

Whistleblower Policy

Mc Group Public Company Limited

Announced on 1st March 2017

1. Objective

Mc Group Public Company Limited and its subsidiaries (“Company”) are committed to good principles and practices in conducting its business under the basis of fairness, responsibility, transparency and honesty in order to efficiently carry out its business and create values for all stakeholders in accordance with good corporate governance principles.

The Company fosters open communication and encourages directors, executives, employees and all stakeholders to raise concerns, file complaints or report misconducts regarding financial reports accuracy, defective internal control systems or unethical conducts through provided channels. Moreover, the Company has set adequate measures to protect informants, complainants or whistleblowers to ensure that their actions would not cause them any trouble or damage directly or indirectly.

2. Definition

Mc Group and its subsidiaries (“Company”)	means	Mc Group Public Company Limited and its subsidiaries, associated companies and other companies that Mc Group has controlling power including business agents.
Director	means	Director who is the member of the Board of Directors or other sub committees.
Executive	means	Chief Executive Officer and Managing Director/ Deputy Managing Director/Assistant Managing Director/ Senior director/Director/ Assistant Director/Manager.
Employee	means	Employees from assistant manager level or equivalent and below either full-time, part-time or under special contracts.
Stakeholder	means	Person and/or legal entity that are related to the Company in conducting its business including shareholders, employees, trade partners, competitors, customers, creditors as well as communities and the society.
Supervisor	means	Employees in management level or managers whom complainants and file their complaints according to this policy
Rule	means	Policy, practice, protocol, regulation or equivalents governing conducts within the Company

Misconduct	means	<p>Consists of 2 key definitions</p> <ol style="list-style-type: none"> 1. ,An action or a behaviour that violates or is not in accordance with laws rules and regulations or ethical business conducts of the Company 2. A fraudulent action or a behaviour involving misuse of authority or power in obtaining undue benefits or an act of giving or accepting authorities as well as a/positions/assets/bribes in any form money wrongful use of asseta with government officials, public or private agencies or responsible persons directly or indirectly in order that they will take actions or abstain form actions in favour for their personal .benefits and the benefit or their families, friends and related parties ,Exceptions can be made for cases that are in compliance with laws rules and regulations, announcements, practices, local traditions or .trade customs
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3. Complainant/Whistleblower

- 3.1 Any person who encounters or has an evidence or an honest doubt relating to misconduct or dubious behavior of directors employees or other persons who act on behalf of the Company.
- 3.2 Any person who is mistreated, threatened, or punished by disciplinary actions such as salary reduction, suspension or termination of employment including discriminative actions involving his/her employment conditions as a result of his/her whistleblowing, complaint , information exposure or assistance in investigation, interrogation process, fact finding for persons who accept complaints as well as suing, trials, attestation, deposition, or any other cooperative actions with courts or government agencies.

Complainants are entitled to anonymity in case that disclosure of identity can cause damage to themselves. However, there must be a reasonable cause, adequate factual details or sufficient evidence to suspect actions that violate laws, rules and regulations of the Company including ethical business conducts. Nevertheless, disclosure of identity will allow complaints to be handled more promptly.

4. Complaint Handler

- 4.1 The Chairman of the Audit Committee
- 4.2 Chief Executive Officer

- 4.3 Executive Vice President – Human Capital Management and Organization Development Workgroup
- 4.4 Internal Audit Department
- 4.5 Corporate Secretary
- 4.6 Direct supervisor

5. Complaint Channel

Complainants can file their complaints directly with the Chairman of the Audit Committee through these following channels

5.1 Directly by filing a written complaint

5.2 By post : Address to

The Complaint Handler in No.4
 Mc Group Public Company Limited
 448,450 On Nut Road, Prawet, Bangkok 10250

5.3 By E-mail :

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|---|---------------------------------|
| 1) The Chairman of the Audit Committee | : auditcommittee@mcgroupnet.com |
| 2) Chief Executive Officer | : sunee.s@mcgroupnet.com |
| 3) Executive Vice President – Human Capital Management and Organization Development Workgroup | : vorarat.l@mcgroupnet.com |
| 4) Internal Audit Department | : ia@mcgroupnet.com |
| 5) Corporate Secretary | : corpsecretary@mcgroupnet.com |
| 6) Direct supervisor | |

In case that the complainant chooses not to disclose his/her identity, sufficient factual details or clear evidence must be given to provide a reasonable cause to suspect actions that violate laws, rules and regulations of the Company including ethical business conducts

All information regarding the complaints will be kept confidential and complainants can submit complaints via more than one channel provided above. Complaints can be filed anonymously while the disclosure of identity will enable the Company to notify any progress or request further details relating to the complaint to/from the complainants.

