

(Translation)

Guide to Business Conduct  
of  
Thanachart Capital Public Company Limited

(Revise 2013)

## **Preface**

In conducting business, it is equally essential for an organization not only to abide by laws and rules and regulations prescribed by the authorities and the organization itself, but to uphold business ethics. The company thus is strongly committed to embracing ethical business practices that are critical to delivering solid and sustainable growth.

This Guide to Business Conduct has been set out for the directors, executives and staff members of the company to adhere to as guidelines on their ethical conduct to be a role model in discharging duties with fairness, righteousness, moral values and accountability to themselves, their colleagues, supervisors, subordinates and all stakeholders.

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## Code of Business Conduct of Thanachart Capital Public Company Limited

The company has outlined the Code of Business Conduct as a standard discipline for the directors, executives and employees at all levels to observe in discharging duties assigned to them, and as a means of encouraging the directors, executives and employees at all levels to become a role model for other members of Thanachart Financial Group in embracing ethical business practices. The company gives topmost priority to a fair treatment of all stakeholder groups in line with our good corporate governance policy. The directors, executives and employees have to acknowledge, acquaint themselves with, and strictly adhere to the Code of Business Conduct so that they could perform their respective duties efficiently, forthrightly, transparently and honestly for the utmost benefit of the company and with fairness to all stakeholders, while standing ready for either being examined or providing clarification and explanation when required.

### Best Practices to All Stakeholder Groups

#### 1. To Shareholders

- 1.1 Disclose information to the shareholders in a complete, adequate, fair and transparent manner.
- 1.2 Exercise due care in performing any act that could cause confusion and misleading of factual information among the shareholders.
- 1.3 Treat all shareholders fairly and equitably.
- 1.4 Monitor and ensure that the organizational administration is undertaken carefully and prudently to avoid any damage to the shareholders.

#### 2. To Customers

- 2.1 Treat all customers fairly.
- 2.2 Excel in service delivery with quality and efficiency.
- 2.3 Take care of and protect customers' interests properly and fairly.
- 2.4 Safeguard customers' confidential information and do not unethically use it for the benefit of the company and concerned parties unless where it is required by laws.

- 2.5 Provide a means or channel for customers to voice their concerns or file complaints about the company's services, and promptly take corrective actions and keep customers informed of the outcome.

### **3. To Competitors**

- 3.1 Operate business under the established rules and fair market competition.
- 3.2 Operate business by avoiding any groundless allegations or epithets or derogatory remarks on our competitors.
- 3.3 Operate business without accessing competitors' confidential information in an unethical or improper way.

### **4. To Trading Partners and Creditors**

- 4.1 Ensure all procurement, purchasing and employment activities are done under the company's rules and regulations with transparency and fairness for the utmost benefit of the company.
- 4.2 Avoid any procurement, purchasing and employment activities that conflict with the overall interest of the company.
- 4.3 Ensure that those involved with the company's procurement, purchasing and employment activities do not accept, directly or indirectly, any benefit from trading partners, nor have a close relationship that could influence any relevant decision, and that, where a transaction will be made with a partner having close relationship, such related person must report in advance the nature of relationship to the Compliance Unit for acknowledgement and comment thereon and must not participate in the approval process.
- 4.4 Ensure that the directors, executives and employees who are a trading partner with the Bank report the nature of such relationship to the Compliance Unit and to supervisors in the chain of command in advance.
- 4.5 Honor and fulfill agreement terms and conditions as negotiated with trading partners/creditors and as approved by the company's authorized person.
- 4.6 Where a cause of failure to act in compliance with an agreement or contract is discovered, ensure that the responsible person promptly reports the same to his supervisor.
- 4.7 Ensure that trading partners/creditors are not provided with false or inaccurate information that could mislead them or with incomplete information, and that crucial information of the company is not released without prior approval from the company's authorized person.

4.8 Avoid accepting a gift or a token of appreciation or an invitation to party or banquet from any trading partner which is deemed as a special favor.

