



CP ALL Public Company Limited

Anti-Corruption / Regulatory Violation Guideline Announcement

Doc. No. HRGC 1505/2019

The guideline provides standardized practice for executives and employees to adhere to, if there are corruption cases / regulatory violation. The guideline aligns with corporate structure and current contexts. To prevent corruption and preserve the company's interests, the following guideline is established.

1) Scope of announcement

CP ALL Plc. and its Subsidiaries, with the exception of Siam Makro PCL. and Subsidiaries, hereby annual previous announcement/regulations.

2) Guideline

2.1) Corruption refers to seeking unjustified personal gains, either for themselves or for others, which can cause significant impacts to the company's business.

2.2) Ensure executives and supervisors closely and appropriately monitor supervisees according to (1) the company's regulations, (2) the company's announcement/policies, (3) business ethics manual and code of conduct, (4) Anti-Corruption policy and other relevant practices.

2.3) All level of supervisors must be responsible in monitoring, screening and approving different documents with due consideration, accurately and consistently.

2.4) All level of supervisors must drive supervisees to perform their duty honestly and ethically, whether it is expense reimbursement, or the company's data privacy system.





2.5) If there are cases of corruption or similar and/or regulatory violations against the company, the company will file lawsuits to civil court and criminal court for their verdicts.

2.6) Direct or relevant supervisors, as well as Office-level manager or equivalent, must be responsible for employees under their own management. This is to ensure strict compliance to the company's regulations, announcement and orders. If any function's supervisors are found to be corrupting, the aforementioned supervisor will receive disciplinary actions at different degrees, depending on the case.

3) Investigation

When there is corruption or behaviors leaning towards corruption and/or regulatory violations against the company, designated audit function will conduct initial investigations. If the facts are consistent, a specific audit committee will be appointed, with representatives from (1) audit function (2) human resource function (3) owner function (case-by-case basis) (4) Corporate Legal & Compliance function. The representatives serve as the Board (case-by-case basis). Procedures are as follows.

3.1) The Company's Employees

3.1.1) Transfer or Suspension During Investigation

3.1.1.1) The transfer is for investigation's benefits, aiming to prevent employees from causing recurrence of wrongdoings or damages. The owner function may consider transfer relevant employees

3.1.1.2) During suspension during investigation, function owner might consider suspending the investigated employees per the company's human resource rules.

3.1.2) Investigation and Applicable Disciplinary Actions





Audit committee will immediately commence the investigation. If there has been corruption or regulatory violation against the company, the said committee shall report the findings and propose disciplinary actions as appropriate to person in charge for consideration, per the company's human resource rules. Lawsuits will be filed for civil court and/or criminal court.

3.1.3) Disciplinary Actions and Financial Compensation

The function, in which the wrongdoer employee works in, shall take the following actions.

3.1.3.1) Immediately proceed for the employee to promptly compensate the company in full amount.

3.1.3.2) Immediately deploy disciplinary actions as determined by investigation's committee and person in charge

3.1.4) Lawsuits

Corporate Legal & Compliance and/or other responsible function filed lawsuits against the wrongdoer employee, both civil court and criminal court. The functions shall monitor on compensation claims and criminal penalty with the mentioned employee.

3.2) Legal Entity / External Party in Business with the Company

If there are legal entities / external party being an accomplice in corruption and/or regulatory violation against the company and/or hold responsible for wrongdoing of the employee and/or legal entity/external party, the Corporate Legal & Compliance Function and/or designated functions are to file lawsuits in civil court and/or criminal court. The objective is to claim for compensation from the wrongdoer employee, as well as sharing information to HR Governance





Center, human resource function, all companies in the Group, in written form. The information is communicated to relevant functions for future transaction considerations with mentioned legal entity / external person.

4) Development of Summary Report for Corporate Governance Sub-Committee / Sustainability and Corporate Governance Committee / Audit Committee

The committees conduct investigation on the case. The audit function summarizes cases of corruption or regulatory violation against the company, as well as the concluding settlement to Corporate Governance sub-committee; who will in turn report to Sustainability and Corporate Governance Committee, as well as Audit Committee, quarterly.

Effective from 22nd May 2019 onwards.

Announced on 22nd May 2019.

