



# Anti-Corruption Policy

Siam Makro Public Company Limited  
and Subsidiaries

*Updated/ Revised 1/2020 (November 10, 2020)*

**Message from the Chairman**

Siam Makro Public Company Limited and its subsidiaries (“the Company”) are committed to conducting business with ethics, honesty, transparency and responsibility for the society and all stakeholders, in compliance with its Corporate Governance and Code of Conduct for its sustainable growth.

The Company realizes the impacts of corruption, not only on the reputation and confidence among investors, business partners and customers, but also on the sustainability of the Company and the national development. The Company, as a member of the society wishing for national development without corruption, therefore applied for membership of the Thai Private Sector Collective Action against Corruption (Thai CAC). To ensure of having a policy against corruption and defining appropriate responsibility and guidelines of practice to prevent corruption in all business activities, the Company established the “Anti-Corruption Policy” in 2017 as a clear guidance for directors, executives and employees in performing their duties. This is also to ensure that business operation and decision making which might have corruption risk be considered with more prudence.

The Company wishes all directors, executives, and employees to study, understand and strictly comply with the guidelines in the Anti-Corruption Policy as a part of working regulations, as well as disseminate the intention and guidelines of our business conduct to all stakeholders to jointly develop the organization to gain trust from all stakeholders. This will be a great foundation for our business and sustainable growth.

*(signed)*

(Mr. Suphachai Chearavanont)

Chairman

**Definitions**

<b>The Company</b>	Siam Makro Public Company Limited and its subsidiaries
<b>Subsidiaries</b>	Means companies as specified by the Securities and Exchange Act, as well as by the announcements of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET)
<b>the Company personnel</b>	Directors, Executives, and Employees of Siam Makro Public Company Limited and its subsidiaries
<b>Corruption</b>	Various activities and any acts regardless of whether it is the offering, promising, soliciting, demanding, and giving or accepting of assets or any other benefits to Government officials or any other persons doing business with the Company, whether directly or indirectly, in order to induce those persons to take actions or refrain from taking any actions in accordance with their duties, so as to obtain benefits or maintain various other benefits that are improper or inappropriate for the business activities, or to refrain from applying or imposing various measures that are normally allowed or required to be taken in accordance with the applicable laws, rules and regulations, as well as with customary local and business practices
<b>Political Contributions</b>	Giving contributions, whether it is in the form of money or any other types of contributions, in order to support political activities – such as: giving or providing goods or services; advertising, promoting or supporting political parties; buying tickets to join political rallies aimed at raising funds for a political party; or donating money to any organization that is known to be closely linked to a political party

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<b>Charitable Contributions</b>	Donating money or goods or any other things that can be calculated into actual monetary terms to any charitable organizations without wanting any benefits in return
<b>Sponsorships</b>	Money given to or received from, any goods or any other types of benefits and gains that can be calculated into actual monetary terms, clients/ customers, business partners, suppliers, joint venture parties, with the aim making positive use of being associated with the brand name or reputation of the Company.
<b>Facilitation Payment</b>	An illegal or unofficial payment made in return for services which the payer is legally entitled to receive without making such payment. It is normally a relatively minor payment made to a public official or person with a certifying function in order to secure or expedite the performance of a routine or necessary action, such as the issue of a license or certificate, or the request for a public service.

## Anti-Corruption Policy

### 1. General Principles

The Company has a policy to forbid the Company's personnel and its related parties from undertaking or accepting or supporting any acts and all forms of corruption, either directly or indirectly, whereby this also extends to any parties involved with the Company. The Company has determined that monitoring is undertaken on a regular basis with regard to full compliance with the established Policy on Anti-Corruption together with regular reviews of the operating guidelines and procedures, so that they correspond to current policies, required operating procedures, rules and regulations, announcements, laws and changes in the business situation.

This Anti-Corruption Policy is applicable to all activities involved with the conduct of business by the Company, which includes the Company's domestic as well as overseas business operations.

### 2. Procedures for Activities with High Corruption Risks

#### 2.1 Political Contributions

##### Principles

The Company has a policy not to give political contributions, whether directly or indirectly, or to undertake any activities that are aligned towards or in favor of any particular political party or group.

##### Guidelines

The Company has the following guidelines with regard to activities in giving political contributions:

- (1) The Company conducts its businesses in a politically neutral and impartial manner, without participating in or joining or being aligned with any particular political party or influential person with political power, as well as in not using any money or other resources of the Company to support, whether directly or indirectly, any particular political party or politician.

