



## Anti-fraud and Corruption Guideline

NR Instant Produce Public Company Limited

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## Anti-fraud and Corruption Guideline

### NR Instant Produce Public Company Limited

#### Introduction

The Company has set a policy against fraud and corruption in order for people of the Company at all levels to adhere to a practice for their operation so that they can manage their work effectively, transparently, verifiably and successfully and create fairness for all stakeholders. By providing people of the Company at all levels to have guidelines for anti-fraud and corruption according to the policy in various opportunities that may arise from business operations, this guideline is to be regarded as part of the corporate governance policy and code of conduct of the Company.

#### Definitions

“**Company**” means NR Instant Produce Public Company Limited, its subsidiaries, associates and affiliates registered both in Thailand and abroad which is under the control of NR Instant Produce Public Company Limited.

“**Executives**” means the Chief Executive Officer, C-level officer, Divisional Directors and General managers.

“**People of the Company**” means directors, executives and employees at all levels of NR Instant Produce Public Company Limited, its subsidiaries, its associates and its affiliates registered both in Thailand and abroad which is under the control of NR Instant Produce Public Company Limited.

“**Person associated with the Company**” means an agent, affiliates and any person acting for / or on behalf of NR Instant Produce Public Company Limited, regardless of whether or not having the authority.

“**Fraud**” means seeking unlawful benefits for oneself or others, or taking personal advantage over the public, such as embezzlement of company assets, forgery of documents, malfeasance or misconduct, fraudulent disbursement, etc.

“**Corruption**” means bribery in any form by offering promises of money, property, or any other benefit to government officials, government agency, private agency, or those who have either direct or indirect duties for such persons to perform or refrain from performing their duties which is given or maintain any other interests that are inappropriate for business, except in the case where laws, regulations, announcements, requirements are permitted.

“**Gifts**” mean anything that has money or non-monetary value given for hospitality on various occasions.

**"Hospitality"** means arrangements or expenses for accommodation, travel, food, beverages and anything relevant for the trip to visit the place, visit, including providing business knowledge and understanding and other expenses that are directly related to business practices or commercial custom.

**"Donation"** means giving money or non-monetary things to other agencies or organizations for charitable or public benefit to help or support society, community or people who are in trouble.

**"Sponsorship"** means money paid to or received from customers, vendors and business partners with the business purpose, brand, or reputation of the Company to be beneficial for building trade credibility and helping strengthen business relationship.

**"Bribery"** means accepting or giving a gift, facilities, whether in the form of money, goods, or other benefits.

**"Facilitation Payment"** means informal expenses paid to both government officials and public, representatives, and agencies for such persons to carry out the process, accelerate the process or facilitate the performance of routine duties of the officers.

**"Revolving Door"** means a person who is or used to be a government official works for the Company and may rely on relationships or inside information to benefit the Company or causing a conflict of interest in the duties of a government agency or a regulatory body for business under supervision of the Company in which the result of the certain action aims for unfair business advantages or establishing policies that benefit to the companies that former government officials worked for.

**"Conflicts of Interest"** means conflicts between personal interests and common interests, situations or actions that directors, executives, and employees of the Company with personal interest which affects the decision or the performance of duties in the position that the person is responsible for and affects the public interest in which such actions may occur consciously or unconsciously either intentionally or unintentionally which has a variety of formats until it become a common practice without regarding it as an offense causing that person to lack of a fair decision due to priority of personal interests.

**"Political Contribution"** refers to monetary or non-monetary support from political party, political alliance, political authority, including candidates for any political election. This includes lending or donating equipment, providing free technology services including advertising, promoting or supporting and/or encouraging people to participate in political activities on behalf of the Company in order to gain a commercial advantage or for the benefit of the Company or personal interest.

“**Fraud in procurement**” means the potential for fraud and corruption in the procurement process. Therefore, it is necessary to proceed with prudence, transparency, accountability and in accordance with the Company's regulations.

“**Fraud in reporting**” means the amendment of various report either financial, such as financial statements, financial records, or non-financial reports to conceal embezzlement or improper actions or for the benefit of oneself and others resulting in inaccurate financial statements, financial records, or other reports of the Company.

## Anti-fraud and Corruption Guideline

In order for people of the Company to understand and be able to follow the anti-fraud and corruption policy in the same way. Therefore, the Company has established anti-fraud and corruption guideline as follows:

### 1. Giving or accepting bribes and facilitation expenses

people of the Company must not allow, offer, pledge, promise to give, receive or solicit bribes or facilitation costs, both directly and indirectly with officials, representatives, agencies, both public and private including those involved in order to have a reward that is mutually beneficial or for the benefit of the company's work or personal gain.

