



# **Anti-Corruption Policy**

Group Lease Public Company Limited

And subsidiaries

Thailand

## Message from Chairman

Dear Directors, Management and all staffs

Group Lease Public Company Limited (the “**Company**”) is committed to doing business based on transparency and good corporate governance principles. A strict anti-corruption policy has therefore been implemented, because the Company is fully aware that corruption is something that damages the stability and growth of the Company itself, as well as related stakeholders, society and the economics of the country as a whole.

This Anti-Corruption Policy has been set up in anticipation that it will act as a guideline for the directors, management and employees of the Company and subsidiary companies, as well as other business-related persons in order for them to do business together with integrity, transparency and without any form of corruption, whether directly or indirectly. In doing so, the Company will not only demonstrate responsibility towards society but also contribute to the sustainable growth of the Company. This policy is considered to be a part of the Company’s Code of Business Ethics, the guidelines and operating standards of which have been set up as the Company’s rules to facilitate the practical application thereof. Moreover, such rules or procedures shall be regularly reviewed to always be in compliance to the changing laws and business environment.

On behalf of the Company’s Board of Directors, I sincerely hope that the directors, management and all employees shall strictly comply with this Anti-corruption Policy and all the related rules for the betterment and sustainable growth of the Company.



( Mr. Skol Harnsuthivarin )  
Chairman of the Board of Directors  
Group Lease Public Company Limited

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**Group Lease Public Company Limited**

**Anti-Corruption Policy**

**(Amended (1) by the resolution from the Board of Directors' Meeting No. 11/2019**

**Held on 17<sup>th</sup> September 2019)**

### **Rational and Principle**

Group Lease Public Company Limited (the “**Company**”) is committed to doing business based on transparency and good corporate governance principles. A strict anti-corruption policy has therefore been implemented, because the Company is fully aware that corruption is something that damages the stability and growth of the Company itself, as well as related stakeholders, society and the economics of the country as a whole.

The Company has already stipulated corruption as a prohibited action in the Employees’ Regulations and also included this in the Company’s Code of Ethics. However, the Board of Directors has improved such regulations with clearer and more updated provisions and this Anti-corruption Policy shall be inserted as part of the Company’s Code of Ethics.

### **Objectives**

To determine appropriate policy and operational guidelines in order to counter all types of corruption to ensure that the Company will operate its business with integrity and transparency, thus demonstrating corporate responsibility towards society, and also follow the guidelines of Private Sector Collective Action Coalition Against Corruption Project (CAC).

### **Definition according to Anti-corruption Policy**

“Corruption” means the wrongful use of power, whether in any form or any manner, directly or indirectly, such as from offering, promising, soliciting, demanding, giving or accepting bribes to/from government or private sector officers in order to influence such persons to do any actions or to refrain from carrying out their duties which are considered illegal or violating rules or against good morals, in return for securing wrongful benefits for oneself, family, friends and acquaintances or to get business for the Company, including any acts that are against or contrary to the Company’s Code of Ethics. Exceptions shall be applied in the case where laws, regulations, notifications, standards, customs or business traditions permit it.

## **Anti-corruption Policy**

This policy shall be applied to all directors, management and employees of the Company and the subsidiaries under its control in Thailand. Those subsidiaries which are located in other countries shall also be informed and encouraged to comply with this Anti-Corruption policy. As such, directors, management and employees of the Company and its subsidiaries are prohibited from participating in any corruption, and giving or receiving bribes to or from the government or private sector officers in any form, whether directly or indirectly, in return for wrongful benefits for themselves, their families, friends and acquaintances or to get business for the Company or for commercial advantage. On the contrary, they have to comply with the Company's Code of Ethics and other laws in Thailand in relation to anti-corruption. The Company shall regularly review their compliance with the Anti-corruption Policy to revise and improve the operation guidelines to always be in line with the changing business environment, regulations and laws.

