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**Notification of IRPC Public Company Limited**

**At Por Tor 001/2021**

**Anti-Fraud and Anti-Corruption Policies and Guidelines  
of IRPC Public Company Limited and Subsidiaries (IRPC Group)**

IRPC Public Company Limited (IRPC) and subsidiaries (IRPC Group), “IRPC” or “the Company” have strongly adhered to operate business with honesty, transparency, fairness and in compliance with good corporate governance principle. The Company has determined a Zero Tolerance policy, whether directly or indirectly. IRPC has expressed the determination in the opposition against any frauds and corruptions of every form and has joined the Thai Private Sector Collective Action Against Corruption (CAC). Besides, the Company has consistently adhered to corporate governance principle, ethical conduct and morality in business operation while being responsible for the community, society, environment and every stakeholder group; therefore, the Company has set forth the policies and guidelines on anti-fraud and anti-corruption as follows:

1. The Board of Directors, executives and employees shall oppose against every form of fraud and corruption, both directly and indirectly, and whether they in a form of an offering, promising, soliciting, demanding, giving or receiving bribes, acts or behaviors implying corrupt behavior in every local area where the Company operates its business.

2. The Company shall communicate and publicize, both inside and outside the organization, to foster knowledge and understanding and collaboration in inhibiting any persons who may commit a fraudulent and corrupt behavior toward the Company.

3. The Company shall establish clear operational plan, assess risks relating to fraud and corruption as well as set up the monitoring and review procedures on a regular basis to ensure its compliance with business changes and relevant laws.

4. The Company shall treat the employees fairly while protecting the employee who has been rejected or notify the Company of any frauds and corruptions via specified channel. However, if the employee is a corrupt person, he/she must receive a disciplinary action as set forth by the Company.

**Definitions**

IRPC or the Company refers to IRPC Public Company Limited and subsidiaries (IRPC Group).

IRPC personnel refer to the directors, executives and employees of every level of IRPC and subsidiaries.

Fraud<sup>1</sup> refers to any intentional acts to seek undue and unlawful benefits for either themselves or others.

Corruption<sup>2</sup> refers to an act in any forms such as accepting, demanding, soliciting and giving, offering,

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<sup>1</sup> *the Criminal Code Section 1 (1)*

<sup>2</sup> *Guidelines for the Board in monitoring anti-corruption measures set forth by IOD*

promising any “assets or interests” to the government official or private agency, with the aim to persuade them to act or refrain from performing any acts in order to gain interests for the business, for oneself or for other relevant parties unfairly, which may incur damage to other persons’ interests.

## 1. Different Channels or Forms of Corruption<sup>3</sup>

Some business activities may be used as a “channel” for bribery or corruption; for example,

1.1 Political contribution whether in a form of financial contribution or other forms of contribution and whether directly or indirectly, to support political activities, political party, politician or political activist, in a hope that such group of people will exercise their power to gain improper benefits, privileges or business advantages to facilitate the Company’s business operation.

1.2 Charitable contribution whereby the business may offer bribes to any specific person in exchange of some benefits in a form of “donations” by claiming that such donations are for CSR activities; for example, giving help to the disadvantaged, victims and other public organizations without hoping for any rewards in return; however, some money (or all) have not been used to attain the objectives as claimed, but instead have been given to a person with the administrative power (such as the government official relating to such charity) who in turn, has sought for his/her personal interest from such activity.

1.3 Sponsorship is the activity organized to publicize the business, foster credibility as well as promote the image of the organization through various marketing activities such as sponsorship of any events, sports etc. However, such activity may have some inherent objectives; for example, to use such activity as a channel to avoid giving bribes directly or to persuade any specific person relating to such activity to act improperly for the interests of the business.

1.4 Use of agent such as hiring the juristic person or other persons who are not employees of the Company to perform some transactions on behalf of the business. In this case, the business may employ some approaches to avoid giving bribes directly, but may give bribes through such juristic person instead and then may claim that such payments are the Company’s expenditures such as commission fees or consultant fees etc.

1.5 Entertainment and hospitality such as banquet, party, including festival or other recreational activities whereby such activities may be used as a channel to foster bonding or persuade any persons to act in order to gain improper interests for the Company’s business.

1.6 Bribery made with the public or private officials in different manners such as giving cash, gift, present, expensive good, entertainment, party, travel and recreation etc.

