

**Code of Conduct  
And  
Corporate Governance Policy**

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## 1. Message from the Chairman and CEO

Central Pattana Public Company Limited (CPN) is committed to running business with transparency, morality, ethics, and responsibility to society and the environment, guided through the years by a Code of Conduct and a Corporate Governance Policy.

Since 2001 and 2004, CPN's written Code of Conduct and Corporate Governance Policy have existed, with updates made for suitability and agreement with best practices and current legislation.

To enable all our operations to come under the same standards among and between the Company, subsidiaries and joint ventures, we are asking all directors, executives, and employees to master this edition of Code of Conduct and Corporate Governance Policy and strictly conform to it to form a corporate culture in CPN's best interests and for its stakeholders' trust over the years.

*-Suthichai Chirathivat-*  
(Mr. Suthichai Chirathivat)  
Chairman

*-Preecha Ekkunagul-*  
(Mr. Preecha Ekkunagul)  
President & Chief Executive Officer

## 2. About CPN

### 1) Vision, Missions, and Corporate Values

#### Vision

“To be the most admired and dynamic regional retail property developer with world-class rewarding experience”

#### Missions

- To be the preferred mall of choice, delivering extraordinary values that exceed all stakeholders' expectation
- To create new retail formats and merchandising mix that fit better with our targeted customers' changing lifestyles
- To be a potential leader in the region and be considered as threat in all markets that we operate in
- To be the shopping mall destination delivering world-class shopping experience superior to those of our competitors in all markets that we have presence in

### 2) Corporate Values

CPN has defined I•CARE as the core values that need to be transferred and instilled in all employees to ensure that its operational goals are aligned, contributing to good organizational culture. I•CARE comprises:

- **I-INNOVATION:** Creation of new products  
CPN stands ready to encourage and support all personnel in facing changes without pre-judgement, in overcoming all limitations and achieving all possibilities, in consistently examining and exchanging knowledge, and in fearlessly innovating with readiness to modify and improve in the turning of ideas into real practice.
- **C-CUSTOMER:** Focus on customers  
CPN listens to customers' needs and trains its personnel to know products and customers' requirements in depth to provide service beyond expectation, all the while considering customers' points of view, even in tough times. CPN is ready to admit mistakes when they are made and find immediate solutions to respond to customers' changing requirements.
- **A-ALLIANCE:** Progress of the business group  
CPN drives its personnel to work for the corporation under the same overarching goals and bases its business decisions on choices that lead to the highest benefit for all. We listen to and respect all viewpoints, building new knowledge networks to raise expertise standards and foster joint experiences, as well as creating cooperation between branches and business groups, to become an organization of unity.
- **R-RELATIONSHIP:** Common spirits  
CPN recognizes the importance of valuing and respecting differences and diversity in age, culture, and gender to promote a workplace where care, sincerity, flexibility and consideration of colleagues, business partners and society are key factors. We emphasize the keeping of promises to foster confidence and trust in our work, as well as creating an awareness of social responsibility for sustainable growth.

- **E-ETHIC:** Respect of ethics

CPN upholds ethics in all our business dealings, emphasizes good corporate governance, and promotes personnel responsibility in forging integrity and trustworthiness for oneself and others. Our employees work with transparency, full disclosure and accountability, do not tolerate wrongdoings in the company, as well as obeying all rules, regulations, and the Company's Code of Ethics.

### **3) Corporate Governance Principles**

- **Honesty**

Conduct business by taking into account the CPN's benefit; adhere to honesty towards one's own responsibility and all stakeholders; do not take any advantage, and be aware that dishonesty is unacceptable.

- **Open-mindedness and transparency**

Conduct business with transparency; be ready to disclose the company's key information in a correct, complete, timely, and accountable manner; be open-minded to the views of all stakeholders for continuous improvement.

- **Equitable treatment**

Conduct business and treat shareholders, customers, business partners, creditors, employees, and all concerned with equality and respect for human rights principles.

- **Fairness**

Conduct business and treat shareholders, customers, business partners, creditors, employees, and all concerned with fairness to reach common balanced benefit.

- **Commitment to agreement**

Conduct business with responsibility towards shareholders, customers, business partners, creditors, employees, and all concerned so that work will be accomplished according to the policy, good system, and agreement committed to all stakeholders.

- **Responsibility towards society**

Conduct business by dealing with stakeholders, communities, and society according to their rights; conduct the company's activities by taking into account the environment and society for sustainable development and growth.

### 3. About the Code of Conduct and Corporate Governance Policy

#### 1) Conformance to Code of Conduct and Corporate Governance Policy

##### 1. Responsible parties

All directors, executives, and employees are responsible for strictly conforming to Code of Conduct and Corporate Governance Policy.

##### 2. Guiding principles

- Study, review, and conform to CPN's Code of Conduct and Corporate Governance Policy
- Study, review, and conform to policies or regulations not stated in this Code of Conduct and Corporate Governance Policy but specifically related to one's own job
- Encourage and advise internal and external colleagues to understand Code of Conduct and Corporate Governance Policy
- Cooperate with agencies responsible for investigating violations or negligence of the Code of Conduct and Corporate Governance Policy.
- All supervisors must ensure their subordinates' conformance to Code of Conduct and Corporate Governance Policy and educate or advise them when questions arise
- If unsure whether an action goes against Code of Conduct and Corporate Governance Policy, ask oneself the following questions:
  - Is this against the law, peace and order, or morality?
  - Is this against CPN's policies, corporate values, corporate governance principles, or regulations?
  - Is this going to harm CPN's stakeholders or image?
  - Is this going to set a bad precedent?

**If the answer to any of these is yes, stop the action.**

##### 3. Compliance process

- Board of Directors ('Board'):
  - Define and update Code of Conduct and Corporate Governance Policy, including provision of helpful approaches and recommendations.
- Audit Committee:
  - Ensure CPN's consistent process for good corporate governance and provide essential approaches and recommendations for improvement.
- Corporate Governance and Sustainable Development Committee:
  - Define and update Code of Conduct and Corporate Governance Policy in line with updated international good practices for the Board's approval
  - Define and review the process for efficient and effective implementation of Code of Conduct and Corporate Governance Policy, including the development and modification of relevant policies, regulations, and mechanisms; communication and execution of good corporate governance activities; and establishment of information disclosure channels that are accurate, complete, and suitable for all stakeholders.
- Human Capital and Organization Development:
  - Ensure that each employee gets a copy of Code of Conduct and Corporate Governance Policy and explain and guide them on their roles in compliance
  - Follow up and file the form of acknowledgment and compliance with the Code of Conduct and Corporate Governance Policy once the employees sign their names in acknowledgment.

- Legal:
  - Examine and provide guidance where Code of Conduct and Corporate Governance Policy may involve legal aspects
  - Guide the development and modification of Code of Conduct and Corporate Governance Policy so that the contents may prove complete and suitable.
- Internal Audit:
  - Undertake a preliminary check if there is ground to believe that there may be an abuse of the code of conduct and corporate governance principles, and report it to the Audit Committee
  - Follow up and coordinate swift rectification of the abuse of the Code of Conduct and Corporate Governance Policy, and report it to the Audit Committee.
- Company Secretary Office:
  - Coordinate with regulators and share knowledge with other agencies to apply such knowledge to the development of policies and corporate governance affairs, and propose Code of Conduct and Corporate Governance Policy modifications to the Board
  - Coordinate with relevant internal and external units in communicating Code of Conduct and Corporate Governance Policy through suitable communication channels.

#### **4. Discipline**

Code of Conduct and Corporate Governance Policy is regarded as part of CPN's discipline enforced on CPN employees. Violators are subject to investigation and punishment under CPN's regulations, which may include dismissal or legal action, or both.

