

PROEN Corp Public Company Limited Whistleblowing Policy

1. Introduction

PROEN Corp Public Company Limited and subsidiaries (“the Company”) believe in doing business under the Good Corporate Governance Policy, is an important factor to improve business operation to be effective and to lead the Company to achieve sustainable growth. In encourage all stakeholders to participate in the good corporate governance process, the Company has formulated a Whistleblowing policy by providing whistleblowing channels in order to listen to opinions, suggestions or complaints from stakeholders either within or outside the organization, of those who affected by the impacts or may have risks from the company business operation from illegal or immoral behavior, or behavior of directors, executives and officers considered as corruption. The policy is a key factor to keep monitoring the business operation and is an important resource for improving the management to be more concise and efficient.

2. Objective

2.1 To provide opportunities for whistleblowers or person who affected by illegal and immoral behavior, any acts that imply corruption, or behavior that may cause damage to the company (“Whistleblower”) to provide whistleblowing channels to whistleblowers

2.2 To ensure that there is a clear, appropriate, efficient process in dealing with opinions, suggestions, questions or complaints in order to be fair, honest, transparent and in accordance with the international standards

2.3 To formulate confidential information policy, to protect the whistleblower and witness related to the complaints from rights violation

2.4 To prevent risks and damages that may arise to stakeholders from illegal or immoral behavior, or behavior of directors, executives and officers concerning the company operation

3. Definition

Clauses, or words used in this policy should have meaning as follows, unless otherwise stipulated.

- (1) “Policy” means the Whistleblowing policy.
- (2) “The Company” means PROEN Corp Public Company Limited.



- (3) “Subsidiaries” means a limited company that the company holds shares directly and/or indirectly in a number of more than fifty (50) percent, or has an authority to control.
- (4) “The Company Group” means the Company and subsidiaries.
- (5) “Directors” mean the company’s directors.
- (6) “Executive” means Chief Executive Officer (CEO), the first three executives under control of the Chief Executive Officer, and every person holding a position equivalent to the third managerial position, and including department manager level or equivalence who hold position in financial and accounting department, (according to the definition of the Securities and Exchange Commission, Thailand or SEC)
- (7) “Management” means executives and employees from chief level onwards
- (8) “Officers” means the Company and subsidiaries’ officers, including full time employees special contract workers, and temporary employees of the company
- (9) “Supervisor” means supervisors or heads according to the level in the line of work that the employees are affiliated with
- (10) “Whistleblower” means an individual or group of people who have impacted or affected from the Company group’s operations, or an individual or group of people who has witnessed inappropriate behavior, illegal or immoral behavior, not abide by the law, the code of conduct, the corporate governance policy, or any policy regarding the governance to comply with the law, rules and regulations of the Company’s group and/or of the Government agencies.
- (11) “Complaints” means complaints about misbehavior that are defined in the complaints as in item 4 of this policy.

4. Scope of Complaints

Third parties and stakeholders can inquire, give a clue, or complaint via channels under item 6 of this policy. In case there are inquiry or witness directors, executives and officers of the Company group or any person on behalf of the Company behave within the scope of following behaviors:

4.1 Misbehavior means illegal behavior or behavior against the law, code of conduct, corporate governance policy, anti-corruption policy, rules and regulations of the company and/or regulations of the government agency

4.2 Fraud means any act to seek unlawful benefits for oneself and/or others including definitions as follows:



4.2.1 Misappropriation means a possession of property belonging to others by encroaching upon them for their own or third party.

4.2.2 Corruption means the use of powers acquired by duty to exploit one's own interests, or the fraud by virtue of office, the power and influence that one has for their own and/or others benefit

4.2.3 Bribe means offering, promising, giving, accepting, or demanding for assets or benefits concerning money, or persuading someone to act illegally, immorally or undermining trust.

