

Anti-Fraud and Corruption Policy

The Board of Directors of Minor International Public Company Limited (MINT) values good corporate governance by providing written Corporate Governance guidelines for all operations within the Company and its subsidiaries and affiliates. In addition, the Company has issued a Business Code of Conduct for employees as ethical principles to follow in the workplace day by day and has put in place communication channels for whistleblowers. In 2013, the Company joined the Signatory Companies of Thailand's Private Sector Collective Action Coalition against Corruption's Declaration of Intent, acknowledging the responsibilities to lead by example in the fight against fraud and corruption, to operate businesses ethically, with integrity and to implement business principles to counter corruption in all forms.

For good practices of business operations and prevention of risk from potential transactions related to fraud and corruption, the Company is introducing this Anti Fraud and Corruption Policy as a concrete step for fighting fraud and corruption under the principles of good corporate governance. The Company's policy is consistent with anti-bribery laws of Thailand.

Policy

To enhance transparent and fair business operations, the Company prohibits any form of corruption by prohibiting directors, employees, officers and management and agents (representatives) from engaging in any apparent fraud and corruption, either directly or indirectly.

The Company prohibits any act of proposing, demanding, arranging, accepting or providing benefits derived from fraud and corruption for oneself, one's own family, friends, associates or acquaintances.

The Company gives precedence to this policy by regularly reviewing and revising relevant procedures to capture changes in related laws and relevant regulations.

Coverage

This policy applies to all directors, employees, officers and management and all agents of the Company and its subsidiaries, affiliates and other companies under control of MINT worldwide in all product brands of the Company.

Under this policy, no employee will suffer demotion, penalty or other adverse consequences for refusing any acts of fraud and corruption, even if such refusal may result in the company losing business.

Definition of Fraud and Corruption

Fraud¹ is an intentional act committed to secure unfair or unlawful gains for self or others. Fraud can be broken down into three types: asset misappropriation, fraudulent statements and corruption.

Corruption is described as a direct or indirect offer or receipt of any payment, service, gift, loan, fee, reward, other advantages or anything else of value or consideration to or from any person as an inducement to do or refrain from doing something or to influence a decision on or by any person or organization, including government agencies, individual government officials, private companies and employees of private companies.

Corruption includes bribery, conflicts of interest, economic extortion and illegal gratuities. Exception shall be applied in case of laws, regulation, statement, standard, custom, or business traditions enable to do so.

¹ Reference from Thailand's Criminal Code, Clause 1 (1)

Roles and Responsibilities

Apart from the strict implementation of the policies, guidelines, and measures, the Company defines the Roles and Responsibilities of the Board, Committees and Management as follows:

- The Board of Directors is responsible for establishing and approving Anti Fraud and Corruption Policy, as well as supervising compliance with relevant measures.
- The Nominating and Corporate Governance Committee is responsible for reviewing the policies as necessary in line with changes in businesses, rules, regulations, and relevant laws, as well as approving any improvement or modification before submitting it to the Board for approval.
- The Audit Committee is responsible for monitoring the operation of the Company in line with anti-fraud and corruption measures, including financial reports, internal control system, internal audit and risk management system to ensure that the processes are properly designed and efficiently and completely implemented.
- Senior Managements, led by the Chief Executive Officer, are responsible for demonstrating visible and active commitment to such compliance among all employees.
- The Internal Auditors are responsible for evaluating the design and operation of internal controls to ensure the compliance with applicable policies, procedures, authorities, laws and regulations, as well as the appropriateness and sufficiency of internal controls to prevent fraud and corruption risks, and reporting to the Audit Committee.

Communication Channels and Whistleblower Protection

The Company provides secure and accessible channels for all related parties to raise concerns and report violations (“whistleblowing”) via complaintMINT@minor.com and whistleblower@minor.com. Whistleblower Protection shall conform to the Company’s Whistle-Blower Policy.

Guidelines for Anti Fraud and Corruption

The following guidelines support conformance with the Anti Fraud and Corruption Policy by all directors, employees, officers and management and all agents of the Company and its subsidiaries, affiliates and other companies under control of MINT worldwide in all product brands of the Company:

Gifts and Hospitality (Entertainment) Expenses

A fostered healthy relationship with past/current/prospective related business partners or potential future customers may lead to a risk of fraud and corruption, which includes acts of providing or receiving gifts, and hospitality (entertainment) expenses. The Company therefore expects those involved to exercise good judgment in each case whether the gifts or hospitality expenses suit each occasion and each person who receives or offers them without violating laws or social norms. And those receiving or offering must not impact the Company’s operations and business decisions. In any case, the acceptance or offering of gifts and hospitality (Entertainment) must be in accordance with the Company’s guidelines.

Political Contributions

A political contribution means direct or indirect help, financial or in-kind, to support a political cause, including loans, gifts or services, advertising or promotional activities endorsing a political party, purchase of tickets to fundraising events, contributions to entities with close associations with a political party and release of employees without pay from the employer or to represent the Company in undertaking political campaigning.

The Company has adopted a policy of political neutrality. In exceptional circumstance, if a contribution is made to support the democratic system, it must not be prohibited under any applicable law and must be accurately recorded. Also, sufficient appropriate evidence and the approval procedure are provided for subsequent audits.

The Company supports local and national voting, which preserves the essential rights and responsibilities of the citizens of a democracy. However, political contributions or activities must be private matters, not on behalf of the Company.

Sponsorships and Charitable Contributions

Sponsorships and charitable contributions, being a part of its commitment to corporate social responsibility without demand or expectation of a business return or being a way that should generate positive publicity and good corporate image, must be transparently and legitimately provided by ensuring that they are not applied or claimed for fraud and corruptions.