### 2. Donations and Sponsorships

Reasonable and occasional donations and sponsorships are available to ensure that such donations and sponsorships are not an indirect pretext for fraud and corruption in order to obtain or maintain business contract, government permission and decisions that provide benefits for tax or customs or create an improper business advantage. Therefore, the company has established guidelines that are consistent with the internal control process as follows:

2.1 Donations and sponsorships should be consistent with company policies.

2.2 Specify the amount of money or items donated and supported, set clear objectives in those donations and sponsorships, disclose the start and end time of the activity including a list of specific people, entities or organizations to accept donations or receive support for such purposes.

2.3 There is evidence of receiving items, receipt or other valid proof of receipt such as thank you letter, news, photos, etc.

2.4 Approved by the authorized person in accordance with the authority schedule or the Company's regulations.

### 3. Accepting donations and receiving support

The company does not have a policy of accepting donations and receiving support, whether in monetary or non-monetary form and whether from customers, partners, joint ventures or other people in public or private organizations for any purpose.

#### **4. Political contributions**

The Company has guidelines as follows:

- 4.1 The Company will remain neutral, and will not provide political assistance, either directly or indirectly with political parties, political coalition political authority including any candidate for political elections.
- 4.2 The Company considers people of the Company to have the right to independently participate in or support various political activities without using the Company's property and time in such action.
- 4.3 People of the Company are not allowed to use their position, induce, pressure, or force their subordinates and colleagues to support any political activity, directly or indirectly for the benefit of the Company or personal benefit.

#### **5. Gift, accommodation and hospitality**

Gift, accommodation and hospitality services are available to those who engage in business with the Company, which must comply with the following guidelines:

- 5.1 Must adhere to social customs and etiquette and not contrary to the regulations, code of conduct and Company policies as well as act in accordance with the law.
- 5.2 Must be possible to maintain a good relationship with business operators without expecting to receive a specific service or reward that is not in accordance with the Code of Business Conduct.
- 5.3 Must act with transparency and be approved according to company regulations. The actual expenses are recorded with clear certifying evidence.
- 5.4 Gifts may be given in the form of promotional materials or to promote the Company's image, such as calendars, diaries, company and affiliate products, community merchandise, or merchandise for charity or public benefit. Accommodation and hospitality services must be provided at a cost to the extent necessary suitable for the occasion.

#### **6. Receiving gifts, accommodations, and trade discounts**

6.1 Guidelines for accepting gifts are as follows:

- 1) Refrain from accepting gifts, except in the following cases permitted to be received:
  - 1.1 Calendars or diaries and objects that are public relations media of that agency, such as items with a company seal.
  - 1.2 Gifts received by person from drawings that are not specific to the recipient.
  - 1.3 Souvenirs that person receive from participating in various events.

- 1.4 Prizes received by person from any competition or contest
  - 1.5 Gifts given to the Company on special occasions of the Company such as the anniversary of the establishment of the Company, etc.
- 2) If the gift cannot be avoided, report the receipt of the gift to the following people: to consider collecting such gifts and donating them to charity or public interest.
    - Report to the Chief Executive Officer in the event that the people of the Company receiving the gift is directly subordinate to the Chief Executive Officer; or
    - Report to the Chief Officer level in the event that the people of the Company receiving the gift are at the level of the department head down or in other cases.
  - 3) If it is not possible to avoid receiving items with a specified expiration date such as food, fruit baskets, bouquets, etc., it shall be at the discretion of the direct supervisor in management. In the case of alcoholic beverages, please comply with item 2) above.
- 6.2 Guidelines for giving an accommodation are as follows:
- 1) Must adhere to social customs and etiquette and not contrary to the regulations, code of conduct and company policies and act in accordance with the law.
  - 2) Must be possible to maintain a good relationship with business operators, which people of the Company will not provide service or remuneration that is not in accordance with the business code of conduct.
  - 3) Must act with transparency. There is a record of the invitation and approved by the supervisor
  - 4) There must be no accommodation claim.
- 6.3 Guidelines for receiving discounts from vendors or promotional items as follows:
- Receiving discounts from vendors, either in monetary terms or any other assets of value, and receiving items due to sales promotions should be a give and take between companies in accordance with normal business conditions that is not intended to benefit the company's work or personal interests and have clearly verifiable evidence of acceptance.

