



## **Code of Conduct**

### **MK Restaurant Group Public Company Limited**

#### **1. Message from the Chairman and Chief Executive Officer**

Since MK Restaurant Group Public Company Limited's establishment in 1989, the Company has committed to conduct its business with social responsibility. Therefore, this edition of Code of Conduct has been produced as a manual for good corporate governance principles for all directors, managers and employees to adhere as a guideline in their duties, both at work and as exemplary role models of society. To date, the Company has encountered various economic crises and business-related deviations. Nevertheless, the Company remains committed to the business practices and believes that upholding ethics, integrity, transparency and uprightness will sustainably propel the Company forward to success.

#### **2. Introduction**

The Code of Conduct entails appropriate business practices based upon good ethics designated for the directors, managers, and employees of MK Restaurant Group Public Company Limited to uphold as guidelines for organizational behavior and work operations standard practice. To prevent misconduct, avoid regulation violation and corporate policies infringement, directors, executives and employees of the Company at all levels are tasked with the duty of reviewing, comprehending and applying the aforementioned code within their respective business context and consider the code as an element of employee obligations.

#### **3. Ethics**

##### **3.1. Legal and regulatory compliance**

The Company is committed to legal compliance and precepting laws applicable to the Company's operations and businesses inclusive of relevant rules and regulations in accordance with the following guidelines:

- 1) All directors, managers, and employees must comply with laws and regulations of the respective countries in operation.
- 2) All directors, managers, and employees must comply with regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.
- 3) All directors, managers and employees are required to cooperate with regulators and report information pertinent to legal or policy violations and non-compliance and must not support the avoidance of compliance with laws or regulations.
- 4) All directors, managers, and employees must comply with the Company's rules and regulations. When queries regarding any law or regulation arise, contact the Company's legal department and in the event of ambiguity, request for immediate assistance.

### **3.2. Human rights and labor**

- 1) MK Restaurant Group Public Company Limited upholds equal treatment, fairness, and non-discrimination in accordance with the United Nations Universal Declaration of Human Rights: UNDHR.
- 2) Uphold respect, dignity and equal treatment without discrimination relating to body, mind, race, nationality, domicile, religion, sex, age, complexion, birthplace, education, language, social status, disability, sexual orientation, gender identification and expression of political opinion or other pertinent matters defined under legal protection.
- 3) Perform business operation duties with awareness to prevent human rights violations, including violations potentially arising from relevant external parties, observe and respect human rights and immediately report potential human rights violations to supervisors to initiate preventative action.
- 4) Process all aspects of employment, including but not limited to recruitment, remuneration, working hours, holiday allocation, operations assignment, performance appraisal, training and development and career progress planning, with equality and without discrimination
- 5) Prohibit use of forced labor, labor from human trafficking or child labor infringing labor law, inclusive of physical or mental penalizations which abuse employees through means of coercion, detention, delay, intimidation, harassment or violence in any form which infringes human and labor rights. The Company realizes the importance of respecting human rights in all people by treating individuals equally without discrimination, supporting and promoting human rights, and avoiding acts that violate human rights. Furthermore, the Company recognizes the importance of labor and thus enforces conduct towards employees according to applicable fair labor laws and regulations. Supplementary details can be found in the Company's human rights policy and practice.

### **3.3. Environment**

The Company realizes that sustainable resource consumption relates not only to significant environmental preservation or protection for future generations, but also gives rise an opportunity for future structural innovation. Therefore, every Company decision must consider societal duties and responsibilities, including realizing the importance of sustainable natural resource and environmental management according to the following guidelines:

- 1) Comply with environmental laws and cooperate in implementing international agreements to help prevent or reduce environmental impacts.
- 2) Adopt the 3R principles (Reduce, Reuse and Recycle) for resources such as water, energy, and raw materials to reduce environmental impact, reflect resource value and maintain efficient consumption.
- 3) Environmentally conscious procurement of raw materials or equipment.
- 4) Encourage awareness of various resource value and instill perception and cognizance of the importance of environmental protection among the Company's employees.

#### **3.4. Occupational health and safety**

The Company provides safe operating environments and promotes good health among employees; enforces proper working hours and conditions compliant with applicable occupational health and safety laws and regulations. Through focusing on maintaining appropriate working conditions, the Company aims to reduce the risk of accidents, injuries, and health risk factors. Employees will be provided protective equipment and relevant training for their safety and well-being. More details can be found in Safety, Occupational Health and Work Environment Policy.

