

Anti - Corruption Policy

Introduction

Univentures Public Company Limited (“the Company”) adheres to operating its business with honesty, transparency, fairness and treats all stakeholders equally under Good Corporate Governance. It is also aware of the importance of anti-corruption in which the Company signed up in Thai Private Sector Collective Action Coalition against Corruption on 19 September 2018. In order to set direction and process for compliance to anti-corruption policy of the Company into the same direction, the Company has prescribed guidelines for anti-corruption as follows.

Objective

These anti-corruption policies and measures are guidelines for directors, executives, and employees of all level to be consciously aware of their duties in adhering to honesty for their work without corruption or seeking of personal benefits. This is an important factor that will support business operations of the Company and subsidiaries.

Definition

The Company	Univentures Public Company Limited and Subsidiaries
Corruption	Wrongful usage of position, authority, or assets for benefits of own, family, friends, acquaintances or other benefits that cause damages to benefits of others such as bribery to a public official, offering, giving or receiving of bribery, promising, in forms of money, objects, rights, and other benefits, conflicts of interests, concealment of facts or any benefits to government agency, public agency, or individuals with duties directly or indirectly related in order for such agency or individual to exempt from performing duties rightfully, legally, and ethically.
Political support	Offering of assets, money, items, rights, or any benefits to help or support political party, politicians, or individuals with duties related to politics, as well as political activities, directly or indirectly.
Charitable donation	Activities related to monetary expenses without tangible returns
Monetary support	Money paid for business objective, branding, or reputation of the Company and subsidiaries
Gift	Valuable objects including items, products, and services of both giving or receiving directly, or purchase or sale at special prices, as well as expenses issued to receive services



Allowance	Expenses related to purchase of food and drinks, fees for performance and sports, as well as travel expenses such as plane ticket fees, transportation fees, accommodation fees, etc.
Bribe	Assets or benefits provided to particular individuals to motivate such individuals to act or not to act on his or her duties in wrongful way for benefits of own or for benefits of businesses of the Company and subsidiaries

Roles and Responsibilities

In order for the anti-corruption policies and measures to be applied extensively within organization with clear direction, the Company prescribes roles and responsibilities of related individuals, including the Board of Directors, the Audit Committee, executives, and employees, to comply with the anti-corruption policies without any involvement with corruption, directly and indirectly, as follows:

1. The Board of Directors

To set policies and formulate efficient anti-corruption support system in the Company in order to ensure that all employees in the Company are aware and give importance to anti-corruption.

2. The Audit Committee

To review financial and accounting report system, audit report, and internal control system to ensure that the Company can reasonably protect anti-corruption.

3. Executives

To encourage and support anti-corruption policies and communicate such policies to all employees to acknowledge and strictly comply. To motivate employees to perform duties with honesty and oppose to corruption. To protect employees who oppose fraud and corruption such as not demoting, punishing, or giving negative results to employees who reject fraud and corruption, even if such action may cause the Company to lose business opportunity.

4. Employees

To strictly comply with anti-corruption policies, regulations, and commands of the Company related to anti-corruption, as well as ethics and code of conduct of employees. To report suspicious incidents or behaviors that may be corrupted actions of the Board of Directors, executives, employees, as well as external individuals such as trade partners, customers, and related individuals according to the procedures set by the Company.



In this regard, the policies and guidelines for anti-corruption are prescribed to cover business operations of the Company in the following subjects:

