

PROEN Corp Public Company Limited Code of Conduct

The Board of Directors of PROEN Corp Public Company Limited “The Company” established the Code of Conduct, which is part of the Corporate Governance Policy, to be a guideline for the directors, executives, and officers of the Company and Subsidiaries, the guideline is determined as follows:

1. Social and Environment Responsibilities
2. Dealing with clients and Product Quality
3. Compliance with laws and regulations
4. Securities Trading and Inside Information Policy
5. Corporate Opportunity
6. Conflicts of interest
7. Confidentiality
8. Fair Dealing
9. Protection and proper use of corporate assets
10. Internal Controls and Audits, and Financial Reporting
11. Respect for Human Rights
12. Modification and cancellation
13. Effective Date

1. Social and Environment Responsibilities

The Company, as a good corporate, aims to create value to Social by adhering to its business for being a provider of Data Center, Telecommunication, and Internet service. To support, promote, and to be part of IT market stabilizer, with responsibility to create benefit to social and environment

Guidelines

- Directors, executives, and officers perform their duties with responsibility, adhering to the principles of morality, honesty, and transparency
- Directors, executives, and officers realize the participation of natural resource protection, avoid actions that cause pollution to resources and the environment
- Directors, executives, and officers will participate in activities for public benefits concerning social development and services such as education, culture, and environment
- Directors, executives, and officers will participate in the community improvement, helping victims and underprivileged as appropriate



2. Dealing with clients and Product Quality

The Company pays attention to the quality of services and products delivery to meet customer requirements, perform its business considering the most benefits of customers, and must comply with the relevant law and regulations.

Guidelines

- Executives, and officers should know and understand the service procedure and strictly comply with regulations to deliver quality goods and services to customers in a timely manner
- Executives, and officers should study and try to understand customer requirements in order to meet customers' needs accurately
- Executives, and officers should treat customers with courtesy, dignity and kindness
- Executives, and officers should respect customer's feedback and decision, not violate the customers' privacy
- Executives, and officers should keep personal information of customers and do not use it for their own or any other person benefits without permission
- Executives, and officers should pay attention to customer complaints and to act fairly, so that customers get a quick response

3. Compliance with laws and regulations

Directors, executives, and officers should be strictly complied with laws, regulations, policies, and technical manual of the company, avoid any action that may cause negative effects to the company reliability.

Guidelines

- Directors, executives, and officers should study and try to understand the law, and related rules and regulations for both internal and external the company
- Directors, executives, and officers should comply with the laws and regulations of the SET, and SEC
- Directors, executives, and officers must not behave illegally such as corruption, fraud, or bribery
- If the directors, executives, and officers are aware of any performance or conduct believed to be unlawful or immoral, such person shall notify to the directors as it deems appropriate

4. Securities Trading and Inside Information Policy

In trading of the company securities by the directors, executives and officers, such person should comply with the related laws and regulations, and the employees handbook. In



In addition, the person who has inside information must not use the information for their own or related persons' benefits due to the use of inside information or improper dissemination may damage the company's business strategy. It may reduce the business advantages, may lose an opportunity for the improvement of customer service, and may also have an impact on the trading prices of the Company's securities, which is an illegal practice.

Definition

Inside Information means information that is not disclosed to public, which may impact on decision making of investors for purchasing or selling of securities, or any other method regarding the trading of related securities such as the warrants exercising right.

Example of inside information: information that has not yet been officially published; Dividend payment, shares issuance or repurchase plan, the company operating report, merger or joint venture negotiation, negotiations on contract terms, including transactions and contracts with other companies that are not yet available to the public.