The following instances are regarded as violation of Code of Conduct and Corporate Governance Policy:

1. Disobedience of Code of Conduct and Corporate Governance Policy
2. Advice or encouragement to others to disobey Code of Conduct and Corporate Governance Policy
3. Negligence or failure to whistle-blow when coming across its violation or non-conformance to Code of Conduct and Corporate Governance Policy
4. Non-cooperation with agencies responsible for examining breaches of Code of Conduct and Corporate Governance Policy, including negligence
5. Actions regarded as unfair to others who cooperate with agencies responsible for examining Code of Conduct and Corporate Governance Policy breaches

## **2) Whistle-blowing and complaints**

### **1. Whistle-blowing and complaints**

In order to encourage stakeholders, both in and outside the company, to participate in the corporate governance principles, should employees or stakeholders suspect any unlawful activities or those in violation of the law, rules, regulations, code of business conduct, or corporate governance principles, they can ask, undertake whistle-blowing or file complaints with detailed evidence to the company or relevant agencies via the following channels:

#### **1.1 Audit Committee**

Tel. : (02) 667-5555 ext. 1200

Email : [whistleblower@cpn.co.th](mailto:whistleblower@cpn.co.th)

Mail : Audit Committee

Central Pattana Public Company Limited

999/9 The Offices at CentralWorld, 30<sup>th</sup> floor

Rama 1 Road, Pathumwan  
Bangkok 10330

1.2 President & CEO

Email : [CEO@cpn.co.th](mailto:CEO@cpn.co.th)

Mail : President & CEO

Central Pattana Public Company Limited  
999/9 The Offices at CentralWorld, 33<sup>th</sup> floor  
Rama 1 Road, Pathumwan  
Bangkok 10330

## 2. Conditions of whistle-blowing and complaints

- 2.1 The details of whistle-blowing or complaints must be factual, clear, or sufficient to lead to investigation.
- 2.2 The whistle-blower or the complainant may choose not to reveal his/her name, address, and telephone number(s) if the disclosure will cause danger or damage. But if the person chooses to reveal himself/herself, the Company's investigation will proceed with speed, with additional useful information, factual revelation, or alleviation of the damage in a more convenient way and shorter time.
- 2.3 The rights of the whistle-blower or the complainant will be protected whether he/she is an employee or an outsider.
- 2.4 The time required to process each complaint depends on the complexity of the case, document sufficiency, proofs received from the complainant, as well as documents, proofs, and explanations of the person complained against.
- 2.5 The person who receives the complaint and the person involved in the investigation must keep the filed information confidential. If necessary, they may disclose it taking into account the safety of and the damage to the complainant or any person who cooperates in the investigation, the information sources, or relevant persons.
- 2.6 If the complainant or the person who cooperates in the investigation thinks that he/she is unsafe or threatened, he/she may ask the company for appropriate protective measures, or the company may proactively provide protective measures if there is potential damage or danger.
- 2.7 The damaged person will be assisted by proper and just procedures.
- 2.8 Providers of false leads or complaints made to defame others are subject to disciplinary measures or punishment under applicable laws.

## 3. Protection of rights of employees, temporary employees, and outsourced persons

The company will not unfairly treat directors, executives or employees, temporary employees, or outsourced persons, whether through changes in position, nature of work, or locations of work, suspension, threats, obstruction of work, termination of work, or any unfair act to these people because they:

- 3.1 File complaints when coming across incidents or items suspected of wrongdoing, fraud, violations, or non-compliance with the law, regulations, CPN's code of conduct, or its corporate governance policy
- 3.2 Provide whatever leads, information, cooperation, or assistance to the Board, management, public agencies, or regulators to ease examination or inspection when violation or non-



compliance is suspected against the law, CPN's regulations, code of conduct, or corporate governance policy

3.3 Reject corrupt practices even when CPN's business opportunities are at stake.

CPN will maintain the confidentiality of provided leads and will keep confidential the names of their providers except where they have given their consent or where required by law.

## 4. Code of Conduct

The Code of Conduct provides good practices for CPN employees to apply to their jobs so that business execution may prove transparent, moral, and ethical, with due regard for all stakeholders.

### 1) Directors and executives

1. Perform duties according to the law, rules, regulations, and relevant policies
2. Perform duties with honesty, due attention, prudence, and ethics for the maximum benefit of CPN and the stakeholders
3. Be a role model for employees by conforming to Code of Conduct and Corporate Governance Policy
4. Encourage and ensure CPN's transparent business execution, free of corruption
5. Devote time to work with the utmost knowledge and ability
6. Avoid conflicts of interest with CPN, whether directly or indirectly
7. Do not get involved in unlawful transactions of assets or other benefits with CPN's stakeholders
8. Do not use one's authority to reap personal benefit
9. Maintain one's dignity so as to be respectable in society; behave properly according to one's role and authority
10. Treat others with kindness; respect the rights and dignity of others; honor others
11. Keep confidential information of CPN and the stakeholders through measures against leaks to unrelated people even after ending employment with CPN, except in compliance with the law or under commitment
12. Refrain from exploiting data derived from their job performances for undue personal or others' gains, and refrain from unfair actions concerning the trading of CPN's and related companies' securities.

### 2) Employees

1. Perform duties according to the law, rules, regulations, and relevant policies
2. Adhere to honesty, fairness, and ethics in performing duties
3. Exert transparency and corruption-free job performance
4. Perform duties with responsibility, caution, and dedication for the company's maximum benefit
5. Continuously improve work under responsibility
6. Maintain one's dignity so as to be respectable in society; behave properly according to one's role and authority
7. Treat others with kindness; respect the rights and dignity of others; honor others
8. Open to others' opinions with reason and without bias
9. Create unity and provide assistance for the overall benefit of work, society, and the country
10. Keep confidential information of the company and the stakeholders through measures against leaks to unrelated people even after ending employment with the company, except in compliance with the law or under commitment
11. Refrain from exploiting data derived from their job performances for undue personal or others' gains, and refrain from unfair actions concerning the trading of CPN's and related companies' securities.
12. Avoid any action or making comments to stakeholders, external parties, the press, the social media, or social networks of various forms on matters that may harm CPN's reputation and image, or that may mislead others about CPN's involvement in such action or comments
13. Refrain from claiming as one's own the performance of others whether in or outside the company.

## 5. Policies and implementing guidelines in conformance to the Code of Conduct

### 1) Recording, reporting, and storage of data policy

1. CPN personnel must record factual, complete, and timely financial data, business data, and data on CPN's stakeholders in compliance with the rules set by CPN or by law.
2. CPN personnel must report factual and straightforward data without falsifying documents or concealing or distorting them.
3. CPN employees must maintain material business information as well as confidential information of the company and stakeholders with utmost seriousness and within a limited circle, without disclosing it to insiders or outsiders even in the case of retirement, resignation, or termination of work with the company, except as stipulated by the law or resolutions of the directors.
4. CPN personnel must not use the company's inside information that has not been disclosed to the public for their own interest or for the interest of others.
5. Outsiders with the opportunity to handle or have access to confidential information must sign a Confidentiality Agreement to ensure that they are careful to keep the confidentiality and inside information, as applied to employees.
6. The disclosure of material information must be made by an authorized person. When receiving questions about material business information without the authority to disclose it, one must refer to an authorized person.

### 2) Securities trading and insider trading policy

1. CPN personnel must not engage in unfair actions concerning the trading of CPN's and related companies' securities for personal or others' gains, including
  - Refraining from buying, selling, transferring, or taking transfer of CPN's securities through exploiting confidential inside information for personal or others' gains (Insider Trading)
  - Refraining from buying, selling, transferring, or taking transfer of CPN's securities to mislead others and by distorting the prices or securities volumes traded, or both, thus misleading others and profiting from such tricks (Market Manipulation)
  - Refraining from spreading false news or distorting data to mislead others or act in the hope of misleading them about CPN or its security prices (Misstatement).
2. In case of rumors or news affecting securities transactions or the decision to invest in CPN's securities, the company must clarify such rumors or news as promptly as possible.
3. In case of irregular transactions of the Company and other related entities due to the leak of its information not yet disclosed by insiders, such insiders who leaked the information are considered violators of CPN's rules and may be punished by relevant law.

### 3) Information security policy

Defining a scope for oversight and management of corporate information technology that aligns with CPN's business needs, the Board has ensured IT application to grow business opportunities and develop business practices and risk management to achieve business objectives and key goals. CPN personnel must conform to the policy in the following ways.

1. The use of CPN's information system must be for the sole purpose of business. The information system is considered CPN's asset, so users cannot expect privacy and must avoid using it outside business operation.

2. CPN employees must strictly adhere to the Information Security Policy and Information Security Standards as well as law, rules, regulations, and relevant policies.
3. The owner of the information must classify confidentiality levels as appropriate to the reference of the Information Security Standards. Such classification takes into account the necessity to protect the information for business purposes and impacts if the information is leaked or if the regulations, law, and binding contracts are modified. The levels of confidentiality can change depending on the decision of the owner of the information.
4. CPN employees facing an emergency case that may affect business operation and stability of the information system or encounter vulnerability of the system, whether technical or operational, or anything that may cause risk to CPN must promptly inform the responsible department.
5. The internet media and computer system must be used only as necessary and for business.
6. The internet media must not be used to cause damage to CPN's computer and internet systems.
7. The internet media, computer system, or other equipment must not be used to improperly search for, disseminate, or keep information, contrary to morality, relevant law, rules, regulations, or policies.
8. CPN employees must use copyrighted computer programs and contact the department responsible for information technology for the installment of additional computer programs for business if necessary.
9. CPN employees must keep confidential the company's access codes (passwords) to the computer system and programs so that outsiders cannot have access to it.
10. If CPN allows the hiring of temporary employees, student trainees, agencies, companies, sellers, business partners, contractors, advisers, CPN's customers, and CPN's non-employees to have access to its information system, the supervisors of the unit must monitor the use by such persons against the rules, regulations, and policies.
11. CPN employees must cooperate in the monitoring, control, and any action to ensure the security of the information system.