## **Roles & Responsibilities**

1. The Board of Directors are responsible for determining the policy of and forming efficient supporting systems to comply with the Anti-Corruption Policy and monitoring its implementation to ensure that the Company operates its business with integrity, transparency and free from bribes or corruption as stipulated in its objectives.
2. The Chief Executive Officer (CEO) has the duty and responsibility to put in place a scheme that promotes and supports the Anti-corruption Policy being communicated to the Company directors, management, staff and related business partners.
3. The Audit Committee is responsible for reviewing the Company's financial and accounting reports, internal audit system and risk management system in order to ensure that such systems are appropriate, up to date, in compliance with international standards and sufficiently effective to protect against any corrupt acts, as well as to ensure that the related rules and regulations of the Company are regularly reviewed and adjusted to always be in line with any changes to the Company's policy.
4. The Corporate Governance Committee has the duty and responsibility to supervise compliance with various policies in relation to anti-corruption, as well as defining and approving the anti-corruption guidelines, and reviewing and revising Company policies, including guidelines relating to anti-corruption.
5. The Internal Audit Department is responsible for monitoring and reviewing whether the anti-corruption initiatives are performed accurately as regulated in the Anti-Corruption Policy, operational guidelines and line of authorization, including auditing the employees' operations as well as responding to any queries and interpreting of cases, advising on proper practices. It shall report the audited results, especially the corruption cases, to the relevant executives or supervisors for investigation and or penalties according to the Company's regulations and Code of Ethics and summarize the final results to the Audit Committee and the Corporate Governance Committee.

6. Management in all departments is responsible for ensuring that all their subordinates acknowledge and understand the Anti-Corruption Policy and comply with the policy by participating in training courses and also acknowledge that there is a penalty for breaching such policy.
7. All employees are responsible for complying with this policy and should not be negligent, but consider it their duty to report any corrupt acts they have witnessed to the supervisor or Internal Audit Department without delay in order to have the case investigated to protect against or to stop such corrupt acts.

### **Anti-Corruption Guidelines**

1. All directors, management and employees at every level must follow the Anti-corruption Policy as well as the Company's Code of Ethics, rules & regulations by avoiding being involved in any corruption, whether directly or indirectly, in return for benefits for themselves, their families, friends, or acquaintances or to secure business or for commercial advantage.
2. For clarification and appropriateness on processes which are at high risk of corruption, directors, management and employees at every level must strictly conform with the following courses of action:

#### **2.1 Gifts, Hospitality or Entertainment**

- Strictly comply with the rules and procedures regarding the offering and accepting of gifts, hospitality or entertainment stipulated in the Company's rules.
- Must not solicit, accept or agree to accept cash, things or other benefits from those who have a business relationship with the Company in return for any courses of action which contribute to any benefits or advantages to them, whether directly or indirectly.
- May accept or offer gifts under normal custom as deemed appropriate.
- Must not accept any entertainment invitation which is beyond normal status or business relationship.

#### **2.2 Charitable Contribution or Sponsorship**

- The Company is allowed to make charitable contributions in the forms of both cash and things for corporate social responsibility or image enhancement purposes, provided that there are no business expectations in return.
- Sponsorship is another form of public relations of the Company which is different from charity. Sponsorship might be in form of funds for supporting education, recreation or sports activities, etc.

- In the event that the charitable contributions or sponsorship are made in the form of cash or cash equivalent, a memorandum specifying the name or organization of the recipient, objectives and budget, including all other supporting documents, should be prepared and signed in approval by the relevant level of Management of the Company. Those organizations requesting contributions must be a juristic person, foundation or religious or other charitable organization and not individual persons. The contributed funds must be in the form of a cheque or cash deposited into the bank account under the name of recipient's organization. Official receipts from the recipient should be issued specifying only the Company's name as the Donor or Sponsor.

### 2.3 Political Activities Support

- The Company has a policy not to support any political activities and shall be neutral and not biased towards any one political party.
- Employees have the right to participate in political activities under constitutional provision but such participation must be in a private capacity and must not utilize the Company's equipment for such political participation in order to avoid any misunderstanding that the Company is involved in such activities in support of any political party.

### 2.4 Procurement and Hiring

- The procurement and hiring processes stipulated in the Company's rules must be strictly complied with.
- The related vendors or suppliers or contractors shall be notified of this Anti-corruption Policy. The Company reserves the right to cancel the contract if it is found out that the vendor or supplier or contractor is involved in corruption or giving bribes.
- Employees, especially those who are involved with the procurement and hiring processes of the Company must not accept any gifts, remunerations, invitations to dinners or receptions from suppliers or vendors which have been especially arranged for a particular person or group, including invitations to business trips sponsored by the suppliers in return for business advantage.
- Employees shall not disclose quoted prices or technical information informed by a vendor or supplier.
- Procurement and hiring processes shall be carried out transparently, impartially and honestly and without any undue or illegal influence.
- Employees must not anticipate or solicit for any personal or group's benefit from suppliers or vendors under any circumstances and must not accept any money or bribes in whatever form.
- When employees recommend a contractor or supplier to the Company, such action must not give rise to conflicts of interests or interfere with the Company's

procurement process and must not involve any unlawful act for personal gain or must not done in order to gain both direct and indirect benefits for or from such contractor or supplier recommended by the employees.

