



**THAI
MEIRA**

Whistle - Blowing Policy



Thai Meira Co., Ltd.

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Thai Meira Co., Ltd.

Whistle-blowing Policy

1. INTRODUCTION

Thai Meira Co., Ltd. (“the Company” or “Thai Meira”) is committed to conducting its business ethically and with integrity as well as strictly complying with all related laws and regulations. The Company expects its directors, executives and employees to uphold this principle and adhere to it.

With this commitment, the Company’s Board of Directors has approved and adopted the following Whistle-blowing Policy (“this Policy”) in order to provide channels for all the executives, employees and other stakeholders to make a complaint, or report any misconduct or fraud, or suspicions thereof, involving the Company.

2. PURPOSE

This Policy is intended to:

- 1) Encourage all the directors, executives, employees and other stakeholders of the Company to make a complaint, or report any misconduct or fraud, or suspicions thereof, involving the Company.
- 2) Provide secure and confidential channels for making a complaint, or reporting misconduct or fraud.
- 3) Protect whistle-blowers and all other persons who cooperate with the Company’s investigations of misconduct or fraud from any kind of retaliation, such as job transfer, suspension from work or termination of employment, or any unfair acts.
- 4) Prevent misconduct or fraud and help to detect and reduce the impact or loss that may have arisen as a result of misconduct or fraud.
- 5) Enhance the image of Company and strengthen the ethical culture of its employees.

3. SCOPE

- 3.1 This Policy applies to all directors, executives and employees of the Company.
- 3.2 This Policy covers all acts of misconduct or fraud (which have either occurred or are suspected) involving the executives, employees, suppliers of goods and/or services, creditors, customers, business partners, shareholders, directors, and other stakeholders who have any kind of business relationship with the Company.

4. DEFINITION

In this Policy, the words and expressions listed below shall have the meanings hereby assigned to them except where the context otherwise requires.

1. “Misconduct” means any action or omission by the executives or employees that violates the Company’s Code of Conduct, work rules, regulations or policies, or any law relevant to the Company’s business.

2. “Fraud” means an intentional act carried out by an individual or a group of people in order to directly or indirectly gain an unlawful or unfair advantage. Fraud is classified into three categories as defined below.
(Details of each category are shown in *Appendix 1*.)
 - 2.1. *Fraudulent statements* – Any erroneous information or deliberate omissions in either financial or non-financial reports, with the intention of misleading the users of those reports.
 - 2.2. *Asset misappropriation*
 - 2.3. *Corruption* – The abuse of entrusted power for private gain or the benefit of other persons.
3. “Whistle-blower” means any director, executive, employee or other stakeholder of the Company who makes a complaint, or reports misconduct or fraud, or suspicions thereof, in good faith.

5. ROLES AND RESPONSIBILITIES

5.1 Executives and Supervisors

- 5.1.1 Act as good role models as well as encourage their subordinates to comply with the Company’s Code of Conduct, work rules, regulations and policies.
- 5.1.2 Promote and establish adequate and effective internal control and risk management systems as well as understand the types of misconduct or fraud that might occur within their departments and be aware of the indicators. (Examples of fraud indicators are shown in *Appendix 2*.)
- 5.1.3 Ensure that all members of their departments have acknowledged this Policy.
- 5.1.4 Establish a reassuring environment that will encourage whistle-blowers to come forward.
- 5.1.5 Report any act of misconduct or fraud they witness or suspect to Human Resources within seven (7) days.

5.2 Employees

- 5.2.1 Acknowledge and uphold this Policy.
- 5.2.2 Immediately inform their direct supervisors or use the reporting channel specified in this Policy if they witness any act of misconduct or fraud, or have reasonable grounds to believe that this has occurred.
- 5.2.3 Cooperate with and provide assistance to any related department in the Company that conducts an investigation of alleged misconduct or fraud.

5.3 Human Resources

- 5.3.1 Communicate this Policy to all executives and employees, organize related training sessions, and provide guidance on implementation.
- 5.3.2 Inform whistle-blowers of the progress of investigations and their outcomes.
- 5.3.3 Register all reported allegations and suspicions of misconduct or fraud, and submit a summary of these to the Executive Committee on a quarterly basis.
- 5.3.4 Monitor the effectiveness of this Policy.