Such bribery can be hidden via various “channels” such as political contribution, charitable contribution, sponsorship, hiring of the consultant etc.

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<sup>3</sup> *Guidelines for the Board in monitoring anti-corruption measures set forth by IOD*

Bribes may be called differently, depending on each industry such as tribute, reward, backhander, kickback, cash on delivery, additional charges, facilitation payment etc.

1.7 Kickbacks may take place when the business transfers some money to either public or private official as a reward for helping the business to get any works or projects, whereby money that have been paid arise from the overbilling scheme of which some portions of the difference have been given to such person.

1.8 Collusion, consent and any other acts of a similar manner such as bid rigging, manipulation of specification, use of confidential inside and confidential information etc.

1.9 Conflicts of interest, nepotism and cronyism such as making a contractor contract particularly with one's own party or group, providing support as well as hiring a former government official to seek interests from information, influence or revolving door etc.

## **2. Duty and Responsibility for Anti-Fraud and Anti-Corruption**

### 2.1 Board of Directors

- Supervise the establishment of clear policies and guidelines on anti-fraud and anti-corruption as well as communicate such policies and guidelines to every level of the organization and outsiders for implementation.
- Specify the internal control measures<sup>4</sup> to prevent any related persons from committing fraud and corruption. Such internal control measures must at least comprise of the following:
  - (1) Prevention of bribery must be one of the key policies set forth by the top executives.
  - (2) Risk assessment from bribery made with the government official must be performed.
  - (3) Measures with clear details must be established in a case where there may be high risk of bribery.
  - (4) Measures to prevent bribery must be determined and applied to persons with business relation with the Company.
  - (5) Efficient accounting system must be established.
  - (6) Guidelines on human resources management must be specified and such guidelines must be in line with the preventive measures on bribery.
  - (7) Measures to support the report of misconduct or suspicious behavior must be established.
  - (8) Review, audit and evaluation of the preventive measures on bribery must be performed periodically.
- Encourage the management to assess risks regarding fraud and corruption as well as allocate appropriate and adequate resources to ensure that the business has efficient measures in controlling such risk.

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<sup>4</sup> *The Notification of National Anti-Corruption Commission on guidelines on suitable internal control measures for the juristic person to prevent any giving of assets or interests to the government official, foreign government official or officer of an international organization*

- Report result of compliance with the policies and measures on anti-fraud and anti-corruption as well as provide useful suggestions for the management to improve such measures

## 2.2 The Corporate Governance Committee

- Specify good corporate governance policies and guidelines, including the operation on anti-fraud and anti-corruption to be in line with the standard principle and the specification of the regulatory institute or organization of listed companies
- Consider, review and improve anti-fraud and anti-corruption policies and guidelines
- Review the compliance of anti-fraud and anti-corruption policies and guidelines

## 2.3 The Risk Management Committee

- Determine risk management policies and strategies that may affect anti-fraud and anti-corruption policies and guidelines. The Risk Management Committee shall supervise risk management on fraud and corruption while reviewing the adequacy and suitability of measures on anti-fraud and anti-corruption

## 2.4 The Audit Committee

- Review the accuracy of reference document and self-assessment form regarding anti-fraud and anti-corruption measures of the Company according to Thailand's Private Sector Collective Action Coalition Against Corruption (CAC)
- Review the reporting system of finance and accounting, internal control system and internal audit system to ensure their accuracy, completeness, appropriateness and efficiency
- Ensure that the Company has complied with relevant laws and standards

## 2.5 The Nomination and Remuneration and Committee

- Recruit persons for the directorship position, Sub-Committee and Chief Executive Officer and President. The Remuneration and Nomination Committee shall propose the remuneration transparently and fairly by adhering to an accurate principle and basis of credible information that are acceptable at an international level while being consistent with the Company's established goals and strategic plan

## 2.6 Executives or the Management

- Put the policy into practice by establishing internal control measures to prevent fraud and corruption of the unit under responsibility
- Determine risk assessment measures on fraud and corruption of any operational procedures that may incur fraud and corruption

- Establish procedures to promote and support anti-fraud and anti-corruption policy as well as communicate to the employees and every related party.
- Verify and follow up the operation of the subordinates to ensure their compliance with anti-fraud and anti-corruption policies and measures as well as review the suitability of the systems or procedures to ensure their consistency with changing business context.
- Report the result of compliance with anti-fraud and anti-corruption policies and measures to the Board of Directors periodically

#### 2.7 Employees

- Endeavor to understand their respective role, duty and responsibility for risk management regarding fraud and corruption within one's own division
- Perform their duty in line with the policies, guidelines and measures on anti-fraud and anti-corruption
- Support and cooperate in the prevention and suppression of fraud and corruption; for example, report any suspicious incidents or incidents indicating fraud that have been found out.

