



Form 56-1 One Report 2021

- Attachment 5
Code of Conduct

Code of Conduct

This Code of Conduct is formulated to provide guidelines for desirable and proper behavior to which all executives and staff of Bangkok Expressway and Metro Public Company Limited should have adhered in order to ensure the Company's business operations in line with the Company's vision and missions as well as pursuing the goal in development of quality of work and quality of life of staff. This Code of Conduct will be regularly reviewed or updated to rest assured that the guidelines for adherence have always embodied the professional integrity and high standards.

Compliance with the Code of Conduct

1. The Company mentioned in this Code of Conduct refers to Bangkok Expressway and Metro Public Company Limited, with an intention that all executives and staff have a responsibility to make an understanding of and comply with the initial guidelines as specified in the Company's Code of Conduct which covers the following:
 - 1.1 Convincing, urging and motivating executives and staff to jointly create value to the businesses;
 - 1.2 Building up the confidence that the legal rights of the stakeholders are protected;
 - 1.3 Having honest, transparent and fair treatment towards the stakeholders, together with all related persons;
 - 1.4 Encouraging all executives and staff to have a responsibility to assume a familiarity with and comply with the Code of Conduct, together with relevant policies of the Company to be further formulated.
2. If any operational problem or difficulty arises or it is deemed appropriate to be improved, a report should be made to the supervisor under the chain of command.

Guidelines for Business Operations

3. The Company has strictly adhered to the laws applicable to the Company and trade business and adhered to the desirable Code of Ethics.
4. The Company firmly believes that the business operations with integrity, ethics and virtue represent legitimate and sustainable guidelines for the business operations. Moreover, the Company is committed to the openly business operations; both the organization's internal and external communication must be accurate and precise; and communication channels will be also appropriate for each situation.
5. The Company's executives and staff will fulfill their assigned duties in accordance with the policies of the Board of Directors and the management, provided that both the organization's internal and external communication, publishing, publication, either verbally or in writing, which are untrue, distorted, maliciously intended or with an intention to discredit a person or a group of person, are prohibited. The verbal communication of the executives and staff must be made in polite language and tone and must not damage the image and reputation of the Company.
6. The Company will conduct management efficiently and effectively, by providing for the good internal control system for taking care of and protecting the whole benefits of the Company, including assessment of various investment projects in the honest, accurate, transparent and principled manner.
7. The Company's staff at all levels are expected to have a commitment to integrity in complying with the Company's policies, accounting requirements and other internal control. Should staff become aware of any violation of the Company's rules, regulations or policies which will give rise to corruption and disgrace to the Company, such staff should notify the supervisor immediately.
8. The Company will engage in the business operations by taking into account duties and responsibilities for the national, religious and monarchical institutions, including laws and morality to which the people has adhered.

9. The Company is determined to create good atmosphere at workplace and open up an opportunity to provide any opinions or comments and suggestions which are widely beneficial.
10. The Company will not discriminate on the basis of race, religion, gender, marital status or physical disability.

Conflicts of Interest

11. All executives and staff should refrain from any act which will give rise to a conflict of interest between their own interests and the Company's interests in contact with counterparties and third parties.
12. All executives and staff will not disclose, without proper permission of the Company, any confidential information of the Company to any third party during the effective employment of the Company or upon termination of the Company's employment.
13. The position as director or advisor of the Company's executive or staff in other companies or other business organizations or associates, whether it would be held in the name of the Company or not, shall not directly be in conflict with interests or performance of duty, and shall be subject to prior approval of the Company in accordance with the Company's regulations.
14. If any executive or staff and his/her family member involves in or holds a share in any business which may benefit or give rise to a conflict of interest with the Company, the Company must be notified in writing.
15. If a conflict of interest occurs due to a situation at such time without intent of executives or staff and related persons; should such persons know that they are in such situation, a prompt notice must be given to the supervisor under the chain of command to resolve the situation.

Insider Trading

16. Executives and staff will not use insider information, particularly material information which has not yet been disclosed to the public under the law governing securities and exchange, along with the regulations of the Stock Exchange of Thailand and any other applicable laws, for the personal interests or for the interests of any third party, which have an effect upon the price or trading of securities of the Company and its related companies.