6. Complaint Handling/Investigation Procedures

- 6.1 The Chairman of the Audit Committee is authorized to receive complaints conduct investigations and fact finding or can delegate trusted persons or units to take care of the

matters. In the case that the complaint handler or assigned persons shall provide opinions for executive directors in order to consider setting up an investigation commission.

6.2 The complaint handler or assigned person can invite any director, executive, employee or stakeholder for inquiry or request a submission or related documents in conducting the investigation.

6.3 After the relevant facts are established during the examination, the Company will undertake the following actions.

a. In case that the complaint involves misconducts or actions that violates the laws, rules and regulations or ethical business conducts, the Company requires the complaint handler or assigned persons to propose the case with opinions as well as corrective guidelines to authorized persons of the Company to further deliberation and actions.

b. In case that the complaint is serious and negatively affects reputation, image or financial position of the Company or violates policies in conducting business or involves high-level executives, it must be reported to the Executive Committee or the Audit Committee or the Board of Directors for deliberations.

c. In case that the complaint causes undue damages to someone, the complaint handler or assigned persons will propose damage mitigation measures that are appropriate and fair for affected persons to the Executive Committee for deliberations.

d. In case that there is sufficient evidence of false accusation/ complaint that the complainant clearly has an intention to falsify information to wrongfully discredit and cause damages to another person, the Company will execute appropriate measures to protect the reputation of accused persons as follow

- If the complainant is an employee, investigation will be conducted according to human capital management guidelines to determine proper punishments.
- If the complainant is an outsider and the complaint causes damages to the Company, the Company may consider taking legal actions against that person.

7. Protection of Whistleblowers, Accused Persons and Related Persons.

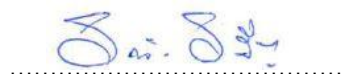
7.1 Complainants are entitled to anonymity in case that disclosure of identity can cause damages to themselves. However, there must be a reasonable cause, adequate factual details or sufficient evidence to suspect actions that violate laws, rules and regulations of the Company including ethical business conducts. Nevertheless, disclose of identity will allow complaints to be handled more promptly.

- 7.2 All related parties/persons in every process must keep the received information confidential and must not disclose to other persons and give priorities to safety and damage of whistleblowers, information sources or related persons. An exception can be made in case that it is necessary according to the procedures or as required by law. Disciplinary actions and/or legal actions will be undertaken to violators with an intention to disclose this information on case by case basis.
- 7.3 In case that the complainant or accused person is concerned of his/her safety or that damages can be caused, they can request for proper protection measures from the Company or the Company can establish protection measures without their requests as deemed appropriate especially on the assumption that the issue is potentially harmful.
- 7.4 Disciplinary actions will be taken for employees who unfairly treat, perform discriminative actions against or cause damages to any person with a motive relating to the fact that that person complains, expose information or submit tips relating to misconducts or any action that is not in compliance with the laws, rules and regulations and ethical business conducts including cases that the person sues, testifies, gives deposition or cooperates with the courts or government agencies. Legal punishments will be imposed to those employees in case that their actions are unlawful.
- 7.5 Persons negatively affected are entitled to damage mitigation through proper and fair approaches or processes.

8. Policy Revision and Dissemination

The Company shall review this policy regularly on an annual basis or as appropriate to timely align with changes in business, rules and regulations including applicable laws. Any necessary adjustment must be undertaken promptly and supervision and monitoring must be adequate to ensure that this policy is adopted, announced and communicated to all related parties and stakeholders through provided communication channels of the Company.

This policy is effective from 23rd February 2017 onwards.



(Sunee Seripanu)

Chief Executive Officer and Managing Director

Mc Group Public Company Limited