Thai Reinsurance Public Company Limited

Anti-Corruption Policy and Measures

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Message from Chief Executive Officer

Thai Reinsurance Public Company Limited was founded in 1978 through a collaborative effort and support from the public and private sectors concerned with insurance business. The Company has mainly engaged in provision of all types of non-life reinsurance services to customers and business partners which are non-life insurance companies and other reinsurers both at home and abroad. The Company also offers through our subsidiaries an array of insurance-related services, such as health claims management services, insurance training and consulting services, actuarial services, and computer services in relation to motor insurance claims and related statistics, primarily for insurance companies. In conducting our business, the Company has all along upheld the corporate governance principles and code of ethics and Conduct and has inculcated in all employees a work culture that embraces honesty, integrity, legal compliance, and a sense of responsibility for good practices. This could ensure that, in the conduct of business, neither the Company nor our subsidiaries are involved in any form of corruption.

(Oran Vongsuraphichet)
Chief Executive Officer

Anti-Corruption Policy

Thai Reinsurance Public Company Limited

Thai Reinsurance Public Company Limited and its subsidiaries ("Company") have been steadfast in operating business with integrity, transparency and compliance with the corporate governance principles. Resistance to corruption has been embedded into the code of best practices under the Code of Ethics and Code of Conduct. Recognizing that corruption is an enemy of national development, the Company signed the declaration of intent on "Private Sector Collective Action Coalition against Corruption (CAC)" and has been certified a CAC member since 2016. The anti-corruption policy ("Policy") is set up as follows:

1. Objective

1.1 To define the practice guide and compliance with the Anti-Corruption Policy.

1.2 To ensure that business decisions and actions that may have corruption risks considered and treated carefully.

2. Scope and Enforcements

2.1. This Policy includes the guideline and handbook on present anti-corruption policy and more in the future.

2.2. This Policy is applicable to the Company's directors, executives and employees as well as all groups of stakeholders such as business partners, customers, creditors, debtors, private sector agencies, government agencies, government officials, state-owned enterprises, juristic entities and other concerned parties.

3. Definitions

"Corruption" means an act of giving, offering or agreeing to give cash, things or any other benefits to government agencies, private companies, any other individuals or juristic entities in order to induce them to perform or not perform any act or to delay the performing of any act contrary to one's own duty and with an intention to unfairly acquire competitive advantages or to improperly obtain benefits for oneself or others, which may include any form of the following practices:

3.1. "Bribery" refers to an offering, promising, giving, accepting or soliciting of benefits, which may be indirectly made in the form of charitable contribution, sponsorship, giving or accepting of gifts and hospitality, and facilitation payment.

3.2. "Political Contribution" refers to either giving financial supports or encouragement of employees' participation in political activities on behalf of the Company to support political parties, politicians or politically exposed persons, whether directly or indirectly, so as to gain advantages or benefits to which one is not entitled, except for employees' involvement in political activities according to their personal rights and liberties.

3.3. "Charitable Contribution" refers to a donation of cash, things or any other benefits to government agencies, customers, business partners or juristic entities or any other individuals so as to gain advantages or benefits to which one is not entitled, except for charitable donations made for social

contribution without expecting anything or any benefit in return from the recipient organizations, such as money donations given to associations, foundations, public organizations, temples, hospitals, educational institutes or organizations for social contribution.

3.4. "Sponsorship" refers to cash paid to or received from government agencies, customers, business partners or juristic entities or any other individuals so as to gain advantages or benefits to which one is not entitled, except for cash paid for public contribution or for promotion of the Company's brand or reputation as a way of creating trustworthiness, strengthening business relationship and unlocking business opportunities.

3.5. "Giving or accepting of gifts and hospitality" refers to expenses paid on things of value, including cash equivalents and anything that is exchangeable for goods or services the value of which is unusually high, so as to gain advantages or benefits to which one is not entitled.

3.6. "Government Interaction" refers to an activity where the Company needs to interact with government officials so as to gain advantages or benefits to which it is not entitled.

3.7. "Economic Extortion" refers to soliciting or being solicited for cash, things or any other benefits from government or private agencies so as to gain advantages or benefits to which one is not entitled.

