



THAICOM PUBLIC COMPANY LIMITED

Anti-Corruption Policy

2017 Revised Edition

Anti-Corruption Policy

1. Introduction

Thaicom Public Company Limited (“the Company”) is committed to conducting its business with integrity and transparency in accordance with good corporate governance principles. The Company is opposed to all forms of corruption as unethical behavior erodes free and fair competition, harms society, and impedes economic development. In 2013, the Company became a signatory to Thailand’s Private Sector Collective Action Coalition against Corruption and the Company was certified by the Private Sector Collective Action Coalition against Corruption Council in 2015. The Company will cooperate with the civic sector, government regulatory agencies, and international organizations in order to foster standards for cleaner business practices. This Anti-Corruption Policy (“the Policy”) constitutes a part of the Code of Conduct and has been approved by the Board of Directors.

2. Objective

This Policy has the following objectives:

- (1) State the Company’s zero-tolerance position on corruption of any form.
- (2) Establish criteria and practical guidelines to prevent the Company and its employees from violating anti-corruption laws.
- (3) Set up monitoring and review procedures to ensure strict adherence to this Policy.
- (4) Encourage employees to be vigilant and to report suspected cases of corruption through secure channels.

3. Scope

This Policy applies to the following persons:

- 3.1 Directors, executives, and every employee (collectively referred to as “Employees”) of the Company’s group as well as spouses and offspring of Employees.



3.2 Representatives, customers, trade partners, creditors, other intermediaries or any stakeholders related to or acting on behalf of the Company. This includes all of the Company's businesses and all related entities in every country.

4. Definitions

In this Policy, the following words and expressions shall have the meanings hereby assigned unless explained otherwise.

Corruption means the abuse of entrusted authority for private gain. Corruption also includes bribery, which is the soliciting, accepting, agreeing to accept, offering, promising, or giving of cash or any other advantage in order to induce an unethical action or lack of action from state officials, state agencies, officials of private agencies, or private agencies for the benefit of such individuals or agencies or the benefit of Thaicom Group, except in the case that legal provisions, culture or customs render such an action acceptable.

Corruption may take many forms, including the provision or acceptance of:

- (1) Political contributions
- (2) Charitable contributions and sponsorships
- (3) Facilitation payments
- (4) Gifts, entertainment and hospitality

Political contributions means offering money and assets as well as gifts, rights or other benefits to help, support or benefit any particular parties or any politician, either directly or indirectly.

Facilitation payment means the provision of money, goods, or any other advantage to an official of any agency, whether governmental or private, in order to secure or expedite a routine or necessary action.

Thaicom Group of companies/Group companies means subsidiaries, associated companies, joint-venture companies or companies where Thaicom is a co-investor, or any company in which Thaicom holds controlling power as a major shareholder or through contractual agreement.

5. Roles and Responsibilities

5.1 The Board of Directors has assigned the Audit Committee the responsibility of monitoring and controlling this Policy and anti-corruption measures to ensure that the Company performs in accordance with prescribed legal and ethical obligations.

- 5.2 The Corporate Governance Committee holds primary responsibility for implementing this Policy, communicating the Policy to all employees, monitoring its effectiveness, and resolving matters of interpretation should any doubt arise.
- 5.3 Every executive is responsible for ensuring that each person who reports to them is aware of and understands this Policy through adequate and regular training.
- 5.4 Employees must perform their duties in accordance with this Policy. Anyone who suspects or discovers a violation of this Policy must report it to a supervisor or through the channels prescribed under the Company's Whistle-blowing Policy.

6. Policy and Procedures

6.1 General

- 6.1.1 The Company has adopted a zero-tolerance policy towards corruption and observes all applicable anti-corruption laws in Thailand. This practice extends to Group companies operating overseas, requiring that they adhere to applicable local laws in those countries.
- 6.1.2 The Company shall not take part in corruption, either directly or indirectly. The Company is committed to implementing effective anti-corruption measures.
- 6.1.3 Employees must not engage in any acts which could be interpreted as corruption, including giving bribes to or taking bribes from state officials or private entities such as personnel of companies which conduct business transactions with the company, whether directly or indirectly, in order to win or maintain a business or any other competitive advantage.

6.2 Political contributions

- 6.2.1 The Company has adopted a policy of maintaining neutrality in politics and refrains from any actions which might show loyalty towards any particular party or politician.
- 6.2.2 Employees are free to participate in political activities as prescribed under the constitution and relevant laws, but they must not use their status as a Company employee or use any of the Company's assets or equipment for the purpose of political activities. If Employees engage in political activities, they must take particular care not to give rise to the understanding that the Company is supporting or showing loyalty towards a political party. Engagement in political activities should be carried out only during personal time and at personal expense.

6.3 Charitable contributions and sponsorships

6.3.1 As part of its commitment to giving back to society, the Company supports charitable contributions, whether through financial assistance, gifts in kind or other forms (such as providing knowledge and donating time), in a way that generates positive publicity and a good corporate image, without expectation of any business advantage in return.