#### **4) Internal control and internal audit policy**

1. CPN properly and sufficiently develops an internal control system to ensure that the company conducts business by taking into account efficiency and effectiveness of the operation, reliability and correctness of financial statements and compliance with relevant law, rules, and regulations.
2. CPN sets up an internal audit as a key mechanism to measure the appropriateness and sufficiency of the internal control system and risk management.
3. CPN cultivates knowledge, understanding, and awareness of the criticality of adherence to the internal control and internal audit systems among all employees.
4. CPN employees must adhere to the internal control and internal audit systems as part of their work to ensure efficiency, effectiveness, correctness, and reliability.
5. The Audit Committee is responsible for regularly following up and checking the appropriateness and sufficiency of the internal control system in line with the actual business situations.

#### **5) Managing conflicts of interest policy**

1. CPN employees must refrain from competing with CPN, whether directly or indirectly.
2. CPN employees must refrain from engagement in potential conflicts of interest between oneself and CPN, and from any action that poses direct or indirect burdens to CPN.

3. CPN personnel must not spend work hours on private businesses or activities unrelated to CPN's business in a way that affects their own job competency and performance efficiency.
4. CPN employees must refrain from participation in reviewing items of conflicts of interest involving oneself; if participation is unavoidable, one must immediately inform one's supervisor.
5. CPN employees must avoid letting personal relationships with other parties or agencies harm CPN's best interests.
6. CPN employees must conform to the criteria, procedures, and disclosure of connected transaction information strictly by the law or regulators' requirements, while observing CPN's regulations.
7. If it is necessary to make connected transactions, transactions must be in accordance with the general business conditions as approved by the Board, based on transparency and fairness, as if done with outsiders and taking into account CPN's maximum benefit.
8. If the connected transactions are against general business conditions as approved by the Board or if their nature or sizes exceed the authority of the management, they must be submitted to the Audit Committee for checking and providing opinions before seeking approval of the Board or shareholders.

#### **6) Tax Policy**

1. CPN has in place transparent, fair, and auditable tax management practices in line with the laws and applicable regulations in each country where it does business. This provides CPN with suitable tax benefits, while supplementing optimal benefits for CPN and its stakeholders.
2. CPN has in place proper planning, investigation, and analysis of tax impacts for its international investment projects before actual investment.
3. CPN has appointed competent parties responsible parties for tax matters to coordinate with and contact public tax agencies and provide factual business tax data.

#### **7) Anti-corruption policy**

CPN's Board, management, and employees must not solicit, act, or accept any corrupt practices, direct or indirect, for personal or others' gains in any country or involving public/private agency dealing with its business. Each of them must together promote the values of integrity and responsibility into corporate values. The policy encompasses the actions specified below:

1. CPN institutes risk assessment concerning anti-corruption and develops practical measures in line with the identified risks and the internal control system alike. Annual revision is to be made.
2. CPN develops procedures with enough details for conformance to this policy and efficiently prevents business corruption.
3. CPN stages orientation and training for its employees, adding to their mastery of the anti-corruption policy, measures, and procedures.
4. CPN institutes an internal control system suitable to the Company's business operation to ensure the efficiency and effectiveness of the policy on anti-corruption, which encompasses compilation processes of financial and accounting data; human capital management processes; and other processes under CPN's operation.
5. CPN institutes reporting, monitoring, and reviews of conformance to the policy on anti-corruption, all of which follow suitable procedures to ensure a complete, adequate, and timely policy.

6. CPN institutes safe communication channels for its employees and all stakeholders to seek guidance, give tips or comments, or file complaints about corrupt practices, while enjoying protective measures.
7. CPN institutes internal and external communication of this policy for widespread conformance, which includes notifications made to subsidiaries, associates, other companies under CPN's control, and business representatives so that they may in turn implement this CPN policy.
8. CPN encourages sharing of knowledge, experience, and good practices among peer companies, including all related parties, to form allies. It also participates in anti-corruption activities hosted by other companies, associations, chambers of commerce, or regulators.

**8) Acceptance and giving of gifts, reception, entertainment, or other benefits policy**

Gifts, reception, entertainment, or other benefits are acceptable when they:

1. Are undertaken properly, openly, and transparently on behalf of CPN.
2. Conform to moral principles, laws, and protocols of CPN, government agencies, state enterprises, and related agencies.
3. Suit each locality's circumstances, festivals, and customs.
4. Are not pretexts for corrupt practices.
5. Do not lead to conflicts of interest (personal versus CPN's).
6. Gifts, reception, entertainment, or other benefits must not be accepted or offered, directly or indirectly, if they affect CPN's businesses.
7. Should employees fall under life-threatening circumstances or feel so, they may consider paying money or other benefits provided that they prepare written documents afterward for reporting to superiors and Internal Audit, with clearly and factually recorded objectives and nature of payment.

**9) Anti-money laundering policy**

1. CPN is committed to engaging in business with credible customers and business partners that conduct their businesses by the law. It exercises care in engaging in transactions with parties or juristic persons with suspected wrongdoing.
2. CPN does not abet or refrain from any action to conceal the sources of money or properties related to wrongdoing and does not engage in any transaction in which money or properties connected with wrongdoing are processed, transformed, or converted into lawful properties. This includes support to the above-mentioned wrongdoing.
3. CPN employees will unconditionally cooperate with relevant agencies to prevent business money-laundering and will strictly comply with laws on the prevention and suppression of money-laundering. For queries on this, one should consult CPN's legal department or legal.

**10) Political participation policy**

1. CPN is politically neutral and has no policy to provide political assistance or engage in actions affiliated with political parties or groups.
2. CPN employees command their duties, the rights and freedom under the constitution and other applicable legislation, including the exercising of their voting rights.

3. CPN personnel may personally join political activities without depriving CPN's work hours and performance without expression of views or use of other means to mislead others that CPN is behind any political party or political group or supports it.
4. CPN employees must not employ company assets or provide its service in support of political activities or other actions potentially implying CPN's participation or support to political parties or groups.
5. Political parties wishing to rent venues must follow CPN's procedures on venue sales or lease processes and must secure approval from the authorities under CPN's approval protocols. Approval must involve no special favor for any particular political party and must transparently and fairly follow uniform practical guidelines for all political parties.
6. CPN personnel must not exert their authority to solicit, pressure, or force colleagues or subordinates to support any political activity, directly or indirectly.

**11) Responsibility for the company's assets policy**

1. CPN employees must keep assets functional and protect them against damage or loss.
2. If the assets under the responsibility of an employee or any person are damaged or lost, that person must take joint responsibility with the company as stipulated by the company's rules, regulations, and policies.
3. CPN employees must use the company's assets for business with economy and awareness of the value for maximum benefit, taking into account environmental protection and energy conservation.
4. CPN personnel must not unduly exploit any of CPN's assets for personal or others' gains, directly or indirectly, or unlawfully use them.
5. On leaving CPN, all employees must return assets used in their business including the information used for work, results of work, and inventions to the company, in any form it was kept. Moreover, they must not record, copy, or photocopy the information for dissemination or for personal gains without CPN's consent.

**12) Intellectual properties policy**

1. CPN must conduct business and encourage employees to obey the law or regulations on intellectual property rights, whether in trademarks, patents, copyrights, commercial secrets, or other intellectual properties as stipulated by law.
2. CPN employees have the right and support to independently invent work under relevant law, by which the work that is the result of duty or work using the company's information or work done specifically for the Company, is considered the company's asset except the company's explicit allowance that the work belongs to the creator, inventor, researcher, or other persons.
3. CPN cultivates employees' awareness of the importance of respecting intellectual property rights, whether involving direct operation of work or daily life.
4. Relevant persons must ensure that the application of the findings of research or information in their work respects others' intellectual property rights.

**13) Respect of law and principles of human rights policy**

1. CPN employees must thoroughly understand and strictly obey the law relating to one's own duties and responsibility. If in doubt, seek advice from the legal department or a legal adviser. Avoid acting based on one's own interpretation.

2. When working abroad, study the law, customs, traditions, and cultures of that country before undertaking any activity concerning the company's business so as not to violate them.
3. CPN promotes and respects the protection of human rights, and ensure that CPN's business is in line with human rights concerning forced labor or child labor.
4. CPN employees must respect and provide fair treatment to all stakeholders based on fairness, human dignity, non-discrimination of origin, race, gender, age, skin color, religion, physical state, status, or birth.
5. CPN promotes compliance with human rights within the company and encourages subsidiary companies, investors, business partners, and all stakeholders to observe the international standards of the principles of human rights.
6. CPN protects the rights of stakeholders affected by the violation of their rights as a result of the company's operation by considering compensation no lower than the rate stipulated by law.

