participate in compliance to anti-corruption policy of the Company in various forms and channels such as training and video publicizing to new employees on orientation day. It also monitors and evaluates performance of compliance to such policy by conducting survey on opinions of executives and employees of the Company concerning anti-corruption.

12. Penalty

Violation or non-compliance to the Company's anti-corruption policies and measures is considered an action against policy and business ethics of the Company. For any violating actions that result in damages or loss of business opportunity to the Company, such violating individuals shall receive extreme penalty and will be disciplined according to work regulations of the Company related to disciplinary action.



A handwritten signature in blue ink, appearing to be 'Suwatchai Wongcharoensin'.

Mr. Suwatchai Wongcharoensin
Chairman