



**The Brooker Group Public Company Limited  
and its subsidiaries**

**Code of Business Ethics  
for  
Directors, Management  
and Employees**

## **PREFACE**

The Board of Directors realizes the importance of “Corporate Good Governance” in operating the Company’s business with transparency, integrity and accountability as well as also recognizes that adherence to ethical practices is important and necessary in implementing good corporate governance policies. Therefore, the Board of Directors has prepared in writing a code of business ethics for its directors, management, and employees to adopt as a guideline, together with other rules and regulations of the Company to ensure that they carry out their duties and business on behalf of the Company in a loyal, honest and just manner, and that their conduct towards the Company and all stakeholders is carried out in a similar way.

The Board of Directors  
The Brooker Group Public Co Ltd  
Latest Reviewed  
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## **Business Ethics for Directors, Management and Employees**

In order to show our intention to operate our business with transparency, integrity and accountability to all stakeholders, as well as to society and the environment, the Company has established a code of business ethics which, together with the Company's rules and regulations, will guide its directors, management and employees.

- The Board of Directors should be good representatives of the shareholders and aim for the sustained growth of the Company and continuous satisfactory financial returns while managing the Company with loyalty, honesty and discretion. The Directors must be independent in both judgment and action, have no conflict of interests or conduct any business that competes with the Company. They must prevent and eliminate all types of dishonest and corrupt practices and actions.
- The management and employees should be determined in developing and promoting collaborative corporate culture by working as a team, to create customer satisfaction, conduct business with impartiality and honesty, show concern over social and environmental safety, as well as conduct their duties with responsibility, honesty and dedication for the benefit of the Company.

# **Business Ethics for Directors and Management**

## **1. Compliance with the law and Relevant Rules and Regulations**

1.1 To comply with all relevant laws, rules and regulations and has established the following policies:

- (1) Directors, executives and staff must comply with the announcements and stipulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC)
- (2) Directors, executives and staff must not assist, support or conspire to avoid any legal or regulatory compliance
- (3) Directors, executives and staff must cooperate with the Company secretary and the audit Committee as well as report information on violation of non-compliance with existing laws or regulations.

1.2 To conduct its duty with integrity, honesty and ethics, directors, executives or staff having an interest in a transaction must not be involved in its approval process

1.3 To avoid any transaction related to oneself, which may lead to a conflict of interest with the Company as the followings

- (1) Directors, executives and staff must not use information they receive from their directorship or employment for personal benefit or others benefit
- (2) Business secrets shall not disclosed to any third party especially to competitors even after a director, executive or staff member has left the Company
- (3) Not take any personal advantages from directorship
- (4) Not build any information which may conflict with their duty in the future
- (5) Directors, executives and staff are prohibited from receiving any benefit which may conflict the Company's business

1.4 It is responsibility of the Company's directors, executives and staff to keep corporate information strictly confidential and do not disclose such information to non-concerned parties except follow as laws

1.5 If a transaction considered as an acquisition or disposal of assets of listed companies under the SET Notification, directors, executives and staff must strictly comply with the rules and procedures regarding information disclosure by listed companies for such transactions.

## 2. Conflict of Interests and Keeping Confidential Information

### 2.1 Conflict of interests

The Company sets an important policy that directors, executives and staff must not exploit their relationship with the Company for personal gain. As a result, the following guidelines are stipulated:

- (1) Avoid any transaction related to oneself, which may lead to a conflict of interest with the Company.
- (2) If it is necessary to carry out such transaction for the Company's benefit, conduct it as if it is a transaction done with a third party. However, any such transaction must be fully disclosed and approved by the relevant authority within the Company in advance. Furthermore directors, executives or staff having an interest in a transaction must not be involved in its approval process.
- (3) If a director, executive, or staff member becomes a director, partner, advisor or participant in any other capacity in other company or business organization, such position must not conflict with the Company's business or that persons' direct responsibility to the Company.
- (4) If a transaction is considered as a conflicts of interest transaction, directors, executives and staff must strictly comply with the rules and procedures regarding information disclosure by listed companies for such transactions.
- (5) The following person having an interest with Business operation has to report conflict of interests
  - Directors, executives and staff have to report such transaction immediately. The Company Secretary will monitor and report to the Audit Committee immediately
  - Executives management starting from department head and concerned staff have to report conflict of interest transaction immediately. The Company Secretary will monitor and report to the Audit Committee immediately
- (6) Directors, executives who have possession of non-public information material have to report information on a securities holding to the Board of Directors Meetings every quarter.
- (7) Prohibiting any directors, employees who have possession of non-public information material to engage in any trading of the Company's securities during 1 month period especially before any earning announcement and should wait for at least twenty-four hours after such announcement.
- (8) Related party transactions report has to disclose to the board of directors every quarter follow as the rules and procedures regarding information disclosure by listed companies.
- (9) If a director, executive , staff or a member of their family is involved with or becomes a shareholder in a business in competition with the company or any other business that may cause a conflict of interest with the Company, he/she must inform the following

- directors, executives and concerned person must inform to the board of directors in writing
- staff must inform the Chief Executive Officer in writing

## 2.2 Use of Company Information

- (1) Directors, executives and staff must not use information they receive from their directorship or employment for personal benefit or for conducting business or other activities in competition with the Company.
- (2) Directors, executives and staff in possession of Company information which is not generally known and which may influence the share price (“inside information”) must refrain from dealing in the share of the Company. Inside Information shall not be given to any third party for the purpose of their dealing in the shares of the Company.
- (3) Directors, executives and staff must not use the Company assets for your own benefit
- (4) Directors, executives and staff must not use Company information to refer to outside person for your own benefit
- (5) Business secrets shall not be disclosed to any third party especially to competitors even after a director, executive or staff member has left the Company.