## **5. To Employees**

5.1 Ensure fairness to all employees and provide them with appropriate compensation and welfare.

5.2 Take proper care of all employees' well-being and safety of their life and properties.

5.3 Promote and encourage the development of employees' knowledge and provide them fairly and properly with career advancement opportunities based on their talent and qualifications.

5.4 Conduct an employee performance evaluation with fairness.

5.5 Maintain a hygienic workplace and a pleasant work environment for employees.

5.6 Allow employees to exercise their political rights in accordance with the provisions of the Constitution, without interference from the company.

5.7 Ensure and encourage all employees to give priority to the company's interest rather than their personal benefit.

## **6. To Authorities and Society**

6.1 Conduct business duly according to the applicable laws and avoid participating in or supporting, directly or indirectly, or operating business with an organization and/or person committing an offence that is harmful to society.

6.2 Cooperate in providing non-confidential information to help safeguard against potential damage to the economic system.

6.3 Coordinate and support the government sector's policies and promote social activities and public benefit activities as deemed fit.

6.4 Adequately promote social activity and public benefit by supporting and promoting employees to participate in various social activities then exhibit in the Company's annual report.

6.5 Compose a report on the sustainability of the business' social responsibility to be included in the annual report or as an individual report exclusive of the annual report.

## **7. Conflict of Interest**

Put in place a system to control and prevent all transactions, including connected or related transactions, from creating a conflict of interest by formulating a policy, rules and

procedures thereon, and ensure details of the connected or related transactions are disclosed in line with regulatory requirements.

#### **8. Offering of Gifts**

Being committed to conducting business ethically, the company has drawn up rules for a reasonable offering of gifts, entertainment or any other forms of benefits to our trading partners, customers and patrons during festive or traditional occasions in favor of the company's business, subject to the clearly defined consideration and approval procedures.

#### **9. Accepting of Gifts**

To maintain a proper business relationship, the company allows an acceptance of gifts or presents from customers or trading partners only during the festive or traditional occasions, which must always be reported to supervisors.

Gifts worth less than Baht 5,000 each can be accepted, but must be fairly distributed and shared to all departments. Gifts worth more than Baht 5,000 each must be refused, or, if unavoidable, must be at the discretion of supervisor fairly distributed and shared to all departments.

## Code of Conduct for Directors

### 1. To Organization

- 1.1 Perform duties to the best of their abilities in conformity with the applicable laws and Thanachart Financial Group's objectives and Articles of Association.
- 1.2 Adhere to the ethical code of conduct, discharge duties with integrity, honesty and virtue, and courageously express opinions in what they perceive as right.
- 1.3 Exercise discretion in discharging duties independently from the management and any other interest groups.
- 1.4 Remain politically neutral and avoid advocating for any political party or being politically influenced or performing any act in favor of a political party in whatsoever manner which could create a perception that it has been done on behalf of the company.
- 1.5 Do not disclose confidential information of the company to any outsiders.
- 1.6 Devote all such time required to attend all meetings of the Board of Directors and of the shareholders.
- 1.7 Encourage Thanachart Financial Group and its employees to uphold the business ethics and code of conduct in discharging their duties, as well as the good corporate governance.

### 2. To Shareholders

- 2.1 Perform duties in accordance with resolutions of the shareholders' meeting and in the best interests of the shareholders as a whole.
- 2.2 Supervise and ensure the organization is administered with due care and prudence to prevent damage to or impact on the shareholders.
- 2.3 Protect the shareholders' interest to make certain that the shareholders' rights are equitably taken care of.
- 2.4 Keep the shareholders informed of or undated on the company's status on an accurate, complete and timely basis.

### 3. To Conflict of Interest

- 3.1 Make a business decision without personal gain and do not seek to benefit oneself and related persons by abusing any of the company's information that has not yet been disclosed publicly.



3.2 Do not perform any act that could give rise to a conflict of interest with the company and ensure a conflict of interest is prevented.