3.8. "Facilitation Payment" refers to payment of cash or giving of things to government or private agency officials so as to induce them to facilitate any transaction for the Company.

3.9. "Procurement" refers to a purchase of properties or office supplies or a hire of service for the Company so as to gain benefits to which one is not entitled.

3.10. "Conflict of Interest" refers to a transaction related to the Company conducted by any of the directors, executives or employees so as to gain personal benefits from such transaction.

3.11. "Private-to-Private Bribery" refers to a corruption between the Company and its customers/business partners, whether performed by the Company itself or by the customers/business partners, so as to gain advantages or benefits to which one is not entitled.

4. Duties and Responsibilities

4.1. Board of Directors

- To formulate the Policy within the purview of legal provisions, regulations and corporate governance principles.
- To allocate sufficient resources for Policy implementation.
- To monitor and follow up on the adequacy of the Policy and measures for Policy Implementation to ensure that the management is aware of and gives importance to anti-corruption and be the Company's culture.

4.2. Audit Committee

- To provide recommendations to the Board of Directors regarding the adequacy of the Policy and measures for Policy Implementation.
- To evaluate the adequacy of internal control, financial reporting, and other processes related to the Anti-Corruption Measures.

4.3. Enterprise Risk Management Committee

- To monitor risk status and conduct risk management measures for corruption Including the adequacy and appropriateness of existing measure.

4.4. Corporate Secretary

- Be the center to communicate the Policy and measures for Policy implementation as well as the outcomes to investors and third parties.

4.5. Internal Audit Department

- To perform an audit on and review compliance with the Policy and to report results of the audit under the Anti-Corruption Measures to the Audit Committee.

4.6. Related department to be in charge for Policy implementation

- To prepare and update the measures for Policy implementation as being assigned.
- To plan and recommend the needed resources for Policy implementation.
- To communicate the Policy and the measures for Policy implementation to executives and employees.
- To monitor and follow up on compliance with the Policy and the measures for Policy implementation.
- To evaluate the compliance with the Policy and the measures for Policy implementation for further reporting to the Enterprise Risk Management Committee and the Audit Committee.

4.7. Executives and Employees

- To familiarize themselves and comply with the Policy and the measures for Policy implementation.

5. Practice Guide under the Anti-Corruption Policy

5.1. The directors, executives and employees shall not involve in any corruption and unlawful practices, whether directly or indirectly.

5.2. All of the directors, executives and employees shall strictly abide by the Company's corporate governance principles, code of ethics and conduct, rules and regulations, and the designated authority, including all relevant policies, measures, regulations, guidelines and procedures as well as the regulations that must be strictly observed by the Company in its capacity as a financial institution such as internal control policy, rules and regulations regarding money receipt/payment, and so on.

5.3. The Company shall establish measures/regulations/guidelines/procedures for the Policy and ensure they are adequate and suitable for risks and shall communicate them to all concerned parties to familiarize themselves with and put into practice correctly.

5.4. The following activities are susceptible to corruption and, hence, may dampen the Company's reputation. The management and employees must therefore comply with the Policy as specifically described below:

5.4.1. Political Contribution

The Company has a policy to remain politically neutral and not to provide any support or perform any act deemed to take sides with a political party, whether directly or indirectly,

including the use of the Company's resources in any activity that will cause the Company to lose its political neutrality and/or be adversely affected by the involvement in such activity.

5.4.2. Charitable Contribution

The Company controls its charitable contribution by ensuring that donations are made for public interest and/or without any ground to suspect that they are part of corrupt practices. The Company requires that such activities be subject to the approval of its top management and that reliable documents and evidence of such payments be kept and available for checking back on the objectives of payments.

The Company has no policy to accept cash donations from third parties.

5.4.3. Sponsorship

The Company has a policy to give or accept financial supports for the sole use in its usual course of business transactions and not for the benefit of any single person or without any ground to suspect that they are part of corrupt practices. The Company requires that such activities be subject to the approval of its top management and that reliable documents and evidence of such payments be kept and available for checking back on the objectives of payments.