## 7. Human Resources

Qualifications and duties of Directors including criteria for nomination, appointment, retirement and consideration of the directors' remuneration must be in accordance with the regulations of the Company and the principles of good corporate governance. The names of the board of directors and sub-committees

must be disclosed, including the remuneration of the Directors each year to the public through channels of the Company as required by law

Qualifications for Chief Executive Officers, executives and employees, including criteria for recruitment, hiring, appointment and transfer, wage management, travel expenses, performance appraisals, grievances, and dismissals must be in accordance with the regulations of NR Instant Produce Public Company Limited regarding human resource management regulations or other similar documents. Moreover, the list of executives must be disclosed to the public through various channels of the company as required by law.

#### **8. Revolving doors**

The company can appoint or hire government employees as company directors, Chief Executive Officer, executive and employee . The Company also realizes that hiring government employees may utilize relationships or inside information for company's benefit, which is considered a conflict of interest and is a duty of government agencies or state enterprises to unfairly gain unfair business advantages. Employment of government employees must comply with the following guidelines:

- 8.1 The recruitment, appointment and remuneration of persons who are or used to be government employees must be transparent. It is not intended to benefit the Company's work or personal interests.
- 8.2 The work history of the person to be appointed to take the position of the Company must be considered to examine issues that may cause conflicts of interest.
- 8.3 Must disclose the history of company directors who work or have worked in state enterprise organizations or government agencies to the public through various communication channels of the Company as required by law.
- 8.4 Personnel who are or used to be government employees must strictly abide by the policies and guidelines for preventing conflicts of interest. Moreover directors, executives and employees must not participate and do not receive information on transactions that may cause conflicts of interest, both directly and indirectly.
- 8.5 The Company has disclosed information about the revolving doors in the annual registration statement / annual report (Form 56-1 One Report) on the Company's website for transparency.

## **9. Conflict of interests**

- 9.1 People of the Company at all levels that have to take action and make decisions about activities or transactions that have conflicts of interest must be carried out without regard to personal interests and not inconsistent with the Company's core interests. Fair and reasonable pricing is set as a transaction with an appropriate third party (Arm's length).
- 9.2 People of the Company at all levels must follow the rules, articles of association of the Company as well as working for the Company with the best ability and not take time at work to do other business that is not related to the interests of the Company.
- 9.3 People of the Company at all levels must avoid any financial involvement or having a relationship with a third party that will result in the Company losing benefits or causing a conflict of interest.
- 9.4 Directors and executives must report their interests to the company secretary annually or report without delay when a stake arises to be used to verify transactions related to each other in accordance with the law.

## **10. Investment and Trade**

The Company has an investment policy that adheres to good competition rules, provides fairness and operates the business in accordance with the principles of good corporate governance and also determines the investment approval process according to the delegation of authority.

The Company will invest in trade and treating partners as stipulated in the Code of Conduct. The Company has no policy to call or accept an offer or offer a financial benefit or other benefits to any person or any agency to obtain a business contract, certain benefits, conducting or refraining from any unlawful or ethical practice.

## **11. Procurement**

The Company provides a transparent and fair procurement process for all parties which need to present such procurement to person with authority for approval according to the delegation of authority of the Company. and must be in accordance with the procurement policy or other relevant documents. In addition, people of the Company who have an interest in any trading partner must not participate and do not receive information on transactions that may directly or indirectly cause conflicts of interest in order to comply with the conflict-of-interest prevention policy and practice.

The Company has no policy to accept, solicit, accept, give or offer to give any financial or other benefit to the seller or service providers in return for the selection of bidders Entering into a procurement contract or inspection of purchase or employment.

## 12. Financial Accounting

Guidelines for receiving or making payments are as follows:

### 12.1 Receiving money from customers juristic person or any other person.

- 1) Receiving money must be in accordance with the business contract and proof of payment has been issued by the financial authority. Such receipt must be able to reconcile the balance between receiving the money and recording the account every time.
- 2) Not to give, offer to give, receive or demand any financial or other benefit from the payer in exchange for a delay in receiving or reducing the amount of money to the Company as well as for any other purpose that will cause damage to the Company.

### 12.2 Payments to creditors, juristic person or any other person

- 1) All payment transaction must be verified for accuracy and recorded by the business contract payable by the accounting unit. It must be a correct transaction in accordance with accounting principles and relevant laws. If an invalid or inappropriate item is found, such item must be reported to supervisors in order to reconcile to prevent and correct such accounting principles and laws.
- 2) All payment transactions must be approved by the authorized person at each step-in accordance with the delegation of authority and must obtain proof of payment that is valid in accordance with the relevant laws.
- 3) Treat creditors or payees equally and pay according to the appropriate business terms without discriminating against any creditor or payee with prejudice or bias.
- 4) Not to offer to give, receive or demand any financial benefit or any other benefit from the creditor or payee in exchange for the Company's paying earlier than scheduled including for any other purpose that will cause damage to the Company.

