

Anti-Corruption Policy

SE-EDUCATION Public Company Limited has intention to operate its business transparently and legally in order to be one of the exemplar companies in Thailand. To align with corporate governance (CG), the Company pledged not to participate or support any kinds of corruption. Further, the Company not only supports every employee to live and behave legally as a good citizen of Thailand, but also supports its business partners to operate their businesses transparently and legally. By this, the Company created the network of cooperation in industrial level to develop business procedures transparently and legally. Since the Company is truly aware that corruption is the great obstacle in developing the country and national security, its anti-corruption policy in writing is launched to be guidance in its operating businesses.

Definition

Corruption means any actions related to using power and bribing, but not limited to offering, promising, soliciting, demanding, giving or accepting bribes or any other inappropriate monies, assets or benefits to government authorities, government units, private units or officers both directly and indirectly in order to do or not to do their duties to gain inappropriate business benefits, or any actions that leads to national loss or damages, except for it is permitted by law, rules, regulations, proclamations, customs, local traditions, or trade practices.

Anti-Corruption Policy

The Directors and employees of the Company are prohibited to engage in any kinds or any forms of corruption in every business activities both directly and indirectly. In case of charity, business gifts exchange or sponsor, the Company must operate it transparently without intentions to exchange of reciprocal benefits or to convince the government officers or private units to operate inappropriately. By this, the Company has thoroughly defined the procedures against corruption with a mean to regularly review these procedures in order to be consistent with changes in business, rules, regulations, and law.

Duties and responsibilities

1. The Board of Directors has a duty and responsibility to formulate policies and control systems that support an effective anti-corruption policy to ensure that the Management is fully aware of the importance of anti-corruption so that it becomes an organizational core values with

sustainability. In addition, the Board of Directors shall obey the penalties when they do not comply with the policy against corruption.

2. The Audit Committee has a duty and responsibility to review the financial reporting and accounting systems, the internal control system, the internal audit system, and the risk management system, and control anti-corruption measures to ensure that such measures are adequate and effective.

3. The Managing Director and the Management has a duty and responsibility to determine the operating systems inside the Company in which every process has mechanism and measures to prevent corruption, and promote and support anti-corruption policies to yield a concrete achievement in practice by communicating to employees and all relevant parties. In addition, there will be the review of the suitability of the system, mechanism, and measures in order to cope with the changes of changes in business, rules, regulations, and law.

4. The Internal Audit Department has a duty and responsibility to monitor and review the operations straightforwardly to confirm that operations within an organization is consistent with the anti-corruption policy and to ensure that the system of measures and mechanisms of the company are still appropriate and effective in preventing corruption risks that may occur. By this, the Internal Audit Department is assigned to report to the Audit Committee.

5. Employees must act in accordance with policy. Employees are bound to report to their supervisors or higher supervisors or the Internal Audit Department if they found sufficient credible evidence of corruption or see the policy anti-corruption violation. The Company pledged that employees will be protected and the official officers will be assigned to investigate all the clues reported with fairness to all parties.

Instructions

1. The Board of Directors, executives, and employees in all levels must comply with the anti-corruption policy by not being involved in any kinds of corruption, whether directly or indirectly. All these policies must be declared and published within an organization to guide executives and employees to strictly follow.

2. Employees must not ignore when exposed to the action of any units of the Company which related to corruption. Employees must notify to their supervisors or higher supervisors or the Internal Audit Department and cooperate in the investigation to determine the facts.

3. The Company has a human resources management processes that reflects its commitment to anti-corruption measures and policies. There will be no penalties, degrades or negative effects on employees who refuse corruption, even though such actions would cause the Company to lose business opportunities. The company has to communicate clearly about such policies; the company will provide both fairness and protect the employees who refused to take part in the corruption or reported such corruption acts to the Company.

4. The Company has the appropriate process to punish executives and employees who do not comply with the measures against corruption, including termination of employment in the case where the Company deems this necessary. Any direct or indirect violations of this policy will be considered by disciplinary regulations which set forth by the Company. In addition, if executives and staff must have been punishable by law for such an action, the Company will cooperate with government authorities at full capacity in the investigation, in order to prosecute legal action against those executives and staff.

5. The Company realizes on the importance of sharing knowledge and communicating with individuals and any other juristic persons for their understanding and comprehension on the guideline for working with the Company that aligned with the Anti-Corruption policy. The Company has a policy to notify its subsidiaries and associates to take measures to combat corruption as well.

6. The Company intends to create and maintain a corporate culture that corruption is unacceptable and uncompromisable in all transactions with government and cooperation with the private sectors.

Terms

1. Anti-corruption policy covers all the internal processes of the Company by assigning supervisors at all levels communicating with subordinates to understand the importance of anti-corruption policy and control all operational supervisory mechanisms and anti-corruption measures to be implemented effectively.

2. To be clear on high risk with the occurrence of corruption, Directors, executives, and employees must act with caution in the following matters:

2.1 Gifts and receptions

Employees shall avoid the receptions and giving/taking too expensive gifts or too often, except for a business reception to maintain the good business partnerships which are essential in conducting businesses.

