



Anti-Corruption Policy

QTC Energy Public Company Limited
and Subsidiaries



“Corruption is unacceptable.”

A Message from the Chairman of the Board of Directors

QTC Energy Public Company Limited or “QTC” has a good corporate governance philosophy, based on corporate governance principles and ethics, with an accountability for society, environment and all stakeholders. Adhering to fair business competition with the best quality of products, the Company recognizes that corruption is a serious threat that destroys fair competition and causes damage to national economic and social development.

To insist on ideology and raise awareness among directors, executives, employees and all stakeholders, the Company has announced its intention to be part of Thailand’s Private Sector Collective Action against Corruption (CAC). In order to ensure that the Company complies with anti-corruption measures, the Company has developed written anti-corruption policy and relevant practices to be guidelines for all personnel at all levels as a basis for their work. It is part of the Good Corporate Governance Policy of QTC Energy Public Company Limited and its subsidiaries as our intention to make it a part of corporate culture and value “Corruption is unacceptable.”

The Board of Directors expects all directors, executives, employees and all stakeholders to cooperate in the implementation of the anti-corruption policy and related practices to build the prosperity and develop the sustainable enterprise together forever.

Mr. Krirk-Krai Jirapaet

Chairman of the Board of Directors
QTC Energy Public Company Limited



Objectives

1. To show the Company's intent and determination to fight corruption in all forms, both directly and indirectly.
2. To set practices for all directors, executives, and employees to participate, promote and create corporate culture in the fight against corruption.
3. To build confidence in our customers, trading partners, business alliances, and other stakeholders such as employees, government, auditors, and more.

Scope and Enforcement

This anti-corruption policy is in line with the anti-corruption law of Thailand, which applies to the Board of Directors, executives and employees, covering all business activities of QTC Energy Public Company Limited and all subsidiaries, including those companies in which QTC holds more than fifty percent of the total voting shares of such companies.

The Company hopes that customers, trading partners and business alliances will strictly follow this policy and support the Company in the fight against corruption.

Definition

Disloyalty means the misuse of the authority or property for benefits of oneself and related persons or for any other undue benefits, which causes damages to the interest of others. Disloyalty may occur in many ways such as corruption, conflict of interests, money laundering, embezzlement, concealment, window dressing, obstruction of justice, etc.

Corruption means the misuse of the position power, including bribery by giving or accepting bribes or pledges, requests or claims, either as property, money, money-substitute, rights or other benefits, which are against the morals, ethics, and laws, or rules, regulations, policies, government officials or any other person conducting business with the Company or its subsidiaries, whether in the country or abroad, in order to obtain the undue interests for oneself and related persons.

Bribe means the incentive, compensation, reward or benefit offered, promised or given to any person in order to convince or influence such person to act or make any decision for commercial benefits, contracts, control powers, or personal interests.

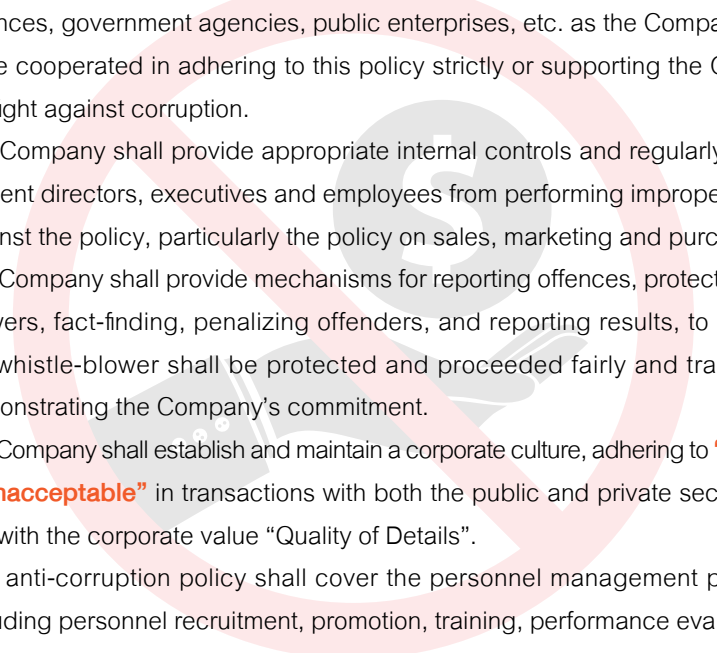
Political Support means any assistance whether in financial or other forms to support political parties' activities. **Financial support** includes loans to political parties, donations to political parties, etc. **Other support** includes advertising to support political parties, purchasing event tickets to raise funds for political parties, etc.