## 13. Loaning money, lending money, and contingencies

The Company has set the procedure for loaning money, lending money and contingencies between the Company and other persons to comply with the delegation of authority ("DOA") of the company and regulations of NR Instant Produce Public Company Limited's regarding accounting, finance and budgeting

while calculating benefits or interest between them has to be appropriate and in accordance with the regulations of the Stock Exchange of Thailand, as well as the regulations of NR Instant Produce Public Company Limited regarding accounting, finance and budgeting or other similar documents.

The company has no policy to accept or collect, give or offer to give a financial benefit or other benefits to any person or any agency to obtain a loan agreement or give a loan or causing/termination of obligations to the company that are unlawful or ethical.

#### **14. Anti-money laundering**

The Company will not accept the transfer or change the condition of the assets or support the transfer or change of various assets relating to offenses under the law on anti-money laundering to prevent anyone from using the Company as a channel or a tool to transfer, conceal or disguise the source of assets acquired by unlawful practice.

#### **15. Recording and retention of Information**

The Company has a policy to comply with applicable standards, principles and laws regarding accounting and financial reporting. The Company does not accept false, inaccurate or account enrichment records and must not have off-financial accounts to support or conceal corruption.

The Company has a system to keep and protect information by defining a person's right to access information electronically including storing documents, various records and financial reports in categories with an efficient and traceable data retention system

#### **16. Communication, training and disclosure**

The Company provides internal and external communication regarding anti-fraud and corruption policy and guideline, as well as whistleblowing channels and other relevant information continually. For people of the Company, there will be communication through various channels such as orientation for directors and new employees, employee training or various activities, meeting between employees and Chief Executive Officer, notification through the public relations board, company website, etc. for people of the Company to take into practice seriously.

For business partners such as joint ventures, partners, customers and other business-related parties, the Company will communicate the anti-fraud and corruption policy and guideline from the beginning of the business relationship and later through activities or other occasions as appropriate. Moreover, the Company encourages business partners to adopt anti-fraud and corruption policy and guideline as guidelines as well.

In addition, the Company also discloses anti-fraud and corruption policy and guideline to shareholders, other stakeholders, and the public through the Company's website and other publications.

#### **17. Audit Process / Internal Control**

The Company provides an internal audit process annually from internal auditors who are independent from other departments in the Company. The internal auditors will examine various activities by considering the delegation of authority and related orders, as well as activities related on anti-fraud and corruption policy and guideline. In addition, accounts are audited by a certified public accountant quarterly and annually in accordance with the regulations of the Securities and Exchange Commission, Department of Business Development and the Revenue Department.

Guidelines for reporting the results of the audit are as follows:

17.1 Internal auditors report audit results and findings to the audit committee quarterly.

17.2 If urgent issues are found, the internal auditors shall immediately report to the chairman of the audit committee.

17.3 The audit committee is responsible for reporting the audit results to the Board of Directors.

#### **18. Tracking and Review**

The Company requires regular monitoring of compliance with anti-fraud and corruption policy and guideline through the internal audit process of the internal auditors. Fraud and corruption risk shall be assessed by the risk management working group to prepare such risk management measures and review annually to present to the authority to consider if there is any improvement

The anti-corruption working group is also responsible for reviewing anti-fraud and corruption policy and guideline annually to present to the authority to consider if there is any improvement

#### **19. Receiving Complaints**

The Company has set a whistleblowing policy for receiving complaints of fraud and corruption to provide opportunities for people of the Company, stakeholders or a external third party who has provided information to the Company about fraudulent and corrupt actions or acts that may imply corruption, including misconduct by people of the Company.

## 20. Consultation and advice

20.1 Seek consultation and advice with “Group Compliance & Internal Process”

20.1.1 Via e-mail: Compliance@nrinstant.com

20.1.2 Via postal Group Compliance & Internal Process

NR Instant Produce Public Company Limited

99/1 Moo 4, Khae Rai, Krathum Baen, Samut Sakhon 74110

20.2 Consultants and advisor can choose to remain anonymous. However, specifying the name of the person asking for consultation and advice shall make a communication, recommendations and reply to those who seek advice directly and quickly.

This guideline is effective from 16 August 2020 onwards

Announce on 16 August 2020

(Mr. Dan Pathomvanich)

Chief Executive Officer