Employees can give and take gifts in the following conditions:

- (1) Not intended for domination, induction, or reward to gain any advantages through inappropriate acts, or an exchange clearly or latently in order to obtain helps or benefits.
- (2) According to relevant laws.
- (3) Openly give the gifts in the name of the Company, not on behalf of the employee and not concealed.
- (4) Appropriate to the situation, such as giving a present during important festivals or traditions, for example, Songkran and Chinese New Year.
- (5) Types and values are suitable and in the right time, for example, in case of the Company were holding bidding; employees must not accept gifts or receptions from the Companies joined the said bidding.

2.2 Donations and charities

Donations and charities must be made under the name of the Company to the organizations that have social benefits purposes are a trusted organization with a certificate, which operated transparently and legally according to regulations of the Company. In addition, the Company will follow-up and verify to ensure that the donations are not being used as a bribe.

2.3 Support providing

The name of the company must be identified in support providing, whether it is money, object or property to any activities or projects. The objective of the support is to promote the good image of the Company and must legally proceed with transparency according to the regulations of the Company.

2.4 Facilitation

The facilitation or "the lubrication" is a small amount of bribes, paid to the government officials to accelerate the efficiency of routine or necessary duties which are in their job description.

The Company has no policy to pay the facilitation. The staff shall avoid any activities which employees may be asked to pay for the convenience. If employees have any concerns or questions about pay and convenient, they should inform their supervisor accordingly.

2.5 Political support

Political support is a help whether in financial or any other forms to political parties, politicians or political candidates to support political activities, for example, providing goods or services, advertising, promoting or supporting political parties, buying tickets to attend the event held to raise funds or donating to an organization that is closely associated with political parties.

The Company has a policy of political neutrality. It will not support or commit an act of political sympathy towards political party, including not directly or indirectly supporting any political candidates.

However, the Directors, executives, and employees have the freedom to participate in political activities or support in private under the provisions of the Constitution, but in the conditions that the Company name and assets must not be impersonated or exploited in such actions. Any political activities will to act outside working hours. If the employees participate in the political event, they must be careful not to mislead that the Company has sponsored or favored over any political parties.

2.6 Business relations and procurement

Dealing with government authorities in public or private must be with transparency, faithful, and must proceed in accordance with the relevant laws.

Sourcing/purchasing must follow the rules and procedures set out in regulations of supply/purchasing and consistent with authority. Sourcing/purchasing must be fair and transparent to related parties. In making a decision, it should be based on reasonable prices, qualities, and services received, including all the standards which the sellers or services providers should have, for example, environmental standards and industrial standards.

In addition, the person who was in charge of sourcing/purchasing shall not run a business which may bring benefits themselves by using their position in sourcing/purchasing whether directly or indirectly or using inside information to their own benefits or others.

Risk assessment

The Company shall establish a risk assessment regularly in matters relating to corruption that may occur, as well as set up the developing measures against corruption to align with an assessment result.

Internal control

The Company shall establish an effective, efficient system of internal controls against corruption in the company in order to control and manage good corporate governance as a standard practice. In addition, the employees have shared attitude on the anti-corruption concept and can be developed into a shared value in the Company.

Recording and storing data

1. The Company has a policy to follow the standard, regulations and laws which related to the accounting and financial reporting, as well as memorandums and documents whether in the form of physical documents and digital files for effective tracking back.

2. Every payment will require documentation, including storing and keeping information of the Company in according to the relevant laws and regulations.

3. False or incomplete information and records or revised accounts on purpose are not allowed to be store. There must be no accounts outside the financial statements in order to support or conceal corruption.

Training and communication

1. To ensure that all employees aware of the commitment of the Company and the importance of their roles in the anti-corruption policy, they will be regularly emphasized through orientations, trainings and meetings within the Company about anti-corruption and instructions how to report cases, for examples, the case that employees had seen an act of corruption or had sufficient evidence to suspect. In addition, they will be cultivated the attitude that corruption cannot be accepted and ignored. If corruption occurred, all employees must report to the Company without delay. This will be a mechanism to let the Company immediately prevent corruption from getting escalated.

2. The Company is ready to exchange experiences, guidelines, and best practices in supporting anti-corruption policy with partners and organizations as deemed appropriate in order to exchange knowledge between organizations, improve systems and measures and develop mechanisms in prevention and control against corruption continuously.

3. The company will cooperate with companies in the same industry, partners and other stakeholders groups in creating the cooperation network to ethically, legally, transparently promote businesses and effective combating corruption.

Reporting channel and reporters protection

The Company provides channels for reporting information or clues and for any staff who need advice on implementation measures against corruption as follows:

Registered mail : the Independent Director, SE-Education Public Company Limited
1858/87-90 Interlink Tower, 19th Floor, Bang Na-Trad Road, Sub district
Bang Na, District Bang Na, Bangkok 10260

Email : id@se-ed.com

The Company has assigned and created the procedures to handle the cases that have been reported. Employees can directly report on every issues related to a fraud, corruption, offense, unethical action, company policies, rights violation, or comments on business operations of the Company to their supervisor or the Secretary of the Company or the responsible units. However, the Company has assigned the Internal Audit Department and Investor Relations to act as agents to deal with received complaints. The employees can report through this channel or through email directly to the Independent Directors. All leads, complaints, and suggestions will be considered and carried on a case-by-case basis as deemed appropriate. The Independent Director will discreetly collect information and protection measures will be applied to the whistle blowers and grand them no harm. The Independent Director will collect all the clues and present them to the Audit Committee and the Board of Directors to consider respectively.

Effective as of May 11, 2016.

Mr. Thanong Chotisorayuth

Managing Director