

## TEAM MEMBERS CODE OF CONDUCT

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### 1. INTRODUCTION

#### 1.1 Objective and Purpose

Minor International PCL believes in conducting business with uncompromising ethical standards. We are committed to a culture of compliance grounded in honesty, trust, and personal accountability.

This Code of Conduct sets out the values, principles, and rules which govern the behavior and actions of anyone who works here. These are the fundamental principles that everyone must uphold:

- Conduct business affairs honestly and ethically;
- Uphold our values and protect our reputation;
- Understand what is expected from employees and business partners;
- Make good decisions every day;
- Comply with the laws, regulations, and standards that apply to our business; and
- Understand where to go for assistance or guidance if you have questions.

#### 1.2 Scope and Applicability

This Code of Conduct (“**Code**”) applies to Minor International PCL, all business units, divisions, and offices, across all jurisdictions where we operate, including any subsidiaries and affiliates entities in which the Company has interest (all of the above are referred to throughout this Code as the “**Company**” or “**we**”).

This Code applies to anyone who works on the Company’s behalf, including permanent or contract employees, trainees, interns, consultants, contractors, executive officers, and board members (“**Team Member**”).

All Team Members must every year acknowledge that they have read and agree to uphold the Code. It is also your responsibility, as a Team Member, to report concerns about violations of the Code or suspected violations of law or regulations that govern the Company's operations. Failure to report a known or suspected breach of the law, Code, or other Company’ policies is itself a violation of this Code. It may result in disciplinary action up to and including termination of employment or contractual relationship.

#### 1.3 What You Need to Do

As a Team Member, you have a responsibility to ...

- Read the Code and follow it, along with any other policies that apply to your job.
- Use good judgment, being honest and ethical in every action you take. If you are asked to violate the Code, do not do it. Report the concern as soon as possible using a whistleblower channel.
- Follow the law and understand what laws apply to your job and our business. If you are in doubt about law or regulation, contact the Company’s legal department.
- Ask for help, when an answer is not clear, do not hesitate to ask for guidance before taking action.
- Pay close attention to any activity that is inconsistent with our Code, our policies, or the law.

- Do not ignore a violation. The harm to our Company and its reputation can be easily prevented by reporting your concerns immediately.

Anyone who violates this Code or Company policies may be subject to disciplinary action. The specific type of disciplinary action will be based on the circumstances and severity of each case. The action may include one or more of the following: verbal or written warning, suspension, demotion, disqualification from incentive compensation, termination of employment, or contractual relationship. In addition to these actions, violations of the law can trigger civil or criminal actions against you, your colleagues, or the Company with serious consequences.

If you are in a situation, which you believe may violate or lead to a violation of this Code, get in touch with us via any preferred whistleblower channel (see Section 3, VIOLATIONS OF THE CODE).

## 2. CODE OF CONDUCT PRINCIPLES

### 2.1 We Play by the Rules

#### **Respect Laws, Rules, and Regulations**

Obedying the law, both in letter and in spirit, is the foundation on which our Company's ethical standards are built. All Team Members must respect and obey the laws, rules, and regulations of the cities, states, and countries in which we operate. Although we do not expect you to know the details of each of these laws, rules, and regulations, it is important to know enough to determine when to seek advice from your supervisors, managers, or legal department.

We expect you to follow all relevant laws and regulations, including but not limited to those that apply to alcoholic beverages, antitrust, campaign finance, civil rights, copyright protection (includes printed materials and software), environmental protection, foreign corrupt practice, securities, taxes, and computer crime.

#### **Comply with Anti-Money-laundering Rules**

Money laundering is a process where funds generated through criminal activity – such as terrorism, drug dealing, tax evasion, human trafficking, and fraud – are moved through legitimate businesses to hide their criminal origin. We are committed to conducting business in a way that prevents the use of our business transactions by those who might abuse them, so we comply with anti-money laundering, financial crime, and anti-terrorism laws in all countries where we operate.

Team Members shall pay particular care to unusual payments, in cash or cheques, that are outside of the normal process. Report your concern if you see or suspect activity or financial transactions that might signal a problem. To learn more, please see the Risk Management Policy on Money-laundering.

#### **Do Not Trade on Inside Information**

Title: *Team Members Code of Conduct*  
Ref. Number: *MINT/TMCC\_1.0/2021*  
Issue Date: *25 February 2021*

All non-public information about the Company should be considered confidential information. All Team Members who have access to confidential information about the Company or any other entity are not permitted to use or share that information for the trading of stock and other securities or any other purpose except for the conduct of the Company's business. Using non-public information for personal financial benefit or to "tip" others who might make an investment decision based on this information is unethical and illegal.

