

Anti-Corruption Policy

1. Purpose of Policy

With the aim to declare the intent and establish direction of TISCO’s Group to fight corruption and prevent from being vehicle for money laundering and financing of terrorism activities, the Anti-Corruption Policy was formulated to create awareness of the corruption risk and enhance the integrity as well as ethically business operation within TISCO Group. The Anti-Corruption program was implemented with effective mechanisms to prevent corruption at the TISCO Group in an alignment with applicable laws and best practices.

Anti-Corruption Policy provides a blueprint of TISCO Group principles and practices in carrying out Anti-Corruption program, to be consistently carried out across all business units in TISCO Group and Subsidiaries. The policy is mandatory for directors, senior managements and all level of employees. It reflects TISCO Group compliance strategies that are aligned with corporate vision, missions, and strategies, and will serve as a guiding framework for formulating enterprise-wide compliance action plan. The policy is also aligned with the overall risk management policies and guidelines of TISCO Group.

2. Definition

Term	Definition
Corruption	means the abuse of entrusted power for private gain.
Bribery	means the offering, promising, giving, accepting or soliciting of direct / indirect advantage as an inducement for an action which is illegal, unethical or a breach of trust. Inducements can take the form of gifts, loans, fees, rewards or other advantages (taxes, services, donations, etc.).
Collective Action Coalition against Corruption in Private Sector (CAC)	means corporative national program to fight against corruption in public and private sector. The program is supported by the Thai Government and the Office of the National Anti-Corruption Commission (NACC).

3. Policy Statement

3.1 Anti-Corruption Direction

Reference is made to an integral part of clearly determined “Corporate Mission” of TISCO Group in Corporate Governance Policy. It stipulates that TISCO adheres to the cultures of integrity, fairness, and transparency that create sustainable value to our customers, shareholders, people, and society. The stated mission was embedded to the corporate core

value and business code of conduct that transferred into corporate culture and professional attitude within TISCO Group.

With an aim to address the corporate direction, TISCO has joined Thailand's Private Sector Collective Action Coalition against Corruption ("CAC") and set up the zero-tolerance policy against corruption, namely "Anti-Corruption Policy" to prohibit Directors, management and employees receiving or offering bribes in any form and in all activities under the company's control. The charitable contributions, sponsorships, gifts, hospitality and other expenses shall be transparent and will not be for the purpose of attempting to influence the recipient, whether government or private, into an improper exercise of functions, duties or judgment.

3.2 Roles and Responsibilities

Board of Directors Oversight

The Board of Directors of TISCO Financial Group Plc., the parent company shall be responsible to establish appropriate Anti-corruption policy and procedure and to ensure that the group's policies and procedures are managed effectively to prevent the group from being involved in any kind of corruption practices.

Executive Board

The Executive Board of TISCO Financial Group Public Company Limited, with the delegated authority of the Board of Directors, has ultimate responsibility for overseeing Anti-corruption practices of TISCO Group.

The Executive Board will:

- Oversee and monitor anti-corruption program of TISCO Group to ensure compliance with the established Anti-Corruption Policy and Guideline as well as the related law and regulations

Group CEO

The Group CEO is responsible to formulate strategy and lead the change to implement anti-corruption program.

The Group CEO will:

- Ensure effective implementation of TISCO Group Anti-Corruption program across the group.
- Ensure the formulation and implementation of effective Anti-Corruption Policy and Guideline to comply with the respective laws, regulations and policies.
- Ensure that the respective business units have adequate resources, training and measures.

The Board of Director of Subsidiaries

Under consolidated supervision framework, the Board shall ensure that TISCO Subsidiaries adopt and adhere to TISCO Group Anti-Corruption policy approved by the Board of Directors of the parent company.

Board of Director of subsidiaries will:

- Ensure strategic alignment of the company to TISCO group's direction and ensure effective implementations of Anti-Corruption policy.

President/Managing Director of subsidiaries

Under consolidated supervision framework, the President/Managing Director shall ensure adoption and implementation of TISCO Group Anti-Corruption policy approved by the Board of Directors of the parent company in the day-to-day management and decision making of the company.

The President/Managing Directors will:

- Ensure that Anti-Corruption activities are properly implemented as directed by group Anti-Corruption policy.
- Ensure the business units under supervision have adequate resources, training and measures.

