

*(Translation)*

# Code of Conduct 2018

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### Key Definitions

Words	Definitions
“ <b>Company</b> ”	refers to Bangkok Commercial Asset Management PCL.
“ <b>Board</b> ”	refers to the Board of Directors of Bangkok Commercial Asset Management PCL.
“ <b>Directors</b> ”	refers to the Company’s Directors of Bangkok Commercial Asset Management PCL.
“ <b>Management team</b> ”	refers to the President, senior executive vice presidents, and executive vice presidents. This shall cover management as stated in the definitions in the Notification of the Securities and Exchange Commission No. Kor Chor. 17/2551 Re: Definition under Notifications relating to Issuance and Offering of Securities.
“ <b>Executives</b> ”	refers to department heads, managers, and assisting managers of Bangkok Commercial Asset Management PCL.
“ <b>Employees</b> ”	refers to all employees of Bangkok Commercial Asset Management PCL as stated in the definitions in Bangkok Commercial Asset Management PCL Re: Employee Practice Guidelines B.E. 2550. This excludes management team and executives.
“ <b>Related parties</b> ”	refers to a person / a juristic person engaging with a person with a conflicting interest and this includes immediate relatives ( <i>immediate relatives mean persons with blood relation or a legal registration, namely a father, a mother, a spouse, an unmarried partner relation, a brother, a sister and a child including a child’s spouse</i> ).

*(Translation)*

## **Corporate Good Governance**

## **Corporate Good Governance**

The Company is resolute to ensure efficient operation in parallel to corporate good governance with an emphasis on overall stakeholders' benefits. The management team, executives and employees across levels work to adhere to and follow the essence of 7 corporate governance items in line with the international practice as listed below:

- (1) **Accountability** (accountability of own performance)
- (2) **Responsibility** (responsibility of own roles regarding adequate capability and efficiency)
- (3) **Equitable Treatment** (equal treatment to all stakeholders)
- (4) **Transparency** (Transparent and auditable operation and information disclosure)
- (5) **Value Creation** (short- and long-term corporate value improvement)
- (6) **Ethics** (promotion of excellence in operation and business ethics)
- (7) **Social awareness** (an awareness of social responsibility)

*(Translation)*

**Code of Conduct**

## **Code of Conduct**

The guideline represents the aim of good governance and ethical operation. As such, the Company has proposed Code of Conduct to perfect operation and promote corporate good governance by classifying 3 key groups as listed below:

1. **Directors**      The Board of Directors and directors (as stated in the Key Definitions)
2. **Management team and executives** (as stated in the Key Definitions)
3. **Employees**      (as stated in the Key Definitions)

The Company includes Code of Conduct in the Business Ethics Manual to achieve the clarity of observation and practice of good governance as explained in the following sections.

*(Translation)*

**1. Code of Conduct:  
Prevention of Inside Information Use**



## **1. Code of Conduct: Prevention of Inside Information Use**

### **Directors**

(1) Do not use the inside information of the Company, clients, debtors, creditors, partners, business alliances and stakeholders of the Company, which has been informed regarding corporate governance, to seek benefit for one's own or related parties' own, or any practice that may affect the Company in an overall aspect.

(2) The public relations and communication unit shall inform the management team, executives and employees across the organization to acknowledge and follow laws, rules, regulations and practice guidelines involving avoidance of corporate inside information exploitation for one's own or related parties' own, or any practice that may affect the Company in an overall aspect.

(3) Avoid exploiting the Company's inside information after dismissal or resignation.

### **The management team and executives**

(1) Do not use the inside information of the Company, clients, debtors, creditors, partners, business alliances and stakeholders of the Company, which has been informed regarding corporate governance, to seek benefit for one's own or related parties' own, or any practice that may affect the Company in an overall aspect.

(2) Ensure that subordinates follow laws, rules, regulations and practice guidelines regarding avoidance of corporate inside information exploitation for one's own or related parties' own, or any practice that may affect the Company in an overall aspect.

(3) Avoid exploiting the Company's inside information after dismissal or resignation.

## **Employees**

(1) Do not use the internal information of the Company, clients, debtors, creditors, partners, business alliances and stakeholders of the Company, which has been informed regarding corporate governance, to seek benefit for one's own or related parties' own, or any practice that may affect the Company in an overall aspect.