Related person means spouse, children, parents, siblings/close relatives, and acquaintances of directors, executives and employees at all levels of the Company and its subsidiaries.



Anti-Corruption Policy

1. Directors, executives and employees are prohibited from collecting and agreeing to accept bribes from business related parties such as customers, trading partners, business alliances, government agencies, public enterprises, etc., both directly and indirectly.
2. Directors, executives and employees are prohibited from committing or supporting any form of bribe to business related parties such as customers, trading partners, business alliances, government agencies, public enterprises, etc. in all activities that are subject to the Company's business activities, both directly and indirectly.
3. The Company shall be political neutral. The Company shall not provide political support to any particular political party or any particular political candidate. Nevertheless, the Company recognizes that employees at all levels freely have the individual right and political freedom to participate in or support political activities if they carry out such activities outside of work hours and do not use the Company's assets or claim on behalf of the Company to do so.
4. The Company shall develop preventive measures and anti-corruption practices in line with relevant laws and ethical codes. Relevant or fraud-prone activities shall be evaluated and reviewed regularly (on a quarter basis). In addition, clear practices shall be developed to ensure that directors, executives, and employees strictly observe.
5. The Company shall provide directors, executives and employees with knowledge on preventive and anti-corruption measures to promote ethical practices, honesty and responsibility.

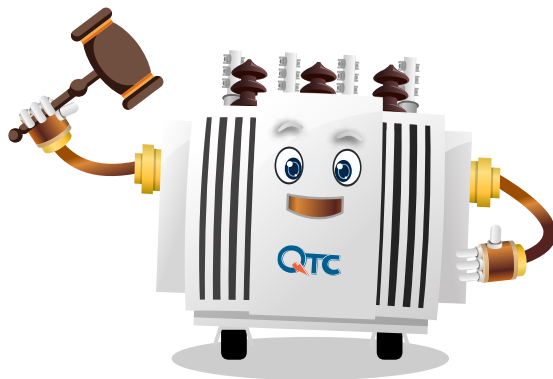
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6. The Company shall provide policy communications and preventive and anti-corruption practices to business related parties such as customers, trading partners, business alliances, government agencies, public enterprises, etc. as the Company expects to be cooperated in adhering to this policy strictly or supporting the Company in the fight against corruption.
 7. The Company shall provide appropriate internal controls and regularly reviews to prevent directors, executives and employees from performing improper actions or against the policy, particularly the policy on sales, marketing and purchasing.
 8. The Company shall provide mechanisms for reporting offences, protecting whistle-blowers, fact-finding, penalizing offenders, and reporting results, to ensure that the whistle-blower shall be protected and proceeded fairly and transparently, demonstrating the Company's commitment.
 9. The Company shall establish and maintain a corporate culture, adhering to **“Corruption is unacceptable”** in transactions with both the public and private sectors, and in line with the corporate value “Quality of Details”.
 10. This anti-corruption policy shall cover the personnel management procedures, including personnel recruitment, promotion, training, performance evaluation, and compensation. Supervisors at all levels are required to communicate and convey the policy to employees so that they can use it as a guideline for their practices and ensure their work efficiency.