## 3. Responsibility to the Company and its Properties and Asset

The Company requires its executive and staff to use the Company’s resources and assets in the most efficient manner, to increase corporate competitiveness and to provide the best possible service to its customers in accordance with the following guidelines:

- (1) Executives and staff should use the Company’s resources and assets in a cost-efficient manner for its maximum benefit.
- (2) Executives and staff should help protect the Company’s properties and assets from improper depreciation or loss.

### 3.1 Documentation

- (1) Executives and staff are to prepare documents with honesty and prudence while meeting stipulated standards.
- (2) Executives and staff are prohibited from falsifying the Company’s letters, reports or documents.

### 3.2 Use of Computer and Information Technology

- (1) All computers, information technology and information and data relating to its operation are the property of the Company. Executives and staff should not use the Company’s computers and information technology for personal interests.
- (2) Executives and staff are prohibited from disclosure to others of their password for access to the Company’s information system.
- (3) Executives and staff are prohibited from disclosure of any information or data in the Company’s information system to other parties without proper authorization.
- (4) Executives and staff are prohibited from changing, copying, deleting or destroying the Company’s information or data without proper authorization.
- (5) Executives and staff are prohibited from using illegal software for any reason and from using copyright protected software without the permission of the copyright owner.
- (6) Executives and staff are prohibited from altering the adjustments of their computer equipment or installing any other accessories in addition to the standard equipment provided by the Company.



- (7) Executives and staff are prohibited from using the Company's electronic mail system to transmit derogatory, offensive, pornographic, abusing or annoying messages.
- (8) Executives and staff may only use the internet to seek information and knowledge related to their work and shall not access illegal or immoral websites.
- (9) Staff should use all communications equipment provided by the Company, such as telephones, facsimile machines, mobile phones and pagers with appropriate sense of responsibility and care, taking the Company's interests into consideration.

### **3.3 Giving and Receiving Bribes**

- (1) Executives and staff are prohibited from demanding or receiving any benefit from trading parties, suppliers and those with whom the Company is doing business.
- (2) Executives and staff are strictly prohibited from offering any benefit to government officers, customers, or any other external parties in any attempt to persuade them to commit a fraudulent action.

### **3.4 Gifts, Gratuities and Business Entertainment**

- (1) Executives and staff should refrain from giving gifts or gratuities to, or receiving them from any trading partner or others with whom the Company is doing business. Gifts given or received during festive occasions are excluded from this requirement provided that they have an appropriate value and are not related to any business commitment.
- (2) Executives and staff should refrain from giving or receiving unusually lavish entertainment to or from those with whom the Company is doing business.

## **4. Operating policy on non-infringement of intellectual property or copyright**

The Company has an operating policy on non-infringement of intellectual property or copyright. The method employed by the Company regarding this matter is that all employees are required to sign their names in memorandum of understanding to not commit any computer crime and to not infringe any intellectual property.

## **5. Anti-corruption policy**

The Company emphasizes on the matter of anti-corruption and bribery for business benefits. Therefore, the Board of Directors resolved an approval for the Company to express the intention of signing to join the Private Sector Collective Action against Corruption (CAC). From such intention, the Company has added some stipulations into the Code of Conduct for directors, executives and employees, as well as into the guideline for Good Corporate Governance.

The Company prescribes that all of its personnel must acknowledge, comprehend and observe the anti-corruption policy and the good practices as follows:

### **1. Anti-Corruption Policy**

"It is prohibited for the Company's directors, executives and employees to accept any forms of corruption whether directly or indirectly, which are accepting things, gifts, entertainments, contribution, donation and other benefits for oneself from any persons doing business with the Company."

In any case, it shall include employees, trading partners, customers and all groups of interested person both domestically and abroad. Furthermore, the observance of the Anti-

corruption Policy shall be verified on a regular basis, at least once a year.

**2. Definition of “Corruption”:**

means a bribery in any forms, as being offered, promised, given, guaranteed, demanded, or received (in the form of money/property); it also refers to other benefits as inappropriate to public officers, governmental agencies, private organizations, trading partners, customers and all groups of interested person, whether directly or indirectly, for the said body to perform or omit to perform a duty for the purpose of maintaining the business or introducing the business to the Company in particular; or for the purpose of acquiring or retaining any other benefits as inappropriate to the business, except for the cases where the laws, regulations, announcements, rules, local custom or tradition allow for such act.

**3. Definition of “Giving matters or other benefits”:**

means to give any privilege in the form of money, properties, things or other benefits as incentive, reward or as to build a good relationship.

**4. Definition of “Bribery”:**

means to offer or receive things, gifts, rewards, or other benefits for oneself or from a person who is desirous of persuading into committing an act that is dishonest, illegal or against the Company’s Code of Conduct.

**5. Definition of “Facilitation Fee”**

means A small amount of expenses paid to unofficial state officials and is given only to ensure that public officials will proceed in accordance with the process or to encourage faster action and that process does not require the discretion of government officials and it is an act of duty of that state official as well as being a right that a juristic person should have under the law, such as applying for a license requesting a company certificate and obtaining public service, etc.