(2) Keep in place and conceal information, in the long term, with regards to clients and transactions between clients and the Company the employee is informed as part of work or other channels.

(3) Avoid exploiting the Company's inside information after dismissal or resignation.

### ***Remark Inside information means***

- *Information not to be imparted to the general public.*
- *Information to be imparted to the general public but is yet to be officially executed.*

*(Translation)*

**2. Code of Conduct :**  
**Stakeholder Treatment**

## **2. Code of Conduct: stakeholder treatment**

### **2.1 Code of Conduct: shareholder treatment**

#### **Directors**

(1) Being resolute to oversee management and offer benefits to shareholders through ethics and integrity. Perform the duty by using knowledge and skills.

(2) Ensure that the Company reveals documents and information on an adequate, complete, accurate and timely manner to shareholders through corporate channels that are deemed suitable for a certain context as part of an efficient decision-making process.

#### **The management team and executives**

(1) Being resolute to oversee business management to offer benefits to shareholders through responsibility, consciousness, ethics and integrity. Perform the duty by using knowledge and skills.

(2) Ensure that the Company reveals documents and information on an adequate, complete, accurate and timely manner to shareholders through corporate channels that are deemed suitable for a certain context as part of an efficient decision-making process.

#### **Employees**

(1) Being resolute to oversee business management to offer benefits to shareholders through responsibility, consciousness, ethics and integrity. Perform the duty by using knowledge and skills.

(2) Reveal documents and information on an adequate, complete, accurate and timely manner to the management as part of an efficient decision-making process.

## **2.2 Code of Conduct: public sector treatment**

### **Directors**

(1) Make certain that the Company entrusts a function to execute a complete and strict compliance to laws, rules, regulations, guidelines, measures and policies outlined by the public regulatory bodies.

(2) Ascertain that the Company supports the public administration in a bid to accomplish the national security and growth in economy and society.

### **The management team and executives**

(1) Ensure a complete and strict compliance to laws, rules, regulations, guidelines, measures and policies outlined by the public regulatory bodies.

(2) Support and cooperate in the public affairs by adhering to transparency and efficiency in operation in a bid to accomplish the national security and growth in economy and society.

### **Employees**

(1) Ensure a complete and strict compliance to laws, rules, regulations, guidelines, measures and policies outlined by the public regulatory bodies.

(2) Cooperate in the public affairs by adhering to transparency and efficiency in operation in a bid to accomplish the national security and growth in economy and society.

## **2.3 Code of Conduct: Workforce treatment**

### **Directors**

(1) Ensure that the Company deploys policies and guidelines of fair and respectful workforce treatment that upholds individualism and dignity as humankind.

(2) Put in place an appraisal and remuneration and welfare formulation to ensure fairness for employees that are in accordance with corporate performance, employment condition and labor laws.

(3) Make certain that workforce compliance laws and regulations are strictly observed.

(4) Offer supportive actions that value the safe workplace for a certain role and ensure appropriate working conditions that are safe for life and asset of workforce.

(5) Seek to roll out workforce knowledge and capacity management and development schemes on thorough and frequent manner.

(6) Avoid an action that verbally and physically violates or harasses others in the areas of place of origin, race, sex, religion, age, skin colour, physical and mental deformity, economic status, family background, educational institute and political expression.

### **The management team and executives**

(1) Ensure polite and respectful workforce treatment that upholds individualism and dignity as humankind.

(2) Put in place an appraisal and remuneration and welfare formulation to ensure fairness for employees that are in accordance with corporate performance, employment condition and labor laws.

(3) Value the safe workplace for a certain role and ensure appropriate working conditions that are safe for life and asset of workforce.

(4) Exercise fairness, equality and kindness for all subordinates. Job appointment and rotation, reward and punishment shall be based on transparency, knowledge, capability and appropriateness.

(5) Prioritize employee knowledge and capability improvement, monitor and develop workforce to attain outstanding performance and readiness for higher roles in the future. Regularly share position-related know-how, offer training opportunities and skill enhancement.

(6) Be open to employee's voices and suggestion that are based on their professional knowledge.

(7) Strictly follow employee laws and regulations.

(8) Management shall not be based on negative instigation, slander or fights which culminate in disharmony. Ensure that workforce unity is essential.

