

Ethics and Code of Business Conduct



EASY BUY Public Company Limited



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Part 1 General Provision

Chapter 1 General Purpose

EASY BUY Public Company Limited has set up the principles of ethics and code of business conduct to come in force with the board, executives and employees of the Company in order to perform the duties and responsibilities as a virtue and able to build trust and confidence of all stakeholders, which the result is the Company is able to grow sustainably.

Chapter 2 Fundamental Principles

The Company adheres to the principle of good corporate governance for listed Company by the Securities Exchange of Thailand in 2006, which encourages the Board to provide a Code of Business Conduct in written that the directors and executives and employees of the Company has to conduct in compliance strictly. Therefore, the Ethics and Code of Business Conduct was established for the Board, executives and employees of the Company to aware of the principles of business ethics of the Company that is adopted for the business operation.

Chapter 3 Definitions

“Board” means the Board of Directors of the Company and other committees and sub-committees that is appointed by the Board or shareholders.

“Business Partners” means the Company’s supplier or vendor or another legal entity that is selected by the fairness system, made an agreement between businesses with the company.

“Code of Business Conduct” means practices in business operation to guide the Board, executives and employees are able to perform their duties in a convention.

“Company” means EASY BUY Public Company Limited.

“Conflicts of Interest” means any actions that seek for personal interests and/or partisan interests by transferring the Company’s interests to oneself and/or partisan with abuse of power. The conflicts of interest also cover meaning of the Related Transaction in accordance with SEC rules.

“Corruption” means bribery, offering, promising or giving as well as demanding or accepting any pecuniary or other advantage, whether directly or indirectly, in order to obtain, retain or direct business to a particular enterprise or to secure any other improper advantage according to the Ethics and Code of Business Conduct.

“Creditors” means Trade Creditor and/or Financial Creditor is money owed by the Company who has liability to payment.

“Employee” means staff according to definition in the Employment Regulation of the Company including consultant of the Company.



“Ethics” means principles of Easy Buy Public Company Limited that is defined by the spirit of the Board, which directors, executives and employees have to strictly adhere to and comply with.

“Executive” means a person who takes a position of Executive Vice-President up including Chief Executive Officer.

“Power Harassment” means physical abuse, mental abuse, segregation, excessive work demands, demeaning work demands, invasion of privacy and/or another similar to the mentioned behaviors.

“Sexual Harassment” means sexual abuse, harassment or nuisance. Sexual Harassment is not limited to rape, molest or touch the body only but also includes advances by sight, speech or gestures.

“Stakeholder” means directors, executives, employees, shareholders, customers, creditors, business partners, competitors, social and environment, governments etc.

Chapter 4 General Responsibility

The Board, executives and employees of the Company have to comply with the Ethics and Code of Business Conduct strictly.



Part 2 Guideline of Business Operation

Chapter 5 Vision and Mission

EASY BUY Public Company Limited has established vision and mission to build up value on working together as corporate culture and guideline in practice of all employees as follows;

Vision

We, EASY BUY Public Company Limited, carry out our business with intention to contribute benefit to society through the following mission statements;

Mission

1. **Consciousness & Pride;** we implement our duties with consciousness and pride that our work can contribute to the society.
2. **Creativity & Open Mind;** we are open minded to all new ideas and innovation for the betterment of our services.
3. **Continuous Improvement;** we are constantly seeking new ways to enhance our performance and standards to offer our customers the highest quality service.

Chapter 6 Corporate Governance Policy

The Board and Executives emphasize to develop standardization of the Company's Corporate Governance policy and shall comply with the principles including improving corporate governance system continuously. This shall be beneficial to the growth of Company and enduring development of societies and environments. Therefore, achievement of this policy depends on the Board, management and employees' cooperation and practices mentioned herein are strictly complied with.