- (2) The Company personnel have the right and freedom to participate or join any political activity in accordance with their basic personal rights as specified by the Constitution. However, they are not allowed to indicate that they are doing so as the Company staff or to make use of any Company assets, equipment, machinery and tools for the benefit of any particular political party, so as to imply and create an understanding that the Company is involved in any way or is giving support to any such activities.
- (3) The Company has announced to and informed the Company's personnel that the Company will not participate in or join in, or will not give any contributions to any political activities.

## 2.2 Charitable Contributions and Sponsorships

### Principles

The Company has a policy to oversee and control charitable contributions and giving sponsorships or assistance in various forms so as to ensure that such activities will not lead to any possible acts of corruption. As such, specific processes and controls are clearly defined together with monitoring procedures to be sure that such charitable contributions or sponsorships are undertaken in a fully transparent manner and in compliance with the established regulations of the Company and all applicable laws.

### Guidelines

The Company sets out the following guidelines for charitable contributions and giving sponsorships.

- (1) All activities in charitable contributions and giving sponsorships must be related and conformed to business plan, policies and objectives of the Company, and must have a specific time frame.
- (2) The Company has established a responsible business unit or responsible persons for making charitable contributions and giving sponsorships for various objectives. All requests for such disbursements must be approved by the authorized persons. The amount of money and the recipient must be clearly identified. All relevant supporting documents or proper receipts must be filed for audit purposes.

- (3) The Company personnel wishing to participate in a charitable contribution or giving sponsorship on behalf of the Company must complete the request form for approval on charitable contribution or sponsorship, providing the recipient together with the objective of such contribution or sponsorship. The request form together with relevant supporting documents must then be submitted to the authorized person(s). A proper evidence or an official receipt must be submitted to the responsible department for audit purposes.
- (4) Monitoring and auditing are undertaken as part of the internal controls and internal audit activities to ensure that the charitable contributions or sponsorships are not made for corruption purposes.

### 2.3 Gifts, Hospitality, and other Associated Expenses

#### Principles

The Company has a policy to forbid the Company personnel to solicit, accept, offer, or promise to offer any assets or valuable goods or other types of benefit from or to customers, business partners, suppliers or any business-related persons in order to induce them to conduct or refrain from conducting any activity; or other acts similar to the above-mentioned activities. The exception is during traditional festivities when gifts are generally offered/accepted, with the price or value not exceeding Baht 3,000.

#### Guidelines

The Company has established the guidelines of practice related to gifts, hospitality and other associated expenses as follows:

- (1) The Company personnel are strictly forbidden, for whatever reason, to solicit, accept, or offer, or promise to offer any assets or valuable goods or other types of benefit from or to customers, business partners, suppliers or any business-related persons, neither for personal nor other's benefits, which may lead to unfair decision making or bias or uncomfortable situation which may result in a conflict of interests.
- (2) Such giving or receiving, as described above, must not be conducted for any unfair advantage through an improper action or a quid pro quo – neither explicitly nor covertly – for assistance or benefits in return. Such action possibly leads to an acceptance of improper business agreements, as well as impacts on business decisions. Giving of any

gifts must be made on behalf of the Company, not on one's personal behalf, for instance, a gift with the Company's logo that is suitable for each festivity and occasion.

- (3) The Company personnel must not accept improper gifts or hospitalities or any other benefits in return for their routine operations. However, it is acceptable under a customary manner during festive seasons or traditional occasions with the value not exceeding Baht 3,000.
- (4) The Company personnel are not allowed to offer/accept gifts or hospitalities or any other benefits with the value of higher than Baht 3,000; and not to offer/accept any gifts that are in the form of cash or cash equivalent, such as gold ornaments, gift cards, vouchers, show tickets, in all cases.

In the situation where acceptance of gift or benefit is unavoidable, the Company personnel may accept such gift or benefit, then, immediately report to their supervisor as well as complete the 'Benefits/ Gifts and Souvenirs Submission Form' and submit it to the Corporate General Affairs Department (for Head Office personnel) or HR Department (for store/subsidiary personnel). Thereafter, the Company will consider allocating or donating those items for public charities as appropriate.

- (5) The Company will communicate to all personnel to acknowledge the guidelines of practice on gifts, hospitality and other associated expenses through annual meetings and other internal communications channels.
- (6) The Company will also communicate to all customers, business partners/suppliers or those involved with the Company's businesses to acknowledge the guidelines of practice on gifts, hospitality and other associated expenses via Company Profile documents or public relations flyers/leaflets.