Commitments to Shareholders

17. The Company will make an effort to create value added to the businesses to ensure its potential for accommodating the business growth and expansion on a continuous basis and create value added to the shareholders in the long run.
18. The Company has respected the shareholders' right to acknowledge the adequate business information for use in assessment of the Company's management in support of decision to vote in various agenda items of the shareholders' meeting. The Company will regularly disclose the operational results, together with correct and true information, and report on financial position of the Company to the shareholders.
19. The Company formulates a policy to accurately and completely record accounting transactions in accordance with the accounting standards and applicable laws, as audited by the internal auditor, external auditor and the Audit Committee.
20. The Company will respect and maintain various rights of the shareholders under laws and all shareholders will be equitably and fairly treated.

Treatment towards Counterparties and Business Contractual Parties

21. The Company is committed to supply of goods and provision of services with standards and ethics according to the following principles:
 - 21.1 Having clear and transparent criteria for evaluation and selection of counterparties and contractual parties;
 - 21.2 Ensuring proper competition and selection, without preventing any participation in business competition;
 - 21.3 Preparing contracts or agreements in appropriate and standard forms;
 - 21.4 Arranging for management and monitoring systems to ensure full compliance with conditions of contracts or agreements to prevent any fraud and misconduct in all steps of the procurement procedures;
 - 21.5 Paying to counterparties and contractual parties on time in accordance with terms of payment as mutually agreed;
 - 21.6 Evaluating counterparties and contractual parties on a yearly basis and informing them of the results of evaluation with suggestions for counterparties and contractual parties to continuously improve the quality of goods and services, and also allowing counterparties and contractual parties to contact the management to make any complaints if they are unfairly treated;
 - 21.7 Refraining from seeking any counterparty's and contractual party's confidential information in a dishonest or improper way, such as, paying kickbacks to directors and staff of competitors;
 - 21.8 Refraining from making a serious accusation against counterparties without factual information.
22. The Company formulates a policy to keep its counterparties' and contractual parties' information confidential for the purpose of fair and independent business operations; refraining from wrongful business operations between counterparties and contractual parties; refraining from offering any bribes or supplying any items to others in exchange for business benefits.
23. The Company always has a commitment to fair business operations based on decision-making criteria in transparent and auditable comparison of conditions, prices, quality, including services; and whether it would be in any situation, no counterparty and contractual party shall be claimed for offering or receiving any business benefit.
24. The Company is determined to develop and maintain the sustainable relationships with its counterparties and contractual parties which have clear objectives in terms of value of goods and services as suitable with monetary value, technical quality and trust between each other.
25. The Company is committed to proper business operations with its counterparties and contractual parties and shall be protected under various laws relating to consumer protection.

Responsibilities for Executives and Staff

26. The Company treats its staff as valuable resources which will be given recognition and admiration as appropriate.
27. The Company formulates a policy to require its executives' treatment towards staff with generosity, kindness and fairness by strictly adhering to the work rules and applicable laws.
28. The Company formulates a policy to support its staff according to knowledge, abilities and appropriateness of each staff.
29. The Company will provide for working environment care to ensure the safety of staff's life and properties at all times.
30. The Company formulates a policy to determine remuneration for executives and staff at the appropriate and fair rate.
31. The Company realizes the significance of occupational welfare, stability and progress of staff.
32. The Company formulates a policy to ensure that its executives and staff shall be protected in performance of their duties under laws.

Treatment towards Business Competitors

33. The Company formulates a policy to fairly operate its businesses without making an accusation against or damaging its competitors.
34. The Company formulates a policy to operate its businesses in competition with its competitors by the rules and laws relating to trading competition.