5.4.4. Giving or Accepting of Gifts and Hospitality

The Company has a policy to give or receive gifts and hospitality that are of the reasonable nature and consistent with the cultural tradition and not to give or receive anything too high in value in order not to induce the recipient to perform or fail to perform his/her duty, which could lead to a corrupt practice.

5.4.5. Government Interaction

The Company provides hospitality to government officials as deemed fit and without any cash payment to them, whereas gifts are given solely as part of business courtesy or culture. As well, such activities are subject to the approval of the top management according to the authority levels.

5.4.6. Economic Extortion

The Company has a policy to forbid any cash payment which is extorted or solicited by government or private agency officials.

5.4.7. Facilitation Payment

The Company has a policy to not make any facilitation payment to either government or private agency officials and deem this as a prohibited act.

5.4.8. Procurement

The Company has a policy to control its procurement system by ensuring that procurement is made through the procedures under the Company's regulations in a transparent and examinable manner. Procurement shall be centralized and handled by a specified unit.

5.4.9. Conflict of Interest

The Company requires all directors, executives and employees to adhere to the policy on interest and conflict of interest and the policy on corporate governance.

5.5. The Company shall communicate the Anti-Corruption Policy and Measures, the Policy on Complaint/Whistleblowing Handling and Whistleblower Protection, and the complaint/whistleblowing channels to staff members of the Company and its subsidiaries by various methods such as the Board of Directors' meetings, employee orientation, training, public relations via the Intranet or e-mail, etc.

5.6. The Company shall communicate the Anti-Corruption Policy and Measures, the Policy on Complaint/Whistleblowing Handling and Whistleblower Protection, and the complaint/whistleblowing channels to investors and third parties by various methods such as public relations on the Company's website, annual report, circular letters to business partners, etc.

5.7. The Company shall put in place a personnel management process that demonstrates its commitment to the Anti-Corruption Policy and Measures, ranging from personnel selection to training, performance evaluation, compensation, promotion, arrangement of organization structure with proper segregation of duties to allow for checks and balances, and allocation of resources and personnel who have adequate skills to put the Policy into practice.

5.8. The Company shall put in place an internal control system covering finance, accounting, data filing, and other internal processes relevant to the Anti-Corruption Measures, and shall communicate the internal control results to the executives and the responsible staff.

5.9. The Enterprise Risk Management Committee shall regularly hold a quarterly meeting to follow up on an update on the core risk management and the corruption risk, shall all be deemed one of the Company's core risk of fraud.

5.10. The Company shall arrange for an audit to be conducted on its internal business processes covering such significant activities as execution of agreements and expenses incurred thereon, procurement, etc. to make certain that the internal control system is effective and shall give advice on improvement of the system efficiency. Any issue that severely affects the Company shall be urgently reported to Chief Executive Officer or the Audit Committee or the Board of Directors.

5.11. The directors, executives and employees shall neither neglect nor ignore any breach of the Company's corporate governance principles or code of ethics and any corrupt practices which they have become aware of or suspected, and shall report such act through the whistleblowing channels provided by the Company and cooperate in determining the facts.

5.12. The directors, executives and employees who have reported their whistleblowing disclosures through the provided channels shall be protected and not be subject to any punitive action or adverse consequences, although doing so will cause the Company to lose business opportunities. In this respect, the Company has established the Policy on Complaint/Whistleblowing Handling and Whistleblower Protection.

5.13. The directors, executives or employees who have committed a fraudulent act shall be deemed as having committed a severe breach of the Company's code of ethics and conduct and, hence, shall be subject to disciplinary action according to the Company's regulations and/or be prosecuted if it is a legal offence.

Anti-Corruption Measures

1. Principle and Rationale

The Company adopts a policy to resist acts of corruption and bribery for business advantage and has so defined as the best practices towards customers, competitors and the state under the code of ethics since 2000. As stipulated therein, all directors, executives and staff members must adhere to the principle of morality; In addition, the Company has set up a policy on interest and conflict of interest and a policy on the use of inside information with a view to ensuring the discharge of duty in a transparent and examinable manner in compliance with its corporate governance practices.

