



F I N A N S A

Asian Merchant Banking

Anti-corruption Policy

Finansa Public Company Limited

Recognizing the importance of anti-corruption, Finansa Plc. conducts its business with fairness, transparency, as well as a keen sense of social responsibility and the best interests of its stakeholders in alignment with the principles of Good Corporate Governance. To this end, the Company has (i) established the Anti-corruption Policy to show that the Company is against all forms of corrupt practices (ii) taken steps to create understanding among staff about the Anti-corruption Policy and (iii) is disclosing these objectives to relevant parties. The Company has prepared a written policy called 'Anti-corruption Policy' with a clear operational guideline.

Anti-corruption Definition

Corruption means any types of bribery and/or using information received from or provided by the Company's operation by offering, agreeing to give, promising, demanding or accepting money, assets, or other inappropriate benefits from the government officers, private sectors, or responsible person either in direct or indirect action so that person, his/her friends, and/or others could achieve either directly or indirectly an improper benefit in business or any improper benefit, as well as any act that is against the Company's business ethic except the cases that law, regulation, rule, custom, tradition or business traditions allow.

Scope

1. This Anti-corruption Policy applies to Directors, Management Team, and staff of the Company and its subsidiaries.
2. A subsidiary is a company set up in Thailand in which the Company owns more than 50% of its capital stock having ordinary voting rights.
3. The Company expects its representatives and/or intermediaries who are related to or are acting on behalf of the Company to follow this policy.

Roles and Responsibilities

1. The Board of Directors is responsible for approving and supporting anti-corruption practices in the Company to create understanding and raise awareness of the consequences of corruption. In the case that the Audit Committee has reported a corruption case that affects the Company, the Board of Directors is responsible for providing the Managing Director with counsel and advise, assessing penalty, and seeking ways to solve the problem.

FINANSA PUBLIC COMPANY LIMITED

Registered No. 0107545000080

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2. The roles and responsibilities of the Audit Committee includes :
 - 2.1 Revising the Anti-corruption Policy given by the Managing Director in order to best adjust with the Company's business, environment, and culture, and proposing the Policy to the Board of Directors for approval;
 - 2.2 Reconsidering the appropriateness of any change in Anti-corruption Policy given by the Managing Director and proposing to the Board of Directors for approval;
 - 2.3 Verifying the report of internal control system and carrying out risk assessment according to the proposal from the Internal Auditor to ensure that the system allows lowest risk of corruption that affects the Company's financial status and achievement and conforms to the Company's business;
 - 2.4 Receiving reports about staff violating the Anti-corruption Policy, investigating the report, and submitting the case to the Board of Directors to assess penalty or seek solution;
3. The roles and responsibilities of the Managing Director includes :
 - 3.1 Determining Anti-corruption Policy to propose to the Audit Committee;
 - 3.2 Conveying Anti-corruption Policy to staff and related parties;
 - 3.3 Reconsidering the Anti-corruption Policy in order to best adjust with business changes or regulation and law, and proposing the Policy to the Audit Committee;
 - 3.4 Assisting the Audit Committee in seeking the truth in reported corruption practices or in tasks relating to a corruption investigation assigned by the Audit Committee. The task can be assigned to Directors who are considered capable of seeking the truth;
4. The roles and responsibilities of the Internal Auditor includes :
 - 4.1 Performing duties according to the prescribed internal audit plan and submitting the internal control system audit report and assessment of corruption risk from internal control system audit to the Audit Committee;
 - 4.2 Performing duties assigned by the Audit Committee in examining corruption activities relating to the Company other than those prescribed in internal audit plan;

Anti-corruption Guidelines

Staff of Finansa Plc. and its subsidiaries at every level, as well as contractors and related subcontractors, must follow the Anti-corruption Policy strictly by not getting involved with any course of corruption whether in direct or indirect manner by :

1. Not conducting any behavior that can be seen as accepting or offering bribes to interested persons either in direct or indirect action in order to achieve any improper benefit by :

- 1.1 Not accepting or giving gifts or souvenirs in the form of cash, cheque, bond, stock, gold, jewel or other equivalent from person in contact in government sectors or private sectors;
- 1.2 Not accepting assets, gifts, presents or other benefits that will lead to neglect of duty. Please note that before accepting souvenirs, one should make sure that it conforms to laws and company's regulations and the gift received as business courtesy should not be high in value and suitable for the occasion;
- 1.3 Not giving assets, gifts, presents or other benefits in order to influence the decision or in exchange for refraining from following standard business practices used with other business agents. Please note that the value of gifts or benefits given in any occasion must not be unusually high;
- 1.4 Not acting as intermediary in offering cash, assets, or other benefits to anyone who is involved with government sectors or any organizations, in exchange for special treatment or refraining from following rules, regulations, and laws.
2. The procurement process must follow the Company's regulations, and uphold transparency and accountability principles.
3. Reception and business meeting expenses and other expenses relating to business contract should be reasonable and accountable.
4. Charitable contributions must follow the following guidelines :
 - 4.1 Any charitable contribution made with the Company's cash or assets must be made on behalf of the Company and must only be given to certified or trustworthy foundations, public charity organizations, temples, hospitals, clinics or public benefit organizations. The transaction must be accountable and in accordance with rules, regulations, and stipulated laws;
 - 4.2 Making personal charitable contribution is allowed under the condition that such transaction must not be related to or called into question corruption or bribery act.
5. Financial sponsorships that use the Company's cash or assets must be made only on behalf of the Company with the objectives of promoting the Company's business, image, and reputation. The disbursement must clearly state its purpose. It must be accountable and in accordance with rules, regulations, and stipulated laws.