Commitments to Communities, Society, Environment and Government Sector

35. The Company formulates a policy to operate its businesses by taking into account communities, society, environment and government sector, and to provide cooperation in making contributions for the communities, society, environment and government sector as allowed by an opportunity and readiness.
36. The Company, executives and staff shall behave well and properly and be a role model for the society.
37. The Company, executives and staff shall refrain from destroying or taking advantage of the society.
38. The Company, executives and staff shall refrain from committing any act contrary to morality and good cultures in a manner which persons of ordinary prudence refrain from committing an act in violation of custom or tradition or by common sense of general public.
39. Non-compliance with applicable laws, rules and regulations may cause executives or staff committing such violation, including the Company, to be liable for both civil and criminal liability, and such persons may be subject to a disciplinary punishment and employment termination under the Company's articles of association. Therefore, in case of doubt or a lack of understanding relating to the applicability of any laws, rules, regulations, the executives or staff should consult with the supervisor under the chain of command to ensure the greater clarity about such matter.

Gambling, Drinking Alcohol and Drugs

40. The Company formulates a policy to prohibit its executives and staff from possessing, purchasing, selling, transporting, using or drinking alcoholic beverages, drugs or controlled substances (excluding prescription medicine) while being in the workplace or doing businesses of the Company, except in parties held by the Company.
41. Executives and staff are prohibited from playing or supporting all kinds of gambling activities during working hours or in the area of the Company.

Disclosure of Information and Confidentiality

42. The Company formulates a policy to manage the Company's information efficiently and disseminate information which is necessary, correct and proper to the public on an occasional basis.
43. The Company formulates a clear and appropriate policy to keep the confidential information to be supervised by an agency in charge, including control and management of computer network and software systems.
44. Staff shall not disclose the Company's information which has not yet been disclosed to the public. Staff shall not use any information as known or prepared from performance of the duty in the Company for their own interests.

This confidentiality includes staff's personal information which refers to information relating to income and benefits and medical information. Such information will be allowed to be disseminated to any internal person or third person for usage only if it is absolutely necessary. Staff who have a duty related to this personal information shall strictly comply with such policy with great and due care and keep such information confidential.

The Company's Assets

45. Staff are intended to use the Company's assets prudently for the Company's utmost benefits, not for their own interests. All staff shall be obligated to take care of and protect the Company's assets from being lost, damaged, misused, stolen and destroyed. Such obligations not only covers staff's self-commitments, but also covers concentrated compliance with security procedures and situational awareness for any situations and events which may occur and which may result in loss, stealing or misuse of the Company's assets.

The Company's assets include cash, financial instruments, the Company's information, intellectual property, computer program, software, electronic mails, documents, tools, utensils, facilities, vehicles, the Company name, and the Company's symbols and signs, and materials and equipment.

Gifts and Entertainment

46. Based on the Company's policy on business operations with transparency and fairness, executives and staff shall then not damage the Company's reputation by committing malfeasance or committing any act which may give rise to criticism in terms of integrity and justice.

46.1 The Company requires executives and staff to refrain from giving or receiving any item or benefit from any counterparties, contractual parties or persons who have connection with the Company's businesses, except during festival or according to custom, in which case, at the reasonable value as shall be considered by recipient.

46.2 Executives and staff who receive gifts in a form of money or object with high value shall inform the supervisor under the chain of command and send it back.

46.3 Executives or staff should refrain from offering or receiving any entertainment which is more excessive than it should be in a normal relation from any third person which has a business connected with the Company's work.

Safety and Hygiene

47. The Company will try to prevent accidents, injuries and illness resulting from occupational work through active cooperation of all staff, as well as restricting and managing safety risks arising from working under normal operational procedures.

48. The Company will ensure design of tools and equipment, set out practices, provide for training, and supervise operations by taking into account safety for life and property of staff and that of the Company as a whole.

49. The Company shall provide cooperation with government agencies and other organizations to deal with emergencies or accidents resulting from operations with rapidity, efficiency and carefulness.

50. The Company shall strictly comply with laws and regulations and will apply international standards on safety management if no laws and regulations are applicable.

Non-compliance with the Code of Conduct

51. A violation of the guidelines under the Code of Conduct and the Code of Business Ethics in this manual may not only entail the violator's liability under the provisions of applicable laws and regulations, but in some case, also result in the Company's liability under such applicable laws and regulations. In case of a violation which gives rise to such effect, the violator may not only be subject to legal punishments, but also be held liable for disciplinary actions under the Company's rules and regulations to the extent that he/she may be fired or dismissed.