6. MAKING A COMPLAINT OR REPORTING OF MISCONDUCT OR FRAUD

- 6.1 Any whistle-blower can make a complaint or report any act of misconduct or fraud at the Company, or suspicion thereof, through the following channels:
- 1) An employee's direct supervisor (manager level and above)
 - 2) The Head of Human Resources via email: Somchai@thaimeira.com
 - 3) The Head of Human Resources via mail at the address below.

Thai Meira Co., Ltd.

60/10 Moo 3, Siam Eastern Industrial Park
Mabyangporn, Pluakdaeng, Rayong 21140
THAILAND

- 6.2 Any whistle-blower of the companies should initially make a complaint, or report any act of misconduct or fraud, or suspicions thereof, through the respective company's channels. However, if the person making the report considers these to be inappropriate, he or she can report the matter directly to Thai Meira through the channels provided in 6.1(2) – 6.1(3).
- 6.3 After witnessing, suspecting or receiving an allegation of misconduct or fraud, a supervisor must notify Human Resources within seven (7) days in order to investigate it in accordance with the defined procedures.
- 6.4 Every person making a complaint, or reporting misconduct or fraud, or suspicions thereof, should complete the *Complaint & Misconduct and Fraud Report Form* (shown in *Appendix 3*), providing the necessary information to investigate the case (i.e. the person(s) involved, the act witnessed or suspected, the date(s) on which the act occurred, and any other relevant details). Although that person is not obliged to disclose his or her name or contact details, disclosure would help the Company because additional information may be required to establish the facts and conclude the investigation.
- 6.5 If an investigation finds that there is no evidence of misconduct or fraud, the executive or employee who made the report will not be penalized if his or her suspicions were communicated in good faith.

However, if it can be shown that an executive or employee made an unfounded accusation, or willfully provided false information intended to harm the Company or any of its employees, he or she may be subject to disciplinary action resulting in a verbal or written warning, suspension from work, termination of employment, or even legal proceedings.

7. THE COMPANY'S RESPONSE

- 7.1 The Company will investigate all complaints and reports of misconduct or fraud, or suspicions thereof, independently and impartially in order to obtain sufficient evidence to either substantiate or refute the allegations. If a case is proven, disciplinary action and/or legal proceedings will be taken in accordance with the Misconduct & Fraud Investigation Policy.
- 7.2 The Company will inform the whistle-blowers who have disclosed their names and contact details of the progress of investigations and their outcome. However, the Company may not provide details of the investigation process or any disciplinary action taken if these are deemed to be private and confidential.

8. PROTECTION OF EMPLOYEES

- 8.1 The Company will provide protection for employees who make a complaint, or report misconduct or fraud in good faith and/or assist an investigation, and will not tolerate threats or intimidation of any kind.
- 8.2 If an employee is threatened or intimidated in any way, he or she must immediately report the incident to the Head of Human Resources in order to arrange the necessary protection. The level of protection will depend on the severity and importance of the reported misconduct or fraud.
- 8.3 No executive or employee may terminate the employment of a subordinate who made a complaint, or reported misconduct or fraud, or suspicions thereof, suspend that person from work, or take disciplinary action against that person. Any executive or employee who fail to comply with these will be subject to disciplinary action.

9. CONFIDENTIALITY

Every person involved in receiving a complaint, or report of misconduct or fraud, or suspicions thereof, must treat all the information obtained as confidential, and only disclose this information to persons who require it for the investigation or have a legitimate need to know.

10. SEEKING GUIDANCE

If any executive or employee has a question about this Policy, he or she should contact either a supervisor or the Head of Human Resources or his or her respective business unit.

11. REGISTERING AND REPORTING

Human Resources is responsible for registering all allegations and suspicions of misconduct or fraud, and preparing summaries of each case (during and after the investigation) involving the Company which must be reported to the Executive Committee on a quarterly basis.