#### **3.5. Quality and safety of goods and services**

Company products and services must comprise of qualities inclusive of safety, environmental friendliness, and ergonomics, in addition to compliance with legal standards. Company personnel are mandated to focus on quality and safety from the beginning to the end of the entire value chain, from the raw materials source to finished products, and from sales to procurement, by adhering to and maintaining quality product and service delivery standards in accordance with the Company's intention.

#### **3.6. Anti-corruption**

Company joint business operations with relevant business parties must maintain accuracy, transparency, honesty, verifiability and remain corruption-free through compliance with relevant laws according to the Company's anti-corruption policy, whistleblowing, and grievance policy, in addition to considerations in upholding Company reputation. To enable company-wide adoption of the mentioned anti-corruption approach, the Company defined guidelines relating to receiving and offering gifts and entertainment as part of the anti-corruption policy entailing ethical procurement, avoidance of conflicts of interest and responsibility in ensuring ethical goods and services procurement standards among business partners.

#### **3.7. Receiving/offering gifts, valuables, and entertainment**

Employees should refrain from entertaining and giving or accepting gifts considered unreasonably high in value or recurring frequently unless such actions strictly relate to business purposes and facilitate good relationships, a vital component of conducting business. Employees are allowed to give or receive gifts if all the following conditions are met:

- 1) Not an intentional act to dominate, induce or reward any individual to gain advantage through improper actions or is an explicit or implicit exchange to obtain assistance or benefits
- 2) Complies with relevant laws
- 3) Offered on behalf of the Company in an open and unconcealed manner and not on behalf of the employee
- 4) Suitable for the occasion, such as offering small gifts during important festivals inclusive of Songkran, Chinese New Year, New Year, etc., which is a norm
- 5) Appropriate gifting customs in terms of type, value, and timing, for instance, during the Company's tendering process employees must not accept gifts or entertainment from any participating company

### **3.8. Prevention of conflicts of interest**

- 1) Employees must refrain from actions contrary to Company interests, for instance participating in activities which may result in the Company losing benefits or receiving less benefits than anticipated or leading to a benefit sharing situation with the Company.
- 2) In the event where such activities are necessary for the benefit of the Company, proceed in a manner alike third-party transactions. However, directors or employees with conflicting interests in such activities must not be involved in the consideration and approval of such transactions.
- 3) Employee competition with the Company is forbidden and includes work operations or investments which directly or indirectly competes with Company business operations. Avoid employee related transactions which may cause Company conflicts of interest.
- 4) Employees are forbidden from receiving or agreeing to receive money, valuables or other benefits from individuals conducting business with the Company. In addition, employees must have no financial involvement, such as joint investments or joint ventures, lending, loaning, collecting, or providing money, purchasing, selling or creating financial obligations with mentioned individuals.

### **3.9. Exploitation of Insider Information**

Use of Company information for personal benefit is prohibited. Employees are not permitted to seek personal gain for themselves or others through exploiting Company's information even in situations where the Company is not placed in a benefit reducing situation. Opportunities or information obtained from holding director or employee status must not be utilized for personal gain, to conduct business in competition with the Company or conducting related businesses according to the following guidelines:

- 1) Prohibition to disclose Company business secrets to outsiders, especially competitors, even after retirement from Company director or employees' status.
- 2) Prohibition on information or opportunities for manipulation obtained from director, executive or employee status for personal gain or leading to conducting business in competition with the Company or related businesses
- 3) Prohibition on inside information utilization for personal gain in trading Company shares or providing internal information with others which enables an advantage in trading Company shares

### **3.10. Protection of confidential corporate information**

All employees must uphold duties to protect proprietary Company, customer, suppliers and employee information. The mentioned confidential information will be disclosed only with written permission from the management or in situations required by law. Proprietary information is defined as intellectual property inclusive of trade secrets, patents, copyrights and trademarks, business plans, marketing plans, engineering and manufacturing concepts, personal information, salary information and unpublished financial reports. Unauthorized use or distribution of such information is not only a violation of the Company's code of conduct but is also unlawful and subject to civil or criminal penalties. Furthermore, proprietary information also includes all information not publicly

available, which may be used to compete or become detrimental to the Company or its customers or trading partners. Information that partners and customers have disclosed to the Company, and now has become the Company's responsibility to keep confidential even after the end of the employment period or the end of the employment contract, are considered proprietary.