6. Not getting involved in any internal politics and not using any of the Company's resources to make contribution to the said activities. Finansa Plc believes in political neutrality, and legality. It is not our policy to make contributions to any political party either in a direct or indirect manner.
7. Staff must not be negligent in recognizing corruption or indicated corruption activities that involve the Company. All staff must notify such acts to supervisors or a responsible person and collaborate with any investigation. Should there be any queries or questions, they must consult with the supervisor or the responsible person who monitors the Code of Conduct through provided channels.
8. The Company shall provide fairness and safeguard to staff who deny or inform corruption cases relating to the Company by applying protection measures for appellants or persons who co-operate with Anti-corruption information as stated in the Protection and Confidentiality Policy.
9. A person who commits the corruption is equivalent to misconduct in the Company's Code of Conduct and disciplinary proceedings will take place. Conviction on laws may be applied in cases that violate laws.
10. The Board of Directors and the Management Team recognize the importance of knowledge sharing, counseling, and communicating with staff and related parties about anti-corruption so the staff and those parties shall conform to this Anti-corruption Policy and set a good example of business honesty, morality, and ethics.
11. The Company strives to create and sustain the organization's culture representing that corruption and/or bribery is unacceptable at every level and in every transaction with government sectors or private sectors.
12. This Anti-corruption Policy covers the process of Human Resource Management starting from recruitment, promotion, training, evaluation, and benefits provided to staff. Every supervisor at every level must communicate with staff about enforcement of the policy in business transaction under their responsibility and must monitor such implementation to be the most effective.

Topics that can be reported or filed as corruption complaints

1. Knowing of any corruption activity that is directly or indirectly related to the Company such as witnessing any person in the organization receiving or providing bribery from/to the government or private sector officers;

2. Knowing of activities that violate the Company's procedure or affect the internal control system that could be seen as an effort to corrupt.
3. Knowing of any activity that may cause a loss of the Company's benefit or the Company's reputational risk.
4. Knowing of any activity that is illegal, immoral, and against the business code of conduct.

Channels for reporting or filing corruption complaints

The Company has set up channels for receiving report and providing guidance about the Anti-corruption Policy to staffs as follows:

Registered letter	Independent Director, Finansa Plc. 20th Floor, TISCO Tower 48/45 Sathorn Road, Si Lom, Bang Rak 10500
Email	id@finanssa.com
Website	www.finansa.com

Protection and Confidentiality Policy

To protect the right of the appellants and informants who raise genuine concerns, the Company will conceal the name, address, or any information that can identify the persons and keep the information provided by appellants and informants confidential by limiting the access to information to those responsible for investigating the complaints.

In the case that the complaint is filed against the directors, the Audit Committee will protect the appellants, witnesses, and those who collaborate with investigation from troubles, harms, or injustices originated from giving oral evidence or information and requests for the appellants to file complaints directly to the Chairman of the Audit Committee.

The Chairman of the Audit Committee is responsible for giving discretionary orders as appropriate to protect the appellants, witnesses, and informants from troubles, harms, or injustices originated from reporting, filing complaints, giving oral evidence or information.

The Chairman of the Audit Committee has a power to assign other directors to act as him/herself in giving discretionary orders as appropriate to protect the appellants, witnesses, and informants. The designated directors must not be involved with the act that is reported or filed complaint directly or indirectly (for instance, the accused is his/her direct subordinate)

The persons incharge of the complaints have to keep the information, accusations, and documents of the appellants and informants confidential by not providing information to irrelevant persons unless prescribed by laws.

Investigation Procedures and Penalty

1. Upon receiving reports of policy violation, the Chairman of the Audit Committee will assess and investigate the facts.
2. During the investigation process the Chairman of the Audit Committee or proxy (the designated director) will keep the informants or appellants updated.
3. If the information or evidence gathered in the course of investigations finds the corruption complaints well-grounded, the Company will inform the accused of an allegation and give them the rights to defend themselves by providing information or evidences to prove that they are not involved with the alleged corruption activities.
4. If the accused had committed corruption and the acts are equivalent to misconduct in the Company's Code of Conduct, disciplinary proceedings will take place. Conviction on laws may be applied in case such acts violate the laws. In term of disciplinary action, the decision of the Chairman of the Audit Committee is considered final.
5. If the complaints are untruthful or the process of filing complaints, reporting, giving oral evidence or any information are found to be untruthful or made through wrong channels, employees or staffs of the Company that are involved will be subjected to disciplinary action. If the persons involved are outsiders and the Company was damaged by the acts, the Company will take legal action against the persons.

In case of complaints, the Audit Committee is responsible for receiving information, gathering data, and investigating the truth and reporting to the Board of Directors for assessing and making appropriate decision on disciplinary actions.

Publishing the Anti-corruption Policy

To inform people in the organization about the Anti-corruption Policy, the Company will

1. Post a notice of the Anti-corruption Policy in the appropriate places for easy access of everyone in the organization.
2. Publish the Anti-corruption Policy through the Company's communication channels such as website, email, and the next annual report (56-1).
3. Organize staff training on the Anti-corruption Policy for all new recruits.
4. Reconsider the appropriateness of the Anti-corruption policy on a yearly basis.

Approved by resolved the Board of Directors No. 4/2017 held on November 8, 2017. (Revision 2017)