Whistleblowing Policy

Tanachira Retail Corporation Public Company Limited and its subsidiaries (the "Group Company") recognize the importance of preventing misconduct and corruption that may arise from operations, as well as engaging with stakeholders in a manner that could impact the reputation and business operations of the Group Company.

Therefore, the Group Company has established a mechanism for receiving complaints and taking action in cases where there are clues or reports regarding violations of laws, regulations, business ethics, or behaviors that may imply corruption or misconduct by personnel within the Group Company. This includes providing appropriate protection measures for informants in accordance with this Whistleblowing Policy, in order to serve as a clear guideline and to ensure that the process of handling complaints and whistleblowing reports is carried out efficiently.

1. Objectives

1.1 To ensure that the procedures regarding the receipt of complaints, whistleblowing reports, corruption, misconduct, and non-compliance with the Group Company's regulations are appropriate, efficient, and aligned with good corporate governance principles.

1.2 To establish criteria and guidelines for those who wish to file complaints or report clues of misconduct within the Group Company.

1.3 To ensure that complainants, informants, and individuals who cooperate with the Group Company in good faith receive appropriate and fair protection, and are safe from any form of retaliation resulting from such complaints or reports.

2. Definitions

Personnel of the Group Company	means directors, executives, and employees of the Group Company.
Misconduct	means any act or omission of an act by the Personnel of the Group Company that violates laws, regulations, business ethics, work rules, policies, and various regulations of the Group Company, as well as relevant laws.
Corruption	means any act performed to seek unlawful benefits for oneself or others, which includes the following acts:

- Theft means taking away another person's property or property in which another person is a co-owner, with the intention to permanently possess such property for oneself, or to sell or give it to a third party.

- Embezzlement means possessing another person's property or property in which another person is a co-owner, and during such possession, dishonestly converting that property to belong to oneself or a third party.

- Bribery shall have the same meaning as the term "Corruption and Bribery" defined under the Anti-Corruption and Anti-Bribery Policy.

- Furthermore, this includes, but is not limited to, receiving gifts, tokens of appreciation, entertainment, or any other inappropriate benefits; procurement and entering into contracts in an inappropriate manner; as well as any actions that give rise to a conflict of interest.

3. Scope of Complaints or Whistleblowing

3.1 Personnel of the Group Company or any individuals who witness actions that harm the Group Company may file a complaint under this policy if there is an act that violates or fails to comply with the laws or regulations of the Group Company. This includes principles of good corporate governance, the Anti-Corruption and Anti-Bribery Policy, Code of Conduct, and Business Ethics of the Group Company.

In this regard, incidents leading to the utilization of the mechanism under this policy may cover various forms of misconduct, which include, but are not limited to, the following incidents:

3.1.1 Committing a criminal offense or aiding and abetting the commission of an offense.

3.1.2 Corruption relating to the organization, whether directly or indirectly.

3.1.3 Any risky acts, including corruption, bribery, and extortion.

3.1.4 Failure to perform legal duties which significantly impacts the Group Company.

3.1.5 Acts, conduct, or omissions regarding accounting, reports, record-keeping, and operational practices and/or financial reporting, or internal controls that are suspicious, or do not comply with general standards or practices.

3.1.6 Occurrences of incidents that pose a danger to the health or safety of any individual.

3.1.7 Occurrences of incidents that cause damage to the environment.

3.1.8 Acts that constitute serious wrongdoing or violate the business ethics of the Group Company.

3.1.9 Intentional acts that cause the Group Company to suffer damage, loss of reputation, or loss of benefits.

3.1.10 Inability to remedy or take action within a reasonable timeframe regarding matters that could generate unavoidable costs or cause severe damage to the Group Company.

3.1.11 Deliberate concealment of various types of wrongdoing.

3.2 However, the Group Company cannot accept complaints for consideration in the following cases:

3.2.1 Matters for which the Board of Directors, the Audit Committee, the Executive Committee, or the Chief Executive Officer has already passed a final resolution.

3.2.2 Matters that are currently subject to a lawsuit in court, pending court judgment, or for which a final court judgment has already been rendered.

3.2.3 Anonymous complaints that lack sufficient evidence, clues, or clear indications of corruption or misconduct to proceed with further investigation.

3.2.4 Matters that the management team of the Group Company or authorized agencies have already investigated or ruled upon in a fair manner, and where no new material evidence has been presented.

3.3 The Group Company encourages complainants to disclose their identities and/or provide clear and sufficient evidence regarding the misconduct. The complainant or informant must specify the details of the complaint or report, along with their name, address, and a contactable telephone number, and submit it through the complaint channels designated by the Group Company.

In the event that the complainant chooses not to disclose their identity, the recipient of the complaint will consider whether the accompanying information contains specific details, facts, or sufficient and clear evidence. The complaint will not be accepted if it remains anonymous and lacks evidence or behavioral indications of corruption or misconduct. clear behavioral indications of corruption or misconduct sufficient to proceed with a factual investigation, or if it is a matter that has already undergone the complaint process and has been fairly adjudicated, and no new material evidence has been presented.