(9) Avoid an action that verbally and physically violates or harasses others in the areas of place of origin, race, sex, religion, age, skin colour, physical and mental deformity, economic status, family background, educational institute and political expression.

### **Employees**

(1) Ensure operation supports coordination and coordination

(2) Respect and heed the opinions of co-workers and consider apply it for the sake of the Company.

(3) Perform own duty at the fullest extent of capability and knowledge. Do not refrain from full responsibility which may derail own, co-workers' and related parties' assignment success.

(4) Reasonably offer assistance to co-workers when a problem arises.

(5) Exercise sincerity toward co-workers and do not gossip, whether or not straightforwardly.

(6) Refrain from publicizing and criticizing the information and stories of co-workers, whether work or personal, as this may cause defamation and image of the Company.

(7) Ensure own operation does not instigate a problem or a conflict at work.

(8) Stay in unity with all employees and work as a group for a job's success as stated in the Company's policies and goals.

## **2.4 Code of Conduct: Client treatment**

### **Directors**

(1) Ensure that the Company delivers good and quality products and service that meet clients' demands under fair conditions and prices.

(2) Ensure that a working unit oversees the information of products and service on a complete, adequate and timely manner. Do not offer exaggeration or misunderstanding involving quality, price and condition of products and service.

(3) Make certain that full compliance on condition and agreement offered to clients is in operation under regulations and laws engaged.

(4) A system and process of complaint shall be enforced with regards to quality and price of products and service. Participation shall be made for complaint acknowledgement to provide observation and suggestion to cope with complaints swiftly and timely.

(5) Ensure confidentiality for client's information obtained as part of mutual operations. Roll out a policy, principle and measure to counter with inappropriate use of information for personal or group gains.

(6) Come up with regulatory, follow-up and appraisal systems for product delivery and service on a regular basis. This is to improve, fix and perfect products and service to better respond to clients' demands.

### **The management team and executives**

(1) Ascertain that quality delivery of products and service is made to ensure the client's demands under fair conditions and prices. Consultation and suggestion shall be offered regarding products and service for the purpose of client's satisfaction on a reasonable and fair ground.

(2) Present sincerity towards customers. In this, there shall be product and service information available for customers on a complete, adequate and timely manner. Do not offer exaggeration or misunderstanding involving quality, price and condition of products and service. Fulfill customer commitments and avoid making an unrealistic promise.

(3) Make certain that full compliance on condition and agreement offered to clients is in operation under regulations and laws engaged. In the event of non-compliance, an immediate communication shall be made and a satisfactorily action shall be taken on a reasonable and fair ground.



(4) Management shall formulate a system and process of complaint regarding quality and price of products and service. After a case has been addressed, a communication is rapidly made to customers.

(5) Ensure confidentiality for client's information obtained as part of mutual operations. Roll out a policy, principle and measure to counter with inappropriate use of information for personal or group gains.

(6) Follow up and implement an appraisal system for product delivery and service for clients on a regular basis. This is to improve, fix and perfect products and service to better respond to clients' demands.

### **Employees**

(1) Ascertain that quality delivery of products and service is made to ensure the client's demands under fair conditions and prices on a reasonable and fair ground.

(2) Present sincerity towards customers. Fulfill customer commitments and avoid making an unrealistic promise. Do not disclose client's information and secrets unless being forced by laws, granted permission in writing by clients and earlier publicly made.

(3) Make certain that full compliance on condition offered to clients. In the event of incompliance, an immediate communication shall be made.

(4) Service shall be operated with willingness, capacity, equality and fairness. Consultation and assistance are offered to customers by using politeness and useful information when customers look for. In addition, be willing to heeding an opinion, explore a cause and find a solution for customers.

***Remark*** *customers* mean customers as part of key transactions below:

- *Buyers /NPA (non-performing asset) tenants*

- *Non-performing loan (NPL) debtors*

## **2.5 Code of Conduct: Creditor treatment**

### **Directors**

(1) Ensure that the Company employs the policies of all creditor groups on an equal and fair manner without infringement on the rights of the creditors. The action shall focus strictly on justice for mutual parties as per an agreement or a mutual condition.

(2) Make certain that the Company frequently reports financial information to creditors on a complete, accurate and timely manner.