#### **14) Treatment of customers policy**

1. CPN is committed to ensure the satisfaction of the customers with quality goods and services, according to safety on health, life, and property.
2. CPN employees must respect promises or agreements with customers with fairness. If such promises or agreements cannot be kept, one must promptly negotiate with the customers in advance so as to solve problems or avoid damage.
3. CPN employees must behave towards all customers with equality and without discrimination.
4. CPN must disclose information to customers in a complete, correct and sufficient manner, without concealing, distorting, giving false or misleading information.
5. CPN must not use images or contents that may cause negative attitudes, social division, or improper values, especially those about sex or immorality, in CPN's sales campaigns.
6. CPN is committed to oversee that the environment, the area inside and around the property under CPN's management, is safe for health, life, and property.

#### **15) Hiring & purchasing and treatment of business partners policy**

1. CPN ensures hiring & purchasing processes for products and services that are fair, transparent, and corruption-free, marked by fair selection and treatment of all business partners under the regulations of CPN and applicable government agencies.
2. CPN has in place a screening process for business partners before taking on jobs, which also sees annual assessment of their performances and risks.
3. CPN employees must not participate in hiring & purchasing processes with business partners close to themselves, including parties or businesses of families, siblings, or close relatives.
4. Hiring & purchasing must not include specifications for products or services unique to any business partner. Unless adequately justified, specifications must not be deliberately written in favor of certain products or services.
5. CPN must provide the same details of information and conditions to all business partners.
6. CPN employees must respect promises or agreements with business partners with fairness. If the promises or agreements cannot be kept, one must promptly negotiate with the partners in advance so as to solve problems or avoid damage.
7. CPN is committed to maintain sustainable relationship with business partners, including cooperation in economy, society, and the environment.



**16) Treatment of creditors policy**

1. CPN employees must strictly respect promises or agreements with creditors. If the promises or agreements cannot be kept, one must promptly negotiate with the creditors in advance so as to solve problems or avoid damage.
2. CPN is committed to manage work to ensure the creditors of CPN's financial status and good record of loan repayment.
3. CPN must manage the loans according to the objective of expenses; abstain from using the loans in the way that may cause damage to the company.
4. CPN must disclose information to the creditors in a complete, correct, and timely manner.

**17) Treatment of employees policy**

1. CPN provides fair employment conditions so that employees may receive proper remunerations according to their knowledge, ability, potential, and performance, based on transparent and fair principles, in line with CPN's performance and comparable to other companies in the same business.
2. CPN suitably manages and develops its personnel's knowledge, skills, experiences, and incentives.
3. CPN provides a process of selection, appointment, transfer, welfare, awards, termination of employment, and punishment of employees, based on transparency, accountability, honesty, and fairness.
4. CPN encourages employees to widely and continuously develop and exchange knowledge and ability.
5. CPN is committed to oversee a working environment that is safe to health, life, and property of employees.
6. CPN must provide key information to employees so that they may be aware of CPN's performance and actual situations.
7. CPN encourages dialogue between CPN and the employees or representatives of the employees to present information to CPN's decision-makers so as to improve the quality of the workplace in view of joint development.
8. CPN equally respects the rights of expression of all employees without intervention; also, sets up a process of hearings and complaints in a proper and fair manner.
9. CPN promotes supporting activities so that employees may have a balanced life, whether related to work, education, recreation, or family.

**18) Business competition policy**

1. CPN observes the rules of fair competition by not seeking business rivals' secrets through dishonest means and not discrediting them by way of slander or other improper means.
2. CPN employees must examine and conform to the rules on business competition, both domestically and abroad where applicable, and must not cause unfair competition through the likes of collusion, trade monopolies, and unfair pricing. Questions on this must be referred to Legal.
3. CPN encourages constructive sharing of information for the broad business of developing and managing shopping complexes so as to strengthen business and contribute to sustainable national economic, social, and environmental development.

## **19) Society, communities, and the environment policy**

### **• Society and communities**

1. Base business on ethics and responsibility towards society, communities, and the environment.
2. CPN is committed to participate in the development of the community doing business and the overall society, whether in economic, social, community, or environmental aspects.
3. CPN encourages employees to selflessly act as volunteers and responsibility towards society.
4. CPN encourages sustainable activities benefiting society, communities, and the environment under the following directions:
  - Activities in line with CPN's business operation
  - Activities that can be implemented continuously and concretely
  - Activities that truly benefit society, communities, and the environment in the long run
  - Activities that encourage educational development and continuous learning.
5. CPN encourages employment, skill development for labor, as well as conservation of the arts and culture in the community where the company's business is situated.
6. CPN encourages the networking of the people sector, monitors and participates in social activities, exchange and transfer of technology, as well as alleviation of hardship caused by natural disasters.

### **• Environmental, energy, and natural resource conservation**

1. In conducting its business, CPN must conform to environmental legislation and regulations, environmental management standards, and other regulations applicable to the environment, energy, and natural resources.
2. In carrying out its businesses, CPN pays attention to the environment by subscribing to the Biodiversity Management Policy & the Climate and Environment Policy.
3. CPN is committed to managing its business to prevent and control environmental impacts, while controlling potentially wasteful activities requiring energy and natural resource consumption.
4. CPN is committed to constantly reviewing and improving its environmental management through energy-saving, consumption of alternative energy, resource conservation, reuse of materials, and proper disposal of waste or hazardous materials.
5. CPN institutes constant assessment and monitoring of performance or impacts on the environment, energy, and natural resources.
6. CPN is committed to educating stakeholders on the conservation of the environment, energy, and natural resources, while encouraging and providing cooperation, as well as supporting publicity of assorted activities among organizations, government agencies, society, and the public.
7. CPN is committed to enhancing its knowledge of the conservation of the environment, energy, and natural resources so as to produce innovations for its own operation.

## **20) Safety and occupational health policy**

1. CPN must respect the law, rules, and other regulations concerning safety and occupational health in operating business.
2. CPN arranges for sufficient, efficient practices and action plans on safety and occupational health.
3. CPN arranges for sufficient, efficient, and proper security and alarm systems within the offices and factories under the company's management.

4. CPN must prevent and control risk that may cause loss due to accidents, injuries, or illness from work, lost or damaged property, improper working methods, and other potential mistakes.
5. CPN sufficiently and efficiently arranges for public relations and communication to bring about understanding and disseminate information on safety and occupational health to employees as well as stakeholders.
6. CPN continuously and regularly assesses and monitors work on safety and occupational health relating to business.
7. CPN arranges for continuous and regular preparation in case of emergencies that may cause disruption to business operation or cause damage to CPN's reputation and image.

**21) Public relations and marketing policy**

1. CPN is committed to operate activities on public relations and marketing in a clearly defined, fair, and accessible manner for the maximum benefit of consumers.
2. CPN must provide information, publicize, or conduct public relations on the basis of righteousness and creativity without distorting facts, violating relevant law, or misleading stakeholders.
3. CPN must communicate and bring about proper understanding of the company among stakeholders on a complete, timely, and equal basis.
4. CPN is aware of situations and expectations of society and responds to the situations with correctness, utmost ability, and timeliness such as meet-the-press activities, and dissemination of news and activities.

## 6. Corporate Governance Policy

Since good governance frames the business of CPN, which is committed to morality, ethics, and due regard for the balanced interests among stakeholders, which would pave the way for long-term stability and growth in tandem with a healthy society and environment, the Board has defined CPN Corporate Governance Policy through the five following categories:

### **Section 1: Rights of shareholders**

#### **1) Rights of shareholders**

1. Rights of ownership registration
2. Rights of share transfer
3. Rights to regularly and sufficiently receive the company's important and material information
4. Rights to attend and vote in the company's shareholders meeting
5. Rights to elect or remove board members
6. Rights to consider remunerations of board members
7. Rights to the share of the company's profits
8. Rights to join decision-making and receive the results of the company's decisions on the company's fundamental changes, such as
  - Sale or transfer of the company's business, whether in whole or in important parts, to other people
  - Purchase or acceptance of transfer of other companies or other private entities
  - Execution, amendment, or cancellation of contracts of the company's leasing whether in whole or in important parts, the assignment of other person(s) to manage the company's business or the acquisition of other company with the objective of profit and loss sharing
  - Amendment of the company's memorandum of association, rules, and other similar regulations
  - Increase or decrease of capital
  - Company acquisitions or dissolutions
  - Issuance of debentures
  - Extraordinary transactions.

#### **2) Shareholders' meeting**

Shareholders have full opportunities to attend the meeting and cast their votes at the meetings. CPN encourages all shareholders—major, minor, foreign, or institutional investors—to attend these. CPN will also in no way deprive their access to its public information, including blocking of communication among shareholders or the participation in the shareholders' meeting. CPN will perform duties relevant to the shareholders' meeting as follows:

##### Prior to the shareholders' meeting

1. Minor shareholders can propose agenda items for consideration at the shareholders' meeting and nominate qualified people for election as directors ahead of the meeting as stipulated by CPN.
2. CPN sends meeting invitations in both Thai and English to the shareholders, containing complete and clear agenda details.
3. CPN posts meeting invitations, containing agenda details, at least 30 days ahead of the meeting on [www.cpn.co.th](http://www.cpn.co.th) and via the Stock Exchange of Thailand's news channels.
4. CPN sends meeting invitations with agenda details to the shareholders at least 21 days ahead of the meeting so that they may have enough time to study the details before voting on each agenda item.

