

# CENTRALRETAIL

Code of Conduct

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Central Retail Corporation Public Company Limited

(6 September 2019)

## Code of Conduct

The Company realizes the importance of ethics of its personnel as they are fundamental factors supporting and enhancing good corporate governance. Moreover, good ethics can lead to steady and sustainable business growth and enable the Company to achieve its business objective. Therefore, the Company's representatives, directors, executives, and employees must adhere to the following guidelines in performing duties.

### 1. Guidelines for Business Conduct

- 1.1 Perform duty by-laws governing the business, the Company's objective, Articles of Association and corporate governance principles and the resolution of shareholders' meeting.
- 1.2 Perform duty honestly and ethically without direct or indirect seeking for wrongful benefits to anyone.
- 1.3 Devote time to fully perform duty and actively acquire knowledge and experiences to be able to perform duty effectively and efficiently.
- 1.4 Treat colleagues, supervisors, customers, counterparties, shareholders, and the community with humble, bountiful, and honesty. Respect the right of others, be attentive and patient, do not abuse others, and be a good role model for others.
- 1.5 Maintain and encourage unity.
- 1.6 Do not commit any acts that may harm the reputation of oneself and the Company.
- 1.7 Avoid incurring financial obligations with persons conducting business with the Company or with colleagues, including offering loans, borrowing money, soliciting of the fund, etc. However, charitable activities and those for public interest are excluded.

### 2. Guidelines towards Customers, Suppliers, Creditors, and Competitors

- 2.1 Treat customers, suppliers, and creditors equally and fairly and based on mutual benefit as well as respect cultural belief and social ethics.
- 2.2 Strictly abide by all terms and conditions as stipulated in agreements. In the event that the Company is unable to comply with any condition, the Company will immediately inform counterparties to find a mutually-accepted solution.
- 2.3 Maintain quality and standard of products and services, consider clients' safety and welfare within the specified standard and strive to respond to the needs of clients to keep accountability and clients' loyalty.
- 2.4 Provide system and channels for receiving clients' opinions and timely and properly manage their complaints.
- 2.5 Ensure that information on products is accurately, clearly and sufficiently communicated and it is not exaggerated.

2.6 Strictly keep information of customers, suppliers and the Company confidential. Carefully handle confidential documents and information and do not disclose to others, which can cause damage to relevant parties and the Company, although the employment status is ended, except cases stipulated by laws or binding conditions which must be complied with.

### **3. Guidelines towards the Company**

3.1 Support and monitor the Company and responsible unit to operate the business with transparency and in accordance with the Company's rules, regulations and policies as well as good value and tradition for the benefit of the Company.

3.2 Mainly focus on the Company's benefit and avoid any acts that have a direct or indirect conflict of interest with the Company, for example, operating competing business with the Company or take business benefit from the Company.

3.3 Do not misuse authority to improperly seek for own benefit, for instance, conducting any transactions under the Company's name or using position at the Company for own benefit.

3.4 Do not buy, sell, transfer or receive a transfer of the Company's securities by using non-public information for your benefit or the benefit of others.

3.5 Maintain and effectively use the Company's assets for the Company's utmost benefit and do not use the Company's assets for the benefit of oneself or others.

3.6 Comply with the Company's Good Corporate Governance Policy.

### **4. Guidelines on Social Responsibility**

4.1 Behave appropriately and tactfully and maintain the honor of oneself and the Company's image and reputation.

4.2 Create a good relationship with the society, community, public agencies and related organizations and conduct charitable activities as appropriate.

4.3 Be politically neutral and exercise personal political liberty without causing any impact or damage to the Company's image.

4.4 Take responsibility for environmental conservation, local culture and tradition in the place where the Company is located.

4.5 Carefully give information for the benefit of the Company and overall society.

4.6 Make careful judgment when using social media and avoid making improper comments which may affect the Company's reputation and image or create misunderstandings.

### **5. Gifts, Gratitude, and Other Benefits**

Offering/ receiving gifts and making money donation can be conducted in accordance with the tradition and not influence others to perform/ not to perform their duties, impact their business judgment, or obtaining unfair benefits.

#### 6. Guidelines on Violation or Incompliance with the Code of Conduct

To enforce the Code of Conduct, the Company has set the below guidelines and punishment measures for the Company's and its subsidiaries' directors, executives, employees, advisors, contract parties as well as representatives or designated persons of the Company and of those mentioned above who fail to comply with these guidelines for business conduct.

- 6.1 Employees, who find any wrongdoings ("Whistleblowers"), can file complaints with the Chairman of the Board of Directors, any independent directors or the corporate secretary ("Compliant Recipient").
- 6.2 Whistleblowers can file complaints verbally or in writing by sending an email or letter to the complaint recipient.
- 6.3 Whistleblowers may opt not to disclose themselves if they view they may be impacted by the disclosure. Yet, complainants must provide sufficient details or clear evidence.

The Company will keep reported information confidential. By considering the safety and damage to reporters or relevant persons, the responsible persons in every procedure have to maintain the information they receive with the highest secrecy and must not reveal such information to others. Violations will be regarded as disciplinary offenses.

The Code of Conduct are effective from 6 September 2019 onwards.

*-Signed-*

(Dr. Prasarn Trairatvorakul)

Chairman

Central Retail Corporation Public Company Limited