## 2.4 Facilitation Fees

### Principles

The Company does not have a policy to pay facilitation fees. The Company personnel must strictly comply with the established guidelines of practice.

### Guidelines

The Company has established the guidelines of practice on facilitation fees as follows:

- (1) The Company personnel must not pay facilitation fees especially to public service officers, neither directly nor indirectly, and regardless of being traditional practices or paying via other persons.
- (2) Avoid or close the door on being in a situation to pay facilitation fees.

### **Guidelines of Practice on Anti-Corruption Policy**

- (1) Undertaking any activities under the Anti-Corruption Policy should be in line with the guidelines established in the Corporate Governance Policy and Code of Conduct, as well as any guidelines which may be enforced in the future.
- (2) The Company personnel are strictly forbidden to solicit, undertake or accept any acts of corruption, for the benefits of the Company or themselves including their family, friends, associates and related persons.
- (3) The Company personnel must comply with the Anti-Corruption Policy and the Corporate Governance Policy and Code of Conduct; and must not get involved in any acts of corruption, whether directly or indirectly.
- (4) The Company personnel who breach or do not comply with the Anti-Corruption Policy will be penalized under disciplinary punishment according to the Company's regulations, with possibility to get the highest punishment, namely, the termination of employment or contract. In addition, if such breaching involves breaking any laws, the involved personnel may also be penalized under legal prosecution. However, the Company has a policy not to demote, penalize, or impose any negative impacts on those who refuse any acts of corruption, although such acts lead to a loss of business opportunity.
- (5) The Company personnel should neither be negligent nor ignorant when coming across any suspicious activities that may involve or be considered as alleged acts of corruption. They must immediately whistleblow through the established channels of communication and cooperate with the Company in the subsequent investigation as established in the Company's regulations.
- (6) The Company will treat its personnel with fairness and protect those who refuse any acts of corruption relating to the Company's business, and comply with the established

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protection and confidentiality measures for whistleblowers or those who cooperate in reporting any act of corruption.

- (7) The Company has established secure channels of communication for the Company personnel and other stakeholders to seek advice, whistleblow, suggest or complain on any alleged acts of corruption.
- (8) The Company has communicated, disseminated, educated and advised its personnel and concerning parties about Anti-Corruption so that they can comply with the Company's Anti-Corruption Policy. The Company has also communicated with external parties to acknowledge the Company's policy in compliance with all applicable laws in Thailand against corruption.
- (9) The Company has established corruption risk management, including risk assessment, prioritization, and appropriate mitigation plan, as well as monitoring the progress of the risk mitigation.
- (10) The Company has established the approval authority procedure – which is clear, concise, efficient, transparent and accountable – for business transactions.
- (11) The Company has established operating procedures with adequate details for putting the policy into action in order to prevent the corruption in business conduct.
- (12) The Company has established internal control and internal audit systems to ensure of the effectiveness and efficiency of the established Anti-Corruption Policy. The systems include processes in recording financial and accounting information, personnel management, procurement and purchasing, and other processes related to business operation of the Company. Additionally, the results of internal control activities are also reported to the responsible persons.
- (13) The Company has established the personnel management process that reflects its commitment to the Anti-Corruption Policy and Measures. The process starts from recruitment, training, evaluation, compensation, promotion, organization structure that

suitably defines the responsibilities, as well as operations to ensure of suitable and skillfull resources and personnel for driving the Anti-Corruption Policy into action.

- (14) The Company has established appropriate procedures for reporting, monitoring, and reviewing its compliance with the Anti-Corruption Policy so as to ensure that it is complete, adequate and up-to-date.
- (15) The Company is committed to embedding and sustaining the corporate culture against corruption or bribery which is unacceptable in all cases, and to instilling its personnel with good conscience.

### **Roles and Responsibilities**

- (1) The Board of Directors has a duty and responsibility to determine and oversee that there is in place an efficient and effective system to promote anti-corruption culture, so as to ensure that the management is fully aware of the anti-corruption acts and that it is embedded in the corporate culture.
- (2) The Corporate Governance Committee is responsible for reviewing the Anti-Corruption Policy and seeking approval from the Board of Directors, so as to ensure that the Company's corporate governance policy is sufficient and suitable for promoting the anti-corruption practices. The committee is also responsible for reviewing related anti-corruption guidelines.
- (3) The Audit Committee is responsible for auditing the Company's compliance with the established Anti-Corruption Policy and related guidelines, as well as financial reports, internal control system and internal audit. This is to ensure that operating activities of various departments are effective and comply with laws, regulations and ethical standards.
- (4) The Group CEO and managements at all levels are responsible for establishing an appropriate system and procedures to promote the communication of the Anti-Corruption Policy to all employees and related business units; and reviewing the appropriateness of various systems and measures to correspond to the changing business situation, rules, regulations and applicable laws.