5. Shareholders can send queries about agenda items at the shareholders' meeting ahead of the meeting by email to the Company Secretary: [co.secretary@cpn.co.th](mailto:co.secretary@cpn.co.th) or by mail to the following address:

The Company Secretary  
Central Pattana Public Company Limited  
999/9 The Offices at CentralWorld, 31<sup>st</sup> floor  
Rama 1 Road, Pathumwan  
Bangkok 10330

#### Day of the shareholders' meeting

1. CPN sets the date, time, and venue of the shareholders' meeting taking into account the convenience with which the shareholders can attend the meeting.
2. CPN provides computers and barcodes to facilitate the registration and vote counting in view of convenience, speediness, accuracy, and reliability of the information.
3. CPN provides voting ballots for each agenda item.
4. Shareholders are entitled to authorize the company's independent directors or other people deemed appropriate to attend the shareholders' meeting and exercise their rights to vote on their behalf.
5. CPN clearly informs the shareholders of the regulations controlling the shareholders' meeting and the voting procedures at the beginning of the meeting.
6. No addition can be made to the agenda item as listed in the invitation letter and no amendment to significant information can be made without notifying shareholders in advance.
7. CPN's directors and executives attend the shareholders' meeting and allow the shareholders to ask and present their views, as well as to seek clarification from the directors, executives, and the auditors during applicable agenda items.
8. CPN allows shareholders to vote for individual directors.
9. CPN counts the vote and discloses the results of the vote for each agenda item in the meeting with clarity and transparency.

#### After the shareholders' meeting

1. CPN disseminates the resolutions of the meeting and the results of the vote for each agenda item via the Stock Exchange of Thailand's news channels.
2. CPN prepares correct and complete minutes of the meeting to the Stock Exchange of Thailand and posts them on CPN's website within 14 days after the meeting.
3. CPN disseminates the minutes of the meeting on CPN's website and via the Stock Exchange of Thailand's news channels.
4. CPN disseminates the filming of the meeting via CPN's website or as VCDs.

### **Section 2: Equitable treatment of shareholders**

CPN has devised policies and guidelines of fair treatment of all shareholders, whether minor investors or institutional ones, both in and outside the country, to exercise their rights as follows:

#### **1) Monitoring of inside information**

The directors formulate a policy to monitor the use of inside information and CPN's securities transactions on the basis of equality and fairness of all shareholders and for the prevention of relevant

directors and executives from undertaking dishonest securities transactions for their own benefit or the benefit of others.

- **Control of inside information:** The directors, executives, and all employees are prohibited from using CPN's material and undisclosed information to the public for their own benefit or the benefit of others and must strictly adhere to the policy on keeping and using inside information as specified by CPN.
- **CPN's securities:** The directors, the executives, and employees are entitled to invest in CPN's securities transactions. However, to prevent conflicts of interest, the directors, executives, and employees, as well as their spouses and children under the legal age, are prohibited from buying, selling, transferring, or accepting transfer of CPN's securities one month before the disclosure of the financial statements to the public. If the directors, the executives, and employees, as well as their spouses and children under the legal age, buy, sell, transfer, or accept transfer of CPN's securities, they must prepare and report a list of securities and a change in CPN's shareholding to the monitoring agency as specified. Furthermore, the Company Secretary is responsible for compiling securities holding information concerning directors and executives, as well as their spouses and children not yet of age, for the Board's information every quarter.

If a director, executive, or employee violates CPN's rules on the control of inside information and on CPN's securities holding, or other rules issued by applicable regulators, he or she is subject to CPN's disciplinary action and punishable by law.

## 2) **Monitoring of conflicts of interest**

It is CPN's policy to conduct business with honesty, open-mindedness, transparency, and fairness. CPN forbids its directors, executives, and employees to compete with CPN, avoid making connected transactions relating to them or people/entities that may cause conflicts of interest with CPN. The Board ensures that the company strictly performs duties according to criteria, method, and disclosure of connected transactions as specified by law or the monitoring agency.

If it is necessary to undertake connected transactions, they must be in line with general business conditions as specified and approved by the Board, based on transparency and fairness, as if the transactions were undertaken with other parties, taking into account CPN's maximum benefit. Stakeholders with conflicts of interest are forbidden to take part in the consideration of connected transactions. If the connected transactions are not in line with general business conditions as specified and approved by the Board and may cause conflicts of interest, the transaction must be submitted to the Audit Committee for opinions before submitting to the Board or shareholders for approval.

## 3) **Disclosure of vested interests**

The directors and the executives are responsible for disclosing vested interests held by themselves and relevant people that may relate to CPN's management according to the rules, conditions, and methods of the Capital Market Supervisory Board. The Company Secretary is responsible for compiling and submitting a copy of the report of such interests to the Chairman and the Chairman of the Audit Committee within seven days after receiving the report.

## **Section 3: Roles of stakeholders**

CPN conducts business with fairness and adheres to the joint benefit between CPN and its stakeholders, as governed by the following policies:

- **Shareholders:** Stimulate growth with quality and stability for the shareholders' sustainable benefit with good and efficient performance; respect the shareholders' equal rights to receive necessary

information; disclose correct and actual information; conduct business based on honesty, transparency, and fairness.

- **Customers:** Satisfy the customers with good service, fair, and proper treatment of customers; provide complete, correct, and actual information; undertake customer satisfaction surveys, the results of which are used to continuously improve the service.
- **Business partners:** Provide fair treatment of business partners based on joint benefit; create and maintain sustainable relationship with business partners; create trust, by which the company adheres to the clear procurement procedures and practices.
- **Creditors:** Strictly respect agreements with creditors; ensure timely repayment of loans and interests; thoroughly honor loan conditions as agreed.
- **Employees:** Provide fair and proper treatment of employees whether in opportunity, remuneration, appointment, transfer, or potential development; monitor the workplace for the safety of employees' life and property; provide channels for employees to express their views and suggestions, as well as fair treatment and non-discrimination of all employees.
- **Business competitors:** Conduct business with fairness; refrain from improperly seeking competitors' confidential information; refrain from abusing the intellectual property rights of others or those of competitors.
- **Society, communities, and environment:** Respect the relevant law, and/or regulations; monitor the operation of the company and prevent it from damaging the quality of life of society, communities, and the environment; develop society in its quality of life, education, energy saving, and environmental protection for the benefit of society at large.
- **Government:** Cooperate and support government policies for the benefit of the country under relevant law and criteria.
- **Independent organizations and other related social organizations:** Upgrade cooperation and exchange information with independent organizations and other related social organizations for the joint development of society and the country on a sustainable basis. Address society's expectations in a constructive and for public benefit.

CPN must provide channels and procedures for suggestions and complaints relating to the company's business operation with speed, fairness, and transparency.

#### **Section 4: Disclosure of information and transparency**

##### **1) Disclosure of information**

CPN is committed to disclosing financial and non-financial information that is accurate, complete, transparent, thorough, and timely for investors and all stakeholders worldwide to gain access to information that is reliable, always adequate for decision-making, and conveniently accessible through documents, the SET portal, the Company's website, and press conferences. Such information consists of:

- CPN's financial information and material information, such as financial statements of CPN and its subsidiaries; information on major shareholders and voting rights; information on directors and members of subcommittees; CPN's dividend payment policy, Code of Conduct and Corporate Governance Policy.
- CPN's major business updates and activities.

## **2) Responsible persons for disclosure of information**

- The President & CEO or the person assigned by the President & CEO to be responsible for the disclosure of information must adhere to correctness, completeness, timeliness, and fairness.
- The company secretary is responsible for disclosing key information to the Stock Exchange of Thailand, the Securities and Exchange Commission, shareholders, and investors.
- Top executives responsible for finance and investor relations are responsible for disclosing information and answering queries of shareholders, investors, stock exchange analysts, and the general public. The information covers financial statements, performance, nature of business, CPN's policy, operational plans and investment, development projects, shareholding structure, and key factors impacting performance.
- Senior executives of the project development group and the special project development group are responsible for providing data and handling media and public inquiries into CPN's investment and project development plans under their own responsibility or as delegated.
- Top executives responsible for marketing and public relations unit are responsible for disclosing information and answering queries of the media and the general public on marketing plans and marketing campaigns. Moreover, if a significant event happens to CPN, the public relations unit must coordinate with the owner of the information to obtain facts and respond to queries of the media under the assigned scope.
- Those not responsible for disclosing company information or those not assigned by the President & CEO must not disclose inside information that may affect CPN's reputation and image, including the information that may affect the change in price and volume of CPN's securities transactions.