1. The Company organizes risk assessment in corruption aspect at least once per year and arranges risk management measures to be proper for preventing or mitigating risks to be at acceptable level and in line with internal control system of the Company. The risk assessment results will be reported to the Audit Committee and the Board of Directors.
2. The Company organizes sufficient procedures for practice according to these policies that can prevent corruption in business operations and organizes internal control system and reviewing process properly and sufficiently from internal audit department, which covers procedures for recording financial information, accounting information, and other procedures related to operations of the Company, in order to ensure efficiency and effectiveness of anti-corruption policies. The results of audit and review will be reported to the Audit Committee.
3. The Company organizes secured communication channels for employees and all stakeholders to request for suggestions, submit clues and suggestions, or file complaints related to corruption, as well as arranging measures to protect legal rights according to guidelines set by the Company for such individuals.
4. The Company arranges communication of its anti-corruption policies to all stakeholder groups, internally and externally, including general public, to inform its policies and also communicates to subsidiaries and companies that the Company has controlling authority to apply its anti-corruption policies for practice.
5. The Company organizes continuous training to directors, executives, and employees, as well as organizing orientation to new employees to provide knowledge and understanding related to policies, measures, and procedures for anti-corruption and to also inform penalty in the case that employees do not comply with such policies and guidelines. In the case that a corruption occurs, the Board of Directors or assigned subcommittee will together consider for disciplinary measures or legal actions for executives or employees who commit corruption. It will also organize examination of the problem to find measures to prevent or mitigate risks for such corruption to occur again in the future.
6. The Company organizes reporting, following-up, and reviewing related to compliance with anti-corruption policies with proper procedures to ensure that the policies are sufficient and up to date.



The Company has anti-corruption measures as follows:

1. Political Support

- 1.1 The Company has political neutrality policy in which it will not provide any support or conduct any action concentrated on any particular political party that results in loss of its neutrality or damages from involvement and political support.
- 1.2 All employees have legal rights and freedom for politics but they must not act or conduct any activities or use any resources of the Company for political activities.

2. Charitable Donation

- 2.1 Donation of money or assets for charity, public service, and monetary support must be done with transparency, legitimacy, and morally, and must not be any actions that will negatively impact society.
- 2.2 Employees must be cautious to ensure that the charitable donation will not be exploited as avoiding method for bribery and it must be proceeded transparently and legally.
- 2.3 Usage of money or assets of the Company for charitable donation to temple, hospital, clinic, or organization for social benefits must have certification that is reliable, accountable, and must be proceeded via procedures of the Company.
- 2.4 In the case that there is suspicion that may result in legal impact, a written form for advices must be requested to legal department and other relevant matters must be discretion of the Management.

3. Monetary Support

- 3.1 Monetary support is for the purpose of public relations of the Company only.
- 3.2 Employees must be cautious to ensure that the monetary support will not be exploited as avoiding method for bribery and it must be proceeded transparently and legally.
- 3.3 Employees must be cautious to ensure that usage of money or assets of the Company for project support must be in the name of the Company in which the monetary support must have objective for business, good image, and reputation of the Company.

4. Expenses on Gifts, Reception, and Other Expenses

- 4.1 The Company does not encourage trade partners, sellers, contractors, subcontractors, or individuals related to business of the Company to provide gifts, assets, or any benefits to employees which may lead them to make decision in their duties with bias or discomfort or create conflict of interests, unless they are given on conventionality that involves tradition of gifting.



- 4.2 In providing gifts, assets, or any benefits to any individuals, the Company will use discretion in its grant which must not be inappropriate or extravagant or uneconomical or against good tradition.
- 4.3 Executives and employees shall not accept money, gifts, gratuity, assets, or any benefits that are inappropriate, unless they are given on conventionality that involves tradition of gifting. In the case that rejection is inevitable, employees who accept money, gifts, gratuity, assets, or any benefits with value exceeding 3,000 Baht must report to their superior and comply to regulations set by the Company.

5. Risk Assessment

The Company conducts monitoring and assessment of risks from transactions of the Company that may have procedures within scope of corruption once per year. The risk assessment results will be reported to the Audit Committee and the Board of Directors. The Company also regularly reviews its risk management policies related to corruption and reviews risk management measures in practice every year in order for the risk management policies and measures to be proper for preventing risks or mitigating risks to be at acceptable level.