4.2.4 Financial statement manipulation means frauds by communication using fake information or hiding the truth that should be revealed, and by such fraud resulting in the acquisition of property or benefits from the fraudulent or third party. The Company cannot accept complaints as following cases:

- (1) Matters that the Board of Directors, executives or Chief Executive Officer already approved at Shareholder meetings according to their scope of authorization
- (2) Matters that the audit committee has resolved
- (3) Matters that are being sued, lawsuits that are deciding by the court, the court has judged, or has an absolute sentence from the court.
- (4) In case of anonymous letters, complaints, accusation does not indicate the name and address of the complainant and the defendant:
- (5) Complaints without witnesses or clues, evidence, or acts of fraud or misconduct that are clear enough to lead further investigation.
- (6) Matters that the human resource department of the Company or Subsidiaries, or any authorized organization accept for consideration, or have made a fair and decisive judgment, and no more new significant evidences

5. Related person and responsibilities

5.1 Whistleblower is an individual who witness, acknowledge, or suspect with good faith, even it may cause damage to himself, that directors, executives, employees of the Company group or any person who act on behalf of the company misbehave as specified in item 4.1 and/or item 4.2

5.2 Report Receiver consists of an audit committee (AC), Chief Executive Officer (CEO) or the Company secretary, the report receiver has a duty to submit complaints received to the case coordinator for further action.



5.3 Case Coordinator consists of the Internal Audit department or a person appointed by the audit committee, who has the duty to collect and consider the sufficiency of the primary evidence. Then the approved complaints must be sent to the complaint checker according to item 5.6, a progress report and results should be collected, status of the complaints must be monitored and updated, rights to access information related to complaints must be determined. The case coordinator has the duty to supervise progress of the complaints to be done within a period specified in this policy.

5.4 Defendants are the company’s executives and officers, or any person who acts on behalf of the Company, are complained or accused by the whistleblowers that there is misconduct behavior as specified in item 4.1 and/or item 4.2. In case the Company found that the whistleblower cooperated with a third party to support, to hire, or to order for the behavior regarding the complaints, it deems that such person is a defendant as well.

5.5 Investigation Participants are directors, executives, officers, or third parties requested by the case coordinator or the case investigator, to provide the relevant information or any information that may relate to the complaints.

5.6 Case Investigator

- (1) In case of complaints about the misconduct in violation or non-compliance with the law and regulations as specified in item 4.1, the top management of the Human Resource (HR) department or supervisor of the subsidiary’s HR department shall be the case investigator.
- (2) In case of complaints about the corruption as in item 4.2, Internal auditor shall be the case investigator
- (3) In case of complaints related to item 4.1 or 4.2 which are complicated, and concern various departments, the CEO shall appoint an Investigation Committee for the specific purpose to investigate the case. The investigation committee must be approved by the AC.
- (4) In case the head of the internal audit department is a defendant, AC shall appoint the investigation committee to investigate as appropriate.
- (5) In case directors or executives are the defendants, the board of directors (or “BOD”) shall appoint the Investigation Committee to investigate as appropriate. The Investigation Committee must not have any conflicts of interest in the complaints.

5.7 Authorized persons who can decide the judgment and the punishment of the complaint in order to comply with HR Department’s regulations, unless these cases:



- (1) In case the head of the internal audit department is decided for a sentence, the board of directors shall approve.
- (2) In case the directors or executives are decided for a sentence, the board of directors shall approve.

6. Complaint channels

Whistleblowers can submit complaints to the report receiver according to item 5.2 via the following channels. In this regard, the Company encourages the whistleblower to disclose his/her identity and/or provide clear and sufficient information and evidence regarding the wrongdoing of the defendant. Contact information of the whistleblowers must be provided for communication with the company.

6.1 Mail to: 72 4th, 18th FL., CAT Telecom Tower Charoen Krung Road, Bangrak, Bangkok, Thailand 10500

Telephone: 02-639-7888 Facsimile: 02-639-7892

6.2 Via email address: company.secretary@proen.co.th

6.3 Via website: <https://investor.proen.co.th/en/corporate-governance/whistleblowing-channel>

7. Protection of whistleblowers and relevant witnesses

7.1 Whistleblowers and relevant witnesses pursuant to item 5 shall have appropriate protection, such as no relocation, no changes on job characteristics, workplaces, employees, intimidation, interference during work, termination, or any other unfair practice.

7.2 Information regarding the complaints and the whistleblowers is kept confidential, no reveal to third parties unless required by law.