### **Compete Fairly**

We seek to outperform our competition fairly and honestly. All Team Members should endeavor to respect the rights of and deal fairly with the company's customers, suppliers, competitors, and employees, and other stakeholders, including lenders and creditors. Our competitive advantages should come through superior performance, never through unethical, unfair, anti-competitive, or illegal business practices that may include but are not limited to:

- Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies;
- Taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice; or
- Engagement in price-fixing, bid-rigging, allocation of markets or customers, or similar illegal activities.

### **Respect Anti-Corruption and Anti-Bribery Laws**

We do not tolerate acts of bribery or corruption. Team Members should never offer or accept anything of value to get business, keep business, or gain an unfair advantage. Follow anti-bribery and anti-corruption laws wherever you do business and, regardless of what local laws may permit, never offer, pay, promise to pay, or accept anything of value either directly or indirectly to improperly influence the judgment or actions of others. To learn more, please consult the [Anti-Fraud and Corruption Policy](#).

### **Comply with Trading Sanctions**

From time to time, the United Nations, the European Union, and some foreign governments may impose trading sanctions against various governments and regions, or individuals, which must be obeyed. Advice regarding the current status of these matters may be obtained from the MINT Compliance Committee.

## **2.2 We Act with Integrity**

### **Prevent Conflicts of Interest**

A "conflict of interest" exists when a person's private interest interferes in any way, or even appears to interfere, with the interests of the Company. A conflicting situation can arise when your personal interests make it difficult to perform your duties to the Company.

It is a conflict of interest for an employee to work, serve in an advisory capacity or own shares of the Company's competitor, customer, or supplier, or receive any improper personal benefits as a result of his

or her position in the Company. Team Members should avoid any direct or indirect business connection with our customers, suppliers, or competitors, except as required by your role. Employing immediate family members in a direct supervisor/subordinate relationship also should be avoided.

If you believe that your private interests may have an impact on your ability to carry your duties effectively and impartially, please complete the Conflict of Interest form (*Annex 1*). Your supervisor or the Compliance Committee will evaluate the situation and may allow you to continue the relationship or take steps to resolve the conflict of interest.

Undisclosed conflicts of interest are prohibited as a matter of policy. Anyone who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor or through the Company Whistleblower channel. Conflicts of interest may not always be clear-cut, so if you have a question, do not hesitate to consult with your supervisor or seek guidance via a whistleblower channel.

### **Declare Employee Vendor Relationship**

The Company restricts the procurement of goods or services from current or former Team Members (within last two years), or near relatives of Team Members, and any businesses where Team Member or its near relatives own or control more than a 10% interest. Any of these situations are defined as an employee-vendor relationship. They should be declared to ensure that Team Member does not influence any decisions made in the acquisition of goods and services from a vendor with whom he has a relationship. If a potential employee-vendor relationship exists, please complete the Conflict of Interest form. We will carefully evaluate all the facts and if there is no conflict of interest, the relation may result in approval.

### **Responsible with Gifts**

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain an unfair advantage with customers, business partners, regulatory bodies, or other third parties. We should not accept gifts, money, or kickbacks which have been offered to induce the Company to purchase goods or service. It is strictly prohibited to contact any supplier of the Company to request a supply of product or services for free or at a special rate, without prior written authorization.

Gifts or entertainment should never be offered, given, provided, or accepted by any Team Members (or their family members) such as:

- Cash or cash equivalent, like a gift card or gift certificate;
- Given in exchange for some action or can be seen as a bribe or payoff;
- More than modest in value, any gifts with value over THB 3,000 or its equivalent in local currency shall be reported to your supervisor;
- Not consistent with customary business practices in your country; or
- Violate any laws, regulations, or applicable policies of the other party's organization.

If you are uncertain whether gifts are appropriate, please consult MINT Gifts and Hospitality Guidelines or discuss with your supervisor.

### **Give Back Ethically**

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We believe in giving back to those communities where we live and work. Giving back may be in the form of charitable contributions, volunteering time, donating a product, or providing financial support, or providing sponsorship.

It is essential to conduct such activities ethically, transparently, and ensure that they do not interfere with the Company's business. All charitable contributions and sponsorships should be accurately recorded, be in line with the established approval process, and accompanied by a formal receipt from the final beneficiary. All Team Member should ensure when making or accepting a charitable contribution on behalf of the Company that donations are used for legitimate purposes and reach its intended beneficiaries. You should never use your position to force charitable contributions from business partners or other team members. We do not want anyone to feel obligated to contribute to these activities to retain our business relationship.

The Company has adopted a policy of political neutrality, which means that no one may conduct political activities on behalf of the Company. Please consult the [Ani-Fraud and Corruption Policy](#) to learn more about the political contributions, sponsorship, and charitable contributions.

