



## CP ALL Public Company Limited

### *Conflict of Interest Policy and Guidelines Announcement*

*Doc. No. HRCG 1502/2019*

---

#### 1. Principle

The Company is committed to operating businesses with ethics and integrity in accordance to the good corporate governance principles. Decision-making and operations regarding business transactions shall be performed transparently, with due considerations to avoid possible negative impacts, build credibility and preserve optimum corporate benefit of CP ALL.

#### 2. Objective

To establish ethical guidelines for directors, executives, and employees to perform their duties honestly and transparently, without personal gains and/or benefiting those relevant; as well as avoiding potential conflict of interest with the Company.

#### 3. Scope

This policy applies to CP ALL Plc. and its subsidiaries, excluding Siam Makro PCL. and its Subsidiaries.

#### 4. Definition

Conflict of Interest refers to any activity or circumstance in which a person has a private or personal interest or of those related; that may hinder Company from gaining optimum benefits, or resulted from the Company suffering damages.

#### 5. Roles and Responsibilities

##### 5.1 Board of Directors

- 5.1.1 Formulate policy and guidelines in regards to conflict of interest.
- 5.1.2 Oversee efficient implementation of the guidelines.

##### 5.2 Executive





- 5.2.1 Establishes appropriate guidelines in accordance to good corporate governance principles, business ethics, and the Company's code of conduct in compliance with laws and regulations of respective countries businesses are being conducted.
- 5.2.2 Appoints a specific committee or a responsible person to manage and ensure correct implementation.
- 5.2.3 Oversees that the policy and guidelines are strictly adhered to throughout the Company, regularly revise to improve efficacy, and ensures the related performance are reported.

### 5.3 Responsible Departments

No.	Department	Roles and Responsibilities
1.	General Department	Communicate, advise, and ensure the employees in respective departments comply with CP ALL's conflict of interest policy and guidelines.
2.	Legal & Compliance Unit	Ensure the implementation of the guidelines.
3.	Company Secretary Unit	Collect gainful activity reports of executive committees, directors, and high ranking executives and report to the Chairman of the Board of Directors and the Chairman of the Audit Committee.
4.	Human Resource Unit	Collect conflict of interest reports of personnel and report policy and guidelines compliance to the Corporate Governance Sub-Committee, as well as the Sustainability and Corporate Governance Committee.
5.	The Office of Internal Audit	Gather and collect reports of connected transactions and report them to the Audit Committee.

### 5.4 Employee

- 5.4.1 Adhere strictly to the conflict of interest policy and guidelines.
- 5.4.2 Report every potential conflict of interest issue that may arise to responsible party through designated channel.





## 6. Guidelines

- 6.1 Executives and employees shall avoid any transaction that is potentially conflicting with best interest of CP ALL. They shall not act out for their personal benefit or for those related to them.
- 6.2 The use of personnel's position by themselves or other, whether directly or indirectly, to exploit the Company is prohibited.
- 6.3 Exploitation of Company's confidential information for personal gains and/or for related parties is prohibited.
- 6.4 Executives, employees and close relatives shall avoid joining in any business/activity that may create conflict of interest with CP ALL, whether directly or indirectly, as well as report possible conflicts to your supervisor in writing (Attachment 2). All personnel shall strictly follow the suggestions of the HR department (Example of case potentially leading to conflicts of interests is in the annex (Attachment 1)).
- 6.5 Non-compliance of the conflict of interest policy can be reported through CP ALL designated channels.

No.	Channel	Detail	Addressee
1	E-mail	E-mail: AuditCommittee@cpall.co.th E-mail: CGcommittee@cpall.co.th E-mail: BOD@cpall.co.th	Audit Committee Corporate Governance Committee Board of Directors
2	Post	Address: The Office of Internal Audit – CP ALL Plc. 119, 16th Floor Tara Sathorn Building, Soi 5, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120	The Office of Internal Audit





3	Call Center	Tel. 02 – 071 – 2770 Tel. 02 – 826 – 7744 Fax. 02 – 071 – 8623	The Office of Internal Audit Call Center Service The Office of Internal Audit
4	Online	<a href="http://www.cpall.co.th/whistleblowing">http://www.cpall.co.th/whistleblowing</a> <a href="http://www.facebook.com/CPALL7">http://www.facebook.com/CPALL7</a> (Inbox)	The Office of Internal Audit Office of Communication and Corporate Image Management
5	“Koh- Rakang” Project	Tel. 02 – 071 – 1717	HR Operations Center

## 7. Training

CP ALL provides trainings and seminars on conflict of interest for Directors, Executives, and employees as a part of business ethics course.

