

CP ALL Public Company Limited
Anti-Corruption / Regulatory Violation Guideline Announcement
Doc. No. HRGC 1504/2021

Corruption by abusing duties to seek undue interests, whether for self-interests or others, is considered an important threat damaging to the Company. Therefore, there is a guideline providing standardized practice for executives and employees to adhere to, if there are corruption cases / regulatory violation. The guideline aligns with governance principles, business ethics, anti-corruption policy, and corporate working regulations. This includes prevention of corruption and preservation 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) 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. If any supervisors were found to be complicit with corruption, the directors and supervisors of the department must receive respective disciplinary actions as deem appropriate on a case by case basis.

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

2.3) All level of directors and supervisors must drive supervisees to perform their duties honestly and ethically, including complying with the Company's protocols, such as procurement/employment, expense reimbursement, asset management, or the company's data privacy system.

2.4) 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. Per the Investigation Committee's verdict in 3) presenting to the CEO/President**, or an authorized person, to approve

***President : Education-related work*

3) Investigation

3.1) When there is corruption or behaviors leaning towards corruption and/or regulatory violations against the company, designated audit office and/or human resource function will conduct initial investigations. If the facts are consistent, a specific audit committee will be appointed, with representatives from

No.	Company	Management Level	Supervisory – Employee Level
1	CP ALL PCL	(1) Audit Office (2) HR Shared Service Center (3) Owner function (4) Business Unit's Legal Office	(1) Audit Office (2) HROP 1,2 Center (3) Owner function (4) Business Unit's Legal Office
2	Subsidiary	(1) Audit Office (2) HR Shared Services Center (3) Each company's HR (4) Owner function (5) Business Unit's Legal Office	(1) Audit Office (2) Each company's HR (3) Owner function (4) Business Unit's Legal Office

*** The Investigation Committee examining the facts must make up at least half of the overall Investigation Committee

Notably, if any function has detailed guideline on fact examination for internal implementation, the set-up of Investigation Committee should be in accordance with the guideline.

3.2) The Company's Employees accused to commit wrongful acts or incline towards corruption

3.2.1) Investigation Committee can propose Owner Functions make transfer and/or suspension during investigation

(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

(2) During suspension during investigation, function owner might consider suspending the investigated employees per the company's human resource rules, per the Company's human resource management regulation

3.3) Notably, if any function has detailed guideline on fact examination for internal implementation, the set-up of Investigation Committee should be in accordance with the guideline. This guideline must not contradict anti-corruption policy and guideline, the Company's regulations, and this Announcement

4) Investigation Result Summary and Disciplinary Actions

The Investigation committee (per no.3) would summarize the investigation result. If there has been corruption or regulatory violation against the company, disciplinary action is to be imposed per the Company's regulations. Notably, if the wrongful acts mentioned damage the Company and/or any individuals, there needs to be legal proceeding, whether civil and/or criminal court. This would be in accordance with the Investigation Committee's verdict, and presented to the CEO/President** or authorized persons. If the disciplinary action considerations could not be concluded, it is to be presented to CEO/President** for consideration.

***President: Education-related work*

5) Compensation and Legal Proceeding

5.1) Compensation and Employee Corruption-related Debt's Follow-Up

The functions and owner functions relevant to conducting follow-ups of employees' debts generated from corruption or wrongful acts to ensure full collection.

No.	Company	Management Level	Supervisory – Employee Level
1	CP ALL PCL	(1) Owner Functions (2) HR Shared Services Center	(1) Owner Functions (2) HROP 1,2 Center
2	Subsidiaries	(1) Owner Functions (2) Each company's HR (3) HR Shared Services Center	(1) Owner Functions (2) Each company's HR

5.2) Lawsuits

5.2.1) Wrongdoer employees

The Business Unit's Corporate Legal and/or other designated functions, as assigned by the Business Unit's Corporate Legal, shall file lawsuits against the wrongdoer employee, both civil court and criminal court. This includes cases of non-compliance per memorandum or legal agreement, such as settlement contract and acknowledgement of debt agreement. The functions shall monitor on compensation claims and criminal penalty with the mentioned employee.

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

1) 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, Business Units and/or designated functions are to file lawsuits in civil court and/or

criminal court. The objective is to follow up on and demand for compensation, as well as legal criminal penalty for the legal entity, external wrongdoers.

2) In case legal entity/external party is complicit in the acts of corruption and/or unlawful actions towards the Company. The Company may consider annulling transactions conducted together, and/or pause from conducting any potential transactions with legal entity/external party in the future.

6) Development of Summary Report for Corporate Governance Sub-Committee / Sustainability and Corporate Governance Committee / Audit Committee / the Company's Executive Directors

6.1) The investigation committee (per no.3) summarize the investigation result for the Governance sub-Committee's secretary, concluding 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; as well as reporting to Business Group's Marketing and Distribution Sub-committee twice a year.