7.3 Any person received the complaints or information regarding complains must keep it confidential, not reveal to third parties. Safety and damages of the whistleblowers, source of information or relevant witnesses must be concerned, except in the case of necessity in procedures for implementing this policy or as required by law If there is an intentional breach of information disclosure, the Company will take disciplinary action and/or take legal action against the violator, as the case may be.

8. Dealing with Complains

8.1 Procedure for complains investigation



8.1.1 For non-complicated matters, i.e. complaints that have a clear evidence and/or not related to various departments, the case coordinator will pass the case to the case investigator according to item 5.6 and then proceed as follows:

- (1) Complaints regarding misbehavior according to item 4.1, shall be submitted to the top management or the head of the HR department to investigate the fact of complains.
- (2) Complaints regarding misbehavior according to item 4.2, shall be submitted to the internal audit department to investigate the fact of complaints.

8.1.2 Complicated matters, such as complaints with a large amount of clear or difficult evidence regarding employees of the various departments, the head of internal audit department or the head of HR department (as the case may be) propose to the CEO to consider an appointment of the case investigators, consisting of representatives from internal audit department, law and legal department, and HR department for 1 person each. The CEO may consider an appointment of officers or any third party person to be the case investigator. In this regard, all of the case investigators must not have conflicts of interest with the complaints, and should be approved by the AC.

8.1.3 In case the head of the internal audit department, directors, executives are the defendants, authorized persons shall be the case investigators.

8.2 Period of Investigation

8.2.1 The report receiver must propose the complaints to the case coordinator within 3 working days from the date of receiving the complaints from the whistleblowers.

8.2.2 The case coordinator must propose the complaints to the case investigator within 7 working days from the date of receiving the complaints from the whistleblowers. In necessity situation when unable to complete within the specified period, the case coordinator shall propose the case to the CEO to consider an extension of the investigation period for not over 7 working days each time.

8.2.3 The case investigator according to item 5.6 (1) - (2) should prepare reports and summary of complaints that have been settled with the punishment order of the authorized person according to item 5.7 (if any). Reports and summary must be submitted to the case coordinator within 30 working days from the date of receiving the complaints from the whistleblowers. In case the case investigator is a person who proposes a punishment order, it must be approved by the HR department.



8.2.4 The case investigator according to item 5.6 (3) - (5) must consider and report the result of the complaints that come to an end, and the punishment order according to item 5.7 (if any) to the case coordinator within 60 working days from the case investigator appointment date. In case necessary that unable to close the case within the required period according to item 8.2.3 and 8.2.4, the case investigators should propose the case to the CEO, the AC, or the Board of Directors (as the case may be) to consider an approval of an extension of the case investigation for not over 30 days each time. However, if the case is not completed within the specified time or no request of extension for the investigation period as determined above, it deems that the case coordinator or the case investigator not comply with this policy, they must provide a letter explaining the reasons for the inability to proceed to the authorized person who appointed the case investigator for complaints.