### 3. Guidelines for IRPC Personnel

3.1 Strictly comply with the policies and guidelines on anti-fraud and anti-corruption, including other preventive measures.

3.2 Perform duty with responsibility and with utmost ability and efficiency, have an awareness while adhering to integrity, honesty, equality, morality and professional ethics as well as make careful and cautious decision.

3.3 Must not carry out or get involved in giving or receiving bribes or any forms of corrupt behavior, whether directly or indirectly, as well as conform to the policies and guidelines on anti-fraud and anti-corruption, anti-fraud and anti-bribery policy, guidelines on good corporate governance and business ethics of the Company, including other relevant regulations and specifications, whether existing currently and/or will be announced in the future.

3.4 Perform duty with caution in terms of giving and receiving gifts, entertainments or any other interests, including welcoming fees and other expenditures. Nonetheless, every IRPC personnel must comply with the Company's No Gift Policy.

3.5 Any donations or giving or supports of the Company must be in compliance with the No Gift Policy to ensure that such charitable donation and funding will not be used as an excuse for fraud and corruption.

3.6 Avoid any conflicts of interest with IRPC or IRPC Group. Any operations must be conducted in a reasonable manner and on the basis of the Company's interests which must not violate relevant laws, rules and regulations, including good ethical conduct. Nonetheless, if any acts or behaviors implying the conflicts

of interest with the Company has been found out, IRPC personnel must report such conflict of interest via specified channel.

3.7 IRPC has consistently encouraged every personnel to exercise their political rights and freedom as stipulated by law. Besides, the Company shall not support or act in any manners that indicate its inclination toward any particular political parties, political united fronts, politicians or any persons relating to politics, persons with a political power or political candidates, whether directly or indirectly, at a local, regional, national, international or global level. In addition, the Company has paid respect to the political rights and freedom of the employees who act as a good citizen according to the Constitution and under the Democratic Form of Government with the King as Head of the State.

3.8 IRPC has established measures to supervise anti-fraud and anti-corruption; for example, risk assessment of potential fraud and corruption in every operational procedure such as contact with the public sector and permit, sales activities, marketing activities, procurement of supplies and preparation of contract etc., including the evaluation of efficiency and effectiveness of such management on a regular basis in which GRC (Governance, Risk Management and Compliance) will be applied and integrated.

3.9 IRPC has set up human resources management such as the recruitment and appointment of personnel, career promotion, training, operational assessment and employees' remunerations that reflect the Company's determination on anti-fraud and anti-corruption measures. This can be achieved by specifying that the supervisor shall communicate to the employees and make them understand such measures. Besides, the Company shall supervise the employees' compliance in order to ensure the efficiency of the established measures. The Company has also set forth the principle that it will not demote, punish or give negative impact to the employee who refuses to commit fraud and corruption although such refusal may cause the Company to lose its business opportunity whereby the Company shall establish clear communication procedures relating to such principle.

3.10 IRPC has established the internal control system and measures to ensure that the financial report, accounting procedures and records have been made with accuracy, transparency and can be verifiable. Besides, data, documents, evidences, financial reports and other memorandums have been maintained and shall be available for verification to confirm the accuracy and suitability according to anti-fraud and anti-corruption measures.

3.11 IRPC has established measures in supervising trade partners to ensure the suitability and adequacy of their compliance with anti-fraud and anti-corruption measures.

3.12 IRPC has consistently communicated and provided trainings to the personnel to foster their knowledge and understanding of anti-fraud and anti-corruption measures.

3.13 IRPC has set forth the anti-fraud and anti-corruption guidelines to ensure the compliance of IRPC personnel and other related persons with IRPC Group Way of Conduct via appropriate channel to

promote, encourage and monitor the strict compliance with anti-fraud and anti-corruption measures as well as specify appropriate follow-up measures.