(3) Ensure that the management team is informed of an observation and a suggestion in the event of a potential circumstance that is impactful on creditors.

### **The management team and executives**

(1) Ensure that the operations treat all creditor groups on an equal and fair manner without infringement on the rights of the creditors. The action shall focus strictly on justice for mutual parties as per an agreement or a mutual condition. In the event of any in compliance, an immediate notification shall be made to creditors so that both parties discuss and find a solution.

(2) Ensure that reports on financial information are frequently sent to creditors on a complete, accurate and timely manner.

(3) Ensure that a notification and a problem-solving action are urgently implemented to assist with creditors in the event of a potential circumstance that is impactful on creditors.

### **Employees**

(1) Ensure that all creditor groups are treated on an equal and fair manner without infringement on the rights of the creditors. The action shall focus strictly on justice for mutual parties as per an agreement or a mutual condition. In the event of any in compliance, a report shall be filed immediately to a supervisor so that both parties discuss and find a solution.

(2) Submit reports on financial information frequently to creditors on a complete, accurate and timely manner.

## **2.6 Code of Conduct: Supplier Treatment**

### **Directors**

**(1)** Oversee the Company's operations on the development and preservation of the sustainable relations with suppliers and contract parties who support the creation of quality, image and credibility of product and service for the Company.

**(2)** Ensure the strict compliance of the Company's procurement for justice on all sides.

### **The management team and executives**

**(1)** Ascertain that the employees deliver the operations by focusing on the development and preservation of the sustainable relations with suppliers and contract parties who support the creation of quality, image and credibility of product and service for the Company by taking the following actions:

- Support a competition arising from equal information.
- Assessment and selection of suppliers and contract parties are based on
- Ensure suppliers' complete contract condition compliance and avoid corruption during a procurement.
- Make a timely payment for suppliers and contract parties based on the agreed conditions.

**(2)** Strictly follow the Company's procurement policies to ensure justice for all sides. Do not carry out a negotiation that uses fraud, threatening and unreasonable practice.

**(3)** Perform the management that reinforces the mutual benefit between the Company and suppliers without overreliance on the benefits of the Company, one's own or parties' own with regards to the disclosure of accurate and complete information for the Company's suppliers.

## **Employees**

(1) Deliver the operations by focusing on the development and preservation of the sustainable relations with suppliers and contract parties who support the creation of quality, image and credibility of product and service for the Company by taking the following actions:

- Support a competition based on equal information.
- Carry out clear assessment and selection of suppliers and contract parties
- Ensure suppliers' complete contract condition compliance and avoid corruption during procurement
- Make a timely payment for suppliers and contract parties based on the agreed conditions.

(2) Strictly follow the Company's procurement policies to ensure justice for all sides. Do not carry out a negotiation that uses fraud, threatening and unreasonable practice.

## **2.7 Code of Conduct: Alliance treatment**

### **Directors**

(1) Ensure the Company's strict compliance on agreements made with the alliances. In the event of non-compliance, a notification shall be filed to directors to inform alliances so that a mutual solution is devised.

(2) Support the assistance of the Company's alliances that benefit both parties so that operations become efficient and achieve higher bilateral added value on a fair basis.

### **The management team and executives**

(1) Ensure the Company's strict compliance on agreements made with the alliances. In the event of non-compliance, a notification shall be filed to directors to inform alliances so that a mutual solution is devised.

(2) Support the assistance of the Company's alliances that benefit both parties. This includes the exchange of information, services, academic support, among many others, in a bid to bolster operation efficiency and achieve higher bilateral added value on a fair basis.

### **Employees**

(1) Dedicated to strict compliance on agreements made with the alliances. Support the assistance of the Company's alliances that benefit both parties to achieve higher bilateral added value on a fair basis.

## **2.8 Code of Conduct: Competitor treatment**

### **Directors**

(1) Oversee the Company's operation competition based strictly on professionalism and justice as dictated by law. Stave off slander, defamation and distortion of competitors.

(2) Monitor the Company's operation to adhere to good competition standards and avoid taking competitors' confidential trading information by using immoral or improper way.

(3) Ensure that the Company does not enter into an agreement with competitors or any parties in which trading competition is diminished or limited.