12. RELATED POLICIES

This Policy should be read in conjunction with the following documents issued by the Company:

- (1) Corporate Governance Policy
- (2) Code of Conduct
- (3) Work Rules
- (4) Misconduct & Fraud Investigation Policy

13. POLICY REVIEW

Human Resources will review this Policy every year and revise it as necessary.

Appendix 1

CATEGORIES OF FRAUD

The manual of the Association of Certified Fraud Examiners provides the following categories and details of fraud, although this is not an exhaustive list.

1. Fraudulent statements, both financial and non-financial reports, e.g. overstatement of revenue or assets, or understatement of expenses or liabilities.
2. Asset misappropriation
 - 1) Cash, e.g. larceny (embezzlement), skimming, or fraudulent disbursements.
 - 2) Inventory and other assets, e.g. larceny or misuse of these.
3. Corruption
 - 1) Conflicts of interest
 - 2) Bribery
 - 3) Illegal gratuities
 - 4) Economic extortion

Appendix 2

EXAMPLES OF FRAUD INDICATORS

Typical examples of fraud indicators are provided below although this is not an exhaustive list.

1. Changes in personal lifestyle, such as the acquisition of expensive cars, property, jewelry or clothing.
2. An employee with significant personal debt.
3. An employee not taking annual leave.
4. High employee turnover, especially in areas which are more vulnerable to fraud.
5. Unwillingness to share duties.
6. Lack of segregation of duties, especially in areas which are more vulnerable to fraud.
7. Reluctance to provide information to auditors.
8. Management decisions are dominated by an individual or a small group.
9. An employee displays significant disrespect for regulatory bodies.
10. Weak internal control environment.
11. Accounting personnel are lax or inexperienced in their duties.
12. The Company often changes the banks it uses.
13. The Company often changes its external auditors.
14. Sale of the Company's assets for less than the market value.
15. Use of complex financial products.
16. Extensive use of correction fluid and unusual erasures.
17. Use of photocopies instead of original documents.
18. Use of a rubber stamp instead of a real signature.
19. Discrepancies in handwriting or signatures.
20. Transactions initiated without the appropriate authority.
21. Unexplained fluctuations in inventory balances, variances, or turnover rate.
22. Unable to reconcile subsidiary ledgers with control accounts.
23. Extensive use of suspense accounts.
24. Improper or unusual record of general ledgers.
25. Number of failed log-in attempts higher than average.
26. Information systems being accessed outside of normal work hours or from outside the normal work areas.

Appendix 3

แบบแจ้งเรื่องร้องเรียน/เบาะแสการกระทำผิดและการทุจริต
COMPLAINT & MISCONDUCT AND FRAUD REPORT FORM

วันที่รายงาน: _____

Date of report

ชื่อ- นามสกุล *(เลือกที่จะไม่เปิดเผยได้): _____

Whistleblower's name (Optional)

ที่อยู่: _____

Address: _____

หมายเลขโทรศัพท์: _____ E-mail : _____

Telephone

บริษัทที่เกี่ยวข้อง : _____ วันที่เกิดหรือพบเห็นการกระทำผิด : _____

Name of company involved

Date of incident (and/or date misconduct or fraud was discovered)

โปรดระบุรายละเอียดเรื่องร้องเรียนของท่าน หรือ ลักษณะการกระทำผิดหรือการทุจริต

Please provide full details of the type of misconduct or fraud committed or suspected:

ชื่อ-นามสกุล ตำแหน่งของบุคคลหรือกลุ่มบุคคล และมูลเหตุที่ทำให้ท่านเชื่อว่ามีส่วนเกี่ยวข้องกับเหตุการณ์

Name(s) and job title(s) of person(s) believed to be involved and the basis for your belief:

มูลค่าของเงินหรือทรัพย์สินที่เกี่ยวข้อง / ประมาณการความเสียหายที่คาดว่าจะเกิดขึ้น (ถ้ามี)

Where money or other valuable assets are involved, estimate the suspected loss (if any)

หมายเหตุ : โปรดแนบเอกสารเพิ่มเติม (ถ้าจำเป็น)

Note: Attach additional sheets if necessary.