## 8. Penalty

Any personnel who intentionally violates or neglect to perform due duties will receive disciplinary actions as appropriate the conflict of interest policy will face consequences accordingly.

## 9. Policy Revision

The policy is revised yearly by the HR Governance Center, Corporate Governance Committee, Audit Committee, Company Secretary Department, and Legal & Compliance Department.

Effective from April 22<sup>nd</sup>, 2019 onwards

Announced on April 22<sup>nd</sup>, 2019



## Appendix: Sample Situations That May Cause Conflict of Interest

To help clarify and aid compliance with CP ALL's Conflict of Interest Policy and Guidelines, examples of situations are provided below:

### **A: Examples of situations that may potentially lead to conflict of interest and are prohibited:**

1. Using Company's internal information for personal gain and/or those related to them
2. Utilizing of Company's assets, such as information, computer, software, for personal purposes.
3. Utilizing CP ALL's personnel in one's own business
4. Working on external businesses during work hours
5. Receiving benefits or gifts with a value exceeding 3,000 THB for oneself or those related to them from any supplier without reporting it to the supervisor
6. Conducting external business with CP ALL's supplier while having an active role in the procurement process
7. Involving in procurement process, promotion, or performance assessment of a personnel with whom you have personal/financial relationship with
8. Offering or accepting money, benefits or items from suppliers or competitors
9. Holding an advisory committee position at a competitor's Company
10. Being responsible of the procurement or any transaction involving personnel's own relatives, such as supplier, contractor, and product distributor procurements

### **B: Examples of situations that may potentially lead to conflict of interest that should be reported**

1. Completing transaction or operation which results in personal gain, whether directly or indirectly
2. Holding an advisory committee position at other company
3. Being responsible of the procurement or any transaction involving personnel's own relatives, such as supplier, contractor, product distributor procurements, etc.
4. Operating Store Business Partner (SBP) of personnel's relatives



## Conflict of Interest Disclosure Form

Dear Committee/Chairman/Supervisor

I hereby would like to report potential conflict to the best interest of CP ALL Plc. and its Subsidiaries

in the fiscal year                       during the time of this report as follow:

.....  
 .....  
 .....

Corrective actions (if applicable):

.....  
 .....  
 .....

Please kindly be informed and advise on appropriate measures to be taken.

Signed.....Reporter

(.....)

Position.....

Date.....

### 1. Advice

.....  
 .....  
 .....

**Committee/Chairman/Supervisor**

Signed.....

(.....)

Date.....

### 2. Acknowledgement of Advice\*

I have received and acknowledged the abovementioned advice.

Signed.....

(.....)

บมจ.0107542000011

บริษัท ซีพี ออลล์ จำกัด (มหาชน) 313 อาคาร ซี.พี.ทาวเวอร์ ชั้น 24 ถนนสีลม แขวงสีลม เขตบางรัก กรุงเทพฯ 10500  
 CP ALL PUBLIC COMPANY LIMITED 313 C.P.Tower,24th Fl., Silom Rd., Silom, Bangrak, Bangkok. 10500 Tel.02-071-9000



Date.....

Remarks: \*Please submit the original disclosure form to the respective regional HR Departments and a copy to the HR Governance Center.

บมจ.0107542000011

บริษัท ซีพี ออลล์ จำกัด (มหาชน) 313 อาคาร ซี.พี.ทาวเวอร์ ชั้น 24 ถนนสีลม แขวงสีลม เขตบางรัก กรุงเทพฯ 10500  
CP ALL PUBLIC COMPANY LIMITED 313 C.P.Tower,24th Fl., Silom Rd., Silom, Bangrak, Bangkok. 10500 Tel.02-071-9000