(4) Make certain that the Company competes in the business by offering good service to customers so that they are satisfied with the Company's service.

### **The management team and executives**

(1) Implement management in which the competition is based strictly on professionalism and justice as dictated by law. Stave off slander, defamation and distortion of competitors.

(2) Adhere to good competition standards and avoid taking competitors' confidential trading information by using immoral or improper way.

(3) Does not enter into an agreement with competitors or any parties in which trading competition is diminished or limited.

(4) Make certain that the Company competes in the business by offering good service to customers so that they are satisfied with the Company's service.

### **Employees**

(1) Stave off slander, defamation and distortion of competitors when operating, as this can destabilize the Company's operation.

(2) Adhere to good competition standards and avoid taking competitors' confidential trading information by using immoral or improper way.

(3) Does not enter into an agreement with competitors or any parties in which trading competition is diminished or limited.

## **2.9 Code of Conduct: Community and society treatment**

### **Directors**

(1) Ensure that the Company has a community and society responsibility policy that regularly addresses quality, safety, health and environment. This guideline shall enforce management and employee participation in corporate activities that center on sustainable operation growth.

(2) Execute intense corporate operation monitoring without taking advantage and impacting the society. Instead, operations shall minimize social and environmental concerns responsible by the Company's products, service and operation.

(3) Ensure that the Company focuses on strengthening community and society and supports activities that continually cope with or lower impacts on community and society.

### **The management team and executives**

(1) Operate and partake activities of the Company that cherish positive community and society responsibility by putting an emphasis on sustainable operation growth.

(2) Execute intense corporate operation monitoring without taking advantage and impacting the society. Instead, operations shall minimize social and environmental concerns responsible by the Company's products, service and operation.

(3) Ensure that the Company sticks to positive operation and focuses on strengthening community and society.

(4) Mount or support activities that strengthen community and society and supports activities that continually cope with or lower impacts on community and society.

### **Employees**

(1) Partake activities of the Company that cherish community and society responsibility by volunteering to continually develop and reinforce the strength of community and society.

(2) Continually partake or support the activities for public spirit and social services held by supplier, alliances, stakeholders or external regulatory control agencies who are involved in the operations of the Company.

*(Translation)*

**3. Code of Conduct:**

**Acknowledgement of Complaint / Whistleblowing**



### **3. Code of Conduct: Acknowledgement of Complaint / Whistleblowing**

#### **Directors**

(1) Ascertain that the Company enforces measures and process of managing complaints / whistleblowing and reports to the Board of Directors.

(2) Monitor and support a working unit that collects evidence, reviews a case and related parties so that the internal control system is efficient and in line with the Company's business code of conduct.

(3) Adhere to confidentiality standard and disclose only necessary information by taking into account the safety and damage that may cause to a complaint owner / whistleblower and related parties.

#### **The management team and executives**

(1) Ascertain that the Company enforces measures and process of managing complaints / whistleblowing by taking into account chief points as follows:

- 1) Practices in violation of laws/business code of conduct/corporate regulations.
  - Corruption, embezzlement and misbehavior at work.
  - Demand, acceptance and bribery offered to customers, debtors, creditors, suppliers, alliances, competitors and stakeholders of the Company.
  - Incompliance to business code of conduct.
  - Suggest and support a person not to follow business code of conduct.
  - Ignore a violation and an incompliance of business code of conduct despite acknowledgement or probable acknowledgement.
  - Refuse to cooperate or thwart an investigation of an alleged violation or incompliance of business code of conduct.
  - Commit an unfair action towards a person who files an incompliance.
- 2) Incorrect financial reports.
- 3) A flawed internal control system may inflict corruption, embezzlement and misbehavior at work.

(2) Be resolute to commitment for every complaint and whistleblowing based on equality, transparency and diligence and ensure justice for all sides.

(3) Adhere to confidentiality standard and disclose only necessary information by taking into account the safety and damage that may cause to a complaint owner / whistleblower and related parties.

(4) Reviews a case and collected information, screen and process information under rules and processes of the Company, a reasonable timeframe, transparency and justice for all sides.