#### 2.5 Auctioning of Repossessed Motorcycles

- The process for auctioning repossessed motorcycles stipulated in the Company's rules must be strictly complied with.
  - Employees, especially those who are involved in dealing with the repossessed motorcycles auction, must not solicit or accept bribes, whether in the form of cash or things, accept invitations to dinners or receptions specially arranged for an individual or group in return for prior disclosing of bidding figures to any one bidder which may lead to any unfair advantage among bidders.
  - Directors and employees and their family have to follow the same auction process as ordinary customers. And such acquisition and auction of motorcycles should be for personal use only and not for commercial gain, which may lead to a conflict of interest with the Company's business.
3. If they come across any violation of the Anti-Corruption Policy, employees are obliged to notify any suspicions or report such malpractice without delay to the Management or their supervisor or Internal Audit Manager in line with the Company's Whistle Blowing Policy. In the case of any question about the policy or rules, employees should seek advice from their direct supervisor or the Internal Audit Manager.
  4. The Company has the policy to protect an employee who reports their suspicions or refuses to carry out a corrupt act if it is done in good faith. The name of such employee shall be kept confidential and such employee will not be penalized or subject to disciplinary action or demotion, suspension or layoff or any other actions that have an adverse effect on such employee.
  5. A person who commits corruption is also considered to be violating the Company's Code of Ethics and employees' rule and regulations and is subject to disciplinary action according to the Company's rules. However, before such person is subject any penalty, the Investigation Committee shall be set up to investigate the truth of the matter. The Chief Operating Officer is authorized to select the Investigation Committee members. After investigation, if the accused is found guilty, the possible penalty sentences should be quoted and summarized to the Audit Committee for acknowledgement.
  6. In order to be fair to the person accused of corruption, such person may file a complaint to defend himself by following the process of complaint filing stipulated in the Company's rules, and such complaint should be done in writing and attach all related documents or evidences (if any), signed and submitted to the Investigation Committee. The Investigation Committee's judgment is considered final.
  7. The Internal Audit Department must regularly evaluate the risks arising from bribery and corruption in every department which may arise from operations, as well as review risk

criteria and various regulations appropriately to be able to minimize the risk to ensure they remain at an acceptable level and follow up for the implementation of this policy.

8. The Company shall maintain its internal control system to be effective against bribery and corrupt acts by determining the rules and operation process carefully with a check-and-balance system and strictly overseeing the implementation of the set rules.
9. The Anti-corruption Policy shall be used as part of the personnel management of the Company, which includes nomination, selection, training, evaluation, promotion and remuneration.
10. Employees shall not take advantage of their positions in the Company to enter into illegitimate relationships, or carry out sexual harassment, or discrimination in any manner (inclusive of prejudice against race, sex, disability or religion), burglaries, threats, coercion or other unlawful actions.
11. Employees and Directors shall receive via e-mail the Company's regulations, Code of Ethics and this Anti-corruption Policy and Whistleblowing policy and the hard copy will be posted on the employees' notice board at the Company's head office as well as branch offices, to ensure their acknowledgement and understanding of such rules and policy. The Anti-corruption Policy shall be included in the orientation course for new employees and shall be posted on the intranet system and website of the Company at [www.grouplease.international](http://www.grouplease.international) for disclosure to the public. In addition, the employees, Directors and the public shall be informed whenever there is any significant change.
12. The Company shall communicate the Anti-corruption Policy and steps to counter bribery to its suppliers, vendors and contractors who have business relationships with the Company for acknowledgement since the beginning of business relationship and afterwards as deemed appropriate. The Company shall also encourage them to strictly adhere to the same standards of corporate social responsibility as the Company does.

#### **Effective Date**

The Anti-Corruption Policy (Amended no. 1) shall be effective on 18<sup>th</sup> September 2019.

*Skol Harnsuthivarin*

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( Mr. Skol Harnsuthivarin )  
Chairman of the Board of Directors  
Group Lease Public Company Limited