**4. To Society and Tradition**

4.1 Do not perform any act that will create damage to the society at large.

4.2 Be socially responsible by ensuring that the company's business policy does not conflict with the custom, tradition and moral values.

## Code of Conduct for Executives

“Executives” refer to employees at department head level and higher. Executives are duty-bound to comply with the Code of Conduct for Employees as well as the following code:

### 1. To Organization

- 1.1 Discharge duties with integrity, honesty and righteousness in the best interests of the company and all stakeholders.
- 1.2 Disclose the status of Thanachart Financial Group in an accurate, complete and timely manner.
- 1.3 Dedicate themselves, their knowledge and capability for the benefit of the company at all times.
- 1.4 Conduct oneself properly as the organization’s representative towards external parties and help to promote the company’s image when the occasion serves.
- 1.5 Perform duties strictly in accordance with policies or regulations pertaining to the scope of social responsibility set out by the company.
- 1.6 Ensure that any communication or interview with members of the media or the public is subject to the Bank’s assignment.

### 2. To Subordinates

- 2.1 Exhibit a positive attitude to subordinates and govern with kindness and justice and do not unethically abuse power and position.
- 2.2 Demonstrate leadership and behave oneself as a role model to earn the respect of subordinates.
- 2.3 Educate and counsel subordinates and willingly and sincerely welcome opinions and feedback from them.
- 2.4 Promote and ensure subordinates’ career development and privacy.

### 3. To Conflict of Interest

- 3.1 Do not disclose the company’s confidential information accessible due to their position, whether or not with an intention to seek benefits for themselves and related persons.
- 3.2 Do not perform any act that could cause a conflict of interest with the company.

## Code of Conduct for Employees

### 1. To Organization

- 1.1 Discharge duties with integrity, honesty and righteousness in the best interests of the company and all stakeholders.
- 1.2 Discharge duties correctly and in compliance with the applicable laws and the objectives, Articles of Association, regulations, directives and notifications of Thanachart Financial Group.
- 1.3 Exhibit a positive attitude to Thanachart Financial Group and supervisors and show respect for and obedience to supervisors.
- 1.4 Discharge duties with knowledge, capability and efficiency to the standards required of their respective position and with attentiveness and accountability.
- 1.5 Compete fairly with other parties or organizations under the regulatory rules and regulations and avoid making any epithets or derogatory remarks on other parties.
- 1.6 Do not engage in a business that competes with the company.
- 1.7 Do not seek to benefit themselves and related persons from their respective position and from use of the company's confidential information.
- 1.8 Utilize the company's property for the utmost benefit of the company rather than for their personal gain.
- 1.9 Conduct oneself properly as the organization's representative towards external parties.
- 1.10 Pay due regard to rules under the Code of Conduct established by the company and strictly abide by these rules, as well as avoid any act that conflicts with the company's interest.
- 1.11 Ensure they themselves and their fellow employees do not behave or act in such a manner that leads to any form of intimidation, be it verbal, physical, visual and, in particular, sexual intimidation including wooing, sexual demands, or physical and verbal sexual harassment.
- 1.12 Do not perform any act to provide or arrange sexual activities with a view to acquiring business or employment benefit.
- 1.13 Monitor the discharging of duties of fellow employees and, as soon as becoming aware of any unethical conduct, report such irregularity to supervisors or Internal Audit Group according to the company's regulations.

- 1.14 Exercise due care in conducting any business on the company's time for personal benefit other than the duties and responsibilities for the company's business. For instance, to act as director of other entity outside Thanachart Group during the company's working hours, one must so report the Compliance Unit and must obtain approval from his/her supervisor.

## **2. To Customers and Third Parties**

- 2.1 Deliver services to customers for their optimum benefit on the basis of integrity, honesty, friendliness, openness to their feedback, service mind and equal treatment of all customers.
- 2.2 Never promise or assure customers of any matter for which one has no authority.
- 2.3 Safeguard secrets of customers and the company in strictest confidence and do not exploit customers' trust to seek to benefit oneself and related persons.
- 2.4 Do not disclose any of customers' information to third parties or use it for engaging in a business that competes with customers.
- 2.5 Never demand or accept any property from customers or trading partners of the company other than the expenses and fees charged by the company.
- 2.6 Where there is any problem arising from performing of duties or concerned with customers, report or seek guidance from supervisors.