In any case, charitable contributions must be accurately recorded. Sufficient appropriate evidence and the approval procedure are provided for subsequent audits.

Business Relations and transactions with the Public Sector

Any operations in regard to business relations or transactions with public sector must be carried out transparently and strictly in alignment with related rules and regulations and applicable laws.

Measures

1. Board, management, employees must comply with the Anti Fraud and Corruption Policy and measures, the Company's corporate governance guidelines and business code of conduct, including other related guidelines and policies by not involving in fraud and corruption, whether directly or indirectly.
2. Employees should not neglect or ignore when they face or doubt any act that is considered fraud and corruption by notifying supervisors or responsible persons or through suitable report channels and cooperate in the fact-finding investigation.
3. Under this policy, no employee will suffer demotion, penalty or other adverse consequences for refusing any acts of fraud or corruption, even if such refusal may result in the Company losing business.
4. The Company communicates its Anti Fraud and Corruption Policy and measures, including channels of whistle-blowing, complaint or recommendations within the Company through various means such as orientation, the intranet, or newsletter to enhance understanding for employees, all agents of the Company and its subsidiaries, affiliates and other companies under control of MINT in the implementation of the policy.
5. The Company communicates Anti Fraud and Corruption Policy and measures, including channels of whistle-blowing, complaint, or recommendations to the public and stakeholders through various means such as the Company's website, annual report and etc.
6. The Company sets up risk management on Anti Fraud and Corruption by assessing and ranking risks, and defining suitable measures, as well as following up on the implemented measures.
7. The Company sets up personnel management processes to reflect its commitment to the Anti Fraud and Corruption policy and measures, from the selection of personnel, training, performance assessment, compensation, promotion, to an organizational structure with suitable division of duties for checks and balances, as well as ensuring sufficient and suitable skilled resources and personnel to implement the policy.
8. The Company sets up a Corporate Authorization Procedure that is clear, concise, efficient, transparent, and open to scrutiny.

9. The Company sets up an internal control system covering finance, accounting, data entry, as well as other organizational processes, which is relevant to Anti Fraud and Corruption Measures. The Company also ensures that internal control findings are communicated to responsible personnel.
10. The Company has documentation, sufficient appropriate evidence and record keeping procedures for audit accuracy to ensure that no record has been missed, unexplainable or false.
11. The Company sets up an internal audit system covering major activities, including sales, marketing, procurement and etc. to ensure that the system meets the objectives, as well as monitoring the operation so that it complies with rules, work practices, regulations, and, finally, provide recommendations on the improvement of processes for greater efficiency.

Penalty

1. Any person fails to comply with this policy, including supervisor who ignores misconduct or is aware of misconduct but fails to deal with it, will be subject to applicable laws and disciplinary action, up to and including termination of employment. Ignorance for this policy and/or local laws is not an excuse for failure to comply.
2. Any agent, intermediary and partner who violate the terms of this policy, or know of and fail to report potential violations to the Company's management, or mislead investigators over potential violations, will face contract termination.

Gifts and Hospitality (Entertainment) Guidelines

Policy Statement: The acceptance or offering of a gift or personal benefit from/to a past/current/prospective Related Business Partner can be improperly/unduly influential. This can be or can be seen to be a reward or create an obligation which can hinder proper and impartial decision-making. On the other hand, there are circumstances where it is lawful and permissible to offer and accept gifts and benefits.

Applicability: These gift and hospitality guidelines apply to all Company employees who make purchasing decisions and/or decisions regarding the award of contracts, services or other material benefits (eg free or discounted room nights) or are in a position to influence such decisions.

Gifts and Hospitality (Entertainment) are defined as anything of value that an employee or employees of the Company provides or receives to/from Related Business Partners. These are permitted to a certain level in order to build relationships in an acceptable manner with appropriate value and in accordance with traditions and applicable laws. However, to ensure the transparency and the fact that gifts and entertainment are not offered or received with the expectation of favorable treatment in return that may undermine impartiality and/or appear as fraud and corruption, the Company has established guidelines for gifts and hospitality (entertainment) as follows:

1. Receiving or offering gifts and hospitality (entertainment) is permitted according to tradition but must not impact or influence the Company's operations and business decisions.
2. Receiving or offering gifts and hospitality (entertainment) must be transparent and not with the expectation of favorable treatment in return.
3. Receiving or offering gifts and hospitality (entertainment) must be in accordance with applicable laws and regulations as well as the Company's related policies, procedures, guidelines and manuals.
4. Offering gifts and hospitality (entertainment) must be done on behalf of the Company. In any case, all expenses related to gifts and hospitality (entertainment) must be accurately recorded. Sufficient appropriate evidence and the approval procedure are provided for subsequent audits.
5. Receiving gift during traditional occasion is allowed for a gift with a monetary value not greater than THB 7,000 (or equivalent), however receipt of this gift must still be reported to his/her supervisor. Receiving gift valued over THB 7,000 (or equivalent), the employee must obtain the approval of his/her supervisor.

Listed below are examples of gifts and hospitality (entertainment) that can be accepted:

- Souvenirs or promotional products in reasonable values with the organization's logo.
- Gift or hamper during festive season.

Listed below are examples of gifts and hospitality (entertainment) that cannot be accepted:

- Cash (other than a typical gratuity for those employees who normally receive tips as part of their compensation)
- Entertainment activities or any similar form, considered that is of more than nominal value, for personal benefit, e.g., travelling abroad.

If there is any doubt as to whether a gift or hospitality (entertainment) is permitted or required to be reported, an employee should consider it to be reportable and consult with his/her supervisor.