6.3.2 Sponsorships differ from charitable contributions as they provide a channel for the Company to promote its business. Sponsorships can take various forms such as support for cultural events, the arts, and education.

6.3.3 Charitable contributions and sponsorships made on behalf of the Company must be for the public benefit and carried out in good faith under good governance practices as described in the Company's Code of Conduct, this Policy and any relevant laws.

6.3.4 Employees must be careful to ensure that charitable contributions and sponsorships are not used as an excuse for bribery. All charitable contributions and sponsorships be transparent and provided in accordance with any applicable laws which are in force.

6.3.5 When making charitable contributions or sponsorships, a requisition form naming the recipient and describing the purpose of the contribution or sponsorship must be filled out via the online system and processed in adherence to the Company's Approval Authority.

6.4 Facilitation payments

It is the Company's policy to abstain from making facilitation payments in any form whatsoever, whether directly or indirectly. The Company will not proceed with or condone any such action carried out in exchange for convenience in conducting business.

6.5 Gifts, entertainment and hospitality

6.5.1 The Company recognizes that fostering good relationships with business partners is important to its continued success. Gifts, entertainment and hospitality are acceptable provided that they are reasonable, appropriate and made in good faith according to customs and Company policy. Any such activities must be carried out in compliance with the Code of Conduct and the relevant Approval Authority. The Company, however, must not give or receive gifts or any form of entertainment if such action could be construed to induce a loss of neutrality for the giver or receiver.

6.5.2 Employees may give or receive gifts, entertainment or hospitality to or from third parties if all the following requirements are met:

- (1) It is not made with the intention of influencing, inducing, or rewarding a third party in order to gain any advantage through inappropriate action or in explicit or implicit exchange for favors or benefits;
- (2) It complies with all Company policies, rules, regulations, and procedures as well as all relevant laws, and it is suitable and customary for the occasion within a professional context;
- (3) It is given and/or received on behalf of the Company, not in the Employee's name;
- (4) It does not include cash or a cash equivalent (such as loans, discount coupons, gift vouchers, cash vouchers, cashier's checks, bonds, stock, gold bullion, jewelry, or immovable property), except if it is a gift voucher or another cash equivalent received in the form of a prize;
- (5) It is appropriate for the situation. For example, it is customary to give small gifts on the occasions of Thai New Year, Chinese New Year or International New Year;
- (6) It is of appropriate type and value, and given on an appropriate occasion. For example, if the Company is engaged in a bidding process, Employees must not give gifts or accept gifts, entertainment or hospitality to or from any participating company;
- (7) It is given openly, not secretly.

6.5.3 Offering or accepting entertainment when the offering party will also join in said entertainment can be done only when:

- (1) It involves a small sum of money for a business discussion;
- (2) Arrangements are appropriate for the business discussion;
- (3) It is considered a regular courtesy, meaning that it is comparable to entertainment given or received in return and is suitable for recording as a business expense;
- (4) It is not solicited, meaning the receiver did not solicit or hint at the action in any way.

6.5.4 Employees may give or accept gifts of appropriate type and value. Under the Notice of the National Anti-Corruption Commission Re: Criteria for government officers to ethically accept property or other benefits B.E. 2543, gifts must not exceed 3,000 Baht in value. If the gift exceeds 3,000 Baht in value, an approval request must be submitted to the Employee's supervisor detailing the reason for the gift and necessity for giving it.

6.5.5 Employees must notify their supervisor of the receipt of gifts by submitting the Receiving Gift Form via the online Gift System and specifying how the gift has been dealt with.

- 6.5.6 To requisition a gift or request to provide entertainment or hospitality arrangements, Employees must complete and submit the appropriate form via the online system so that the form can then be forwarded to their supervisor for approval.
- 6.5.7 When a third party based outside of Thailand is involved, Employees should consider the laws and customs of the country where the third party is based, and should act accordingly per the guidelines set by the Company and after receiving their supervisor's approval.
- 6.5.8 If an Employee is in doubt as to whether or not they can accept gifts or entertainment, they can consult the Human Resources Department or Compliance Office.

6.6 Business Relationships

6.6.1 Subsidiaries and associated companies

The Company shall inform and support all its subsidiaries and associated companies over which it holds controlling power, in the implementation of anti-corruption practices.

6.6.2 Representatives, Consultants, and Agents

The Company shall communicate the Anti-Corruption Policy to both domestic and international representatives, consultants and agents. Employees are also prohibited from hiring any representative, consultants or agents for the objective of committing corruption.

6.6.3 Suppliers, service providers and contractors

The Company shall arrange to procure goods and services with fairness and transparency, and will act with prudence when assessing prospective suppliers, service providers and contractors. The Company shall inform suppliers, service providers and contractors of this Policy and confirm their acknowledgement of the Policy. The Company shall reserve the right to terminate the relationship if it is found that the other party has acted in a corrupt manner.

7. Risk Assessment

- 7.1 Risk assessment is regarded as a foundation for anti-corruption practices. To address the risks associated with corruption in the Company's business, all members of management must understand how business processes may expose the Company to such risks.
- 7.2 The Risk Management Committee must conduct a risk assessment on a regular basis (at least once a year), reviewing existing mitigation measures to ensure that they are suitable for maintaining acceptable risk levels, and reporting findings to the Board of Directors.

