



Conflicts of Interest
Policy and Guidelines
Charoen Pokphand Group



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Conflicts of Interest Policy and Guidelines

Charoen Pokphand Group

1. Intent

Charoen Pokphand Group is committed to doing business with integrity and honesty by adhering to principles of good corporate governance. Driving Business through transparent and careful decision-making, as a result, can maximize value for the company.

2. Scope

This Conflicts of Interest Policy and Guidelines apply to Charoen Pokphand Group, (hereafter “the Group”) which includes Charoen Pokphand Group Co., Ltd., and all of its subsidiary companies. The term “company” hereafter refers to any such company individually that has adopted this Conflicts of Interest Policy and Guidelines. This document shall be reviewed at least once a year, or as conditions require.

3. Objective

For directors, management and staff to realize their roles, responsibilities and practices and to avoid conflicts where personal interests can interfere with the interests of the Group.

4. Roles and Responsibilities

4.1 Board of Directors

- 4.1.1 Ensure that the Conflicts of Interest Policy and Guidelines are in place.
- 4.1.2 Ensure that the policy and guidelines are properly implemented.

4.2 Management

- 4.2.1 Establish rules and procedures to suit the nature of business, while remaining consistent with the Policy and Guidelines of the Group.
- 4.2.2 Ensure that the organizational structure and related functions are in place.



4.2.3 Monitor the effective implementation of policy, guidelines, and regulations and identify areas for improvement, in addition to ensuring regular performance reports related to this Policy and Guidelines.

4.3 **Responsible Department/Persons**

4.3.1 Communicate and provide guidance for employees to ensure they can comply with this Policy and Guidelines.

4.3.2 Operate in accordance with established procedures.

4.3.3 Compile and maintain reports related to conflicts of interest.

4.3.4 Promptly report performance of policy compliance to the Board of Directors or management, in addition to the Compliance Office at Charoen Pokphand Group Co., Ltd., at least once annually.

4.4 **Staff**

4.4.1 Fully comply with policies, guidelines and regulations related to Conflicts of Interest.

4.4.2 Report to the responsible department/persons, or report through the available whistleblowing channels whenever any evidence of actual or possible conflicts of interest violations are detected.

5. **Guidelines**

5.1 Directors and employees must avoid engaging in any activities that may cause conflicts of interest with the Group, and must not engage in situations that conflicts with the interest of the Group for self-benefit or to benefit others.

5.2 Do not abuse or allow others to abuse your position, whether directly or indirectly, to claim benefits from the Group.

5.3 Do not exploit or use confidential or inside information for self-benefit or to benefit others.

5.4 In the event where any director, employee or relative is involved or is a shareholder in any business that they derive benefit from or cause a conflict of interest to the



Group, inform the responsible department/persons in writing (examples of possible conflicts of interest are included in the Appendix.)

6. Training

The Company shall communicate the Conflicts of Interest Policy and Guidelines and cascade it through training programs, conferences, and other appropriate channels to its directors, management, and staff. The effectiveness of such training and communications programs shall be evaluated on a regular basis.

7. Whistleblowing

In case a violation of this Conflicts of Interest Policy and Guidelines is found, a report must be filed by following the procedure stated in the Whistleblowing Policy and Guidelines. The information of complainant or whistleblower will be protected and the information will be kept confidential during the investigation and after the completion of the investigation process.

8. Policy Advice

In case of suspicion on the action that may violate laws, regulations and this Conflicts of Interest Policy and Guidelines, the employee can seek advice from her or his supervisors; team or persons responsible for monitoring conflicts of interests within the Company, the Compliance Department or Legal Department before making any decision or carrying out any action.

9. Penalties

In the event of an investigation, all employees must fully cooperate with internal and external entities. If an employee violates or fails to comply with this Policy and Guidelines, either directly or indirectly, the employee will be subject to disciplinary action in accordance with Company's regulations.

10. Related Laws, Regulations, and Policies

10.1 Charoen Pokphand Group's Anti-Bribery and Anti-Corruption Policy and Guidelines

10.2 Charoen Pokphand Group's Gifts and Benefits Policy and Guidelines



10.3 Charoen Pokphand Group's Whistleblowing Policy and Guidelines

11. Appendix

The following appendix is attached to this Policy and Guidelines

11.1 Appendix A: Examples of Possible Conflicts of Interest



Appendix A

Examples of Possible Conflicts of Interests

1. Accepting gifts or other benefits for personal gain from the Group suppliers.
2. Using the Group's confidential information for self-benefit or to benefit others.
3. Using property owned by the Group (such as information, computers, software) for personal benefit.
4. Assigning personal work to staff of the Group.
5. Accepting outside work or engaging in personal work during office hours.
6. Agreeing to a contract or doing business where the employee has a personal stake with that company, whether directly or indirectly.
7. Taking a directorship, advisory or employment position at a rival company, customer or supplier.
8. Doing personal business with one of the Group's suppliers, while also taking a position of selecting suppliers for the Group.
9. Taking part in the selection, promotion, or performance evaluation process of employees who you have a personal or financial relationship with.
10. Employee doing business with a close family member, with the said employee being involved in the contract process.
11. Offering or accepting a proposal to provide a personal loan, guarantee, discount or other benefits from a supplier or a competitor.