- (5) The Internal Audit Department is responsible for controlling, overseeing and reviewing the operating activities to ensure that they are correct and in line with policies, guidelines, regulations, working instructions and approval authority procedures as well as applicable laws. This is to ensure that there is an appropriate system of internal controls in place that is adequate and sufficient to prevent any acts of corruption that may occur. The Internal Audit Department reports directly to the Audit Committee.
- (6) The Risk Management Committee (at management level) is responsible for corruption risk assessment on a regular basis and proposing appropriate risk mitigation to the Board of Directors for consideration, reviews and recommendation on appropriate measures to minimize those risks.

### **Submitting Complaints and Whistleblowing**

The Company has established channels of communication to submit any complaints and whistleblowing on any alleged breach of laws and Code of Conduct, possible acts of corruption, improper behaviors or wrongdoings by the Company personnel or other stakeholders, as well as any breach of or the Anti-Corruption Policy. Appropriate measures and mechanisms are in place to protect complainants or whistleblowers and maintain the confidentiality of complaint or whistleblowing so as to ensure of full confidence for the complainants, whistleblowers and stakeholders in participating in the oversight of overall benefits of the Company.

- (1) Allowing stakeholders to submit complaints or whistleblowing

So as to encourage the Company personnel to conduct the business in a correct, transparent and accountable manner, the Company has established various channels of communication for submitting any complaints or whistleblowings. The procedures start from receiving complaints, investigation and making conclusion. There is also the protection of complainants or whistleblowers and involved persons. This is aimed at receiving any opinions and recommendations from involved stakeholders who may be affected by the business operations and associated risks, and the activities of the Company personnel that may involve breaching any laws or violating of the Code of

Conduct, as well as undertaking any possible acts of corruption. Such acts include the breaching of or non-compliance with laws, official regulations, or the Corporate Governance Policy and Code of Conduct, and the Company's regulations, or actions that may lead to frauds – which means any action that are carried out in an improper or illegal manner for personal gains or those of others such as asset misappropriation and corruption.

Any person coming across any suspicion on business operation or activities or transactions that may appear to be an alleged violation against the Anti-Corruption Policy and Guidelines, laws, rules and regulations of the Company, it is required to inform or report to the responsible persons through the provided channels of communication.

(2) Communication channels for making complaints and whistleblowing



Mail to:

Chairman of the Board/ Chairman of the Audit Committee/ Group Chief Executive Officer/ Head of Internal Audit Department  
Siam Makro Public Company Limited  
1468 Phatthanakan Road, Phatthanakan, Suan Luang, Bangkok 10250



Email : [cgooffice@siammakro.co.th](mailto:cgooffice@siammakro.co.th)



Telephone: 0 2067 9300



Fax : 0 2067 9119

(3) Scope of complaints or whistleblowings

(a) Any non-compliance with the Corporate Governance Policy and Code of Conduct, the Anti-Corruption Policy; violation of rules or regulations of the Company; or actions

that are in breach of the Company's procedures; as well as any suspicious actions that may lead to corruption.

- (b) Actions that lead to the loss of benefits or negative impacts on the reputation of the Company.
  - (c) Unfair treatment from business conduct of the Company or from business operation of its personnel or related stakeholders.
- (4) Protection for complainants and whistleblowers

The Company has established a policy and guidelines to protect the complainants and whistleblowers and their information will be treated as confidential. The responsible persons must keep such information of complaints and related documents as confidential and must not disclose to others unless required by law.

Any stakeholders who submit complaints or whistleblowings as mentioned above may consider not to reveal their identity if such reveal will make them insecure. The Company has established measures to protect the complainants and whistleblowers in the operating procedures. Such complaining or whistleblowing will not be treated as disciplinary offenses despite the fact that it may cause business damage to the Company.

- (5) Submitting information or complaints in a dishonest manner

If an information or complaint is proven to be false and reported by the Company personnel, such person will be punished subject to disciplinary actions. If it is reported by an external party and causes negative impact to the Company, the penalty will be considered by the applicable laws.