4. Complaint Investigators

4.1 In the case of complaints that impact internal organizational matters, the Chief Executive Officer shall review and assign the Internal Audit Department to act as the investigator of such complaints.

4.2 In the case of complaints that impact external organizational matters and/or stakeholders of the Group Company, the Chief Executive Officer shall appoint an ad-hoc Investigation Committee to handle the investigation of said complaints.

In this regard, the Investigation Committee shall consist of designated personnel from the Internal Audit Department, the Legal Department, and the Human Resources Department, with 1 representative from each department. The Chief Executive Officer may consider appointing additional employees or external individuals to serve as members of the factual Investigation Committee.

4.3 The Chief Executive Officer shall have the authority to make final decisions on complaint conclusions and issue disciplinary actions in accordance with the regulations of the Human Resources Department, except in cases where the complaint conclusion affects external organizational matters and/or stakeholders of the Group Company. In such instances, the Chief Executive Officer and/or the Audit Committee and/or the Board of Directors shall have the authority to make the decision (as the case may be).

4.4 In the case of complaints involving executives from the level of Chief Executive Officer upwards, or directors, the Chairman of the Board of Directors shall review and assign the Audit Committee and the Internal Audit Department to act as the complaint investigators. In this scenario, the Board of Directors shall have the authority to decide on the complaint and issue orders pursuant to the regulations of the Human Resources Department.

4.5 In the event that the Company outsources an external party to perform internal audit duties, and the scope of such engagement covers acting as the investigator for the aforementioned complaints, while this policy has not yet been amended to align with the said scope of engagement, if the Audit Committee has reviewed and deems it appropriate to proceed according to the said scope of engagement, the outsourced external internal auditor or the Company's Internal Audit Department may proceed in accordance with the scope of that engagement.

5. Complaint and Whistleblowing Channels

The Group Company has designated the following channels for submitting complaints or whistleblowing reports:

5.1 Channel 1: By Post at the following address:
Tanachira Retail Corporation Public Company Limited
999/9 The Offices at CentralWorld, Room No. OFM2807 and OFM2812, 28th Floor, Rama I Road, Pathum Wan, Bangkok 10330

5.2 Channel 2: By Electronic Mail (Email)

5.2.1 Chairman of the Board of Directors: chairman@tanachira.co.th

5.2.2 Audit Committee: auditcommittee@tanachira.co.th

5.2.3 Company Secretary: companysecretary@tanachira.co.th

5.3 Channel 3: Internal suggestion/comment/complaint boxes within the Group Company

5.4 Channel 4: www.tanachira.co.th

By addressing it to the Chief Executive Officer, the Chairman of the Audit Committee, or the Chairman of the Board of Directors, as the case may be.

5.5 Channel 5 (Continued): Internal suggestion/comment/complaint boxes within the Group Company

By addressing it to the Chief Executive Officer or the Chairman of the Board of Directors, as follows:
In the case where the accused holds a position lower than the Chief Executive Officer:
Address to the Chief Executive Officer or the Company Secretary (acting on behalf of the Chief Executive Officer).
In the case where the accused is an executive from the level of Chief Executive Officer upwards, or a director:
Address to the Chairman of the Board of Directors or the Company Secretary (acting on behalf of the Chairman of the Board of Directors).

6. Protection of Complainants / Informants and Related Persons

6.1 In order to protect the rights of complainants/informants acting in good faith, the Group Company shall keep the name, address, or any identifiable information of the complainant/informant providing information strictly confidential. Access to such information shall be restricted solely to those individuals responsible for conducting the complaint investigation.

6.2 Complainants/informants shall receive appropriate protection, which includes ensuring no changes or transfers of job positions, job descriptions, workplaces, suspensions, threats, disruption of operations, termination of employment, or any other actions that constitute unfair treatment.

6.3 Information related to complaints/whistleblowing reports shall be kept strictly confidential and shall not be disclosed to unrelated parties, taking into account the safety and potential damage to the complainant/informant, the source of information, or related individuals, unless disclosure is required by law. If there is an intentional violation by disclosing such information, the Group Company will take disciplinary and/or legal action against the violator, as the case may be.

6.4 The Group Company has no policy to demote, penalize, or take any action that negatively impacts employees who refuse to engage in wrongdoing or corruption, even if such refusal results in the Group Company losing business opportunities.

7. Management of Complaints

7.1 Steps for Investigating Complaints

7.1.1 Complaints affecting internal organizational matters: The Chief Executive Officer (as the case may be) shall review and assign the Internal Audit Department to conduct a factual investigation into the said complaint.

7.1.2 Complaints affecting external organizational matters and/or stakeholders: The Chief Executive Officer shall review and appoint a factual Investigation Committee to conduct a factual investigation into the aid complaint. In this regard, every member of the factual Investigation Committee must not have any conflict of interest in relation to that complaint.