8. Controls

- 8.1 The Company shall maintain an effective internal control and risk management system to counter corruption; this system shall include checks and balances over accounting, procurement and record-keeping practices as well as other business procedures related to this Policy.
- 8.2 The internal control system shall consist of company-wide controls, as well as specific controls and procedures designed to address particular corruption risks which the Company may face.
- 8.3 Company-wide controls include the Code of Conduct; anti-corruption statements issued by the management; Internal Audit Department reviews; Legal Department oversight of contracts; Human Resources Department policies on staffing, compensation and disciplinary action; the appropriate delegation of authority and segregation of duties; accurate and truthful financial accounting, reporting and record-keeping; and the Company's Ethics Hotline.

9. Monitoring and Review

- 9.1 The Compliance Office is responsible for regularly and consistently monitoring and evaluating Employees' adherence to this Policy and other policies related each Employee's responsibilities.
- 9.2 The Compliance Office must review this Policy annually and submit any proposed changes to the Corporate Governance Committee, Audit Committee and the Board of Directors for approval. The Compliance Office will also monitor the implementation of this Policy and make recommendations accordingly. Any improvements needed will be made as soon as possible.

10. Record Keeping

- 10.1 It is Company policy to follow the applicable standards, principles and laws on accounting and financial reporting.
- 10.2 All expenditure must be supported by documents. The retention and archiving of Company records must comply with all applicable laws and regulations.

- 10.3 The Company shall not permit any accounts to be kept “off-book” to facilitate or conceal improper payments. False, misleading, incomplete, inaccurate or artificial entries in the Company’s books, records or accounts are prohibited.

11. Human Resources

This Policy shall be adopted as a part of the Company’s human resources management, including recruitment, training, performance assessment, remuneration and promotion.

12. Training and Communication

12.1 Employees

Every Employee will receive training on anti-corruption practices on a regular basis in order to raise awareness of this Policy, in particular various forms of bribery, risks of engaging in bribery, anti-corruption guidelines, and how to report suspicious activity. Every Employee will receive a copy of this Policy to ensure they are aware of and understand the Company’s policy on anti-corruption. Employees will be notified whenever significant changes are made to this Policy, and the latest version will be available on the Company’s intranet and website. All new Employees must receive training on this Policy as part of the orientation program or prior to beginning their employment.

12.2 Representatives, intermediaries, suppliers, service providers and contractors

The Company’s zero-tolerance policy towards corruption policy shall be communicated with representatives, intermediaries, suppliers, service providers and contractors at the outset of every business relationship and as appropriate thereafter. The company encourages representatives, intermediaries, suppliers, service providers and contractors to adhere to the same standards of social responsibility and anti-corruption as the Company does.

13. Seeking Guidance

If an Employee is unsure as to whether a particular action constitutes corruption, or has any other queries regarding this Policy, they should consult their immediate supervisor or the Compliance Office.

14. Raising Concerns

If an Employee has suspicions or evidence of other Employees, or anyone acting on behalf of the Company, engaging in corruption, they must immediately report the case to their supervisor or via the channels provided in the Company's Whistle-blowing Policy. All such reports, will be taken seriously, reported to the Board of Directors and investigated according to the Company's Misconduct & Fraud Investigation Policy. No disciplinary action of any form will be taken against Employees who report a concern in good faith.

15. Employee Protection

15.1 The Company is committed to ensuring that no Employees will suffer demotion or other adverse consequences, or incur any kind of penalty, for declining to pay bribes, even if this may cause the Company to lose existing business or fail to secure a new business opportunity. The Company believes that its zero-tolerance policy towards corruption will add value to its business. Furthermore, the Company will not tolerate any action by any person within the business attempting to intimidate, threaten or harass an Employees who is intent on complying with this Policy.

15.2 If an Employee believes they have suffered intimidation, threats or harassment as a result of complying with this Policy, they should inform their supervisor or the Head of Human Resources without delay. If the matter is not remedied, it should be raised formally through the channels established in the Whistle-blowing Policy.

16. Policy Violations

16.1 Employees who violate this Policy, including direct supervisors who ignore misconduct or are aware of misconduct but fail to deal with it, shall be subject to disciplinary action up to and including termination of employment. Ignorance of this Policy and/or the relevant laws is not an excuse for failure to comply.

16.2 Any representative, intermediary, supplier, service provider or contractor who violates the terms of this Policy, or knows of and fails to report violations of this Policy to the Company management, or misleads the Company's investigators regarding potential violations, will face contract termination.



17. Related Policies

Employees should read this Policy in conjunction with the following policies and manuals issued by the Company:

- (1) Corporate Governance Policy
- (2) Code of Conduct
- (3) Whistle-blowing Policy
- (4) Employee Handbook

This Anti-Corruption Policy is effective from 1 February 2017 onwards

-Signed-

(Mr. Paron Israsena)
Chairman of the Board of Director
Thaicom Public Company Limited