Guidelines

- Directors, executives, and officers are obligated to study and to strictly follow the guidelines set by the company.
- Executives, and officers should not disclose inside information regarding the company or any other company to the unauthorized person according to regulations or business agreements
- For the negotiation using inside information, directors and executives should be careful for not to allow others to hear, eavesdrop, intercept or record, especially to avoid negotiation in public places such as in a taxi, a meeting room, a trade fair, a restroom, a golf court, even negotiation via mobile phone considered as unsafe condition
- Directors, executives, and officers should avoid using inside information for trading the company shares of their own and/or any relevant person's benefits, or providing inside information to any other person for the benefits in the company's share trading.
- Directors, executives, and officers should avoid purchasing or selling the company's shares prior to the publication of financial statements or the Company's status, as well as any other important information, they should wait at least 1 month before the quarterly financial statement and the annual financial statements are published, they should be waiting for a period of at least 24 hours after the information disclosed to the public then they can trade the company shares.
- Directors, executives, and officers are obliged to prevent the use of inside information by limiting access to information that is not yet public, only disclosed to those involved and as necessary.
- Directors, executives, and department managers or equivalent in Finance and Accounting are obligated to report the change on holding the Company securities as required by law, a copy of



report should be submitted to the company secretary to report to the Board of Directors every times.

- Directors, executives, and officers do not take advantages from using inside information even they are expelled from the Company or when they are not the Company employees anymore.

If there is any violation of using inside information, the Company will be subject to disciplinary punishment, starting from sending a warning letter, a compensation deduction, a temporarily suspension from job without pay, or layoff. The punishment will be determined based on the intention of the act and the severity of the offense.

5. Corporate Opportunity

Directors, executives, and officers are obligated to support the Company for its best benefits legally when there are opportunities. In addition, such people do not seek for personal interests in assets, information and position appointed by the company.

Guidelines

- Executives, and officers should recommend the Company's products to customers to make the company business opportunities.
- Executives, and officers must avoid consensual behavior with customers, competitors which make the company lose its business opportunities
- Directors, executives, and officers must avoid any act that would hinder or reduce the Company's business opportunities
- Directors, executives, and officers not allowed to be in any act that would hinder or reduce the Company's business opportunities.

6. Conflicts of interest

Directors, executives, and officers do not act in a manner that may cause a conflict of interest with the Company, covering the benefits of privilege or reciprocity.

Guidelines

- Directors, executives, and officers do not act in any manner that compete with the Company business
- Directors, executives, and officers considered the most benefits of the Company without the influence of personal desires or of the related parties. Whether they are relatives by pedigree or any other means, the price of goods must be fair price as same as making transactions with third parties. When there are transactions that may be conflicts of interest, employees must report to



the authorized person by written notice for consideration according to the procedure before the transactions are made.

- Directors, executives, and officers who wonder about their duties, whether there are conflicts of interest or not, the issues should be reported immediately for disclosing the details of the conflict of interest, the report must be authorized by the authorized person and a copy of which should be submitted to the Company secretary according to the process.
- Directors, executives, and officers, including family members should avoid participation in financial and/or building relationship with third parties that make the company lose its benefits or causing conflicts of interest.
- Directors, executives, and officers should avoid attending welcoming parties, receiving presents, gifts, or rewards from business partners, as such behavior may cause unfair trading decisions.
- In case of an unacceptable free gift, it should be returned to the giver immediately. If it is unable to return, employees must deliver such items as the Company's right to use them for its most benefit.
- Directors, executives, and officers must comply with the rules, information disclosing procedures of related transactions, according to the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, Thailand, and the Public Limited Companies Act.

7. Confidentiality

Directors, executives, and officers must keep the confidentiality of information obtained from their business operation. Especially, information that may affect the company or stakeholders, unless such disclosure will be duly assigned by the Company or required by law

Guidelines

- Directors, executives, and officers are obligated to keep confidential information of the Company such as trading information, figures regarding production formulas, cost, business partners information to avoid leaking to unrelated persons which may damage the company or stakeholders unless approved by written consent from the authorized person
- Directors, executives and employees must not use the Company's confidential information for personal or others' benefits.
- Documents and discussion regarding the company's confidential information must be carefully handled. Leaving documents or discussing confidential information in a public place may lead to information disclosing to others.
- Directors, executives and employees do not disclose inside information even after the retirement or the end of their duties for working at the Company.



- For the disclosure of the Company news to the public in the form of publication, narration, and interview, directors, executives and employees should comply with the procedure set by the Company

8. Fair Dealing

The Company has a policy for adhering to the fairness in business operations, and has to take action and try to act in order to create the fair dealing with business partners and competitors, as well as strictly abide by the commitments to achieve mutual objectives.