## **3) Auditor and financial statements**

The financial statements of CPN and the subsidiary companies are audited by an independent auditor with knowledge, skill, and qualifications as specified to ensure the Board and the shareholders that such financial statements reflect its actual financial status and operation. It is CPN's policy to change its auditors every five years to ensure complete independence.

The board values and takes responsibility for the financial statements of CPN and the subsidiary companies in line with general standards and practices. CPN devises a policy of proper accounting based on caution, correctness, and completeness to reflect its performance. The Board ensures that performance is reported and material information is transparently and sufficiently disclosed by regularly reporting to relevant agencies, such as the Securities and Exchange Commission and the Stock Exchange of Thailand, for the benefit of shareholders and investors. Moreover, the Board appoints the Audit Committee to be responsible for checking the reliability and accuracy of the financial statements as well as the internal control system in a sufficient and proper manner to ensure the reliability of CPN's financial statements.

## **Section 5: Responsibilities of the board of directors**

### **1) Composition and appointment**

- The Board consists of at least five directors. At least one-third must be independent directors, the number of whom must be at least three. At least half of the directors must be permanent residents of the kingdom.
- The directors elect one of them as chairman. When deemed appropriate, the directors may elect one or several directors as vice chairman. The vice chairman is responsible for assignments by the chairman under CPN's regulations.



- The Chairman and the President & CEO are two separate persons for the sake of clear-cut segregation of roles and balance in the operation.
- The appointment of the directors must follow relevant law, rules, and regulations based on transparency and clarity.
  - 1) If a director resigns upon term expiration, the shareholders' meeting may elect his/her replacement through the decision of the majority of votes of the present shareholders. If there are equal votes among the directors, the Chairman of the meeting must cast the decisive vote.
  - 2) If a director's post becomes vacant for reasons other than term expiration, the Board may elect a qualified candidate to replace him/her in the next Board meeting. If the remaining term of directorship is shorter than two months, the newly elected one is to stay in office for the remaining term. The resolution of the board on this matter must consist of no less than three-quarter votes of the remaining directors.

## 2) Qualifications

- Directors must be ordinary citizens with the following qualifications:
  - 1) Are of legal age
  - 2) Are not bankrupt, incompetent, or equivalent
  - 3) Have not served prison terms for fraud
  - 4) Have not been dismissed from the government, organizations, or government agencies for fraud.
  - 5) Have never faced legal fines for fraudulent property offenses
- Directors must possess knowledge, ability, and experience beneficial to the business operation with ethics, honesty, and sufficient time to devote to their work.
- Directors must not manage other activities opposing CPN's interest or provide interest to other people/entities, whether for their own benefit or the benefit of others.

## 3) Terms

- At every annual general meeting, one-third of the directors must resign from office. If the number is not a multiple of three, the number closest to one-third must be adopted.
- Apart from normal term expiration, the directorship is to be considered terminated due to the following reasons:
  - 1) Death
  - 2) Resignation
  - 3) Disqualifications or qualifications contrary to the law and CPN's regulations
  - 4) Shareholders' resolution to remove him/her with no less than three-quarters of the votes of the present shareholders who are eligible to vote and with no less than half of the shares held by the present shareholders who are eligible to vote.
  - 5) Removal by court order.
- A director who wishes to resign must submit a resignation to the Company. The resignation takes effect on the day the resignation letter is received by the Company.
- Independent directors gain independency from the management and major shareholders. An independent director may hold the post for no more than two consecutive terms, extendable for another term, totaling up to nine years, to maintain the independence of opinions and performance of duties as the Company's independent director.

The Board could extend independent directors' terms as seen fit. When independent directors complete their terms, the Board may nominate their names to the AGM for possible re-election and extension of their terms.

#### **4) Selection**

Selection of directors must be conducted in a transparent, fair, and accountable way under applicable legislation and regulations.

- **Criteria and procedure:** The Nomination and Remuneration Committee is responsible for selecting and screening qualified people under CPN's regulations, Board charter, and applicable criteria before tabling their names for the Board's endorsement and finally for the shareholders' appointment.

The Nomination and Remuneration Committee reviews eligible directors by:

- Allowing the major shareholder, minor shareholders, directors, and executives to nominate directors
- Examining the Director Pool of the Thai Institute of Directors Association or other agencies with similar lists
- Leveraging other channels considered suitable by the Nomination and Remuneration Committee.

#### **5) Board diversity**

The Board is made up of experts with diverse background on competency, experience, and skills that are helpful to business conduct, in addition to steadfast righteousness and integrity, regardless of gender, nationality, religious belief, age, professional skills, or other qualifications.

#### **6) Roles of the Chairman and the President**

For clear role segregation and checks and balances, the Chairman and the President are always two different persons.

As a director bound by the Charter of the Board, the Chairman is committed to the Code of Conduct and Corporate Governance Policy in providing a role model for the Board, executives, and employees. The Chairman presides over the meetings of the Board as well as the shareholders, ensuring smooth meetings and giving directors and shareholders opportunities to express their views and recommendations freely and creatively.

The President is responsible for managing and administering day-to-day CPN businesses under its strategic plans, vision, and missions, with a scope of authority bound by law, objectives, and CPN's regulations, in addition to the decisions of the Board and shareholders' meetings.

#### **7) Limiting the number of companies for directors and the President**

- A director must not serve on more than five SET-listed companies.
- The President may hold directorships in another SET-listed company, but such action must not affect his own responsibility for CPN. In addition, the other company must not be in the same business or in competition with CPN. Board approval must first be sought before accepting a directorship in another company.

#### **8) Responsibilities**

- Acting in the best interest of shareholders (Fiduciary Duty) by observing the following four main practices:

- 1) Performing its duties with faithfulness and honesty (Duty of Loyalty)
  - 2) Performing its duties with responsibility and all due circumspection and caution as well as with accountability and ethics (Duty of Care)
  - 3) Performing its duties in compliance with laws, objectives, the Company's Articles of Association, the resolutions of the Board of Directors and resolutions of Shareholders' Meetings (Duty of Obedience)
  - 4) Disclosing information to shareholders accurately, completely, and transparently with verification, timeliness and equitability (Duty of Disclosure)
- Set the vision, mission, and short-term & long-term strategies to ensure fulfillment of corporate objectives and key goals with a focus on sustainability goals agreeing with value addition to the business, stakeholders, and society at large. These elements are revised annually.
  - Consider approving key transactions under the Board's authority scope under the law and corporate regulations and approval protocol
  - Consider approving annual plans and budget, while constantly monitoring its business performance to ensure goal achievement by suitably and safely applying innovation and technology
  - supervise subsidiaries and associated companies in line with the Company's policy and direction to ensure its safe and efficient investment. The Board was required to approve major operations, such as appointment of CPN's representatives as directors, executives, or authorized persons in subsidiaries and joint ventures, scope of duties and responsibilities of the Company's representatives, monitoring accurate, complete disclosure of financial and operation performance, as well as efficient internal control
  - Set and review Board structure, specifically the number of directors and ratio of independent directors, as well as diverse qualifications suiting corporate business. Review Board and committee compensation as proposed by the Nomination and Remuneration Committee
  - Consider appointing subcommittees to provide support for the Board's performance and responsibilities where suitable and necessary, and monitor the subcommittees' performance on a regular basis
  - Disclose financial and key information to all shareholders and stakeholders on a correct, complete, transparent, reliable, timely, and equitable basis in compliance with regulations, standards, and practical guidelines
  - Set up efficient and effective internal control and internal audit systems
  - Develop a code of business conduct for the directors, executives, and employees to set the standards for the Company's business operation. All directors, executives, and employees shall perform their duties ethically and in strict compliance with the Company's code of conduct
  - Ensure business operation based on good corporate governance principles and provide support to communicate to every personnel in the Company to acknowledge and strictly adhere to them
  - Ensure clear and transparent connected transactions
  - Ensure clear procedures of the Audit Committee's report to the directors when doubtful of transactions and actions that may seriously affect the Company's financial status and performance. The Board must rectify the problems within the timeframe deemed appropriate by the Audit Committee
  - Institute a suitable and efficient risk management policy and procedures with regular monitoring and assessment of risk management performance
  - Ensure the succession planning of the Company's top executives and annually arrange effective assessment of their performance

- Arrange for the company secretary to assist the directors' activities and ensure that the Board and the Company comply with the relevant law and regulations
- Annually assess Board performance and monitor Board and committee performances for joint review in the Board
- Constantly develop competency through training and participation in courses on Board performance or in other activities designed to enhance job expertise
- Steer the formulation of an anti-corruption policy and practical guidelines, strictly conform to the corporate policy and measures to set good examples for all personnel, and advocate internal and external communication for genuine conformance
- Steer the institution of processes and channels for receiving and effectively handling complaints filed by those with fraud leads and all stakeholders
- Steer the institution of an information security system, which includes the defining of a policy and procedures for confidentiality, integrity, availability, and the handling of market-sensitive information. Ensure conformance to this system by all directors, top management, personnel, and relevant third-party personnel
- Review and rectify the charter of the board as appropriate under prevailing circumstances
- Seek professional opinions by hiring outside advisers paid for by the Company
- Perform other duties as specified by the shareholders.