## **Employees**

(1) Always lodge a complaint / whistleblow regarding practices in violation of laws, business code of conduct, corporate regulations and a flawed internal control system that may harm the Company. Some of the examples include:

- Corruption, embezzlement and misbehavior at work.
- Demand, acceptance and bribery offered to customers, debtors, creditors, suppliers, alliances, competitors and stakeholders of the Company.
- Incompliance to business code of conduct.
- Suggest and support a person not to follow business code of conduct.
- Ignore a violation and an incompliance of business code of conduct despite acknowledgement or probable acknowledgement.
- Refuse to cooperate or thwart an investigation of an alleged violation or incompliance of business code of conduct.
- Commit an unfair action towards a person who files an incompliance.

(2) Always lodge a complaint / whistleblow a factual case with submitted accurate and credible document or information as part of an investigation of the complaint / whistleblowing management team.

(3) An employee in charge of the complaint shall ensure confidentiality and disclose only necessary information by taking into account the safety and damage that may cause to a complaint owner / whistleblower and related parties.

(4) An employee in charge of the complaint shall review evidence and collected information, screen and process information under rules and processes of the Company, a reasonable timeframe, transparency and justice for all sides.

*(Translation)*

**4. Code of Conduct:**

**The Social and Environmental Responsibility**

#### **4. Code of Conduct: the social and environmental responsibility**

##### **Directors**

(1) Ensure the enforcement of good policy towards operations based on fairness, anti-corruption activities, human rights respect, fair labor treatment, customer responsibility, community and social development, environmental campaigns, innovation and innovation promotion and the creation of reports concerning social and environmental responsibility. In this, a public relations unit shall impart activities to employees, suppliers, alliances, external stakeholders and the general public. Always support regulatory and follow-up systems of compliance.

(2) Encourage management and employees to respect the rights in physical and intellectual properties.

(3) Encourage management as a role model in terms of anti-corruption, human rights respect, fair labour treatment, customer responsibility, community and social development, environmental campaigns, innovation and innovation promotion.

(4) Promote a working place environment that meets safety, health, environmental requirements as dictated by law.

##### **The management team and executives**

(1) Communicate good policy towards operations based on fairness, anti-corruption activities, human rights respect, fair labor treatment, customer responsibility, community and social development, environmental campaigns, innovation and innovation promotion and the creation of reports concerning social and environmental responsibility. In this, a public relations unit shall impart activities to employees, suppliers, alliances, external stakeholders and the general public. Always support regulatory and follow-up systems of compliance.

(2) Respect the rights in physical and intellectual properties.

(3) Act as a role model in terms of anti-corruption, human rights respect, fair labour treatment, customer responsibility, community and social development, environmental campaigns, innovation and innovation promotion.

(4) Promote a working place environment that meets safety, health, environmental requirements as dictated by law.

## **Employees**

- (1) Strictly follow the Company's policies.
- (2) Respect the rights in physical and intellectual properties.
- (3) Follow the Company's guidelines and measures involving anti-corruption activities, human rights respect, fair labor treatment, customer responsibility, community and social development, environmental campaigns, innovation and innovation promotion.
- (4) Partake in arranging a working place environment that meets safety, health, environmental requirements as dictated by law.

*(Translation)*

**5. Code of Conduct:**

**Prevention of intellectual property infringement**

## **5. Code of Conduct: Prevention of intellectual property infringement**

### **Directors**

(1) Ensure that the Company implements policies and guidelines to fight intellectual property infringement as per relevant laws.

(2) Encourage management to act as a role model to drive the prevention of intellectual property infringement for items acquired by the Company or involve operation.

(3) Communicate and support the great extent of the use by management and employees concerning a wide array of intellectual properties which are the rights of the workforce and the outsiders and acquired by the Company or involve operation. Stave off degradation, loss and misuse for own or other people's benefits.

(4) Regulate and encourage the system, process and measure of confidentiality and hierarchical access to information for the purpose of the Company's access to information.

(5) Encourage management and employees to intensely follow the internal control guidelines and the corporate risk management surrounding intellectual property infringement.

### **The management team and executives**

(1) Act as a role model to drive the prevention of intellectual property infringement for items acquired by the Company or involve operation.

(2) Communicate and support the great extent of the use by management and employees concerning a wide array of intellectual properties which are the rights of the workforce and the outsiders and acquired by the Company or involve operation. Stave off degradation, loss and misuse for own or other people's benefits.