### **3.11. Security of data and information systems**

The Company is committed to the efficient and secure use of information technology systems, which must be protected against unauthorized use or infringement according to the following guidelines:

- 1) Operate information technology systems, including various embedded information, for the benefit of the Company.
- 2) Avoid operating systems that may infringe upon normal use rights of others in matters relating to its operation or may affect the performance of the system and prohibit system operations to access information not upholding good moral standards, related to gambling, or affecting national security.
- 3) Operate systems according to granted permissions; maintain and keep system access passwords confidential.
- 4) Avoid system settings modification and installing computer programs that may affect security, avoid accessing files of unknown origin or use of device suspected of containing computer viruses or other malicious software.
- 5) Upon observing any malfunction or experiencing computer problems, contact your IT administrator.

### **3.12. Utilization and maintenance of intellectual property**

The Company considers intellectual property including patents, copyrights, trademarks, and trade secrets as valuable Company assets. Employees are obligated to protect and maintain intellectual property from unauthorized utilization or distribution inclusive of requirements to respect and not infringe on intellectual properties of others according to the following guidelines:

- 1) Conserve Company intellectual property against infringement, disclosure, duplication, modification, or actions without permission from the Company and avoid infringement of the intellectual property of others.
- 2) Upon entering any legal obligation or contracts, a clear agreement should be endorsed if related to intellectual property rights. If in doubt, contact the Company's legal department.
- 3) In situations where rights are violated or observed actions may lead to infringement of rights, including disputes regarding Company's intellectual property, report findings to a supervisor or the legal department.

### **3.13. Conserving Company Assets**

Company assets refer to all chattel and realty including technology, academic knowledge, license information, rights, copyrights, patents, as well as inventions and Company trade secrets. Employees are tasked with and assume responsibility to fully benefit from Company assets while ensuring asset maintenance and preventative measures to safeguard against deterioration, loss,

utilization for personal gain or individual gain of others or unlawful usage according to following guidelines:

- 1) Use of Company assets effectively and for Company benefits.
- 2) Maintain and prevent Company assets from damage or loss, misuse, or unlawful usage.

#### **3.14. Fair competition**

The Company has established policies to operate within the legal framework regarding trade competition practices or antitrust laws and support free and fair-trade competition. These policies entail prohibiting advantage taking or discrimination, necessity to conducting operations according to fair competition frameworks, barring dishonest or inappropriate elicitation of competitor's proprietary information and banning malicious accusations which may damage competitor reputation. Furthermore, actions resulting in competition constraints and adverse effects towards the economy and consumers are prohibited.

#### **3.15. Political engagements**

- 1) Exercise of political rights

The Company encourages freedom of political rights expression among employees, which may consist of voting, electing, or being a member of a political party but should avoid acts or participation in activities with potential to cause misunderstandings on behalf of the Company. Employees should exercise their rights as good citizens under constitutional law and applicable political activity participation on their behalf outside working hours and refrain from utilizing Company assets to support a particular party or power group.

- 2) Social standing

Employees should maintain self-dignity and strive to uphold social acceptance and socially beneficial behaviors.

#### **3.16. Responsibilities/practices toward stakeholders**

- 1) Shareholders

The Company encourages shareholders to exercise their fundamental rights and strives to create the highest satisfaction among shareholders through continuous sustainable growth, added value and continuous reasonable returns while conducting business according to good corporate governance principles.

- 2) Employees

The Company intends to develop a learning environment within the organization through enabling teamwork-oriented culture and working atmosphere, maintaining safe working environments, providing fair remunerations and committing to foster employee knowledge and skill development. Furthermore, the Company openly accepts employee opinions and suggestions regardless of occupational level equitably and equally to reflect corporate realization that every employee is a key element leading to Company success and sustainable growth.

3) Customers

The Company has accumulated trust from clients throughout an extended period of time. Therefore, every employee should reward customers through conducting honest offerings of goods and services, providing sufficient information to assist customers in decision making without attempting to force, distort or present false information and refrain from using excessive promotional advertising.

4) Suppliers

The Company established policies enabling equal and fair treatment of suppliers, taking into account optimization of the Company's benefits while obtaining fair returns for both parties. Furthermore, the Company avoids situations which cause conflicts of interest and is obligated with complying with providing truthful information, accurate reports, and resolution negotiations to acquire solutions based on maintaining appropriate business relationships according to the following guidelines.

4.1) Prohibiting requests, receiving, or paying for benefits deemed commercially dishonest from suppliers

4.2) In the event of receiving whistleblowing information regarding requests or receipt or payment or any benefit deemed dishonest, such information must be disclosed to suppliers to jointly cooperation in resolving the issue fairly and instantly

4.3) Strictly comply with agreed conditions

4.4) In the event where any condition cannot be complied with, advanced notification is required to jointly produce a solution

5) Competitors

The Company has established competitor treatment policies in accordance with international principles under legal framework on trade competition practices without infringement of competitor proprietary information or trade secrets through fraudulent means, with the following guidelines:

5.1) Conduct operations within the framework of good competition rules

5.2) Prohibit eliciting confidential competitor information through dishonest or inappropriate means

5.3) Prohibit damaging competitor reputation through malicious accusations

6) Creditors

The Company adheres to fair practices according to stipulated conditions, including debt payment in a timely manner, and acts responsibly in accordance to agreed contracts.