**6. Definition of “Government officials”**

means Person who used to be a government official / politician / adviser to a government agency and have come to work for private organizations and may use relationships or inside information to benefit private companies or causing conditions Conflicts of interest in the performance of duties of government agencies which is under supervision. The results of the action are intended to Unfair business advantages or setting a policy that favors the private sector that former government officials have worked for.

**7. Definition of “Contributions”**

means subsidiaries, grants, contributions paid or received by customers, partners, business partners of on a reasonable basis. With the objective to support business operations promote product brand Company reputation which is beneficial to building credibility in trade

Help strengthen business relationship and in accordance with the principles of good corporate governance in business operations.

**8. Definition of “Political Assistance”**

means the giving of property, money, things or any other benefit. For assistance, support or for any other benefit to political parties, politicians or persons with political related duties as well as political activities whether directly or indirectly

**9. Definition of “Charitable Donation or Accepting Donations”**

means giving or receiving financial assistance. Or in other forms to be part of public relations and enhancing the good image of the company and giving back to society without expecting business results in return.

**10. Definition of “Conflict of Interest”**

means any activity that may have individual or related needs. to influence decision making or can be an obstacle to the best interests of the company.

**11. Duties and Responsibilities**

11.1 The Board of Directors is responsible for formulating policies and supervising the establishment of an effective anti-corruption system. To ensure that the management is aware of and attaches importance to anti-corruption and instilling conscience as a corporate culture.

11.2 The Audit committee is responsible for reviewing the reviewing the financial and accounting reporting system, internal control system, internal audit system and risk management system to ensure that it meets international standards and effective.

11.3 The Managing Director and Executives are responsible for promoting and supporting anti-corruption policies. To communicate to employees and stakeholders including reviewing the policy to be appropriate for the changing circumstances of the business regulations and various legal requirements, etc.

11.4 Internal auditors are responsible for auditing and reviewing operations to be in accordance with the policies, practices, authority regulations and legal requirements of regulatory agencies to ensure that there is an appropriate and sufficient internal control system against potential corruption risks and reports to the Audit Committee.

11.5 Directors, executives and employees must perform their duties in accordance with the guidelines set forth in this policy and in the event that an action is found that violates this policy must promptly report to the supervisor or through the reporting channels specified in this policy.

## 12. Good Practices

1. The Company's directors, executives, and employees must observe the Anti-corruption Policy and the Code of Conduct by not being involved with the matter of corruption whether directly or indirectly.
2. The Company's employees and executives shall not act negligent of or inattentive to the following:
  - 2.1 When they experience an act within the scope of corruption in relation to the Company, they must notify it to their superior or the responsible person and cooperate with any fact investigation. In case of any suspicion or question, they shall consult with the superior or the person as determined to be responsible for the observance of the Company's Code of Conduct through any given channels;
  - 2.2 There shall not be any benefits both direct and concealed, whether for personal gain, family and friends in relation to the Company; for example, any act to sell products and services to the Company or in competition with the Company;
  - 2.3 They shall avoid accepting an entertainment from any persons related to the Company's business or other persons with possible benefits to be gained from the employees' performance of duty;
  - 2.4 They shall not demand or receive any unjust benefits whether directly or indirectly, or any other benefits for the business purpose, as well as not avail of bribery or corruption to conduct the business.
3. A reliable financial report must be carried out, including an efficient working system, with transparency and consideration for the potential risk of corruption in the performance of work, along with regular follow-up and monitoring.
4. The Company has arranged for reporting channels on corruption finding, as well as for fairness and protection to the employees who refuse or inform on the matter of corruption related to the Company, by using the protection measure to complainers or collaborators with the corruption report as specified by the Company in the whistle-blowing policy and suggestions.
5. Those who commit an act of corruption against the Company's Code of Conduct, shall be considered for a disciplinary punishment as set out by the Company, including a lawful penalty in case of an illegal act.
6. The Company gives priority to the propagation and promotion of knowledge and understanding to be used with other persons who must perform their duties in relation to the Company and the Company's interested persons, in order to build a good conscience.

### **13. Operational Regulations**

1. Any operation under the Anti-corruption Policy shall be carried out in accordance with the guideline as prescribed in the manual for corporate governance and code of conduct, policy and guideline for all groups of interested persons, related regulations and working manual, as well as any other guidelines as to be further set out by the Company.
2. This Anti-corruption Policy shall cover all activities related to the Company's business operation.
3. A companywide assessment for the risk of corruption is required to be conducted annually.
4. For the clarity in the undertaking on the risk of corruption, the Company's directors, executives and employees at all levels shall perform their duties with attention paid to the following matters:

4.1 Receiving/diving things or other benefits: the guideline is specified as follows:

#### **4.1.1 Receiving things or other benefits:**

- 1) It is prohibited for the Company's executives and employees to receive, demand and collect any gifts, entertainments, services, financial supports, money, rewards from the trading partners, creditors or interested persons doing business with the Company;
- 2) Requesting for supports in the form of money or things can be done on an organization-to-organization basis, with the approval signature obtained from an authorized director only;
- 3) Except for an occasion or a festival which is traditional and customary, receiving things or other benefits shall be allowed in condition that such things or other benefits are not more than Baht 3,000 and/or it is necessary to maintain the good relationship between persons or organizations;
- 4) It is stipulated that a high-level executive shall be the organization's representative in receiving things or other benefits and have the authority to consider distributing things or other benefits to the employees;
- 5) In the case of a keepsake on a traditional occasion, the Company shall permit the employees to receive it as with the suitable value, not excessively expensive in comparison with the generality, such as a calendar, keychain, note book, etc. as it is marked with the emblem or symbol of such organization; in this respect, a high-level executive shall be assigned to be the representative in the acceptance of such items and have the authority to consider distributing them to the employees;

- 6) In order to prevent a conflict of interest, the Company shall not at all allow its employees or its non-assigned persons to be the representative in receiving things or other benefits.