In order that the decisions and operations that are in line with the Policy and without involvement in any form of corruption, the Company has properly defined written this anti-corruption measures by compilation of anti-corruption measures/regulations/guidelines/procedures that are disclosed publicly, and has communicated the Measures to all employees through media such as training, internal communication, annual report, etc.

2. Scope

2.1. These Measures are applicable to the directors, executives and employees of Thai Reinsurance Public Company Limited and its subsidiaries.

2.2. The Company has adequately defined a process, roles and duties of the responsible persons to ensure that the Policy is effectively put into action. The process ranges from defining the policy and measures and communication, translation into practice, performance follow-up and evaluation, and continuous improvement and development.

3. Commitment to Operating Business under the Anti-Corruption Policy

Being committed to conducting its business in conformity with the Anti-Corruption Policy, the Company has devised the Anti-Corruption Measures (“the Measures”) and outlined therein the scope, procedure, process, and practice guide in alignment with the Anti-Corruption Policy in order for all directors, executives and employees to adhere to in the discharge of their duties in an honest, transparent and ethical manner towards the organization, third parties, and all groups of stakeholders.

All directors, executives and employees shall not perform any corrupt practices and not allow corruption in all forms despite any impact on the Company. These shall include businesses of the Company and its subsidiaries and activities with the government sector and private agencies, and shall conform to the laws enforced in the country where the Company operates business.

Aside from the said Measures, the Company has defined the Authority of the Company and its subsidiaries by designating power and duties of all units within the organization for check and balance and delegate responsibilities, decision-making power, and power to give instructions under the assigned duty to ensure the power does not rest solely with any particular person. This is to conform to the good internal control

principles and protect against corruption risk. The said Authority is subject to the approval of the Board of Directors.

In addition to the Measures, the Company has prepared separate documents on particular issues, including the Company's rules and regulations, corporate governance policy, code of ethics and conduct, and other crucial matters such as anti-corruption policy, policy on control over use of inside information, regulations on system and data security, regulations on silent period for securities trading, policy on complaint/whistleblowing handling, etc. All existing employees are to read, familiarize themselves with, and sign for acknowledging and agreeing to abide by these policies, rules and regulations. For new employees, the said policies, rules and regulations will be stated in their employment contracts. At the same time, the Company has communicated the Anti-Corruption Policy and other related policies to third parties via its website and annual report.

4. Corruption Risk Management

The Company has identified factors that may cause the corruption risk as follows:

1. Lack of effective and efficient internal control and management check and balance
2. Lack of effective and efficient internal audit
3. Lack of effective and efficient complaint channel and opinion listening

The Company has determined the measure to prevent any potential corruption risk, as follows:

1. Clearly separate power and duties between the Board of Directors and the management.
2. Prepare the document, handbook and regulations according to good internal control principles and in line with Company's regulations under the corporate governance principles as follows:

   * Company's regulations
   * Authority
   * Good corporate governance policy
   * Code of ethics and code of conduct
   * Misconduct policy
   * Anti-corruption policy and measure
   * Working regulations of each department

   By defining procedures for keeping documents and memorandum to be ready for, such as payment vouchers and payment approval etc.
3. Establish an internal control system and regularly evaluate the system on a yearly basis.
4. Establishment of Internal Audit Department, independent unit, being responsible for auditing the operation of each department according to the annual internal audit plan to ensure that the audited departments have performed their duties in accordance with the policies, guidelines and regulations

including assessing the appropriateness and adequacy of internal controls of each unit by adhering to the principles of good corporate governance. The Internal Audit Department is able to fully perform checks and balances and report directly to the Audit Committee.

5. Designate in writing the Authority of executives and operating staff at all levels, covering activities that may create a conflict of interest.
6. Continuously provide training to employee regarding such issue.
7. Incorporate corruption to be a part of corruption and fraud risk management and report the risk status and results of risk management measures to the Enterprise Risk Management Committee and Board of Directors every quarter.
8. Monitor legal compliance and every quarter submit the compliance report to Audit Committee's meeting.
9. Notify the third party that the Company comply with the laws, notifications, regulations and rules via annual report.
10. Monitor and ensure that material information is disclosed in an accurate, complete and timely manner as required by the SET and the SEC.
11. Establish a policy on complaint/whistleblowing handling and whistleblower protection by putting in place measures, regulations, guidelines and procedures under such policy that are adequate for corruption risks.
12. Set strict disciplinary action and legal punishment where the employee being investigated and convicted of corruption will receive the highest punishment, i.e termination of the working contract and if it is a violation of the law, prosecution will be taken.