Guidelines

- In case the business partners have a relationship with Directors, executives, and officers, which may cause an unfair to the business, such person must report to directors by written notice.
- Executives, and officers must comply with trade agreements dealing with customers honestly and fairly. In case of unable to comply with agreements, the issues must be reported to directors to contact business partners for finding solutions.
- Directors, executives and officers must not give or offer assets or benefits to third parties which may cause an unfair business dealing, as well as to avoid assets or benefits given by customers

9. Protection and proper use of corporate assets

The assets of the Company must be used only for legally purposes, directors, executives, and officers should take care of the company's assets to ensure that the assets of the company are used effectively.

Guidelines

- Executives, and officers must use equipment carefully for working with safety, use the Company's assets sparingly for the best benefits
- Executives, and officers must not intentionally destroy or damage Company assets, as well as taking care of the Company's assets to maintain in good condition, to avoid damages in order to gain benefits of efficient and sustainable use.
- Directors, executives, and employee must not seek for their personal or other's interests by using the Company's assets, whether using the Company's tools, equipment for personal business, including to sell, to lend, to pledge, to mortgage, or to transfer without permission, no matter what condition of the property is.
- For the purchase, storage, and transfer of assets, the person in charge must comply with the procedure set by the Company



Remark

Asset means both tangible and intangible assets, such as movable properties, properties, technology, academic knowledge, title deeds, patents, as well as confidential information that is not disclosed to the public including business plan, budget, human resource information.

10. Internal Controls and Audits, and Financial Reporting

The Company has a good Internal Audit process complying with the international standards based on the principle of effective operation and monitoring, appropriate risk management, accurate and complete accounting and financial reports, and legal compliance.

Guidelines

- Directors, executives, and officers realize the importance of risk management, and strictly comply with risk management policy, the risk possibility report should be submitted to the Board of Directors or the risk management committee.
- Directors are responsible for providing effective internal controls and audit process to ensure that the company complies with relevant standards and law under the audit of internal auditor and the review of the audit committee.
- Audit committee responsible for the preparation of financial reports that are accurate, complete and timely, including annual and quarterly financial statements which are prepared in accordance with generally accepted accounting standards.
- Internal audit department is responsible for maintain monitoring, evaluation, and submit reports on performance of directors and officers directly to the Audit Committee. Directors, executives will cooperate with the Internal Auditor on providing documents and evidence used for the Audit, without hiding, forgery or interfering with the audit
- Directors, executives, and officers give opinions to improve the internal controls to suit the situation, environment, and changing risk factors.

11. Respect for Human Rights

The company has a policy for adhering to the principles of human rights and respect for dignity and privacy rights of directors, executives and employees, provides equal employment opportunities, and do not tolerate discrimination, labor discrimination, harassment, threatening due to differences in nationality, race, class, gender, age, religion, belief and social status.

The Company provides opportunities to executives and officers in encouraging to attend training to improve their knowledge and skills equally and appropriately according to the requirements of each level of job position.



The Company has a policy to maintain a safe working environment, hygiene, and to support effective work.

Guidelines

- Directors, executives, and officers should treat colleagues with respect in dignity and privacy rights
- Directors, executives, officers should treat each individual with equal politeness without discrimination, even if they have differences in nationality, race, class, sex, age, religion, belief, social status
- Directors, executives, and officers should respect the good Thai culture and traditions and countries where the company conducts business with, and carry out activities in a way that is appropriate for the social and economic conditions of that country.
- When unusual accidents are found, which may affect workplace safety, directors, executives, and officers should report to the person in charge to solve the problem immediately

12. Modification and cancellation

The company is obligated to amend the contents in this Code of Conduct to be in accordance with the law, relevant regulations, and business environment.

13. Effective Date

This Code of Conduct has been approved by the Board of Directors' meeting no. 5/2019 held on August 14, 2019, is effective from August 15, 2019 onwards.

(Signature)

Mr. Kittipan Sri-bua-iam
Chief Executive Officer



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ISO/IEC 27001:2013

ISO 9001:2015