3. 14 The Internal Control Unit shall report any suspicious matters or behaviors regarding fraud and corruption to the Chief Executive Officer and President and the Audit Committee to further report to the Board of Directors for acknowledgement.

#### **4. Channels for Whistleblowing or Complaint Filing**

Personnel of IRPC must not ignore or overlook when they notice any acts that may violate the anti-fraud and anti-corruption policy. Therefore, the Company has specified channels for whistleblowing, complaint filing and whistleblower protection which shall be in accordance with the regulations of IRPC Public Company Limited regarding complaint filing and whistleblowing. Nonetheless, every clue and complaint will be inspected for facts and in a case where there are complimentary data and evidences, further proceedings according to the steps specified by the Company in a written form will be carried out.

Channels for whistleblowing or complaint filing:

- Via e-mail: [auditor@irpc.co.th](mailto:auditor@irpc.co.th)
- Via regular mail: Chairman of the Audit Committee  
IRPC Public Company Limited  
555/2 Energy Complex Center, B Building, 6<sup>th</sup> Floor  
Vibhavadi Road, Chatuchak, Chatuchak, Bangkok 10900
- Via P.O Box: P.O Box 35 Por Nor For Sun Tower Building  
Bangkok 10905

For further information about policies and guidelines, please contact the Corporate Compliance Unit or send e-mail to [cg@irpc.co.th](mailto:cg@irpc.co.th)

#### **5. Measures to Protect the Whistleblower or Complainant and Person Cooperating with the Inspection of Facts**

The whistleblower or complainant and person cooperating with the inspection of facts shall be protected according to the following criteria as indicated below:

5. 1 The whistleblower or complainant and person cooperating with the inspection of facts can choose not to disclose his/her identity if he/she considers that such disclosure may bring about any dangers or damages. In a case that such identity disclosure does take place, the Company can report progress and facts for acknowledgement or alleviate damage more conveniently and speedily.

5.2 The Company shall not disclose name, last name, address, picture or any other information that can identify the whistleblower or the complainant and the person cooperating with the inspection of facts and further investigate whether there are sufficient facts.

5.3 The person receiving complaints must keep relevant information confidential and shall disclose such information only as deems necessary by taking into consideration the safety and potential damage that may negatively affect the whistleblower or complainant and the person cooperating with the inspection of facts.

5.4 In a case that the whistleblower or complainant and person cooperating with the inspection of facts consider that they may be in danger or may be negatively affected with any damages, the whistleblower or the complainant or person cooperating with the inspection of facts can request the Company to determine appropriate protective measures or the Company may set forth such protective measures without being requested if the Company deems that any specific matters tend to incur trouble, damage or danger.

5.5 Any victims or casualties shall receive mitigation which shall be carried out by appropriate and fair procedures.

5.6 In a case that the whistleblower or the complainant and person cooperating with the inspection of facts have reported their concern or raised questions honestly, the Company cannot use this concern or question as an excuse to act in any manners negatively affecting the employment of such employee, whether they be a job transfer, demotion, job suspension, removal of welfare etc. Moreover, the Company must prohibit any persons to retaliate the whistleblower or complainant and person cooperating with the inspection of facts. However, such retaliation against the whistleblower or complainant and person cooperating with the inspection of facts who report their concern or doubt with honesty is considered unethical and can lead to a disciplinary action according to the Company's regulations.

## 6. Penalty

Any frauds, corruptions or briberies are deemed disciplinary misconduct and are punishable under the civil law and criminal law. Thus, IRPC has set forth the penalty measures for every IRPC personnel who violate or do not comply with the anti-fraud and anti-corruption policy. Any acts that violate or contradict to this policy, whether directly or indirectly, shall be considered a severe breach of IRPC Public Company Limited's rules and regulation relating to business operation and shall be deemed severe misconduct that will be penalized according to Section 8 concerning disciplines and disciplinary actions of rules and regulation relating to such operation. This penalty may include the termination of employment in a case where the Company deems necessary or appropriate

Announced on 31 May 2021

Mr. Kris Imsang

Chairman

(Air Marshal Bunsuib Prasit)

Chairman of Corporate Governance Committee

Mr. Chawalit Tippawanich

President and Chief Executive Officer

(By the resolution of the Board of Directors of IRPC Public Company Limited No.6/2021 on 24 May 2021)