(3) Regulate and encourage the system, process and measure of confidentiality and hierarchical access to information for the purpose of the Company's access to information.

(4) Encourage management and employees to intensely follow the good internal control guidelines and the corporate risk management surrounding intellectual property infringement.

## **Employees**

**(1)** Follow the good guidelines to fight the intellectual property infringement of items acquired by the Company or involves operation.

**(2)** Responsibly use intellectual properties which are the rights of the workforce and the outsiders and acquired by the Company or involve operation to ensure the greatest benefit. Stave off degradation, loss and misuse for own or other people's benefits.

**(3)** The use of electronic devices, electronic information and information technology shall serve only the purpose of the Company. No personal aim is allowed.

**(4)** Operation shall use only copyright softwares. If the computer in question is located outside the Company, inspect copyright before use. Do not install and use pirated softwares at work.

**(5)** Keep own password and do not inform other people.

**(6)** Disclose and give the benefit of product or service being discovered and developed as part of operation to the Company, whether or not full, and whether or not the intellectual property has been granted with legitimate protection.

**(7)** Intensely follow the good internal control guidelines and the corporate risk management surrounding intellectual property infringement.



*(Translation)*

**6. Code of Conduct:**

**The giving and receiving money, gifts, gratuities or other benefits.**

## **6. Code of Conduct: the giving and receiving money, gifts, gratuities or other benefits**

### **Directors**

- (1)** Ascertain the enforcement of the giving and receiving money, gifts, gratuities or other benefits.
- (2)** Act as a role model for management and employees involving giving, refusing to give and refusing to receive money, gifts, gratuities or other benefits of unreasonable value that may harm transparency and justice over good corporate governance.
- (3)** Encourage management to act as a role model involving giving, refusing to give and refusing to receive money, gifts, gratuities or other benefits.

### **The management team and executives**

- (1)** Act as a role model for management and employees involving giving, refusing to give and refusing to receive money, gifts, gratuities or other benefits of unreasonable value from acquaintances, customers, debtors, creditors, suppliers, alliances and stakeholders. This is to avoid an impact on operation and business decision-making process and the overall image of the Company.
- (2)** Manage and offer service to all customer groups on a fair and transparent basis. Operate without an action or a decision making that is a result of dishonestly giving, refusing to give and refusing to receive money, gifts, gratuities or other benefits.
- (3)** Give consultation to employees regarding giving, refusing to give and refusing to receive money, gifts, gratuities or other benefits.
- (4)** Avoid giving, refusing to give and refusing to receive money, gifts, gratuities or other benefits to supervisors or subordinates as this may instigate dishonest decision making and operation.

## **Employees**

(1) Abstain from giving, refusing to give and refusing to receive money, gifts, gratuities or other benefits of unreasonable value from acquaintances, customers, debtors, creditors, suppliers, alliances and stakeholders. This is to avoid an impact on operation and business decision-making process and the overall image of the Company.

(2) Seek consultation from supervisors regarding a concern over appropriateness of giving, refusing to give and refusing to receive money, gifts, gratuities or other benefits.

(3) Avoid giving, refusing to give and refusing to receive money, gifts, gratuities or other benefits to supervisors as this may instigate dishonest decision making and operation.

*(Translation)*

**7. Code of Conduct:  
Information Disclosure**

## **7. Code of Conduct: Information disclosure**

### **Directors**

**(1)** Ensure the enforcement of a working unit to act as a focal point involving the scrutiny of information disclosure, whether or not it is financial, and the accuracy and completeness as designated by law of general information before being imparted to the general public.

**(2)** Ensure the formulation of policies and guidelines concerning information disclosure, whether or not it is financial, and general information for internal and external parties on a complete, accurate, trustworthy and timely basis.

**(3)** Ensure the execution of the disclosure channels of information, whether or not financial, and general information, so that both internal and external agencies have an access to information on a convenience and equal basis.

**(4)** Encourage management and employees to protect the Company's confidential information by abstaining from revealing or negatively criticizing inside information of the Company.

### **The management team and executives**

**(1)** Formulate a working unit to act as a focal point involving the scrutiny of information disclosure, whether or not it is financial, and general information for internal and external parties on a complete, accurate, trustworthy and timely basis.

**(2)** Execute the disclosure channels of information, whether or not financial, and general information, so that both internal and external agencies have an access to information on a convenience and equal basis.