7.1.3 Complaints involving executives from the level of Chief Executive Officer upwards, or directors: In the event that a complaint is received, regardless of whether it falls under Clause 7.1.1 or 7.1.2, if the accused is an executive from the level of Chief Executive Officer upwards or a director, the Chairman of the Board of Directors shall review and assign the Audit Committee and the Internal Audit Department to conduct a factual investigation into the said complaint.

7.2 Processing Timeline

7.2.1 The Chief Executive Officer or the Chairman of the Board of Directors (as the case may be) must forward the matter to the complaint investigator within 7 working days from the date of receiving the complaint.

7.2.2 The complaint investigator under Clause 4.1, 4.2, or 4.4 must review and report the final conclusion of the complaint, along with the disciplinary order issued by the authorized person under Clause 4.3 or 4.4 (if any), to the complainant within 30 days from the date of receiving the complaint.

In this regard, if the complaint investigator proposes a disciplinary action, such action must receive approval regarding the disciplinary measures from the Chief Executive Officer and/or the Audit Committee and/or the Board of Directors (as the case may be).

In cases of necessity where the investigation cannot be completed within the specified timeframe, the complaint investigator shall submit the matter to the Chairman of the Board of Directors and/or the Chief Executive Officer and/or the Audit Committee and/or the Board of Directors (as the case may be) to consider approving an extension for the investigation period, which shall not exceed 30 days per extension.

Furthermore, if the investigation is not completed within the designated period or no extension of the investigation period is requested as specified above, it shall be deemed that the complaint investigator has failed to comply with this policy, and a written explanation stating the reasons for such inability to complete the investigation must be submitted to the person authorized to appoint the complaint investigator.

7.3 Reporting

7.3.1 The complaint investigator is responsible for reporting the summary of the complaint results to the complainant, the accused, individuals cooperating in the complaint investigation, or other persons, as necessary and appropriate.

7.3.2 The Internal Audit Department or the factual Investigation Committee (as the case may be) is responsible for reporting the summary of the complaint results and the disciplinary order to the Chairman of the Board of Directors and/or the Chief Executive Officer and/or the Audit Committee and/or the Board of Directors, as the case may be.

7.3.3 In cases where there is clear and sufficient evidence that the complainant intended or demonstrated a behavior showing that the complaint or report made against the accused was done in bad faith, the Group Company deems it necessary to take action to protect the reputation of the accused, as follows:

(1) In the event that the complainant is an executive or an employee, an investigation shall be conducted to consider disciplinary action in accordance with the regulations of the Human Resources Department.

(2) In the event that the complainant is an external individual and the Group Company has suffered damage, the Group Company may consider pursuing legal action against the said complainant.

8. Communication

8.1 The Group Company shall communicate and publicize this Whistleblowing and Anti-Corruption Policy, including the channels for submitting complaints or whistleblowing reports, to the personnel within the Group Company. This shall be acknowledged through various channels, such as orientation for new directors and employees, training courses, or annual seminars, public announcements, the internal intranet system, electronic mail (email), or the Group Company's website, etc., to ensure that everyone in the organization understands, agrees with, adheres to, and strictly complies with the policy.

8.2 The Group Company shall communicate and publicize this Whistleblowing and Anti-Corruption Policy, including the channels for submitting complaints or whistleblowing reports, to the public, subsidiaries, associates, as well as business representatives, relevant business partners, and external stakeholders through various channels, such as the Group Company's website, annual reports, or annual registration statement (Form 56-1 One Report), etc., to build understanding and encourage them to strictly uphold and adhere to the same anti-corruption standards as the Group Company.

9. Penalties

9.1 If the accused is found to have actually committed wrongdoing, corruption, or bribery, such wrongdoer—whether a director, executive, or employee—shall be deemed to have violated the Anti-Corruption and Anti-Bribery Policy, Code of Conduct, and Business Ethics. They shall be subject to disciplinary action in accordance with the regulations specified by the Group Company. Furthermore, if such wrongdoing constitutes a legal violation, the wrongdoer may also be subject to legal penalties under civil, criminal, or other relevant laws. In this regard, disciplinary actions shall comply with the Group Company's regulations, and the decision of the Board of Directors shall be final.

9.2 Any person who intentionally or negligently fails to comply with this policy, including demonstrating behaviors that harass, threaten, discipline, or discriminate unfairly against a complainant, an informant, or any individual involved in a complaint or whistleblowing report under this policy, shall be deemed to have committed. a disciplinary offense and shall be held liable to compensate for damages caused to the Group Company or to those affected by such actions, as well as being subject to civil, criminal, or other legal liabilities as prescribed by law.

This Whistleblowing Policy was reviewed and approved by the Board of Directors at the Board of Directors' Meeting No. 8/2020 on December 1, 2020, and became effective from December 2, 2020 onwards.

(Mr. Kittipol Pramoj Na Ayudhya)
Chairman
Tanachira Retail Corporation Public Company Limited