#### **4.1.2 Giving things or other benefits:**

- 1) To give things, it is specified to be done on a traditional and customary occasion whereas such things or other benefits shall be procured by the Company and priced not more than Baht 3,000;
  - 2) To avoid leading to bribery, a survey and monitoring shall be conducted by the Company prior to an undertaking in order to prevent corruption. It is stipulated that a high-level executive shall be the organization's representative in receiving things or other benefits.
- 4.2 Donation for charity or subsidy: giving/receiving donation or collection shall be transparent and legal, by ensuring that such donation or subsidy is not to be used as an excuse for bribery.
- 4.3 Politics: the Company conducts its business with political neutrality and it shall not participate in and concentrate on any political party or any person with political power, and shall not use its funds or resources to support, whether directly or indirectly, any political party or any politician.
- 4.4 Facilitation fee: The Company has no policy to pay any facilitation fee to government officials to encourage more rapid action.
- 4.5 Conflicts of Interest: The Company requires directors, executives and employees to avoid actions that may cause conflicts of interest as follows:
- Refrain from doing business which is competing with the company whether it is done for personal benefit or others which may cause damage to the company whether directly or indirectly or become a partner of shareholders with decision-making powers or directors or executives in competing businesses or having the same characteristics as the Company.
  - Must report any interest that may cause conflicts of interest with the Company, such as holding any position of business partners or customers who do business with the Company must report to the company immediately.
  - Not seeking benefits for oneself or others by relying on the Company's confidential information.
- 4.6 Hiring government employees :
- The company has a policy to hire government employees, to hold a position of director, executive, employees or advisor of the Company there must be a recruiting / selection process set compensation and control
- Process to ensure that the employment of government employees will not

reciprocate which may destroy the image credibility which has a risk of corruption.

#### 4.7 Risk Assessments

- 1) The Company's management must understand the risks that may arise from bribery and corruption and must communicate it to employees at different levels to understand and cooperate in order to manage risks effectively.
- 2) The Company will assess the risks of various Company transactions that may have procedures of processes that qualify as bribery and corruption, such as internal financial controls / bookkeeping / document retention. Control measures in supervision / inspection control measures, support departments, etc. by reviewing the company's risk management policy regularly at least once a year as well as reviewing existing risk management measures to be appropriate to prevent risks or reduce the risk to an acceptable level.

#### 4.8 Internal Audit Controls

- 1) The Company has an internal control system covering financial Accounting process, record keeping and other processes related to anti-corruption measures.
- 2) Internal control system is a process to operate efficiently credibility comply with the rules and anti-corruption policies as specified by the company.

#### 4.9 Accounting Audits and Storage of information

- 1) The Company has an audit process for accounting transactions and have appropriate approval before recording the transaction into the accounting system. The audit will be conducted in accordance with the policies, rules, relevant laws, contracts, agreements to comply with accounting standards and appropriate accounting policies.
- 2) Operating expenses and investment expenses there must be evidence to support it properly complete and must be approved in accordance with the credit line by the authorized person as specified in the operating expenses policy.
- 3) Financial reports must be accurate truthful and reliable and must disclose material information accurately and completely including information on related transactions and potential liabilities.
- 4) The company has a system for keeping accounting documents. There is a control over access to account information and secure backup storage system.

4.10 Personnel Management: The Company considers this policy to be part of its human resource discipline including recruitment, training, evaluation, compensation, and promotion, etc.

#### 4.11 Training, Communication and Monitoring

##### 1) Directors, Executives and Employees

1.1 Directors, executives, and employees will receive training on anti-corruption and forms of corruption as well as methods of reporting when corruption is seen or suspected.

1.2 Directors, executives, and employees are aware of and understand the company's policies, through various channels including the Company's website.

1.3 Training to educate about policies. It is considered part of the orientation or before the inauguration of new directors, executives, and employees.

1.4 Dissemination of various anti-bribery policies to personnel within the organization to know and easily access information about anti-bribery measures.

1.5 Arrange to test knowledge and understanding about anti-bribery measures to assess the effectiveness of training and ensure that all levels of employees will be able to implement properly.

##### 2) Business representatives, distributors of goods/ services and contractor

The Company will communicate its anti-corruption policy to business representatives, distributors of goods/ services and the contractor to acknowledge since the beginning of a business relationship and adhere to the same social responsibility standards as the company.

4.12 Business relationship and procurement: it is prohibited to give or receive bribe in conducting any kind of business with trading partners, contract parties, governmental agencies or agencies doing business with the Company. Any operation must be conducted with transparency and in accordance with the provisions of the related laws.

4.13 To build a good norm in the business operation, the Company has specified a policy of not receiving gifts during the New Year Festival and other occasions, as to be applied to the Company's executives and employees.



