

Anti-Corruption Policy

The Board of Directors recognizes the importance of, and places emphasis on, good corporate governance by providing support for CP All Public Company Limited (“CPALL” or “Company”) to become a signatory Company in Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC), in which directors, management and employees, at all levels, (together called “CPALL Personnel”) and stakeholders work together to fight against corruption.

Therefore, the Company established the **Anti- Corruption Policy** (“Policy”) as guidelines for business operations in order to foster transparency and work in accordance with the directions from the Board of Directors.

According to this Policy, Corruption is defined as the misuse of position or power of influence for inappropriate gains for the organization, one’s self, or others. Corruption includes bribery, conflicts of interest, economic extortion and illegal gratuities given to government officials or private organization.

Roles and Responsibilities

- 1. The Board of Directors** has the roles and responsibilities to oversee the overall anti-corruption initiatives, establish and approve relevant anti-corruption policies, as well as to demonstrate the Company’s stance on corruption to all CPALL personnel, related business partners and the public.
- 2. The Corporate Governance Committee** has the roles and responsibilities to oversee the Company’s operations in compliance with the policies and regulations relating to corruption, establish and approve relevant anti-corruption procedures, as well as review the relevant anti-corruption policies and procedures to ensure their appropriateness.
- 3. The Audit Committee** has the roles and responsibilities to oversee the internal control processes, the accounting and financial reporting process and the internal auditing process to ensure the appropriateness, efficiency, effectiveness and completeness of the internal controls, especially internal controls concerning corruption risks.
- 4. The Chief Executive Officer** has the roles and responsibilities to establish efficient guidelines or work processes to align with the direction from the Corporate Governance Committee as well as set the communication and training program to CPALL personnel to ensure that they have sufficient understanding and are able to efficiently and effectively apply related policies and procedures in their operations. They also are responsible for reviewing the appropriateness of related procedures to align with any changes in business operations, procedures, regulations and laws.
- 5. The Internal Audit Office** has the roles and responsibilities to perform the review of the Company’s internal control system as well as to review compliance with relevant anti-corruption policies and procedures to ensure that the internal control system is appropriate, effective, efficient and adequate for any potential corruption risk. They also are responsible for the periodical and timely reporting of internal audit results as well as any urgent matters to the Company’s senior management and relevant committees.
- 6. All CPALL Personnel** have the roles and responsibilities to understand and act in accordance with the anti-corruption policy and relevant procedures. They are responsible to report to their supervisor or a designated reporting channel if they encounter any breach of the Company’s policies and procedures or have any questions about the Company’s policies and procedures.

Policy

1. The company has a zero-tolerance policy to counter against all forms of corruption, whether direct or indirect, such that the Company supports and promotes anti-corruption initiatives for CPALL personnel, at all levels, to understand the importance and be conscious in countering corruption.
2. CPALL personnel shall not engage in any form of corrupt act, whether direct or indirect. All personnel shall not provide, offer, promise, request, or accept corrupt practices for the benefit of company, one's self or others (such as family, relatives, friends or acquaintances) whether in dealings with government officials or private organizations that may constitute corruption. They shall act in accordance with all relevant laws, especially anti-corruption related laws in Thailand and all countries in which the Company operates.
3. CPALL personnel shall foster anti-corruption values and awareness by working honestly, ethically and transparently without engaging in corruption as part of the organizational culture.
4. The Management shall establish guidelines to align with this policy, covering the following areas:
 - 4.1 Performing a corruption risk assessment and designing internal controls taking corruption risks into consideration, especially in the sales and marketing process, procurement and contracting process, human resources process, books and records keeping process, reimbursement of some expenses that may lead to corruption risks (such as charitable contributions, sponsorships, hospitality, or gifts providing) as well as any process in relation to dealing with government entities.
 - 4.2 Establishing a formal anti-corruption program for Management and staff to follow to help prevent corruption in operations as well as establishing a formal requirement to disclose information in relation to the Company's anti-corruption program to the public.
 - 4.3 Establishing a communication process as well as periodically communicating the Anti-Corruption Policy and relevant procedures to CPALL personnel and external parties.
 - 4.4 Performing reviews of internal processes to ensure the efficiency and effectiveness of the internal control system design and implementation, as well as establishing the reporting process for internal audits performed on anti-corruption program implementation to the relevant Committee and the reporting process for urgent matters to the Senior Management and Board of Directors.
 - 4.5 Establishing secure channels to report any corruption practices and channels to seek advice when corrupt acts are encountered.
5. CPALL personnel shall not ignore or neglect to report any suspected instances of corruption through the channels provided by the Company. The company shall provide protection to employees who report corrupt acts.
6. The Company shall fairly treat and protect employees who refuse to participate in corrupt acts. No employee shall suffer any sanction, penalty or any other adverse consequence of whatever nature for refusing to participate in corruption, even if such refusal may result in the Company losing business.

Any actions violating this policy shall be considered for disciplinary action in accordance with the Company's rules which may include termination if deemed appropriate. Additionally, any CPALL Personnel found to be in violation of these policies may be subject to legal action if the act is proved to be a violation of law.