The Board and Executives have adapted the Principles of Good Corporate Governance 2006 of the Securities Exchange of Thailand (SET) to best fit with the Company's Corporate Governance Policy. The policy is covered the following sections:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Role to Stakeholders
4. Disclosure of Information and Transparency
5. Responsibilities of the Board

Furthermore, Company has a slogan of the Corporate Governance Policy for ethics and code of business conduct that employees participated on the slogan contest is "Ethics lead the human, Code of Conduct leads the work, are able to build up a standard to EASY BUY"



Chapter 7 Guideline on the Code of Business Conduct

1. The Board, executives and all employees are responsible for compliance with the Ethics and Code of Business Conduct.
2. The Board, executives and all employees must understand the essential on their ethics and must review of ethical knowledge on a regular basis.
3. Superiors at all level have to act as good example in compliance with the Ethics and Code of Business Conduct and enhancing the environment for good governance in practices.
4. Directors, executives and employees including stakeholders are able to report their superiors or high level executives or Internal Audit Department or Compliance Office or Personnel Management Department or Audit Committee when found violation or failed to comply with the Code of Business Conduct. Moreover, the Company has provided 5 whistle blowing channels as follow;
 1. E-mail via address " speakup@easybuy.co.th "
 2. Direct telephone line that is set up for blowing to the Company.
 3. Post Box "whistle center" that is provide by the Company.
 4. CEO mailbox "CEO@easybuy.co.th"
 5. Letter to "Independent Director" EASY BUY Public Company Limited

These channels, employees could report misconduct and protection against victimization will be provided to those employees who speak up.

5. The Ethics and Code of Business Conduct is a part of corporate regulation and procedure manual of the Company.
6. The Board, executives and employees have to sign for acknowledgement of this ethics and code of business conduct every time when changes.



Part 3 Code of Business Ethics of the Company

Chapter 8 The Company's Business Ethics

We, EASY BUY Public Company Limited, carry out our business with intention to contribute to society through the mission statements. We are always conscious when performing daily tasks, we will comply with "the Corporate Governance Policy" and "Ethics and Code of Business conduct" to create a corporate culture that is valuable and has been appreciated by all stakeholders.

1. We aim to be a good representative of the shareholders in carrying out the business in order to maximize shareholder satisfaction with regard to sustainable growth of the value of the Company.
2. We conduct our business with any Creditors and Business Partners on the basis of fairness and honesty.
3. We aim to provide high quality services, and maintain a good relationship with our customers.
4. We focus emphasis on developing and promoting a good culture, non-conducting of power harassment and sexual harassment including creating working atmosphere for teamwork, courtesy, and respect for individuality.
5. We encourage and support free and fair competition.
6. We are a part in the society, which must take social responsibility and support of the local company's business operations.
7. We perform in the framework of laws and regulations strictly
8. We do not take any action that may cause conflict of interest to the organization.
9. We do not seek interests for ourselves and our relevant information within the company and its customers, which are significant and has not been publicly disclosed and / or distributed both directly and indirectly.
10. We are engaged in the fight against and prevent corruptions by building a conscious that encourages integrity and moral under a strong working system through effective internal control system.

Chapter 9 The Company's Ethics and Code of Business Conduct to stakeholders

Section 1 Shareholders

The Company acts as a representative to the shareholders in carrying out the business in order to maximize shareholder satisfaction with regard to sustainable growth of the value of the Company in long term, together with manage fair and equal treatment to all shareholders. Also manage the disclosure of transparent and reliable information to the shareholders.



Section 2 Creditors and Business Partners

The Company's dealings with any creditors and business partners shall be conducted in a manner that upholds the reputation of the Company and all relevant laws. All Company personnel must be aware of the common interests of the Company's business partners and treat them equitably. The selection of business partners shall be fair. The Company shall also consider its partners to be the key factor in jointly creating a value chain for customers and the Company shall commit to the binding contracts and conditions as being stipulated.