#### 14. Procedure in compliance with the Anti-corruption Policy

Description	Procedure
<ol style="list-style-type: none"> <li>1. The BOD expresses the commitment against corruption.</li> <li>2. The CEO shows the intention for the anti-corruption accreditation.</li> <li>3. The BOD appoints the audit committee to review self-assessment in terms of the anti-corruption measures.</li> <li>4. The Audit Committee reviews self-assessment for BOD consideration.</li> <li>5. All units take responsibility against corruption by observing the assessment form.</li> <li>6. The investigation and assessment are conducted annually.</li> </ol>	<pre> graph TD     Start([Start]) --&gt; BOD[The BOD expresses the commitment against corruption.]     BOD --&gt; CEO[The CEO shows the intention for the anti-corruption accreditation.]     CEO --&gt; BOD_Appoints[The BOD appoints the audit committee to review self-assessment in terms of the anti-corruption measures.]     BOD_Appoints --&gt; Audit_Reviews[The Audit Committee reviews self-assessment for BOD consideration.]     Audit_Reviews --&gt; All_Units[All units take responsibility against corruption by observing the assessment form.]     All_Units --&gt; Investigation[The investigation and assessment are conducted annually.]     Investigation --&gt; Stop([Stop])         </pre>

15. Channel for hearing opinions and notifying clues in case of illegal action: The Company provides opportunities for employees and stakeholders, has commented, and gave clues about illegal actions as follows:

- (1) Development/ Training
- (2) Correction / Improvement of management
- (3) Check the facts as follows.

1. Company website titled Investor Relations / Corporate Governance / Whistleblowing or electronic mail (E-mail) to [cghotline@brookergroup.com](mailto:cghotline@brookergroup.com)
2. Contact directly to the Company Secretary or by mail as follows: Company Secretary, Brooker Group Public Company Limited, Floor 26, The Trendy Building, Soi Sukhumvit Road, Khlong Toei Nuea Sub-district, Wattana District, Bangkok 10110.
3. Electronic mail (E-mail) directly to 3 independent directors who are audit committees of the company as follows:

Mr. Surong Bulakul : [surong@brookergroup.com](mailto:surong@brookergroup.com)

Mr. Sompong Phaoenchoke : [sompong@brookergroup.com](mailto:sompong@brookergroup.com)

Mrs. Pantee Worawutingsathit : [punnee.w@brookergroup.com](mailto:punnee.w@brookergroup.com)

In this regard, the company has established a mechanism to protect whistleblowers , without reducing the job position, penalizing or negatively affection employees that denies corruption Even if the action would cause the company to lose business opportunities.

#### **16. Disciplinary Action**

- 11.1 non-serious violations: Violators will receive a written warning. This will identify the nature of the breach and information on the grounds underlying the breach. By giving the violator an opportunity to dispute the allegation with the supervisor. If there is another intentional infringement will be considered severe disciplinary action. This may include termination of employment without compensation.
- 11.2 Serious violations such as giving or accepting bribes, fraud, disclosing company secrets /intellectual property Acts that are detrimental to the Company Concealed without reporting information to supervisors: The company may consider termination of employment without compensation and is not required to issue a written warning.

#### **17. Review, Inspection and Improvement**

The Company requires that the Anti-Corruption Policy and other related policies be Review, inspection and updated regularly or at least once a year, or if there is a material change that can be corrected immediately.

## **Penalty**

Penalties for non-compliance with corruption conduct that may be imposed on the offending employee may be one of the followings:

- (1) Verbal warning, written warning or reprimand
- (2) Suspension from the increase of remuneration (e.g. salary) or any annual gratuity (e.g. bonus)
- (3) Suspension from work, without pay
- (4) Termination of employment

## **Punishment**

The discretion of punishment will be made by the Employee on managerial level.

## **Responsibility for Stakeholders**

### **Shareholders**

The Company is determined to create the highest satisfaction for our shareholders through sustained growth and continuous satisfactory returns, as well as to operate with transparency and have a credible accounting system. In order to achieve this, the Company will have to strictly adhere to the following practices:

#### **Sustained Growth**

- Perform duties with loyalty and honesty and treat all shareholders equitably in the best interests of all the stakeholders as a whole.
- Apply knowledge and skills in managing the Company to the best of their abilities and make decisions with prudence.
- Do nothing that can be construed as conflict of interest with the Company.

#### **Disclosure of Information**

- Regularly provide complete and accurate reports on the Company's status and future trends to all shareholders.
- Not seek to benefit themselves or related persons by the misuse of any information.
- Not to disclose confidential information that will have negative impact on shareholders, employees and the general public.
- Provide the channel for shareholders to complain, claim about illegal or unethical practices by the Company's website, telephone, facsimile and e-mail and having procedure to response the compliant, protection a complainant as well as informing the results
- Provide the Company information via company's website by smooth language both Thai and English version for clear understanding.