5. Actions to Prevent Corruption in All Forms

1. Political Contribution

The Company has a policy to remain politically neutral and not to provide any support or perform any act deemed to take sides with a political party, whether directly or indirectly, including the use of the Company's resources in any activity that will cause the Company to lose its political neutrality or be adversely affected by the involvement in such activity. A decision on any activity that will cause the Company to lose its political neutrality or be adversely affected by the involvement in such activity in the name of the Company shall rest with the Board of Directors. This shall not include employees' involvement in political activities according to their personal rights and liberties.

2. Charitable Contribution

Charitable contribution is a payment of cash without receiving any tangible benefit and, hence, could be used as a means of corruption. To prevent donations from being used to disguise corruption, the Company has a policy to control charitable donations by ensuring that such donations are aimed at public benefit and/or do not have any ground for suspicion as part of corruption and that they are

provided in the name of the Company only. Charitable donations must be given to foundations, charitable organizations, temples, hospitals, healthcare places or organizations for social contribution with an examinable certificate. The Company requires that these transactions be subject to the approval of its top management and that reliable documents and evidence of such payments be kept and available for checking back on the objectives of payments.

To donate money or assets for public charity, the Company shall act as follows:

1. Make sure as to whether such donation conforms to the Anti-Corruption Measures.
2. Examine the recipient's information and identity and ensure that the donation purpose is clearly specified.
3. Seek approval according to the designated Authority.
4. Accounting and Finance Departments examine documents supporting the payment/transfer documents for the donated asset.
5. Finance Department prepares payment slip, makes payment, and collects the accurate money receipt evidence. For asset donation, approval must be duly granted and the donated asset must be properly recorded. Asset receipt evidence must be collected. Accounting Department keeps all payment documents and evidence to be available for later investigation and examination.

3. Sponsorship

Such activity involves a payment or receipt of cash without any tangible return and, hence, could be used as a means of corruption. To prevent the payment or receipt of cash for the purpose of corruption in disguise, the Company has a policy to control sponsorship for external activities as follows:

3.1. To grant sponsorship, the Company shall act as follows:

1. Make sure as to whether such payment aims for business sponsorship.
2. Make sure that the payment is not intended for personal gain.
3. Seek approval according to the designated Authority.
4. Accounting and Finance Departments examine documents supporting the payment, name of recipient company, and purpose of payment.
5. Finance Department prepares payment slip, makes payment, and collects payment evidence. Accounting Department keeps all payment documents and evidence to be available for later investigation and examination.

3.2. To accept sponsorship, the Company shall act as follows:

1. Make sure as to whether the receipt of such money aims for business sponsorship.
2. Make sure that the receipt of such money is not intended for personal gain.
3. Financial Analysis & Budget Control Department sets the amount received as a budget in order to control spending.
4. Accounting and Finance Departments examine money withdrawal, documents supporting the payment, and purpose of payment.

5. Finance Department prepares payment slip, makes payment, and collects accurate payment evidence and receipt. Accounting Department keeps all payment/receipt documents and evidence to be available for later investigation and examination.

4. Giving or Accepting of Gifts and Hospitality and Other Expenses

The Company has clearly stipulated in its Code of Best Practice that no giving or receiving of bribes, whether in form of gifts or other benefits, is allowed and has communicated this through internal media channels to all of its executives and employees for acknowledgement and adherence to. Also, the Company has posted the code of ethics and conduct on its website to communicate this to third parties.