Section 3 Customers

Customer satisfaction and consumer confidence are very important to the Company. The Company aims to provide high quality services, and maintain a good relationship with its customers. The Company has thus determined the following guidelines.

1. The Company shall provide high quality of services, and continuously strive to improve these. The Company shall also provide complete and accurate disclosure of all information and services without any misrepresentation.
2. Board, executives, and employees at all levels shall not disclose any information of customers without prior consent, exception to this is information requested by officers acting in accordance with the law enforcement.

Section 4 Employees

All employees are valuable assets and a critical success factor, therefore, the Company must place emphasis on developing and promoting a good culture, working atmosphere, non-conducting of power harassment and sexual harassment including encouraging of teamwork. The principles are as follows;

1. Treat all employees as courtesy and respect for individuality.
2. Behavior regards as power harassment and sexual harassment are prohibited.
3. Recruitment, promote, transfer, reward and penalty are based on fairness and truth and optimum resources utilization.
4. The Company is responsible for implementing and maintaining a safe working environment to protect the lives and property of all employees. The Company must also adhere strictly to the labor law.

Section 5 Competitors

The Company has a policy of free and fair competition. The Company shall not acquire information on its competitors by any illegal or unethical methods.



Section 6 Social and Environment

The Company is aware itself as a part in the social which have to take responsibility on society. The Company is committed to making a contribution to society by supporting activities of public interest and cooperating with the communities in which the Company is located. The Company has a policy to encourage for securing nature environment and energy. In addition, the Company has a policy to purchase and promote the use of products that are environmentally friendly.

Chapter 10 Ethics and Code of Business Conduct for Directors, Executives and Employees

Section 1 Compliance with Laws, Rules and Regulations

Directors, Executives and Employees will perform in the framework of laws and regulations strictly and avoid any parts of helping or any actions that violate any laws and regulations including avoiding to any interpretation of the law that is contrary to the spirit of the law and avoid any action that is inconsistent with the Company's business ethics.

1. Controlling and complying with law, rule, regulation issued by the supervisory authorities strictly.
2. Do not commit or support of any illegal acts.
3. Giving cooperation to the Company and report the non-compliance cases according to Company's regulation or procedure.

Section 2 The Conflict of Interest

Directors, executives and employees have to avoid any conflict of interests between those involved. Actions and decisions of the executives and employees have to take into account the interests of stakeholders and their interests first. In case of conflict of interest occurrence; all will follow the Company's procedures or guideline as provided specifically for the issue.

- 1. Conduct on engaging in other business outside the Company;**
Directors, Executives, and Employees at all levels shall not engage in any other business that affects their performance, duties and working hours in the Company. Every member of the Company is prohibited from participating in any other business which is in competition with the companies in the Group, regardless of whether they directly or indirectly benefit from that business.
- 2. Conduct on related transaction within group and/or engaging in business with the Companies in the Group**
 - A) In the case of related transactions amongst the companies within the Group, the Company shall conform to the rules and procedures of granting approval by upholding the best interests of the Company, as if the Company were dealing with outside parties (on an arm's length basis)



- B) All directors, executives, and employees shall disclose his or her relationship to any other business entity the Company may be dealing with, according to the Company's disclosure criteria
- C) No directors, executives, and employees may approve a business transaction on behalf of the Company if he or she has a conflict of interest related to that transaction.
- D) Prior to entering into any dealings with a business partner, the Executives of the Company has a duty to determine the relationship between the partner and the Company's directors, executives, and employees who are conducting business with that partner. The definition of "relationship" shall be referred to the meaning that is given in the Notification of the Stock Exchange of Thailand.

Section 3 The Insider Information and Security Trading

Directors, executives, and employees at all levels shall not use any inside information of the Company which has not been disclosed to the public, for their own or others' benefit directly or indirectly.