## **Customers**

The Company is determined to create customer satisfaction by providing quality services at reasonable prices and by maintaining long-term good customer relationships, and has thus set the following guidelines:

- Be determined in to create customer satisfaction and confidence by providing efficient quality and value added services at competitive prices, with the standard of service to be continuously improved upon.
- Keep customer information confidential and refrain from using such information for the benefit of the Company, management, employees or related parties.
- Disclose complete, accurate and up-to-date information on the Company's services without distorting the truth and retain good long-term customer relationships.
- Do not take advantage of customers through provision of inappropriate services or products of comparable type or category and do not set trade terms that are unfair to customers.
- Strictly comply with terms and conditions made with customers and the public, who should be immediately informed if these terms and conditions cannot be fulfilled in order to jointly find solutions.
- Set up a system through which customers can lodge their complaints about the Company's products and services and ensure immediate and sufficient action and be sure that the complaints resolved quickly and efficiently.
- Support and coordinate with CSR activities of customers

## **Trade Partners, Creditors and Competitors**

The Company conducts its business with its trade partners fairly and honestly. The mutual benefits of both parties are served through the Company's strict compliance with legal requirements and other applicable rules and adhering to business ethics in competition. The Company will act within the rules of fair trade in competing with competitors and will ensure best practices are employed in dealing with creditors. Therefore, the Company has set the following business practices in its relationships with various parties:

### **Trade Partners**

- Not solicit for, or take, or give any benefits in bad faith in dealing with the business with trade partners.
- Strictly comply with the terms and conditions agreed with trade partners.
- Inform trade partners in advance in case any condition cannot be fulfilled in order to jointly find reasonable solutions.
- Use legal and copyright protected product and services and strictly prohibited using illegal intellectual properties
- Support CSR activities of Trade Partners

### Creditors

- Not solicit for, or take, or give any benefits in bad faith in dealing with the business with creditors.
- Strictly comply with trade terms, including terms of borrowing from creditors, collateral and other agreements, as well as the objectives of using the borrowed funds.
- Inform creditors in advance in case any defaults occur in order to jointly find reasonable solutions.
- Provide accurate financial reports to the creditors.
- Inform creditors in advance in case any condition cannot be fulfilled in order to jointly find solutions.
- Use legal and copyright protected product and services and strictly prohibited using illegal intellectual properties

### Competitors

- Act within the rules of fair trade.
- Do not to destroy competitors' reputations with false allegations.
- Use legal and copyright protected product and services and strictly prohibited using illegal intellectual properties

### Employees

#### **Non violation of the human right policies and practices**

The Company emphasizes on human right as common practice, all employee shall not act or support any action to violate any human rights.

The Company recognizes that employees play an integral part in its success and thus seeks to create a good working culture and environment to promote teamwork. To this end, the following guidelines have been set:

- Provide competitive compensation in the form of salary and/or bonus.
- Maintain a safe working environment for employees' life, health and belongings.
- Promotion, transfer, reward and punishment must be done without discrimination and must be based on knowledge, qualification and suitability, as well as the personal conduct of the employees.
- Give importance to the development of the knowledge and ability of employees with all employees given equal and regular opportunities.
- Listen to comments and suggestions from employees at all levels without discrimination.
- Strictly follow laws and regulations that relate to employees.
- Execute work in such a manner so as to avoid any unfair action that may affect employee's job

security.

- Treat employees politely on the basis of human dignity and with respect to their rights.
- Provide the Provident Fund to the employee as well as Health Insurance (Bupa Health Insurance) for executives and staff including group life insurance and motorcycle insurance for messenger.
- Provide the channel for employees to complain, claim about illegal or unethical practices and having procedure to response the compliant as well as correction system and fair protection a complainant.
- The Company supports its directors, executives and staff in the exercise of their right as responsible citizens, it prohibits them from participation in any activity that may lead to an understanding that the Company is involved in or giving support to any political party.
- The Company has policies that employee's personal information, i.e. medical treatment record, working experience, is the secret and shall not be sent or disseminated to unauthorized parties. Disclosure or transfer of personal information is only upon the owner's consent.

## **Responsibility to Society and the Environment**

The Company is aware and concerned about the safety of society and the environment, and the livelihood of the community, together with the conservation of natural resources and effective use of energy. Thus it has set the following guidelines:

- Make the most effective use of natural resources in a manner which will least adverse affect on the society, environment, and the community.
- Return a portion of the organizational profits through regular promotion of social and environmental activities.
- Establish a sense of responsibility towards society and the environment among employees at all levels and give preference to transactions with trade partners that have the same objectives with regard to responsibility to society and the environment.
- Strictly comply or enforce compliance with all relevant laws and regulations issued by supervisory authorities.

# **Business Ethics for Employees**

## **Employees to the Company**

1. Employees must strictly comply with rules, regulations and orders of the Company.
2. Employees must perform their duties with honesty, dedication and devotion, as well as protect the Company's assets.
3. Employees must use time and the Company's assets to create maximum benefit for the Company, and must not use them for their own direct and indirect benefits.
4. Employees must report their relationships with organizations or external business entities or with relatives in order to avoid conflict of interests.
5. Employees must strictly protect the customers' and the Company's confidentiality and must not use internal information of the Company and customers for their own personal benefits or benefits of others.
6. Employees must be careful in giving opinions to external persons on any matter that may affect the reputation and business activities of the Company.
7. Employees must not improperly use or disclose information received in the normal course of duties to unauthorized persons.

## **Employees to Supervisors, Subordinates and Colleagues**

1. Employees must maintain and encourage unity and solidarity among colleagues, and should collaborate and co-ordinate in their duties and in their attitude towards the Company.
2. Employees must respect their colleagues' rights, must not criticize colleagues in a destructive manner and must not arrogate their colleagues' work/performance.
3. Employees must listen to opinions and suggestions from their subordinates and to advice from their supervisors and must not behave disrespectfully towards their supervisors.
4. Employees at every level must report improper conduct or illegal activities that may adversely affect the Company. Such reports will be kept confidential.
5. Employees must not make any disparaging remarks about the management or other employees without evidence.