Any acts with respect to payments for gifts, hospitality, gifts giving or receiving, and other expenses relevant to the usual course of business and consistent with the cultural tradition are permitted insofar as they are done for business purposes or for promotion of the Company's reputation or contribution to its goodwill or strengthening of business ties or improvement of business partners' capability which will be beneficial to the Company and as deemed appropriate, including activities such as entertaining, sales promotion, training and study trips, club membership, and so forth. Such acts shall be as regulated in the Authority and the regulations on money receipt/payment in relation to gifts, hospitality and other expenses payable to employees, in order to ensure good practices for corruption prevention. *For more details, please refer to the 'Authority and Regulations on Money Receipt/Payment' Section.*

However, hospitality offered in the form of improper entertainment is strictly prohibited.

The Company has formulated procedures, control and reporting systems to make certain that the payments for gifts, hospitality, gifts giving or receiving, and other expenses are consistent with the policy set forth. Payment approval limits are assigned based on the hierarchical levels and any huge payment for such expenses is subject to the approval of the Chief Executive Officer or the Board of Directors, respectively. Under the payment control system, approval request documents and evidence are adequately inspected and there must be accurate payment evidence that can be recorded for every transaction. The documents shall have details about all concerned persons, a clear business-related objective, description of the activity, amount paid, and the authorized approver pursuant to the designated Authority, to ensure that such payments for gifts or expenses are not used as a means of corruption. Besides, the approval and disbursement process is consistent with the good internal control principles.

4.1 To give gifts, hospitality or other expenses to any persons or external agencies, the Company shall act as follows:

1. Make sure as to whether such payment conforms to the Anti-Corruption Measures.
2. Make sure that the activity is appropriate in terms of both volume and value.
3. Seek approval according to the designated Authority.

4. Accounting and Finance Departments examine documents supporting the payment. Payment for gifts shall be made as deemed appropriate according to the tradition or during festive season. For hospitality and other expenses, name of recipient and recipient company and purpose of payment must be specified.
5. Finance Department prepares payment slip, makes payment, and collects payment evidence and gift or entertainment receipt correctly bearing company name.
6. Accounting Department keeps all payment documents and evidence to be available for later investigation and examination.

4.2 To accept gifts or hospitality from any persons or external agencies, the Company shall act as follows:

1. The directors, executives and employees shall avoid accepting gifts from customers, business partners or any parties with which the Company transacts business, except for gifts received during festive season or as a business courtesy without any business commitment.
2. The directors, executives and employees can accept a gift worth not more than THB 3,000.
3. A received gift worth more than THB 3,000 shall be reported in the Gift Receiving Form and shall be handed over to Administration Department for giving as a prize to employees or for charitable donation, as deemed fit.

5. Government Interaction

Since this activity is highly susceptible to corruption or may be doubtful on its suitability and transparency, the Company therefore controls and ensures that government interaction is performed through the procedures under the Company's regulations. To interact with government officials, employees shall act as follows:

5.1 In case of on-site examination or inspection by government officials

Government officials can be appropriately treated with food and beverages or be given gifts worth not more than the value prescribed by the Company's regulations.

5.2 In case of meeting with government officials to seek advice

Meeting with government officials to seek advice is vulnerable to corruption. For instance, the Company may obtain confidential information or be granted relaxation from public sector control, the act of which does not conform to the governmental rules or regulations or causes government officials to act or omit to act in an unlawful manner. Therefore, to prevent the Company from performing any act that will influence government officials' decision, the directors, executives and employees who request to meet with government officials can give the gifts as business courtesies which worth not more than the value prescribed by the Company's regulations and laws.

6. Economic Extortion

Recognizing the importance of fighting corruption, the Company has a policy to forbid any cash payment which is extorted or solicited by public or private agency officials, except for the payment required by laws or made in accordance with business norms.

7. Facilitation Payment

The Company has a policy to prohibit any facilitation payment to either government or private agency officials, except for the payment required by laws or made in accordance with business norms.

8. Procurement

The Company controls its procurement system by ensuring that procurement is made through the procedures under the Company's regulations in a transparent and examinable manner. Procurement shall be centralized and handled by a specified unit.

Procurement of properties, office supplies and services shall be proposed to supervisors through the approval hierarchy, with details about procurement objectives. The spending shall be within the approved budget and be subject to the approval of the authorized approver according to the designated Authority. Procurement must be done through price shopping among vendors or service providers with transparency and fair treatment of all parties. *For more details, please refer to the Regulations on Procurement and Payment*.