7) Communities and societies

The Company established policies to conduct business with benefits toward the economy and society, emphasizing the importance of environmental stewardship and local customs and traditions where Company's departments are located. In safeguarding the environment and maintaining safety from Company activities, all applicable laws and regulations are complied with. The Company will regularly continue to retain a portion of profits for activities that

contribute to society and will continue to instill employees at all levels with crucial and continuous awareness for social responsibility. As the employee ethics and code of conduct instituted by the Company may not cover all situations, employees are directed to consult their hierarchical supervisors when relevant practical problems arise.

#### **4. Employee ethics**

##### **4.1 Corporate practices**

- 1) Perform duties with responsibility, integrity, determination, dedication, compliance with rules and regulations, company policies and corporate culture by considering Company's benefits as important and refrain from seeking unethical benefits through corporate status.
- 2) Strictly respect and abide by laws, regulations, and Company policies in addition to compliance and proficient comprehension of laws applicable to the Company's operations and business.
- 3) To prevent potential damage to Company's reputation, be vigilant in preventing violations arising from ignorance or lack of oversight through notifying hierarchical supervisors or the audit committee upon discovering possible corruption or misconduct within the Company.
- 4) Assist with actions to maintain working environment and atmosphere including organizational progress towards excellence.

##### **4.2 Intra-employee practices**

- 1) Respect employee privacy, avoid circulating personal or work-related information and hearsay regarding other employees, and avoid disclosure or criticism which may potentially damage employee or general Company's reputation.
- 2) Refrain from negative criticism which may cause division or damage within the Company or to persons related to the Company.
- 3) Maintain and contribute to unity among employees, appropriately assist and support others in benefitting the Company as a whole.
- 4) Display politeness, kindness, and good human relations towards colleagues and avoid concealing vital information necessary for colleagues' operations; adjust oneself to enable better collaboration with others, and respect others by not claiming the work of others as their own.

##### **4.3 Practices toward oneself**

- 1) Adhere to appropriate morals and ethics, refrain from all vices, and conduct oneself without damaging one's reputation or the Company's reputation.
- 2) Always strive to develop oneself in a manner beneficial to oneself and the Company.

#### **5. Ensuring compliance and review**

The Company designates the duty and responsibility of directors, managers and all employees in acknowledging, comprehending and strictly abiding by policies and procedures set out in this code of conduct manual. The mentioned duties are not voluntary practice and employees cannot claim they are not aware of established practices.



Managers at all levels within the organization must assume responsibility and completely ensure subordinate employees are aware, understand, and strictly adhere to the code of conduct.

The Company has dedicated an agency responsible for internal audits and an agency responsible for receiving and handling grievances reported through various channels, including via application, e-mail, telephone, and mail, etc., to assist in investigating and review of strict operational compliance with the code of conduct.

## **6. Contact**

Counseling and Complaint Department

MK Restaurant Group Public Company Limited

Address: 1200 Debaratna Road, Bangnatai, Bangna, Bangkok 10260

Phone: +66 2 836-1000 ext. 1651 or 1652

E-Mail: EC.HR@mkrestaurantgroup.com

## **7. Grievance handling process**

The Company expects all employees to jointly maintain order and effective operations in accordance with the law, rules and regulations and act in accordance with principles of good corporate governance and the code of conduct. The Company encourages reporting in good faith any conduct that is contrary to or suspected to be contrary to stipulated principles to supervisors or advisors from the internal audit department. The reported information will be considered confidential. The Company's employees can direct grievances, when encountering unethical or inappropriate behavior, to the relevant counseling and employee complaints processing department for review and consideration. The procedures will be equal and fair to all parties while whistleblowers will be protected according to the Company's whistleblowing or complaint policy.

## **8. Penalty**

Violators of the code of conduct or Company policies will be subject to disciplinary action depending on the circumstances and severity of each offense. In addition to punishment measures, violation of the law may result in civil or criminal prosecution, both against the violator and colleagues or the Company, and therefore carries serious consequences. If encountering a situation of potential violation or actions leading to violations of this code, provide information through advisory and grievances handling channels.

This policy was effective from January 1, 2022 onwards.