Roles, Duties and Responsibilities

1. **The Board of Directors** has the duty and responsibility to approve the policy and supervise effective anti-corruption system to ensure that the management is aware of and focus on anti-corruption and cultivate company culture.
2. **The Audit Committee** has the duty and responsibility to review the financial reporting system, internal control system, internal audit system, and risk management system related to corruption, to ensure that it meets international standards in a careful, appropriate and effective manner. The duty and responsibility also includes receiving complaints/clues about corrupt practices and fact investigation.
3. **The Internal Auditor** has the duty and responsibility to validate and review the work performance that it complies with the policies, work practices, authorities, rules and regulations, and laws or applicable regulatory requirements, to ensure that the control systems are appropriate and adequate for the potential corruption risk, and then report to the Audit Committee.
4. **The Risk Management Committee** has the duty and responsibility to evaluate and identify the risk of the Company's business processes at potential points of corruption, associating with the relevant authorities, and to review or establish appropriate preventive measures and then report to the Audit Committee.
5. **The Executive Committee** has the duty and responsibility to review and propose to the Board of Directors for approving various policies, monitor and supervise the operations in accordance with the policies and practices, as well as, regularly review relevant measures to ensure compliance with the laws.

6. **Managing Directors (of all subsidiaries)** have the duty and responsibility to enforce and regulate the operations in accordance with the policies and practices.
7. **Administrative Department and Sustainable Corporate Development Department** have the duty and responsibility to promote practices, such as providing document or promoting activities to build understanding of practices for related persons, until the practices become the corporate culture of both within the organization and the external stakeholders.
8. **Employees** at all levels have the duty and responsibility to strictly follow the anti-corruption policy and related practices, including policies, orders, announcements, or other associated practices.





Compliance Practices

1. Directors, executives, and employees at all levels are required to strictly comply with anti-corruption policy and code of conduct, as well as applicable rules and regulations, not to be involved in any acts of corruption, whether directly or indirectly, for interests of oneself, related persons, friends and acquaintances.
2. Directors, executives, and employees at all levels shall not ignore or disregard any acts of corruption related to the Company, shall report to the supervisor or the person in charge, and shall cooperate in investigating the facts. For any questions or concerns, consult the supervisor or the person responsible for monitoring the Company's ethics compliance through the prescribed channels.
3. The Company shall ensure fairness and protect persons who have denied or reported corruption related to the Company, by applying measures to protect complainants or collaborators in reporting corruptions. And no action will be taken to degrade, punish or negatively affect employees who refuse to commit fraud, even if such action would cause the Company to lose any business opportunities.
4. Directors, executives, and employees at all levels committing fraud are wrongdoers who shall be subject to the Company's disciplinary action and shall be punished by law if the action is illegal.
5. For clarity on how to deal with high-risk corruption manners, directors, executives, and employees at all levels are required to treat with caution in the following.
 - 5.1. **Gift giving, receiving, entertainment** shall be complied with the Company's Code of Conduct and compliance practices for gift giving, receiving, entertainment (QTC_HM_006).
 - 5.2. **Charity donations, sponsorship** shall be conducted transparently and legally, and ensure that donations or funds not be used as an excuse for bribery. This shall be followed the compliance practices for charity and sponsorship (QTC_HM_007).