## **9) Appointment of subcommittees**

The Board appoints subcommittees to assist in the monitoring and screening of key work and requires that the performance should be regularly reported back to the Board. The subcommittees consist of the following:

### **1. Audit Committee**

The Audit Committee is appointed by the Board, consisting of at least three independent directors, at least one of whom has sufficient knowledge and experience to check the reliability of financial statements. The Audit Committee, responsible for ensuring that CPN correctly, completely, sufficiently, reliably, and timely reports financial statements, ensures that the connected transactions or the transactions that may cause conflicts of interest are in line with the law and related rules, oversees accurate and complete disclosure of the information. They also ensure that there are proper and efficient internal control and internal audit systems, select the auditor and check financial statements prepared by the auditor, ensure the adherence to the relevant regulations and law, as well as encouraging CPN to have corporate governance principles and systematic and efficient risk management procedures. The Office of Internal Audit, the committee's direct report, supports its work.

### **2. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is elected by the board, consisting of at least three directors, with independent directors accounting for more than half of all directors. Its chairman must be an independent director. Below are its responsibilities:

**Nomination:** Ensure that the structure, size, and composition of the Board suit CPN and the changing atmosphere; ensure the revision of the qualifications of independent directors; ensure that Board structure comprises experts who are knowledgeable, experienced, and skillful in diverse fields relevant to the conduct of business and uphold in ethics and honesty with non-discrimination of gender, race, religion, age, professional skill, or other qualifications; consider the criteria for selecting directors and President & CEO; select and nominate those persons qualified and appropriate to be appointed as directors and President & CEO by presenting to the Board of Directors before presenting further to the Shareholders Meeting to approve the appointment of directors and presenting to the Board for the

appointment of the President and CEO; allow minor shareholders to nominate a person(s) name as director(s), providing shareholders with enough time prior to shareholders' meetings being held; formulate succession plans for President & CEO and senior executive position with regular revision to present to the Board; consider appropriate strategies relating to human capital and organization management to be implemented to ensure its consistency with CPN's business operations.

**Remuneration:** Determine the methods and criteria of paying remuneration and other profits to the Board, subcommittees, and the President & CEO on the basis of clarity, fairness, appropriate to the responsibilities and other related factors inclusive of comparisons to remuneration of other companies within the same or similar industry and business sectors as CPN, and also take into consideration the overall increase to the total value of the shareholders equity in the long term; determine the remuneration of the directors and the subcommittees and submit it to the Board and the shareholders' meeting for approval, as well as determining objectives and assessing the performance of the President & CEO to submit to the Board for the consideration of the CEO's future remuneration.

### **3. Risk Policy Committee**

Appointed by the Board, the Risk Policy Committee consists of independent directors, senior-management directors, and the President, altogether numbering at least three persons. The Chairman must be an independent director. This committee acknowledges and comments on policies, strategies, structures, and framework of risk management of all sorts and at all levels of CPN; assesses the effectiveness of risk management; reviews, screens, and approves CPN's tolerable risks; reviews overall risk management; acknowledges key risks and monitor suitable responses; and comments on CPN's annual risk management strategy analysis.

### **4. Corporate Governance and Sustainable Development Committee**

The Corporate Governance and Sustainable Development Committee consists of members representing various units of CPN. It defines and reviews Code of Conduct and Corporate Governance Policy in line with updated international practices for the Board's approval; defines and reviews policies, rules, or guidance for corporate governance and sustainable development, while commenting on and promoting applicable plans or activities; represents CPN in communicating and executing activities on corporate governance and sustainable development; and ensures information disclosure on corporate governance and sustainable development to all stakeholders in an accurate and complete way through suitable communication channels.

## **10) Board meetings**

- The directors must hold meetings at least once every three months by setting meeting dates in advance all year round and may convene an extraordinary session if necessary.
- The directors have the duty to regularly attend Board meetings with the ratio of at least 75% of the meetings for the entire year.
- At least two directors are entitled to call for a meeting. The Chairman or the assigned person must set the date of the meeting within 14 days after receiving the request.
- The Chairman or the assigned person sends meeting invitations specifying the date, time, venue, and agenda details to all directors at least seven days ahead of the meeting. Except for the urgent case to protect CPN's interest, notification of the meeting can be given through other means and the meeting can be convened earlier.

- In the directors' meeting, at least half of the directors must be present. The Chairman of the Board acts as chairman of the meeting. If the Chairman cannot attend the meeting or cannot perform the duty, the attending directors will elect one among themselves as chairman.
- The resolution of the meeting will take into account the majority of votes, with one director having one vote. If the number of votes is equal, the Chairman will cast the decisive vote. Each director with vested interest(s) in any agenda item must abstain from voting on that item.
- In any Board voting, at least two-thirds of the entire Board must be present.
- The Board is authorized to invite the management, executives, or other relevant people to give opinions, attend the meeting, or present information for consideration.
- Non-executive directors must meet in the absence of the management at least once every year to share views on the topics relevant to their responsibilities.
- The Company Secretary or the assigned person is responsible for preparing the minutes of the meetings.

## **11) The Company Secretary**

### **1. Qualifications and experience**

The Company Secretary plays a key role in supporting and overseeing the Board's activities for efficiency and effectiveness under law, rules, regulations, and corporate governance, the Board appoints a suitable person in this position, based on the mastery of CPN's businesses under applicable legislation and criteria, including the memorandum of association, CPN's regulations, SEC Act, Public Company Limited Act, and Code of Conduct and Corporate Governance Policy.

The Company Secretary is responsible for communicating efficiently and effectively among the Board, executives, and shareholders to enable Board-related activities to proceed smoothly in line with the decisions of the Board and the shareholders.

### **2. Responsibilities**

To support and manage the activities of the directors in an efficient and effective manner, the Company Secretary has the following responsibilities:

- Prepare and file documents concerning the list of directors, CPN's annual report, invitation letters for CPN's director meetings and minutes of the Board meetings, invitation letters for shareholders' meetings, and minutes of the shareholders' meetings.
- File reports of vested interests of the directors or executives.
- Send the copy of reports of vested interests of the directors, executives, or connected persons to the Chairman and the Chairman of the Audit Committee within seven days after receiving the report.
- Arrange for the meetings of the Board and the shareholders under related rules, regulations, and law.
- Provide advice for the operation of CPN and the Board under the memorandum of association, CPN's regulations, SEC Act, Public Company Limited Act, and other relevant law.
- Act as a focal point for exchange of news and information among directors, executives, and shareholders.
- Coordinate and follow up operation under the resolutions of the directors and shareholders.
- Oversee disclosure of the information and reports under relevant responsibilities to the monitoring agency as specified by the rules and regulations of the authority.
- Perform other duties as announced by the Capital Market Supervisory Board or as assigned by the Board.

**12) Board's performance assessment**

Together the directors define the criteria for performance self-assessment (collective and individual) in line with SET's guidance and the Board's own characteristics and structure. Assessment is done annually, the findings of which are jointly reviewed to improve their performance.

At each Board meeting, the directors assess collective meeting efficiency to improve the performance of directors and meeting organization.

**13) Subcommittees' performance assessment**

To apply assessment outcomes to improve their performance in support of the Board and all aspects of CPN's business, each year each committee assesses its own performance. Each defines the criteria for self-assessment in line with its responsibility.

**14) President's performance assessment**

The President's performance assessment is the duty of the Nomination and Remuneration Committee, which tables its findings for the Board's approval. The President contributes to goal-setting for his own performance and acknowledges each year's approved goals.

**15) Remuneration**

The Board explicitly sets the forms and criteria of remuneration and other benefits for the directors and submits them to the shareholders for approval. The Nomination and Remuneration Committee screens yearly remuneration figures transparently and fairly as fit the authorities, responsibilities.

**16) Training and knowledge development**

Newly appointed directors must be made aware of CPN's data, regulations, bylaws, and key business data for their own performances, including their roles and responsibilities, code of conduct, nature of business, and laws applicable to business. minutes of the directors' meetings, and minutes of past meetings of the Audit Committee, and introduction to directors and executives. Moreover, directors are encouraged to undergo training and participate in trainings and seminars to improve their knowledge necessary for the work of directors.

**17) Succession plan**

The Board institutes succession plans for the President & CEO and senior management to ensure that they are knowledgeable, skillful, experienced, and essentially qualified to drive CPN toward its goals. To this end, the Nomination and Remuneration Committee ensures transparency, fairness, and suitability to CPN's prevailing business outlook. Succession plans are reviewed annually, while steps are taken to maintain and develop relevant executives' capability to groom them for their new positions.