6.2) Audit Office develops an audit result report to present the Company's executive directors and the audit committee. Notably, other functions may have their own internal practice guideline relating to due process for facts; in such cases, reporting is to be done according to the stipulated internal guideline

7) Duties of relevant functions (attachment 1)

8) Guideline accompanying consideration, except for lawsuits (attachment 2 for investigation committee conducting due process for facts)

9) Disciplinary actions

If any employees violated this announcement and/or neglect to either follow through or order in their own duties resulting in damages, they must receive disciplinary actions, as stipulated by the Company, including dismissal. Notably, if the mentioned wrongdoing damaged the Company's and/or other individuals, the Company would prosecute to the fullest extent, both for civil and criminal court. All directors are asked to inform employees under their authority to ensure acknowledgement and strict compliance from hereon.

Effective from 1st December 2021 onwards.

Announced on 1st December 2021

Duties of Relevant Functions

No.	Functions	Roles and Duties	Remarks
1	Investigation Committee	<ul style="list-style-type: none"> - Investigate relevant employees and conclude disciplinary actions as well as prosecution as dictated by laws - In case of remuneration, conclude the damage report - Issue a memorandum on investigation of facts - Issue an acknowledgement of corruption or fraud, specifying the amount compensated to the Company for the damage - Issue an acknowledgement of salary deduction / bonus / incentive / and other income, last installments returning to the Company 	
2	Audit Office	<ul style="list-style-type: none"> - Investigate initial facts, and if employees were corrupting or committing actions that damage the Company, there must be an investigation committee establish to conduct due process for facts - Coordinate with the Company's accounting function to inform of compensation installment incoming from the employee 	In case the audit office did not partake in the investigation, human resource function is to directly send the acknowledgement of debt agreement to each Company
3	Accounting Function	<ul style="list-style-type: none"> - Review the asset and debts under the Employee's names 	According to the flow of voluntary resignation process
4	Business Group's Legal Office	<ul style="list-style-type: none"> - Participate as part of the investigation committee conducting due process for facts - Collect data, witness and evidence for the prosecution - Develop memorandum or legal agreement, such as settlement agreement, acknowledgement of debt agreement, to name a few - Legal prosecution/ per the verdict of investigation committee / those with authority in proceeding 	Reference the investigation committee establishment per no.3
5	Human Resource	<ul style="list-style-type: none"> - Participate as part of the investigation committee conducting due process for facts - Consider disciplinary actions per the Company's work regulations - Issue notices on disciplinary actions / dismissal - Review the employees' pending salary / bonus/ incentive / and other salary remaining with the Company and take actions as agreed with the Employees for the compensation - Coordinate with accounting function to review the asset and debts under the employees' name - Coordinate and inform the asset company in charge of EJIP to transfer the employee's asset in pre-paid account to cash account, to be sold immediately upon transfer - Notify employee resignation from the provident fund - In case the debt cannot be followed up upon, the business unit's legal office is to be informed for further prosecution 	<ul style="list-style-type: none"> - Issue a certificate of employment - Record employee's resignation history with the cause identified as corruption; place in personal list to prevent re-entry to work with the subsidiaries and companies in Charoen Pokphand Group
6	Owner Function	<ul style="list-style-type: none"> - Participate as part of the investigation committee conducting due process for facts - Monitor and follow up debts from employees - Be granted designated authority for legal prosecution 	- Reference the investigation committee establishment per no.3

Guideline for Considerations of Lawsuits Exemption

This guideline was developed as a supporting document for Anti-Corruption / Regulatory Violation Guideline Announcement, Doc. No. HRGC 1504/2021. It serves as criteria for considerations of exempting lawsuits, both civil and criminal, when there was corruption of unlawful acts against the Company. The detail is as follows.

1) Civil Case

If the employees are corrupted or committed wrongful acts, but have yet to provide compensation or only provide so partially, the owner function shall prosecute that employee. This is except when there are considerations for one of the following cases below.

- 1.1) Wrongdoer employees who committed the acts unintentionally, only if it was not severe negligence
- 1.2) Upon prosecuting wrongdoer employees, and that criminal case stipulated returning of assets or compensation to the Company
- 1.3) The value of benefits gained from lawsuits did not mark it worth the expense for prosecution, or damage that may arise from the prosecution

2) Criminal Case

The owner function of wrongdoer employee committing criminal cases shall prosecute the employee in all cases, except there is a just reasoning for considerations as follows.

- 1.1) Employee conducts wrongful acts due to negligence
- 1.2) Wrongdoer employees returned the asset or provided compensation fully
- 1.3) Employee has good performance records and behaviors, while also provided a confession facilitating the investigation