The Company has its work units in charge of procurement within its group. Information Technology Department is responsible for procurement and payment relating to information technology, while Administration Department is in charge of all other procurement. By doing so, its procurement can be carried out in an efficient, transparent and examinable manner. The procurement process is set as follows:

1. Examine the budget in order to apply for budget allocation for projects approved by the Board of Directors in each year.
2. Acquire/Compare specification, quality and price of products.
3. Propose the matters for approval according to the designated Authority.
4. Check and accept products from vendors and hand over the products to the units requesting such procurement/repair.
5. Accounting Department assigns property number for entry into the asset register.
6. Finance Department prepares payment slips, makes payments, and collects payment evidence and receipts from vendors.
7. Accounting Department keeps all payment documents and evidence to be available for later investigation and examination.

6. Communication to and Encouragement of Employees of the Company and Its Subsidiaries and Other Business-Related Parties to Comply with the Anti-Corruption Measures

The Company has publicized its rules and regulations, corporate governance policy, anti-corruption policy and measures, policy on complaint/whistleblowing handling and whistleblower protection, complaint or whistleblowing channels, and other policies relating to corporate governance. It has communicated these policies to its employees, subsidiaries' employees, customers, business partners, creditors, investors and third parties through various methods such as employee orientation, employees' signing for acknowledgement, public relations via the Company's Intranet or e-mail system and website, disclosure in the annual report, submission of letters notifying those policies to business partners, etc.

The Company has communicated the Anti-corruption Policy and Measures to its employees and subsidiaries' employees for acknowledgement and requires all staff members to comply with such Measures, thereby ensuring that the Company has resources and personnel who have adequate skills to put the Measures into action. The Company also has in place an audit process which can assure that all work units perform their tasks on a proper and transparent basis and apply the Anti-Corruption Measures to all activities. Compliance Department is responsible for monitoring Anti-Corruption implementation and be evaluated the implementation by the Internal Audit Department including receiving complaints/whistleblowing about corruption, as well as providing a procedure or recommendation for an appropriate corrective action.

Procedures for Communication of the Anti-Corruption Policy and Related Measures

1. Communication to customers, business partners and third parties

1.1 Communicate the Anti-Corruption Policy and Measures to all concerned parties via the Company's communication channels such as e-mail, website, annual registration statement (Form 56-1), and annual report (Form 56-2).

1.2 Prepare a letter of receipt acknowledgement for signing and sending back by customers and business partners, for large customers and business partners only.

2. Communication to directors and executives

2.1 The Board of Directors approves the Anti-Corruption Policy and Measures which all directors, executives and employees must adhere to and comply with in accordance with the corporate governance principles.

2.2 Arrange a new director orientation program at which the Board Chairman and Chief Executive Officer will brief new directors on information necessary for discharge of their duties, including the Anti-Corruption Policy and Measures.

3. Communication to employees of the Company and its subsidiaries

3.1 Prepare specific document on particular issues, including the Company's rules and regulations, handbooks on corporate governance and code of ethics, and other crucial matters such as regulations on system and data security, regulations on silent period for securities trading, etc. All

existing employees are to read, familiarize themselves with, and sign for acknowledging and agreeing to abide by these policies, rules and regulations. For new employees, the said policies, rules and regulations will be stated in their employment contracts.

3.2 Prepare the documents and public the Anti-Corruption Measures for dissemination to employees through internal communication channels.

3.3 Arrange training on the Anti-Corruption Policy and Measures for all new employees in the orientation of new employees of the Company and its subsidiaries.

7. Information Security

The Company attaches importance to maintaining information and data system and, thus, has mapped out a policy on data and data system security to be in line with the good internal control principles. Actions are taken to make certain that the data and data system, including all computer systems, all network systems, all operating systems, and all applications, are protected and maintained to always be ready for operations. *See more details in the 'Policy on Data and Data System Security' Section.*

8. Counseling

When an employee needs assistance in dealing with conflict, he may either seek advice from his direct supervisor or higher-ranking supervisors or raise his concern through any of the designated complaint/whistleblowing channels.