### **Treat People with Respect**

The Company is committed to treating all Team Members fairly, with dignity and respect. We are dedicated to providing equal opportunity in all employment aspects and will not tolerate any illegal discrimination or harassment based on race, color, religion, sex, national origin, or any other protected class. Our Team Members are entitled to a work environment without verbal, physical, and sexual harassment. To learn more about appropriate workplace behavior, please see the [Workplace Behaviors- Global Guidelines](#) and [Human Rights Policy](#).

### **Create Healthy and Safe Environment**

The Company strives to provide our Team Members with a safe and healthy work environment. Each Team Member is responsible for maintaining a safe and healthy workplace for following environmental, safety, and health rules and practices and reporting accidents, injuries, and unsafe equipment, practices, or conditions. Violence and threatening behavior are not permitted. Team Members are expected to perform their company-related work safely, free of the influences of alcohol, illegal drugs, or controlled substances. The use of illegal drugs in the workplace will not be tolerated.

### **Protect Environment**

The Company expects its Team Members to follow all applicable environmental laws and regulations. If you are uncertain about your responsibility or obligation, you should check with your supervisor, manager, or consult the [Environmental Policy](#).

### **Demonstrate Accountability**

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The Company requires honest, accurate, and timely recording and reporting of information to make responsible business decisions. All business expense accounts must be documented and recorded accurately and timely. If you are not sure whether a certain expense is legitimate, ask your supervisor.

All of the Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the transactions, must be promptly disclosed under any applicable laws or regulations, and must conform both to applicable legal requirements and the company's system of internal controls. Team Members shall cooperate fully with internal auditors and outside auditors during examinations of the Company's books, records, and operations.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that may be misunderstood. This applies equally to email, internal memos, and formal reports. Records must always be retained or destroyed according to the appropriate record retention policies that can be found on the Company's intranet.

## **2.3 Protect the Company**

### **Protect Confidential Information**

All Team Members must maintain the confidentiality of proprietary information entrusted to them by the Company, customers, and suppliers. Confidential information may only be disclosed if authorized in writing by the management or required by laws or regulations.

Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of this Code. It could also be illegal and result in civil or criminal penalties. Proprietary information also includes all non-public information that might be of use to competitors or harmful to the Company or its customers or suppliers if disclosed. It includes information that suppliers and customers have entrusted to the Company. The obligation to preserve proprietary information continues even after employment or contractual relationship ends.

Please refer to MINT's Corporate Communication Framework to learn about appropriate communication with external stakeholders.

### **Protect Personal Data**

Keeping personal data secure is critical to our people, our business, and our reputation. We take our responsibility to safeguard the personal data of our customers, employees, and suppliers seriously. We must collect, use, and process any personal information only for legitimate business purposes and protect it from possible loss, misuse, or disclosure. The Company and all Team Members must follow all applicable laws, policies, and contractual obligations to protect personal data. To learn more, please consult the Personal Data Protection Policy.

### **Protect the Company's Assets**

All Team Members must protect the Company's assets and ensure efficient use. Theft, carelessness, and waste have a direct impact on our profitability. All Company assets must be used for legitimate business purposes. Any suspected incident of fraud or theft should be immediately reported for investigation via a whistleblower channel. Company assets should not be used for non-company business.

### **3. VIOLATIONS OF THE CODE**

We must all work to ensure prompt and consistent action against violations of this Code. The Company established a Whistleblower Policy, which describes procedures for the reporting violations of the Code and provides protection to the whistleblowers. It is the policy of the Company not to allow retaliation for reports made in good faith. All Team Members are expected to cooperate in internal investigations of misconduct.

Depending on the wrongdoing's nature, the Team Members are encouraged to discuss their concerns with their manager first. If you do not feel comfortable discussing your concerns with the manager, then you can use the following whistleblowing channels:

- Email: [whistleblower@minor.com](mailto:whistleblower@minor.com);
- Whistleblower portal: [www.minor.com/whistleblowing](http://www.minor.com/whistleblowing); or
- By Post: 12<sup>th</sup> Floor, 88 The PARQ Building, Ratchadaphisek Road, Khlong Toei, Bangkok 10110, Thailand, attention Whistleblower Committee.

What wrongdoing should be reported:

- Violation of the Company's Code of Conduct, or any other Company's policy and procedure;
- Violation of law, rules, or regulations; or
- Any other act that negatively affects the Company;

In some situations, it is difficult to tell right from wrong. Since we cannot anticipate every situation that will arise, we must have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. To reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense. If something seems unethical or improper, it probably is.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems. If you are uncomfortable discussing the problem with your supervisor, you can talk to your general manager or human resources manager.
- Seek help from Company resources. In a case where it may not be appropriate to discuss an issue with your supervisor, you can use any Whistleblower channel, which will put you in direct contact with the Whistleblower Committee. You may report violations in confidence and without fear of retaliation. The Company does not permit retaliation of any kind against employees or officers for good faith reports of suspected violations.