1. Do not use information obtained in position of the directors, executives and employees of the Company for own personal benefit or to others.
2. Do not use inside information to their interests in trading securities of the Company or provide inside information to others for the purpose of trading the securities of the Company.
3. Do not disclose business secrets of the Company to outsiders, especially the competitors.
4. Directors, executives have duty to report their ownership of the Company's securities to the Board as prescribed with according to the notifications of SEC & SET.
5. Directors, executives and employees who perceive significant insider information that may affect to the changing of securities' price, shall have to cease share trading of the Company in advance for one month prior to the release of the Company's operating result or insider information to the public.

Section 4 Anti-Money Laundering and Counter Terrorism Financing

Directors, Executives and Employees are engaged in Anti-Money Laundering and Counter-Terrorism Financing activities in order that the Company will not become any tool or channel to introduce the proceeds from illegal activity into the financial system. The Company has an obligation to address clearly in compliance with Anti-Money Laundering and Counter Terrorism Financing Policy.

Section 5 Anti-Corruption

Directors, Executives and Employees are engaged in the fight against corruption and prevent fraud by building a consciousness that encourages faithfulness under strong working system through effective internal control system, along emphasizing and complying with Anti-Corruption Policy.

Chapter 11 Code of Business Conduct for Directors and Executives

The Company aims at its directors, sub-committees and executives to carry out the code of business conduct as a framework to perform their duties with honesty and fairness to maximize the benefits of sustainable business with regard to other stakeholders.

1. Directors and Executives to Shareholders

- 1.1 Performing duty with integrity, honesty, making decision truthfully and fairly to both major and minor shareholders in order to maximize high benefit of all shareholders.
- 1.2 Managing the organization with carefulness and consciousness.
- 1.3 Performing duties with applied knowledge and full skill of management in every case.
- 1.4 Managing the Company's assets with care.
- 1.5 Report the Company's performance and status regularly, thoroughly with correct information.
- 1.6 Informing all shareholders both positive and negative prospects of organization based on substantial information.
- 1.7 Do not seek to take any advantage for own interest and / or related persons by using Insider Information and must not disclose Company's confidential information to outside parties, especially to Company's competitors.
- 1.8 Do not take any action that may cause conflict of interest with the organization.

2. Directors and Executives to employees

- 2.1 Offering fair compensation to all members of staff.
- 2.2 Maintaining a safe working environment to protect the lives and properties of all staff members including non-conducting of power harassment and sexual harassment.
- 2.3 Providing education, training to improve employee thoroughly.
- 2.4 Accepting and listening all ideas and suggestion on their profession basis of staff members.
- 2.5 Compliance with Laws, Rules and Regulations concerning staff members strictly.
- 2.6 Avoiding of unfair management and bias action.
- 2.7 Emphasizing and enhancing behavior on Ethics and Role to staff so that code of business conducts can be implemented companywide.
- 2.8 Giving staff member for the opportunities to inform misconduct actions.
- 2.9 Encouraging all staff members to behave with ethical attitude.

**3. Directors and Executives to customers**

- 3.1 Serving with high quality, integrity and honesty.
- 3.2 Providing improvement on standard of service continuously.
- 3.3 Providing effective channel for receiving customers' complaint with quick responsibilities.
- 3.4 Keeping customers' information in secret form. Together with no using of customers information for own or relatives' interest.

4. Directors and Executives to Business Creditors and Partners

- 4.1 Do not give or accept any fraudulent benefits to/ from the Company's partners, or creditors.
- 4.2 Make compliance with all terms and conditions to business creditors and partner strictly.

5. Directors and Executives to Competitors

- 5.1 Conducting the business under fair competition practice.
- 5.2 Do not search for competitors' confidential information through unsuitable method.
- 5.3 Do not damage the reputation of the business's competitors by using forged information.

6. Directors and Executives to Regulators

- 6.1 Controlling and complying with law, rule, regulation issued by the supervisory authorities strictly.
- 6.2 Do not commit or support of any illegal acts.
- 6.3 Giving cooperation to the Company and report the non-compliance cases according to Company's regulation or procedure.