An employee who has any doubt or faces an ambiguous situation where he is to make a decision is advised to answer the following questions for himself:

- Is it legal?
- Does it conform to the Company's rules, regulations, policies or practice guide?
- Do I have the decision authority?

If these questions cannot be clearly answered, he may seek further advice from his direct supervisor or from Human Capital Management & Development Department, Internal Audit Department, Process Improvement & Internal Control Department, or Compliance Department.

9. Employees and Resistance to Corruption

Giving priority to anti-corruption, the Company takes the following actions regarding its personnel employment and training:

1. The Company puts in place a process of personnel recruitment, interview, selection and employment which could ensure that the selected personnel have had no involvement in any corruption. The personnel recruitment and selection process is also reviewed and refined to match the prevailing circumstances.
2. The Company puts in place a process of training and public relations to ensure that its employees understand the essence of the laws and the Company's regulations, measures or guidelines for the

relevant tasks and that the employees are always able to perform their duties properly according to the laws and those regulations, measures or guidelines.

All employees shall perform their duties by strictly adhering to the Company's corporate governance principles, code of ethics, rules and regulations, the designated Authority, and any other related policies, measures, regulations, guidelines and procedures, including the law and regulations that the Company must strictly abide by as a financial institution such as the anti-money laundering policy and measures, the internal control policy, the regulations on money receipt/payment, etc. The compliance with these policies is deemed as a key indicator for the measurement of business management performance of the Board of Directors and executives and the performance evaluation of all employees.

10. Whistleblowing System

The Company has in place the measures for receiving complaints and protecting whistleblowers who have reported acts of corruption, fraud or breach of the laws or the Company's code of conduct or unfair treatment by the Company. In this respect, the Company has established the Policy on Complaint/Whistleblowing Handling and Whistleblower Protection with channels for whistleblowing and lodging of complaints, together with measures for whistleblower protection and facts finding to investigate the matter. Details can be found in the policy on complaints / misconduct and whistleblower protection.

11. Protection of Whistleblowers and Employees Who Resist Corruption

The Company provides protection of rights for the complainants and whistleblowers who act in good faith by keeping their names, addresses or any information confidential and undisclosed to other non-related persons, except for disclosure required by a legitimate order, the court's order or order of the regulatory body.

The Company's employees who perform their duties with integrity, transparency, resistance to corruption, and compliance with the Anti-Corruption Policy shall be protected against punitive action and negative consequences from their adherence to this Policy, although doing so will result in the Company losing business opportunities. Details can be found in the policy on complaints / misconduct and whistleblower protection.

12. Internal Control

The Board of Directors regularly evaluates the adequacy of Company's internal control system on a yearly basis, based on an evaluation report prepared by the Audit Committee according to COSO (The Committee of Sponsoring Organizations of the Treadway Commission) principles by covering five aspects which are control environment, risk management, control activities, information and communication, and monitoring.

The Company have appropriate and adequate internal control elements, and have established, maintained and reviewed the financial control, operation and monitoring systems on a regular basis. Duties are separated between operation and monitoring & evaluation to ensure appropriate checks and balances. Authority of executives and operating staff at all levels is clearly designated in writing, covering activities that could create a conflict of interest. Risk identification and assessment and measures for prevention and mitigation of risks,

including corruption risk, are clearly set out. Legal compliance is monitored with a compliance report to be submitted to every Audit Committee's quarterly meeting.

Moreover, it has been monitored and ensured that the Company discloses material information in a correct, complete and timely manner according to the SET's and the SEC's requirements.

13. Review and Follow-up

The Company reviews the Anti-Corruption Measures on a yearly basis and regularly reviews compliance with the Measures.

References

1. The Company's rules and regulations
2. The designated Authority
3. Corporate governance policy
4. Code of ethics and conduct
5. Policy on interest and conflict of interest
6. Policy on use of inside information
7. Rules and procedures of other agencies
8. Annual registration statement (Form 56-1)
9. Annual report (Form 56-2)
10. The Company's Intranet
11. www.thaire.co.th
12. www.kpmg.com/TH/en/topics/ACI/events/ACForum/Documents/vol06/ACForum06-Fraud_Risks.pdf