## **Employees to Themselves**

1. Employees must be honest and must not accept any form of gifts, such as money, presents, different forms of benefits, etc.
2. Employees must be responsible themselves and in performing their duties.



### **Employees to Customers**

1. Employees must keep in strict confidence all confidential information from customers and must not disclose such information to any unauthorized persons.
2. Employees must not use confidential information from customers for their own benefit or benefit of others that that may lead to any actions or decisions that will be a conflict of interests with the customers, the Company and the shareholders.
3. Employees must not use news, internal information or material non-public information in trading or investing for personal gains that will cause the loss of benefits of its customers.
4. Employees must not disseminate or distribute customers' information or documents to any outside persons or even to the Company's unauthorized employees, except where written permission from the customers is given or as required by law.
5. Employees must not use their work authority as an employee of the Company for personal gains of oneself in trading or investing.

### **Employees to Government Agencies**

1. Employees must strictly comply with applicable government and other regulatory bodies laws, rules and regulations.
2. Employees must collaborate with government and other regulatory bodies agencies.
3. Employees must not collaborate with any person who violates laws and regulations

### **Exercising Political Rights**

The Company does not participate in any activity that may lead to an understanding that the Company is involved in or providing support to any political party or political group. Moreover, the Company shall not use its assets to support directly or indirectly any political party or political group.

## Compliance with the Code of Conduct

The Company considers it to be a duty of every director, executive and staff member to strictly comply with all policies and practices stated in this Code of Conduct. This is neither a voluntary compliance, nor can any corporate member claim he/she is not aware of these practice guidelines.

The employees who ignore following this code shall be investigated and get disciplinary punishment as appropriate, which may be to the extent of termination of employment and even legal action in case of illegal conduct.

Executives of all levels must be responsible for and consider it a priority to ensure that their subordinates truly learn, understand and comply with this Code of Conduct.

The Board of Directors and the Audit Committee have to review corporate governance and the code of conduct at least once annually.

## Receiving Complaints regarding Corporate Governance and the Code of Conduct

The Secretariat of the Corporate Governance and the Audit Committee is designated as the point of contact to receive complaints relating to Corporate Governance and the Code of Conduct from Company staff, shareholders and Stakeholders who may directly submit their grievances regarding the Corporate Governance and the Code of Conduct to the following address:

1. Directly E-mail the Company's three independent directors at:

Dr. Peter D. Weldon	<a href="mailto:peterdweldon@gmail.com">peterdweldon@gmail.com</a>
Mr. Sompong Phaoenchoke	<a href="mailto:sompong@brookergroup.com">sompong@brookergroup.com</a>
Mrs. Punnee Worawuthichongsathit	<a href="mailto:punnee.w@brookergroup.com">punnee.w@brookergroup.com</a>

Directly submission to the Company Secretary's office at

The Company Secretary  
and the Audit Committee

The Brooker Group Public Company Limited  
26th Floor, The Trendy Building,  
10/190-193 Soi Sukhumvit 13, Sukhumvit Road,  
Klong Toey Nua, Wattana, Bangkok 10110,  
Thailand

or submission by mail to

Mr. Anake Kamolnate [anake@brookergroup.com](mailto:anake@brookergroup.com)

If the complainant chooses not to disclose his/her name, he/she must provide sufficient factual details or clear evidence to show that there are grounds to believe that a violation of laws, rules and regulations, the Company's Articles of Association, or the ethical code occurred in the business practices of the Company.

The complaint shall be deemed top secret. The complainant may complain through several channels, and does not need to disclose his/her identity. However, if he/she does disclose his/her identity, this would allow the Company to report him/her the outcome of the investigation or additional particulars concerning the matter of complaint.

## 2. Procedures after receiving complaints

1. Company secretary gathers information regarding complaints or queries.
2. Company secretary report facts to the Audit Committee in order to investigate complaints or queries further.
3. The company will establish procedures to stop such violation or illegal action.
4. Company secretary shall inform the results to the complainant directly. If it is a big issue the Company secretary will inform to the board of directors and/or chief executive officer.

## 3. Protection of a complainant

1. A complainant may select not disclose himself in case it is not safety.
2. Company secretary will keep the source of such information confidential. The Company shall protect a complainant from unfair treatment in relation to disclosure such complaints.

## **Penalty**

Penalties for non-compliance with code of conduct that may be imposed on the offending employee may be one of the followings:

- (1) Verbal warning, written warning or reprimand
- (2) Suspension from the increase of remuneration (e.g. salary) or any annual gratuity (e.g. bonus)
- (3) Suspension from work, without pay
- (4) Termination of employment

## **Punishment**

The discretion of punishment will be made by the Employee on managerial level.

## **Investor Relations Code of Conduct**

The content is divided into two main parts as follows:

### **1. Basic Principles**

Basic principles are the principles that investor relations officers (IROs) should adhere to when performing their duties. When confronting difficult situations, IROs should select the best alternative that does not violate these principles.

### **2. Recommended Practices**

Recommended practices are guidelines that help IROs understand how to act in accordance with the principles and would help their IROs perform their duties equitably.