### Monitoring and Reviews of the Anti-Corruption Policy

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The Company regularly reviews the Anti-Corruption Policy, its related measures and guidelines of practice at least once every year. Any amendment must be endorsed by the Corporate Governance Committee and proposed to the Board of Directors for approval.

### Training and Communications

The Company has a policy to communicate, disseminate and disclose information related to the Anti-Corruption Policy and associated measures to all of the Company personnel, stakeholders, external parties involved with the business of the Company and its subsidiaries or other companies under its controlling power. In order to raise their awareness and ensure of compliance with the policy, the communication is taken through various channels such as regular management meetings, various types of PR media, the Company's website, Annual Registration Statement (Form 56-1), Annual Report (Form 56-2), and other channels as appropriate. This is in order to ensure that the Company is free from corruption and operating with transparency and accountability.

- (1) Guideline for communications with the general public
  - (a) Public relations activities via the Company's website
  - (b) Annual Registration Statement (56-1 Form) and Annual Report (56-2 Form)
  
- (2) Guidelines for communicating with and informing the Company personnel
  - (a) The Company Secretary will inform all directors of the Anti-Corruption Policy, as well as include the subject of the Anti-Corruption Policy and associated guidelines of practice in the orientation for new directors.
  - (b) New directors, executive/management members, and employees will receive a copy of the Anti-Corruption Policy and associated guidelines of practice, will be trained in the orientation program for new directors, executives/ management members, and employees. New executive/management members and employees are also required, as a part of their employment contract, to sign and confirm their acceptance to strictly comply with the Anti-Corruption Policy, and the Corporate Governance Policy and Code of Conduct.

- (c) The current Company personnel will receive a copy of the Anti-Corruption Policy, so as to ensure that they are aware of and understand the policy.
- (3) Communication with customers or business partners/suppliers
- (a) The Company will communicate its Anti-Corruption Policy with business representatives, distributors, suppliers, service providers, and contractors in the first stage of business relationship and thereafter as appropriate. As such, the Company supports and encourages all of them to adhere to the Anti-Corruption Policy.
- (b) Preparing official documents and agreements that incorporate conditions or statements for customers or business partners to acknowledge the Company's Anti-Corruption Policy.

### Corruption Risk Management

The Company has established procedures corruption risk management including risk assessment, prioritization and determination of appropriate mitigation plan, as well as monitoring the progress of the measures that have been deployed. The Risk Management Committee (at the operational management level) is responsible for proposing the result of corruption risk assessment in various business activities, including identifying the activities with high risks and possible impacts, recommending efficient preventive measures or risk mitigation, as well as monitoring and assessing the effectiveness of deployment of those measures. A report of such risk management shall be submitted to the Audit Committee and the Board of Directors at least once a year.

### Recording and Safe Keeping of Information

The Company has a policy to adhere to and comply with all required operating standards and applicable regulations together with all applicable laws relating to reporting accounting and financial information. Further, the Company will not accept the recording of any false or incorrect information or falsifying its accounts as well as maintain any external financial account for the purpose of facilitating or non-disclosure of any acts of corruption.

The Company has a system to keep and protect its key information, whereby it has determined the authority to access such information on its electronic database; as well as documents, classifies into groups and maintains various records and financial information so as to ensure that there is an established secure system for safe-keeping such key information that is effective and traceable.

### **Internal Control and Internal Audit on compliance with the Anti-Corruption Policy**

The Company has established Internal Audit Department that is fully independent with the responsibility for assessing the established system of internal controls system, risk management systems, and corporate governance procedures together with the key operational activities and key systems of the Company – such as: procurement and purchasing procedures, and the commercial procedures, are fully adequate, appropriate and fully effective in accordance with the objectives for which they were established as well as fully comply to the applicable legal requirements, rules and regulations, and Anti- Corruption Policy of the involved business units,

The Company has determined specific procedures for reporting all internal audit activities as follows:

- 1) The Internal Audit Department must quarterly reports the result and findings to the Audit Committee
- 2) Should an urgent matter be found, the Internal Audit Department will directly notify the Chairman of Audit Committee
- 3) The Audit Committee will then report to the Board of Directors

Additionally, the Company's financial statements and operating performance results are audited by the authorized qualified external auditor every quarter and at the end of every year, so as to ensure that the financial or accounting information and reports are all accurate, credible, and timely and fully comply with the legal requirements.