- 5.3. **Procurement** with both public and private partners, any proposals, pledges, requests, claims, bribes to conduct all types of the Company's businesses are prohibited. Liaison with government and private partners must be transparent, honest, fair and legitimate. This shall be complied with the procurement procedures (QTC_PD_005) and procurement policy, as well as, other related practices.
- 5.4. **Sales** to both public and private customers, any proposals, pledges, requests, claims implying fraudulent behavior or bribery to conduct all types of the Company's businesses are prohibited. Liaison with both public and private customers must be transparent, honest, fair and legitimate. This shall be complied with operational procedures related to customers (QTC_PD_001, QTC_PD_051), including sales management regulations, domestic sales policy, international sales policy, special project sales /associated service sales policy, which are subject to change based on annual sales and marketing strategies approved by authority as prescribed.
- 5.5. **Sales of assets/waste materials** shall be conducted transparently and verifiably according to the Company's policy. Relevant persons are required to follow the operating procedures for sales of old and disused assets (QTC_WI_126).
- 5.6. **Disclosure of personal information or confidentiality** of customers, trading partners or business alliances such as telephone numbers, addresses, etc. to other persons or agencies for the benefit of oneself or others ***shall be deemed to fraud and corruption***. Directors, executives, and employees are prohibited from doing so, except for the disclosure of the name of the customer for official reference to the product or service and for the benefit of the corporate image and confidence in other customers. However, in such action, the Company shall be required to officially get permission from the customer and act on behalf of the Company only.

5.7. **Trade and investment** policy of the Company shall be based on maximizing the value and benefits of stakeholders, adhering to fair competition, and operating in accordance with the principles of good corporate governance. All increasing/decreasing investments and investments in new businesses are required to be approved in accordance with approval procedures by authority and by the Board of Directors at all times. The Company has no policy to call, receive, offer or provide financial or other benefits to any person or entity for the purpose of obtaining business contracts, privileges, practices or omissions of any unlawful or unethical behavior.

5.8. **Loan and obligation**, the Company has defined the process of borrowing, lending, establishing obligations between the Company and other entities or persons. All operations are required to be approved in accordance with approval procedures by authority and by the Board of Directors at all times. Calculating benefits or interest among each other should be appropriate. The Company has no policy to call, receive, offer or provide financial or other benefits to any person or entity for the purpose of obtaining loan agreements, causing/removing any unlawful or unethical obligation of the Company.

5.9. **Accounting – Financial Operations**

Money Receiving – Paying

The Company has the following requirements:

1. **Receiving money from customers, corporations or individuals**

1.1. Before each money receiving, the operator must know the purpose of receiving the money and consider if there is a good reason for receiving the money.

1.2. For each money receiving, the receipt must be issued as proof to the payer. And there must be documents that can be recorded according to accounting principles.

- 1.3. In the case that receiving money is unlawful or made for wrong purpose, the operator must refuse to receive it and notify the supervisor immediately in order to find solutions to prevent and correct it. In the case where it involves legal issues, the operator must consult legal consultants to proceed appropriately.
 - 1.4. Ask for cooperation with the payer to pay a crossed check and specify "A/C PAYEE" or transfer it to the Company's bank account. In case of cash receiving, there must be a process to ensure that all cash is properly deposited into the bank.
 - 1.5. It is prohibited to transfer the amount payable to the Company to the employee's account or any other person's account without the Company's authorization. The payer also is not allowed to do so.
 - 1.6. It is prohibited to call, offer or give any financial benefits or other benefits to the payer in order to delay the payment to the Company or cause the Company's damage from not receiving the payment or receiving the late payment or not receiving the full payment.
- 2. Payment to creditor, juristic person or any other person**
- 2.1. Before each payment, the operator must consider the purpose of such payment, and it is required account recording by the accounting department with accuracy in accordance with accounting principles and relevant laws.
 - 2.2. If any item is found to be incorrect or inappropriate, it must be reported to the supervisor and to find solutions to prevent and correct it according to accounting principles and relevant laws.
 - 2.3. For each payment, payment authorization is in accordance with the authority table of the latest notification.
 - 2.4. For each payment, proof of payments required by law (Revenue Code) must be given.

- 2.5. Creditors or payees must be treated in an equal manner. The operator must process payments according to the appropriate business conditions, not discriminate against any creditor or payee with prejudice or bias.
- 2.6. It is prohibited to call, offer or give any financial benefits or other benefits to the creditor or payee in order to cause the Company's damage from payment or late payment or not paying the full amount.