#### **Basic Principles**

1. IROs must disclose material information accurately, sufficiently and in timely fashion.
2. IROs must not use inside information for their own or their related parties' benefit.
3. IROs must disclose material information fairly and equitably. All stakeholders must be able to access to the information and conveniently contact IROs for clarification.
4. IROs must perform their duties with professionalism, integrity and equitability. Preferential treatment that may undermine the benefits of the company and all stakeholders is not acceptable.

#### **Recommended Practices**

##### **1. Disclosing material information correctly, sufficiently and timely**

- IROs need to disclose material information in accordance with the rules and regulations of the authorities concerned, such as the SEC and the SET.
- IROs can refuse to provide trade secrets or that which would give competitors a competitive edge.
- IROs should provide clear and sufficient information for making investment decisions. For example, if operational performance changed by greater than 20%, this change should be clearly clarified in the Management Discussion and Analysis so that investors can understand the underlying factors and reasons.
- When rumors or news leaks surface, IROs should immediately clarify the facts to the public in accordance with the SET and the SEC rules and regulations.
- IROs must not disclose inaccurate information with the intention to manipulate share trading.
- IROs should establish dissemination channels that treat all stakeholders fairly and equally.

## **2. Handling inside information**

- IROs who can access such information must not provide it to any outsider prior to compulsory public disclosure.
- IROs must strictly comply with rules and regulations relating to the use and control of inside information. For example, any information that has an effect on operational performance must be disseminated through the SET's electronic system before being provided to others.
- IROs have to follow policies and procedures for trading of company shares which prohibiting any directors, employees who have possession of non-public information material to engage in any trading of the Company's securities during 1 month period especially before any earning announcement and should wait for at least twenty-four hours after such announcement.
- IROs should adopt a "quiet period", that is, a period during which IROs do not conduct any direct investor relations activities, including meetings or calls with any investor or analyst. This period should be close to when IROs start to see earning results, e.g., two weeks prior to results announcements.
- If the company plans to host an analyst meeting before earning results are publicly disclosed (an earnings preview), such previews should be done before the quiet period and must be done very carefully. Any prohibited data, such as estimated revenue and net profit, must not be disclosed.

## **3. Disclosing information fairly and equitably**

- IROs must provide all stakeholders with equal opportunity to access to information. While activities hosted for each group of stakeholders may differ, the information provided must be the same and not benefit only a particular party.
- IROs should provide equal opportunity for all stakeholders to contact or make enquiries. Special privileges for any particular group of stakeholders are unacceptable.
- IROs should publicly disclose any data which have been presented exclusively at a particular event, such as a roadshow or analyst meeting, on that firm's website right after the event or as soon as possible.
- IROs should take care in communicating through social networks. They should follow and monitor news and views so as to understand investors' perceptions. In case they need to clarify any misunderstandings, they should first inform the public through the SET's online system, in order to avoid giving preference to any particular group of investors.
- IROs should treat each group of stakeholders as follows:

### **3.1 Investors**

- All investors, retail or institutional, should be treated equally.
- Retail investors should have access to data at the same level as those provided to analysts and institutional investors.

- IROs should not discriminate in accepting a one-on-one meeting with investors. If they are not able to meet everyone, guidelines for accepting meetings should be clearly established and strictly followed.
- IROs should take care in arranging activities such as company visits or investor meetings, keeping benefits to the firm and cost-effectiveness among company's top priorities.

### **3.2 Analysts**

- IROs should give all analysts equal opportunity to attend analyst meetings arranged by the company.
- IROs should not give any gift or incentive to analysts with the intention to influence research findings or reports.

### **3.3 Media**

- IROs should provide information and opportunity for the media to have access to data as deemed appropriate.
- IROs should not use business conditions or benefits to influence media, such as buying advertisements in a given publication, to persuade the media to report positive news about the company.
- IROs should not give any gift or other incentive to media with intention to motivate them to report positive or groundless news.

### **3.4 Regulators**

- IROs should cooperate in providing information when requested by regulators.
- IROs should not give any present or incentive to regulators with expectation of return in terms of special treatment.

### **3.5 Internal parties**

- IROs should arrange meetings for management to discuss issues of concern with all stakeholders as deemed appropriate.
- IROs should report all useful information to the board and management, such as IR activities, comments from analysts and investors, and capital market sentiment.
- IROs should communicate the firm's IR code of conduct to all employees such as how to handle inside information etc., so that they all understand and behave the same way.

### **3.6 Others such as financial institutions and credit rating agencies**

- In principle, IROs must provide the same level of information to all stakeholders. Inside information can be given only when it is a must, for example, when there is a request from a financial institution to use in considering project financing. However,

such information must be handled with caution and in accordance with a signed confidentiality agreement.

#### **4. Performing duties with integrity**

- IROs should refrain from acting in such a way that could be seen as a conflict of interest, such as using company assets for personal gain.
- IROs should not seek personal gain from relationships and information obtained in performing duties for the company.
- IROs should not put personal gain before the company's when working with third parties. For example, they should not participate in roadshows with only brokerage firms that offer special treatment to themselves.
- IROs should comply with all policies and other codes of conduct established by the company.

#### **5. Other issues**

- IROs should dress properly with respect to people, venues, activities and event-related protocol.
- IROs should not spread negative information about nor accuse against competitors or other stakeholders.

#### **6. In case the Company has not appointed any investor relations, the Company secretary may be considered to take this duty.**