## **3. To Supervisors**

- 3.1 Exhibit a positive attitude to supervisors.
- 3.2 Do not perform any act, other than the usual discharge of duties, to seek to benefit from career advancement.

## **4. To Fellow Employees**

- 4.1 Treat fellow employees with interpersonal friendship and sincerity and promote the spirit of unified teamwork in a manner that is ethical and beneficial to the company's business, as well as transfer knowledge and experience in one's work to colleagues and subordinates down the functional line.
- 4.2 Do not make any derogatory comments or innuendoes about co-workers' private life or personal data.

## **5. To Society**

5.1 Conduct oneself morally under socially acceptable practices.

5.2 Participate in social activities by offering cooperation and assistance according to one's means and when the occasion serves.

5.3 Avoid bad habits that could tarnish one's image and the company's reputation such as being addicted to drugs or all kinds of gambling, incurring indebtedness, etc.

5.4 Do not coordinate or support any activity that is detrimental to national security and/or against moral conduct.

## **6. Conflict of Interest**

Avoid any act that leads to a conflict of interest with the company, whether through contact with concerned parties or use of opportunity or information obtained as the company's employee for personal gain.

## **7. Offering of Gifts**

7.1 An offering of gifts, presents, entertainment or benefits to customers, trading partners or patrons of the company relative to the conduct of business must be duly approved by the authorized person, whereby any such benefits must be offered in an appropriate form and must neither be against the acceptable tradition, custom and moral values, nor bring the company into any disrepute.

7.2 An offering of gifts, presents, benefits of any kind, entertainment or reciprocation of a customary or traditional nature or during festive seasons is permitted and must be reported to and/or approved by respective supervisors.

7.3 Avoid an offering of gifts, presents, benefits of any kind, entertainment or reciprocation of a customary or traditional nature or during festive seasons to supervisors with an aim to further one's career.

## **8. Accepting of Gifts**

8.1 Never demand or accept bribes or enticement of any kind in exchange for business advantages.

8.2 Avoid an acceptance of gifts, properties, entertainment or any other benefits from customers, trading partners or those with beneficial interest with the company that could influence a business decision.

8.3 An acceptance of gifts, presents, benefits of any kind, entertainment or reciprocation of a customary or traditional nature or during festive seasons relative to the conduct of business

is permitted according to the company's regulations and must always be reported to supervisors. All such gifts and presents must be fairly distributed across the organization.

8.4 Avoid an acceptance of gifts, presents, benefits of any kind, entertainment or reciprocation of a customary or traditional nature or during festive seasons from subordinates that could influence a decision on their promotion or career advancement.

## Code of Conduct for Investor Relations

### 1. To Organization

- 1.1 Strictly comply with employee ethics
- 1.2 Create good organizational trust, image, and attitude for shareholders, investors, analysts, and stakeholders.
- 1.3 Immediately report on significant issues affecting organizational trust, image, or attitude to your superior.

### 2. To Shareholders, Customers, and Outside Parties.

- 2.1 Disclose company's essential information base on transparency, completeness, clearness, timeliness, truthfulness, and fairness to the public.
- 2.2 Provide opportunities for all stakeholders groups to reach in and inquire information.
- 2.3 Never disclose any information that may affect the company's securities prices or may affect investors' decisions.
- 2.4 Create good relationship with shareholders, investors, analysts, and stakeholders.
- 2.5. Perform one's duties base on the shareholders and stakeholders' benefit.

### 3. To Conflict of Interest

- 3.1 Secure company's confidential and never utilize inside information for your or others' benefit.
- 3.2 Act in accordance with the code on no appointment near the financial statement announce date and the guideline on trading of stocks as stipulated by the company.