Accounting – Financial Report

The Company requires the person responsible for accounting and finance to apply the relevant accounting and financial reporting standards as prescribed by the Federation of Accounting Professions. Those responsible for accounting-finance, executive, and/or related persons are not allowed to do window dressing accounting.

- 5.10. **Human Resources Procedures.** The Company has set the procedures for human resources as working guidelines, including training procedures (QTC_PD_018), organizational structure and job description improvement procedures (QTC_PD_023), recruitment procedures (QTC_PD_025), rules and regulations for operation (QTC_HM_001), employee welfare (QTC_HM_003), as well as human resources management policy focusing on equitable fair practice and respect for human rights. The Company has no policy to call for or received any benefits from applicants, employees or people involved in applying for a job, both during the application process and during the probationary period, to be settled as a regular employee.
6. **Complaints/Whistle Blowing.** The Company has set up channels for complaints or whistle blowing of unlawful actions or unethical actions or misconducts or violations of anti-corruption policies or practices that may imply fraud or misconduct of directors, executives, and employees in the Company and its subsidiaries. The Company also has set up a mechanism for protecting the information providers and given priority

to keeping confidential information to assure the complainants by suggesting them to follow the complaints/whistle blowing handbook (QTC_HM_008)

7. **Communication and Disclosure of Information.** The Company provides communication and disclosure of information related to anti-corruption so that employees, executives, directors, and stakeholders are informed through employee training, email publicity, posting of public relations boards, web site, annual report, annual sustainability report, or other appropriate means, such as inserting in executive meeting staff monthly activity, "5S & Safety & Happy Workplace" annual activity, anti-corruption campaign, etc.

For external stakeholders, the guidelines are as follows.

- Make written or email communications to partners and customers about policies and practices related to the corporate anti-corruption.
 - Disclose policies and practices related to anti-corruption through the Company's website.
 - Communicate through other appropriate media to demonstrate the Company's intention to invite relevant stakeholders to focus on anti-corruption, such as label anti-corruption on souvenirs or publications such as letterhead, purchase order, tax invoice, ending of email, etc.
8. **Date Recording and Storage.** The Company required that all information be recorded and stored in both electronic format and documents in accordance with accounting principles and related laws, as well as in the operating, document and data control procedures (QTC_PD_004) and quality records control procedures (QTC_PD_016), and there has been defined as an information policy for clear and secure information practices.

9. **Internal Audit/ Monitoring/ Control.** The Company requires internal auditing to be performed on a quarterly basis by an independent external agency that directly reporting to the Audit Committee. The agency is responsible for monitoring the Company's internal processes to ensure compliance with the policy, applicable laws and regulations, and to ensure transparency and verifiability. Internal Auditor shall review and monitor the results of corrective actions, provide appropriate recommendations, and report to the Audit Committee on a quarterly basis.
10. **Risk Assessment/ Review.** The Company requires the Risk Management Committee to assess and review corruption risk with the relevant authorities in accordance with the COSO Risk Management Guidelines every three months (quarterly), and set up a comprehensive anti-corruption measure in risk-based activities, as well as prepare a written practice.
11. **Review of Anti-Corruption Policy.** The Company requires the Risk Management Committee to regularly review the suitability of the policy at least once a year, by taking into account the country situation, the Company's yearly performance, internal audit report, risk management report, etc., and propose suggestions to the Board of Directors for their approval.

This is the 5th anti-corruption policy, replacing the 4th anti-corruption policy, dated 7 September 2017. Therefore, this policy is now effective.

This policy and practice has been approved by
the resolution of the Board of Directors' Meeting
No. 3/2561, Dated 10 May 2018

Channels for Reporting Clues or Complaints

Audit Committee



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คุณภาพแห่งความประณีต
QUALITY OF DETAILS >>
D - DYNAMICS E - ENVIRONMENT
T - TEAMWORK A - ACHIEVEMENT
I - INNOVATION L - LEADERSHIP S - SERVICE

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