**1) Definition**

**Company/CPN** refers to Central Pattana Public Company Limited and its subsidiary companies.

**Sister companies** refers to two or more subsidiary companies with the same parent company

**CPN personnel** refers to directors, executives, and rank-and-file employees.

**Directors** refers to CPN directors.

**Executive Directors** refers to directors who take the executive role, those who have responsibilities as an executive, and authorized directors, with an exception that the signature is abide by the resolution made by the Board of Directors and jointly signed with other directors.

**Independent directors** refer to director who is independent from controlling of executives and of major shareholder as well as not related to or has interest in any executives' decision. Qualifications of the independent directors are as follows:

- 1) Not holding more than 0.5% of the total outstanding voting shares of the Company, its parent company, subsidiary or affiliated company, major shareholders or controlling person including shares held by related persons of the independent director
- 2) Neither being nor having been an executive director, officer, employee, controlling person or advisor who receives a salary of the Company, its parent company, subsidiary, a same-level subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two years prior to the date of appointment
- 3) Not being a person related by blood or registration under law, such as a father, mother, spouse, sibling, or child, including spouses of children of executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries
- 4) Not having nor have had a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in a manner which may interfere with his or her independent judgment, and neither being nor having been a substantial shareholder or controlling person of any entity having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two years prior to the date of appointment  
The term "business relationship" under the above paragraph includes any normal business transaction, rental, or lease of immovable properties, transaction relating to assets or services, or grant or receipt of financial support through receiving or extending loans, guarantee, providing assets as collateral, including any other similar action whose value exceeds 20 MB or more than 3% of the net tangible assets, whichever is lower. The value of each transaction is based on the calculation method for the values of connected transactions under a Notification of the Board of Governors of SET Re: Disclosure of Information and Act of Listed Companies concerning Connected Transactions. Under the regulation, all transactions occurring within a year of preceding transactions must be included in such calculation.
- 5) Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person nor being a substantial shareholder, controlling



person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship ended not less than two years from the date of appointment

- 6) Neither being nor having been any kind of professional advisor including a legal advisor or financial advisor who receives an annual service fee exceeding two million baht from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and neither being nor having been a substantial shareholder, controlling person or partner of the professional advisor unless the foregoing relationship ended not less than two years from the date of appointment
- 7) Not being a director who has been appointed as representative of the Company's directors, major shareholders, or shareholders who are related to CPN's major shareholders
- 8) Not conducting any businesses which have the same nature as or in competition with the Company's or its subsidiaries or neither being a substantial partner, executive director, employee, officer or advisor who receives regular salary, shareholder holding more than 1% of the voting shares of businesses which have the same nature as or in competition with the Company or its subsidiaries
- 9) Not having any characteristics that could prevent him/her from giving independent opinions concerning CPN's operation

Independent directors may be assigned by the Board to make decisions regarding the operation of the Company, its parent company, subsidiaries, associated companies, a same-level subsidiary, major shareholders or controlling person in an organization's collective decision.

**Executive** refers to the company's executives from executive vice president upwards as well as the executives of the shopping complexes from the general manager upwards. In reviewing items related to the supervisory criteria by the Stock Exchange of Thailand or the Office of the Securities and Exchange Commission, including CPN's securities holding and connected transactions, this includes the top executive in the finance and accounting group.

**Employee** refers to employees from the level of executives downwards, whether rank-and-file employees, specially contracted employees, or temporary employees.

**Business partner** refers to suppliers of goods and services to the company, designers, consultants, contractors, and sub-contractors.

**Customer** refers to tenants and those who use the company's services.

**Stakeholder** refers to shareholders, customers, business partners, creditors, employees, business competitors, the public sector, organizations, and other related people in society.

**State/public official** refers to state/public officials, officials of foreign states, and officials of international organizations as defined by organic laws under the Constitution concerning the prevention and suppression of fraud or laws concerning management's measures for preventing and suppressing fraud. These officials also include competent officers under the Criminal Code.

**Connected transactions** refers to transactions between the company or the subsidiary companies and the company's connected persons. Connected transactions fall into six categories as follows:

- 1) **Transactions of normal business** are those involving assets/services concerning regular business, conducted under general business conditions, such as procurement and development of real estate for the rental of buildings of the shopping complexes, office buildings, and residential buildings.
- 2) **Transactions that support normal business** are those with the same general line of business as the company or the subsidiary companies to support and smoothen the company's normal business, such as services in the company's rented areas, procurement, insurance, management hiring, consultant hiring, and experts in various fields.
- 3) **Short-term transactions of renting/renting out real estate** are those of renting or renting out real estate that cannot be explicitly shown to align with the general business conditions, and with a contract of up to three years.
- 4) **Transactions of assets or services** are those of buying or selling assets and/or the right to buy or sell assets, renting/renting out, buying/providing services, such as investment/selling of investment.
- 5) **Transactions of financial assistance** are those that the company or its subsidiary companies provide financial assistance to connected persons, including the transactions of loans, guarantees, asset collaterals, and similar activities.
- 6) **General business conditions** means those conditions with fair prices and conditions, not causing profit transfer, and similar business agreements that a reasonable person may generally make with a contracted party under the same conditions, possessing no influential power of business negotiations for being directors, executives, or related persons. The prices and conditions are as follows:
  - Those that the company or the subsidiary companies receive or give to other persons
  - Those that connected persons give to other persons
  - Those that the company can show that similar entrepreneurs apply with other persons.

**Connected person** refers to the Board, executives, major shareholders, controllers, or those due to be nominated to the Board, executive team, or controllers of CPN or its subsidiaries. Connected parties also include related parties and their close relatives, as well as juristic persons where connected parties serve as major shareholders or controllers.

**Major shareholder** refers to direct or indirect shareholders in the company with more than 10 percent of all the shares with the right to vote, including shares held by related persons (the company's major shareholders are Central Holding Company Limited and the members of the Chirathivat family).

**Related person** refers to those with the following relationships:

- (1) The controllers of the company; in case of a juristic person, it will include the directors of that company
- (2) Spouses, children or adopted children under the legal age of the directors, executives, or persons mentioned under (1)
- (3) The company that the persons under (1) and (2) are authorized to control
- (4) Other persons as specified by the Capital Market Supervisory Board.

**Close relative** refers to blood relations or through lawful registration as follows:

- (1) Fathers, mothers, siblings, and children/adopted children, including the spouses of the children/adopted children
- (2) Spouses.

**Inside information** refers to the information that is not yet disclosed to the public and is used for the sole purpose of the company and not of personal use, the information that company keeps temporarily, including the information about strategies, policies, business plans, objectives, business performance, and the company's income.

**Levels of confidentiality** refers to four levels of information confidentiality, classified by the company as follows:

**A) Level 0: Public**

Information that can be harmlessly disclosed or causing little damage, or information for public relations that the outsiders can have access to.

**B) Level 1: Internal**

Information to be used in the company by the company's employees, outsiders, or outside agencies under a contract. In general, this kind of information is necessary for business transactions. Access to the information must be monitored and only on a need-to-know basis, such as forms, minutes of meetings, policies and internal regulations.

**C) Level 2: Confidential**

Information that is disclosed or accessed to by a limited group such as departments and working groups. Disclosure of such information may cause a leak of the company's material information, possibly damaging the company's business, finance, or image, such as confidential contract information with expensive fines and employees' curriculum vitae.

**D) Level 3: Strictly confidential**

Strictly confidential information is accessible only to specified individuals and its owners want to know to whom the information is passed on. The leak of this information may cause serious harm to business potential, image, or financial situations, such as where the leak is considered a violation of law, information of salaries, and passwords.

**Corruption** refers to offering, promising, delivering, demanding, giving, or accepting bribes or benefits in cash or other forms, directly or indirectly. Corruption also means actions bordering on fraud of all forms with other parties or juristic parties, state/public officials, public service agencies, or stakeholders.

**2) References**

- Organic law under the Constitution concerning the prevention and suppression of corruption, B.E. 2542 (1999), third amendment, B.E. 2558 (2015), Article 123/5
- Securities and Exchange Act, fifth amendment, B.E. 2559 (2016)
- The Organisation for Economic Co-operation and Development (OECD) principles
- Corporate Governance Code (CG Code)



**Acknowledgment and Compliance Form  
Code of Conduct and Corporate Governance Policy  
Central Pattana Public Company Limited**

I acknowledge receipt of the code of conduct and corporate governance policy of Central Pattana Public Company Limited. I have acknowledged and accepted them as my strict guiding principles of business operation and transparency and corruption-free job performance. I am well aware that violation of or non-compliance with the Code of Conduct and Corporate Governance Policy is subject to disciplinary measures or prosecution by law.



(Signature):.....  
(.....)

Position:.....

Department:.....

Date:...../...../.....