**(3)** Protect the Company's confidential information by abstaining from revealing or negatively criticizing inside information of the Company.

## **Employees**

**(1)** Disclose information, whether or not financial, and general information, on a complete, accurate, trustworthy and timely basis, so that both internal and external agencies have an access to information on a convenience and equal basis.

**(2)** Protect the Company's confidential information by abstaining from revealing or negatively criticizing inside information of the Company.

*(Translation)*

**8. Code of Conduct:  
Prevention of Conflict of Interest**

## **8. Code of Conduct: Prevention of Conflict of Interest**

### **Directors**

(1) Ensure the enforcement of good policies and guidelines regarding the prevention of conflict of interest.

(2) Ensure that management act as an efficient role model regarding the prevention of conflict of interest.

(3) Avoid implementing a transaction that is related to one's self, the couple, the partner, children, people with blood relation and close parties because this may result to the loss of the Company's benefit or a conflict of interest.

(4) Place an emphasis on decision making of implementing a business for the purpose of the Company's benefits without personal interests or the interests of related parties. Adhere to proper and fair price as if executing a transaction with an outsider when involving with procurement, selection, decision making or transaction approval that may inflict a conflict of interest.

(5) Immediately file a report on conflict of interest once it arises.

(6) The members of the Board of Directors who may be involved with a transaction with a conflict of interest or be engaged with any meeting agenda shall file a report on a conflict of interest to the Chairman of the Board of Directors or the entire Board of Directors. Adhere to abstention, express no opinion and give up the session in question.

### **The management team and executives**

(1) Value the good policies and guidelines regarding the prevention of conflict of interest. Fully communicate with internal and external parties.

(2) Strictly act as a role model regarding the prevention of conflict of interest.

(3) Avoid implementing a transaction that is related to one's self, the couple, the partner, children, people with blood relation and close parties because this may result to the loss of the Company's benefit or cause a conflict of interest.

(4) Place an emphasis on decision making of implementing a business for the purpose of the Company's benefits without personal interests or the interests of related parties. Adhere to proper and fair price as if executing a transaction with an outsider. If involving with procurement, selection, decision making or transaction approval that may inflict a conflict of interest, inform a supervisor or those related to an approval.



(5) Adhere to the common standards when observing the Company's regulations. Work on a full-time basis at the highest extent of competency for the Company's benefit without doing other business on the sly.

(6) Immediately file a report on conflict of interest once it arises. File the report to the line supervisor.

(7) The management who may be involved with a transaction with a conflict of interest or be engaged with any meeting shall file a report on a conflict of interest to the supervisor or the Board of Directors and shall adhere to abstention, express no opinion over the agenda, leave the meeting and abstain from participating in a decision-making or approval process.

### **Employees**

(1) Perform duties with honesty, exercise carefulness, be prudent and transparent in line with the good policies and guidelines with regards to preventing a conflict of interest of the Company.

(2) Avoid an involvement with financial affair and/or relation with external parties as this may result to the loss of the Company's benefit or cause a conflict of interest.

(3) Execute a decision making of implementing a business for the purpose of the Company's benefits without personal interests or the interests of related parties. Adhere to proper and fair price as if executing a transaction with an outsider. If involving with procurement, selection, decision making or transaction approval that may inflict a conflict of interest, inform a supervisor or those related to an approval.

(4) Adhere to the common standards when observing the Company's regulations. Work on a full-time basis at the highest extent of competency for the Company's benefit without doing other business on the sly.

(5) Stick to the responsibilities without causing a conflict of interest with the Company.

(6) Immediately file a report on conflict of interest once it arises. File the report to the line supervisor.

*(Translation)*

## **The Consent and Commitment Form**

**The Consent and Commitment Form**

- 1. I, hereby, have read the Company's "Business Ethics Manual 2018".
- 2. I, hereby, acknowledge and commit to it as part of my operation guideline.

Signature .....

( ..... )

Role .....

Team / Bureau .....

Date ..... / ..... / .....

***Remark*** : If you wish to receive explanation and/or extended details that appear on "**The Business Ethics Manual 2018**", please contact the Operation Development Team, Organization Development and Risk Management Department, tel. 02-267-1900 ext. 1160.