**E.** Always ask first and act later. If you are unsure of what to do in any situation, seek guidance before you act.

#### **4. GOVERNANCE**

##### **4.1 Administering the Code**

MINT Compliance Committee is responsible for administering the Code in an independent, objective, and consistent manner. The Committee is made up of a group of executive officers and Company leaders who enforce the Code.

##### **4.2 Changes to the Code**

From time to time, this Code of Conduct may need to be changed to keep up with our values, best practices, improvements, as well as legislation and regulations. Any changes to this Code of Conduct will be communicated to all Team Members and any relevant stakeholders.

##### **4.3 Waivers of The Code**

Any waiver of this Code may be made only by the Compliance Committee and will be promptly disclosed as required by law or regulation.

#### **5. ANNUAL ACKNOWLEDGEMENT**

To help ensure compliance with this Code of Conduct, the Company requires that all Team Members review the Code and acknowledge their understanding and adherence in writing annually on the attached form.

#### **Your Commitment to the Minor International PCL Code of Conduct**

I acknowledge that I received a copy of the Minor International PCL Code of Conduct dated \_\_\_\_\_ (the “Code”), that I have read the Code, and that I understand it. I will comply with the Code. If I learn that there has been a violation of the Code, I will raise concerns via a whistleblower channel.

**Date:** \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Please Print)

**Related Documents:**

- 1 MINT Whistleblower Policy
- 2 MINT Business Partner Code of Conduct
- 3 MINT Risk Management Policy on Money Laundering
- 4 MINT Gifts and Hospitality Guidelines
- 5 MINT Anti-Fraud and Corruption Policy
- 6 MINT Human Rights Policy
- 7 MINT Environmental Policy
- 8 MINT Personal Data Protection Policy
- 9 Workplace Behaviors- Global Guidelines
- 10 Corporate Communication Framework

**ANNEX 1**

**Conflict of Interest Declaration Form**

Please describe the private interests that have the potential to impact your ability to carry out or be seen to carry out your work duties effectively and impartially.

<b>SECTION 1: DISCLOSURE DETAILS</b>	
<b>The actual, potential, or perceived conflict of interest relates to:</b> <i>(select all applicable)</i>	
<input type="checkbox"/> Have a direct interest in any supplier, customer, competitor or franchise of the Company <input type="checkbox"/> Have an indirect interest in any supplier, customer, competitor or franchise of the Company <input type="checkbox"/> Offer skill or service to a competitor <input type="checkbox"/> Engage in an outside business that competes with or sell goods or service to the Company <input type="checkbox"/> Employ immediate family members in a direct supervisor or subordinate in the same Company <input type="checkbox"/> Others	
<i>Please give all the relevant details:</i>	
<b>The (actual, potential, or perceived) conflict is expected to last:</b> <i>(select appropriate)</i>	
<input type="checkbox"/> 0–12 months <input type="checkbox"/> >12 months or ongoing	
<b>SECTION 2: DECLARATION</b>	
I declare that the above details of my private interests are correct to the best of my knowledge and am aware of my responsibilities to take reasonable steps to avoid any real or apparent conflict of interest in connection with the performance of my duties and to advise my manager of any relevant changes in my personal circumstances.	
NAME:	SIGNATURE:
POSITION:	DATE:
BUSINESS UNIT:	

**SECTION 3: TO BE COMPLETED BY THE COMPANY**

I have reviewed the above form, and the details provided: (select appropriate)

- do not constitute a conflict of interest, and I authorize to continue the activity (go to Section 4).
- do constitute an actual, potential, or perceived conflict of interest (please provide a detailed action plan below).

**If the situation does constitute a conflict of interest, please ensure that the following actions have been considered:**

- Ensure all information surrounding the conflict has been disclosed and documented
- Inform likely affected persons of the conflict, seeking their views where relevant as to whether they object
- Reformulate the scope of work or restricting access to certain information
- Recruit a third party to oversee part or all of the process
- Recommend relinquishing the interest that is causing the conflict
- Temporarily remove the person from the process or responsibilities.
- Monitor the person's activities closely in relation to the conflict of interest
- Take no further action because the conflict is minimal.

**I have reviewed the above considerations and the following steps should be taken to eliminate/manage the conflict:**

*(This area is left blank for the user to provide details on steps to eliminate or manage the conflict.)*

**I will ensure this action plan is reviewed:**

- Within 1 month
- Within 3 months
- Within 6 months
- Within 12 months
- Other – specify .....
- N/A: the conflict is a one-off or short duration

**SECTION 4: COMPANY**

The actions described in the approach outlined in Section 3 have been put in place to effectively manage any actual, potential, or perceived conflict of interest disclosed in Section 1. The approach outlined in Section 3 ensures that the Company's interests and reputation are adequately protected.

NAME:

SIGNATURE:

POSITION:		DATE:	
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