Operational Risk Management:

- Establish the written policy and guideline on Anti-Corruption and regularly revise to maintain the effectiveness,
- Regularly assess the corruption risk and report the result to the Risk Management Committee for consideration

Human Resources Management:

- Endorse policy all over companies and monitoring employees disciplinary
- Arrange training needs for staff in accordance with requirements set out by business units.

Internal Audit:

- Act as the Independent Body to provide assurance on the effectiveness of related anti-corruption policy and guideline to senior management and Audit Committee.

Flexibility of Management Practices

The Board of Directors of the parent company recognizes that no policy can anticipate all the situations conditions, and opportunities which may arise in the normal course of operations. Therefore, the Group CEO is empowered to exercise prudent judgment in the implementation of this policy. Any deviations from the guidelines expressed in this policy should be documented.

3.2 Anti-Corruption Principles

3.2.1 Implement anti-corruption program in relating to the business undertaking and provide business conduct guidance to directors, managers and employees to fight against corruption, with details as follows

- Prohibit bribery in any form in all activities under control either for the company's benefit or employee's self-benefit or that of his / her family, friends, associates or acquaintances and ensure that charitable and political contributions, sponsorships and gift/ hospitality / other expenses are transparent and will not be for the purpose of attempting to influence the recipient, whether government or private, into an improper exercise of functions, duties or judgment.
- Prohibit exploitation of title or personal relationship to explore channels or opportunities for gaining self-benefit
- Comply and consistent with all relevant anti-bribery laws in all the jurisdictions in which the company transacts its business.
- Create fair market conditions, transparency in business transactions and ensure good corporate governance

3.2.2 Publicize and communicate the Anti-Corruption Policy

- Internal: Disseminate this policy internally through the company's intranet to guide directors, managements and employees and cultivate through code of conduct towards ethical and accountable behavior at all times, and will apply appropriate sanction for violation of the code.
- Public: Disclose information of the policy externally and update the information regularly through the applicable channels such as corporate website, annual report etc.

3.2.3 Provide training program to employee to promote integrity, honesty, and accountability in the exercise of their duties and responsibilities and to convey with resolve our company's commitment to ethical business practices.

- 3.2.4 Implement appropriate internal control systems and controls to prevent unethical conduct by employees, ensure good governance, and institutionalize the values of integrity and accountability in the business.
- 3.2.5 Maintain appropriate financial reporting mechanisms that are accurate and transparent.
- 3.2.6 Referring to the written Whistleblowing Policy, appropriate channels of communication to the employees and other stakeholders to report suspicious circumstances in confidence without risk of reprisal is sufficiently provided including the handling and investigation process of all reports received.
- 3.2.7 No employee will suffer demotion, penalty or other adverse consequences for refusing to pay bribes or reporting suspicious circumstances even if such refusal or report may result in the company losing business.
- 3.2.8 Any actions, which violate or appear to violate the code of conduct, will be investigated and processed according to disciplinary guidelines of TISCO.
- 3.2.9 Enter into integrity pacts with other business and with government agencies if required when dealing with procedures related to the bidding and procurement of supplies, materials, equipment and construction.
- 3.2.10 Support and cooperate the anti-corruption measures of government and private section in exchanging knowledge and experience in anti-corruption and joining anti-corruption activities with an aim to promote sustainability of Anti-Corruption Coalition nationwide initiative

4. Appendix

4.1 Document Support

- 1) Anti-corruption Guidelines
- 2) Corporate Governance Policy

4.2 Promulgation

This policy communicates through the internal channel include;

- 1. Announce on Intranet website “mytisco”
- 2. Training to all staff level through e-learning

4.3 Review Responsibility and Period

Operational Risk Management Function is responsible to review this guideline every 3 years with coordination with Anti-Corruption Working Group. The result of the review should be presented to Compliance and Operation Control Committee (COCC) and propose to be approved by Board of Directors.

4.4 Summary of Change

Version	Date	Author	Description of Change
2.0	02/08/2013	Fonthip P.	<ul style="list-style-type: none">- Definition (P.2)- Roles and Responsibilities (P.3)
3.0	25/01/2016	Chuenchit T.	<ul style="list-style-type: none">- Revise Purpose of Policy- Add Anti-Corruption Direction- Revise Anti-Corruption Principles