7. Directors and Executives to Social and Environment

- 7.1 Performing all activities with awareness to secure the nature and environment.
- 7.2 Encouraging spirit of social responsibilities among the Company staffs continuously.
- 7.3 Encouraging a culture of good corporate governance.

Chapter 12 Code of Business Conduct for Company's Employees**1. Employees to the Company**

- 1.1 Staff members must perform their duties in compliance with practical regulations, rules, and orders of the Company strictly.
- 1.2 Staff members must perform their duties with integrity, honesty, contributable to work and must safeguard the Company's Assets.
- 1.3 Staff members must use time and the Company's asset resources to create maximize benefit to the Company.
- 1.4 Staff members must disclose their relationship to any other business entity, or relative relationship to avoid the dealing that may cause conflict of interest.



- 1.5 Staff members must keep the Company's information strictly, and not use the Company information for own interest and / or for other person.
 - 1.6 Staff members must beware to express the opinion to outside parties which may adversely affect the Company's reputation or business operations including expression of any comment via the social media.
 - 1.7 Staff members must not distribute information from their performing of duties for use in illegal way, or disclose any secured information to any outside parties.
- 2. Employees to Superiors, Subordinates, Colleagues.**
- 2.1 Maintaining and encouraging unity among colleagues.
 - 2.2 Respect of colleagues' rights, do not make criticism that may cause damage and claim falsely about other performance.
 - 2.3 Listen to subordinates' opinions and suggestions on profession.
 - 2.4 All staff members must inform the truth about action that is immoral and/or having adverse effect to the Company .Such report will be kept in secret.
 - 2.5 Do not blame management or employees without truth.
 - 2.6 Behavior regards as power harassment and sexual harassment which causes unpleasant working atmosphere is prohibited.
- 3. Employees to themselves**
- 3.1 Staff members must be honest and do not accept and give any benefits e.g. money, present, and other types of benefit on bribery purpose.
 - 3.2 Staff member must have their self responsibilities on duties.
- 4. Employees to Customers**
- 4.1 Welcome and willing to provide excellent service to our customers.
 - 4.2 Keeping customers' information in secret.
 - 4.3 Do not use customers' information for own benefit or others' that may lead to conflict of interest.
 - 4.4 Do not distribute any customer's information or document to outside parties.
 - 4.5 Do not use authorities in their working functions to take any misconduct advantage.
- 5. Employees to Regulators**
- 5.1 All staff members must study and keep practice in compliance with law, rule and regulation strictly.
 - 5.2 All staff members must cooperate with supervisory authorities.
 - 5.3 All staff members must give cooperation to the Company in order to make compliance with regulatory policy.



Chapter 13 Monitoring on Compliance

Directors, executives and employees of the Company have to comply with the Ethics and Code of Business Conduct strictly. When it was found the violation or any action against the Ethics and Code of Business Conduct, the Company shall consider the disciplinary action against such offense appropriately. The disciplinary action shall be applied in accordance with the Company's work rules and regulation mainly.

The Company shall provide an opportunity for employee to learn knowledge of the Ethics and Code of Business Conduct via various learning channels and methodology.

Monitoring to ensure that compliance with the Ethics and Code of Business Conduct is the duty of every superior at every level, which is a part of the main responsibilities.

Supplementary Provision

Amendment and Abolition

Any amendment or abolition of the Ethics and Code of Business Conduct shall be proposed to the Audit Committee and the Board of Directors to consider and approve.

Periodic Review

The Board of Directors and Audit Committee shall review the Ethics and Code of Business Conduct annually. However, that such review may be conducted appropriately on a timely basis, should necessities arise for amendment or abolition due to any material problem or significant suggestion.

Date of Enforcement

The Ethics and Code of Business Conduct comes into force from 01 July 2014 that is the approval date from the Board of Directors.