



CP ALL Public Company Limited and its Subsidiaries

Corporate Legal Compliance Guideline

The ‘Policy from CP ALL Plc.’s Board of Directors on Legal and Regulatory Compliance for Corporate Interests’, dated on 23rd February, 2018; establishes all business operations must be conducted honestly, in accordance to applicable laws and regulations. To ensure business is operated according to aforementioned policy, the following guidelines are established.

1) **Scope**

1.1) To annul Corporate Legal Compliance Guideline, the previous version announced on 20th March 2018; this Guideline is to be adopted in its stead.

1.2) To adopt this Guideline for Corporate Legal Compliance, effective for CP ALL Plc. and its subsidiaries, with the exception of Siam Makro PCL and Subsidiaries.

2) **Guideline**

2.1) If cases with legal, regulatory and ethical non-compliance risks are found, before or after said actions, all level of operators must halt or postpone them. The actions must be thoroughly investigated to ensure they do not violate the laws, regulations or corporate business ethics; and

2.2) To consult with Corporate Legal & Compliance Function; reporting facts, relevant issues in order to receive prompt recommendations on the matter

3) **Roles and Responsibilities**

3.1) Business line managers have the responsibilities to govern and manage business plans according to different laws and regulations relevant to business operations.

3.2) Corporate Legal & Compliance Function has the following roles:





3.2.1) To monitor legal drafts, new laws and regulations of governmental functions relevant to the Company and subsidiaries. To provide consultation and feedback to functions on work plans for the purpose of ensuring compliance.

3.2.2) To report conclusion or legal opinions, following consultation with functions, with Governance Sub-Committee at least twice a year. Reporting is done in June and December annually, following the consultation report form, 'Legal Compliance for Corporate Interests,' attached at the end of this announcement.

3.3) Chairman of the Governance Sub-Committee has the responsibility to report findings of Corporate Legal & Compliance Function to Governance Committee in the first quarter, annually.

This announcement is effective from 2nd December 2019 onwards.

Announced as of 29th November 2019.





Report on Corporate Legal and Regulatory Compliance

Company.....

Division/Department.....

Date of Consultation.....

- Details/Cause

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- Issues/Impacts to Company

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- Management Approach/Solutions

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Developed by.....

Corporate Legal & Compliance Function

CP All Public Company Limited

On Legal and Regulatory Compliance for Corporate Interests Policy Announcement

23rd February 2018

At the 2/2018 CP All Plc.'s Board of Director meeting, on 22nd February 2018, a resolution was announced on the matter as the Board's policy for the Company's and subsidiaries' related parties, comprising the Board, sub-committee, Directors, employees, workers, and any other related personnel. All must be aware of the Board's policy regarding most crucial principle for legal and regulatory compliance of business operations. The aim is to preserve corporate interests of both the Company and respective subsidiaries. The policy is as follows.

1. Relevant parties in the Company and subsidiaries must not instruct, take action or neglect actions that may result in the Company and subsidiaries violating the laws, regulations or ethics of good governance, no matter the case.
2. Business operations or decisions of the Company's and subsidiaries' personnel must adhere to principle of good governance, as follows.

1. Responsibilities and Caution

At work, all personnel must make a) considerations as a reasonably prudent person would do; considerations are made according to positions, scope, responsibilities, experience, capacity, understanding, and objectives of appointment; b) considerations with honesty and reasons for corporate interests as focus; c) considerations bases on sufficient information; and d) decisions in which they themselves do not have a direct or indirect stake regarding the matter

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2. Honesty and Transparency

All personnel must take actions in the following manner, a) with honesty and upholding corporate interests as priority, b) with just and appropriate objectives; and c) with no significant hindrance or obstruction to corporate interest

(The law makes assumption that the following actions are in significant hindrance or obstruction to corporate interests. This comprises:

- a) Transaction between the Company or subsidiaries and the Board, directors or individuals with relations to the Board or Directors, without complying to corporate regulations
- b) Insider trading with corporate information, except information already disclosed publicly; or
- c) Utilization of corporate assets or business opportunities in breaches against the Company's regulations or general practice guideline

Actions in a), b) or c) would result in particular individual benefit financially beyond expected normal means, or may cause the Company to suffer damages)

3. Compliance to Applicable Laws and Regulations

All personnel must perform their duties and responsibilities strictly in accordance with relevant laws and regulations. This includes the Company's objectives, mandates, resolutions of the Board and General assembly. Questions are to be immediately discussed with supervisors according to respective business lines.

3. To implement per management hierarchy to ensure strict compliance with the Board's policy on crucial principles of work as previously mentioned. Relevant personnel are forbidden from making proposals that may lead to the Company's or subsidiaries' violations against the laws, regulations or good governance ethics.





In case there are risks that may lead to the Company's violation against the laws or regulations, be it the government's, the Company's, ethics or conduct of good governance, whether before and after said actions. All level of operators must uphold the principle, and stop-work or postpone such operations. Operators must thoroughly consider and investigate to ascertain the actions are not in violation of the laws, regulations, ethics or code of conducts. Questions are to be discussed subject matter experts, such as legal authority, governmental officers or those of related organizations; this includes experts or those highly experienced on the matter. Such cases are to be treated on a case-by-case basis. Reports will be made to business line's supervisors per appropriate hierarchy.

4. To develop measures in governing and monitoring works of functions under own responsibilities to ensure that work is performed effectively and in compliance with the laws, regulations, ethics or conduct of good governance.

For your information and strict compliance.