6. Internal Control System and Financial Reporting Audit

- 1.1 The Company sets work regulations with separation of duties by command structure and with process for approval in which all employees must strictly comply with regulations related to work and provisions of the Company. Furthermore, the work procedures will have internal control system and process for review and control to be in line with anti-corruption measures and will receive examination by internal auditor.
- 1.2 The Company arranges efficient internal control and audit to ensure that it is complying with standards and related laws under examination of internal audit who will report the internal auditing results to the Board of Directors.
- 1.3 The Company's Management is responsible for preparing financial reports with accuracy, completion, and timeliness for both annual and quarterly statements which are prepared according to generally acceptable accounting standards.
- 1.4 The Company has system for record and collection of data that is always ready for examination and has documentary evidence for every work process sufficiently and completely.



7. Training and Communication

7.1 Communication

- The Company communicates its anti-corruption policies and measures to related individuals, including directors, executives, employees, subsidiaries, joint ventures, other companies that the Company has controlling authority, and all related stakeholders.
- The Company communicates penalty for non-compliance with its anti-corruption policies and measures and communicates its policy that there will be no demotion, penalty, or negative impacts to directors, executives, and employees who reject corruption, even if such actions may cause the Company to lose business opportunity.
- The Company discloses information to public related to its anti-corruption policies and measures. In this regard, when there is preparation or revision of related policies and measures, there shall be communication and disclosure of information every time via appropriate communicating channels such as letter, e-mail, website of both intranet and external website of the Company, printing media, and advertisement board, etc.

4.4 Training

- The Company arranges training related to its anti-corruption policies and measures to directors, executives, and employees, as well as providing orientation to new employees.
- The Company encourages directors and executives to participate in providing knowledge to employees to be good role models for compliance with anti-corruption policies and measures.

8. Selection and Performance Evaluation

The Company sets work process for human resource management in relation to selection, performance evaluation, remuneration, and promotion of employees, transparently and fairly.

9. Whistleblowing Policy / Corruption Complaints

The Company prescribes all level of executives in the organization to take responsibility and give importance for ensuring that employees under their command are aware, understand, and comply with the Company's code of conduct, regulations, good corporate governance, and laws seriously. It prescribes practice guidelines for evaluation and investigation of complaints with transparency and accountability.



In this regard, in order for the equal and fair treatment to all stakeholders, the Company arranges channels to receive clues, complaints, opinions, or suggestions concerning impact from its business operations or action of the Company's employees that may indicate fraud and corruption. Complainants can inform clues or complaints and deliver details of evidence via the following channels:

Complaint via phone

Complainants can directly complain to the Head of Internal Audit Department at phone number 02-643-7195 (during business hours) in which the Head of Internal Audit Department will request for preliminary information and accept the complaint for further procedure.

Complaint via e-mail or postage

- Via e-mail: wid@univentures.co.th
- Via postage by sending letter to

Head of Internal Audit Department
Univentures Public Company Limited
57 Park Ventures Ecoplex, 22nd Floor, Witthayu Road
Lumpini, Pathumwan, Bangkok, 10330

Whistleblowers who inform clues or complaints, including the Company's employees, customers, contractors, or other stakeholders who inform clues or complaints will be protected by their legal rights or by guidelines set by the Company.

10. Guidelines for Monitoring and Evaluating Performance of Compliance to Anti-Corruption Policy

The Company encourages and supports executives and employees to be aware, understand importance, and participate in compliance to anti-corruption policy of the Company in various forms and channels such as training and video publicizing to new employees on orientation day. It also monitors and evaluates performance of compliance to such policy by conducting survey on opinions of executives and employees of the Company concerning anti-corruption.

11. Penalty

Violation or non-compliance to the Company's anti-corruption policies and measures is considered an action against policy and business ethics of the Company. For any violating actions that result in damages or loss of business opportunity to the Company, such violating individuals shall receive extreme penalty and will be disciplined according to work regulations of the Company related to disciplinary action.