8.3 Report

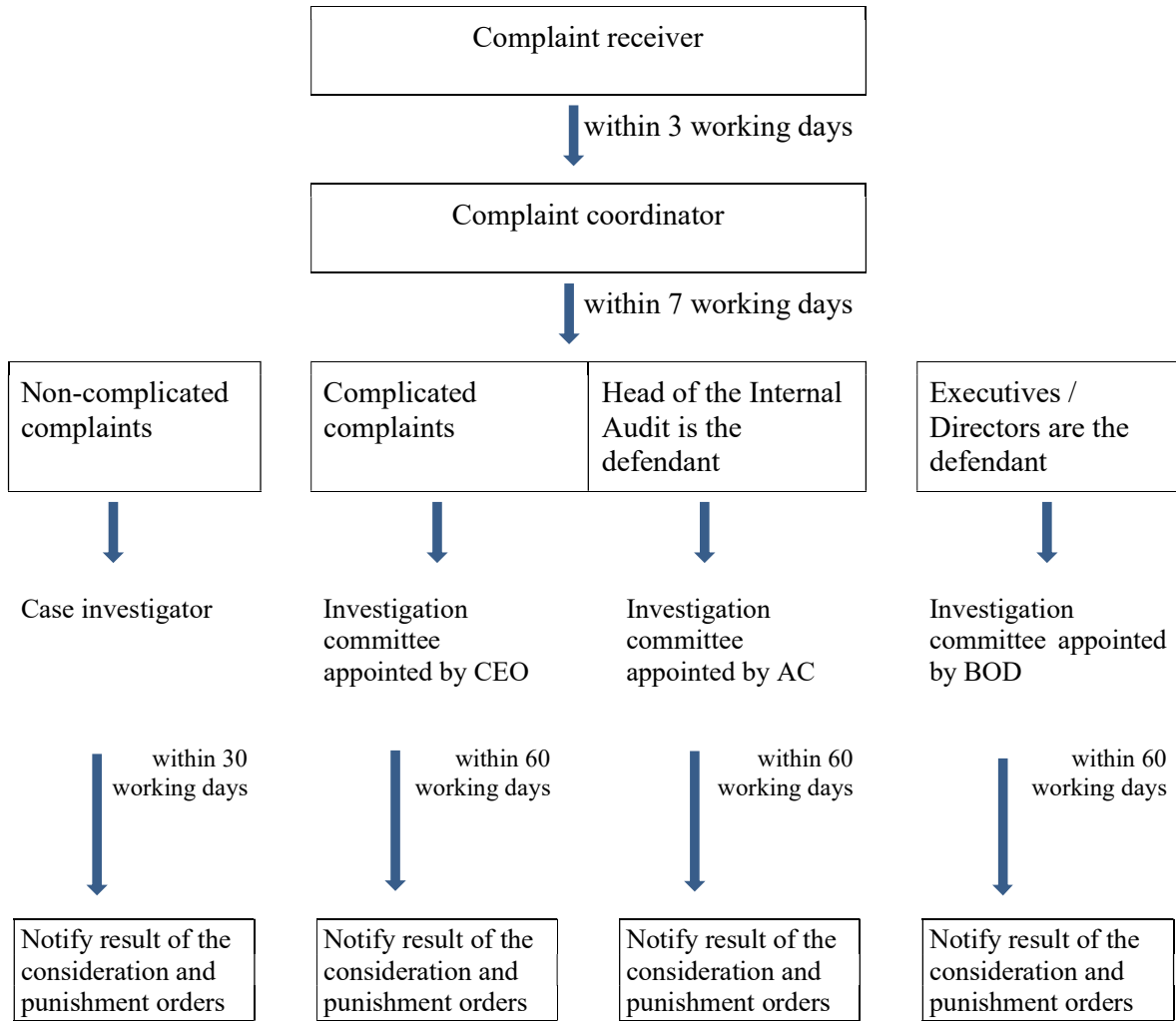
8.3.1 The case coordinator is responsible for summary report preparation for the whistleblowers, the report receiver, the defendant, and the participant in the complaint investigation or other persons as appropriate.

8.3.2 The head of internal audit, the top management of HR department, or the case investigators (as the case may be) are obligated to summarize the complaints report and the punishment order of authorizer under item 5.7 (if any) to report the CEO and AC (in case of fraud under item 4.2).

8.3.3 The case investigator under item 5.6 (4) - (5) (as the case may be) must prepare a report of the summary of the punishment by the authorizers under item 5.7 (if any) to the Board of Directors.



Complaint Procedure



9. Punishment

Whoever violates or fails to comply with this policy, whether intentionally or recklessly, persecutes, threatens with disciplinary action or discrimination to the whistleblowers or relevant witnesses by misconduct behavior, considered that such person violate the rules and must committed a breach of discipline and must be responsible for compensation to the company or those affected by such actions.



10. Policy review

The company secretary must review this policy on a regular basis and propose to the Board of Directors for approval if there is any change.

11. In case of Inquiry

If there is any inquiry regarding this policy, please contact the secretary via the following channels:

Company Secretary

PROEN Corp Public Co., Ltd.

72 CAT Telecom Tower 4th, 18th Fl.

Charoen Krung Rd., Bang Rak

Bangkok 10500

Telephone : 0-2690-3888 extension 910 Facsimile : 0-2691-1898

12. Effective Date

The Whistleblowing Policy approved by the Board of Directors meeting no. 2/2019 held on August 15, 2019, effective from August 15, 2019 onwards.

(Signature)

Mr. Kittipan Sri-bua-iam
Chief Executive Officer

