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Ethics Handbook

Matichon PCL. & Network Companies

Ethics Handbook



Matichon PCL.

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Ethics Handbook

Message from the Chairman of the Board

Throughout its 40 years in business, the company has always been determined to progress on the basis of ethics and justice, not only to sustainably increase revenue for shareholders but also to pay attention to fair treatment of all stakeholders.

Hence, the company has constructed a framework for ethical business engagement with the creation of a handbook, which has been put to use since 2014 and onward. The requests strict adherence to the handbook.

The company has come to the determination that it is the responsibility of directors, executives and all employees to maintain awareness and strictly follow the policies and practices specified in the aforementioned handbook in order to achieve the company's business objectives conjunctively with the preservation of ethical standards for the benefit of all stakeholders, shareholders, the company and society.

Mr. Khanchai Boonpan

Chairman of the Board

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Business Engagement Principles

1. Business Engagement Principles

In ensuring maximum benefits to shareholders in business engagement, the company's board of directors has a policy of equal importance in parallel with success according to goals and methods employed to achieve such success.

Hence, the company has set forth goals and methods to obtain success as stated in the company's vision, mission, goals and objectives and good business governance principles and policies, including codes of conduct in this edition of the "Ethics Handbook" in order to provide clarity and convenience for directors, executives and employees of the company, who are to be notified of the practice standards as hoped for by the company and will rely upon which as work practice guidelines concerning treatment toward employees, shareholders, customers, trade partners, trade competitions and overall society.

1.1 Vision and Mission

- **Vision**

A public news media organization focused on quality media production in line with standards and with social responsibility, stability and modern business progress combined with the ability to dynamically adjust to any change.

- **Mission**

1. Produce accurate and broad-ranged media.
2. Develop the organization into a leading provider of news information services.
3. Become an accurate and broad database for the society that supports and participates in making progress and advancement.
4. Complete transparency and with social justice on all dimensions.
5. Become a mass communication institution that holds on to the principles of facts.
6. Provide an effective service channel of new media for customers and patrons.

Code of Ethics Handbook

7. Produce capable news reporters with responsibilities, public conscience and professional stability.

8. Promote institutions of learning to turn Thai society into a society of learning.

1.2 Purpose and Objectives; Goals of Matichon Group

- Endeavor in what it is good at.
- Quality first, top media quality in Thailand, upgrading press media to number 2 and 1 while holding on to Matichon’s identity
- Stimulating “magazine” sales.
- Print up-to-date “papers” to situations.
- Develop products and obtain channels for the distribution of new products such as IT products, multimedia and internet sales.
- Improve printing service potential within and out of the organization.
- Upgrade the level of provided professional training courses and seminars.

1.3 Obligations to Shareholders

The company has a policy to conduct business honestly, fairly and ethically and to put the utmost effort in developing its business to grow and create good returns to the investment of shareholders continuously and sustainably according to the principle of equal and just treatment of shareholders.

1.4 Compliance with the Law and Related Regulations

The company is determined to respect and comply with the law and related rules and regulations to the company’s business, whereby the company has designated the following as the company’s policies:

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Directors, executives and employees are required to comply with the law and rules and regulations of government agencies.

(1) Directors, executives and employees are required to comply with the regulations set forth by the Stock Exchange of Thailand and the Securities and Exchange Commission.

(2) Directors, executives and employees are required to comply with the company's regulations.

(3) Directors, executives and employees are required not to assist, support, or cooperate to promote for a circumvention of laws or regulations.

(4) Directors, executives and employees are required to provide cooperation to supervising agencies and report information relating to any violations or incompliance with laws or regulations to such agencies.

Conflicts of Interest and Preservation of Confidential Information

2. Conflicts of Interest and Preservation of Confidential Information

2.1 Conflicts of Interest

The company holds an essential policy to not permit directors, executives and employees use their position as director, executive, or employee to seek personal benefits; therefore, the company has set forth the following codes of conduct for the company's directors, executives and employees:

(1) Refrain from making personally-related transactions that may create a conflict of interest with the company.

(2) In cases where it is necessary to make such transactions mentioned above for the benefit of the company, do so as if such transactions were transactions made with external parties, whereby directors, executives, or employees holding stakes in such transactions are required to not play a part in the approval for such transactions.

(3) In cases where transactions fit criteria for related transactions according to announcements made by the Stock Exchange of Thailand, actions are to be taken to ensure strict compliance with the company's criteria, methods and disclosure of information on related transactions.

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(4) In the event where a director, executive, employee, or relative of a director, executive, or an employee has a stake in or is a shareholder of a business competing with the company's business or any business that may create a conflict of interest with the company, the Managing Director has to be notified of the aforementioned an event in writing.

(5) In the event where a company director, executive, or employee becomes a director, partner, or consultant in another company or business organization, such a position held must not conflict with the company's interests or the person's direct duties in the company.

2.2 Use of the Company's Information

The company deems it the responsibility of the company's directors, executives and employees to strictly maintain the confidentiality of the company's secret information, especially internal information that is yet to be disclosed to the public or data that affect business operations or share value. Thus, the company has set forth the following codes of conduct.

(1) Do not use opportunities or data obtained through position as director, executive, or employee for personal benefit and in business competition with the company or related business dealings.

(2) Do not use the company's internal information for personal benefit in the purchase and sale of company shares or disclose information to other parties for benefit in the purchase and sale of company shares.

(3) Do not disclose the company's secret business information to external parties, especially trade competitors, even after the term of being a director, executive, or employee of the company is completed.

Responsibilities to the Company and Assets

3. Responsibilities to the Company and Assets

3.1 Protecting the Company's Assets: The company promotes executives and employees in maximizing the effectiveness in the use of the company's assets in order to increase competitiveness potential and provision of good services to customers. The codes of conduct for executives and employees are as follows:

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(1) The company's assets and resources are to be used in the most cost-effective and beneficial matter.

(2) Care has to be taken to prevent illegal value depreciation or loss to the company's assets.

3.2 Document Creation

(1) Documents are to be created honestly, thoroughly and according to specified standards.

(2) Do not falsify letters, reports, or documents of the company.

3.3 Application of Computers and Information Technology

(1) Computers, information technology and information used work operations are considered assets of the company; executives and employees should not use computers or information technology for personal benefit.

(2) Executives and employees are prohibited from disclosing passwords used to access the company's data systems to other parties.

(3) Executives and employees are prohibited from disclosing data existing in the company's data system or data obtained by the company without authorization.

(4) Executives and employees are prohibited from modifying, duplicating, deleting, or destroying the company's data without authorization.

(5) Executives and employees are prohibited from using illegal software and making copies of licensed software for any reason whatsoever without approval from the manufacturing company of such software.

(6) Executives and employees are prohibited from modifying hardware equipment or installing any equipment other than the standard equipment installed by the company.

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(7) Executives and employees are prohibited from using the company's email address to send messages that are accusing or defaming in nature or contain statements that is vulgar, licentious, threatening, harassing, or that cause annoyances to others.

(8) Executives and employees should use the internet to search for data and knowledge that are beneficial to work and are required to avoid illegal or immoral websites.

(9) Executives and employees should use other communication equipment provided by the company, e.g., telephones, fax machines, mobile phones, consciously and responsibly with primary consideration for the company's interest.

3.4 Giving and Taking of Bribes

(1) Executives and employees are prohibited from demanding or accepting any benefits from the company's trade partners, customers, news sources, consultants, or parties with which the company conducted business.

(2) Executives and employees are prohibited from offering any benefits to government officials, the company's customers or external parties in order to cause motivation for unlawful actions.

3.5 Gifts and Business Welcome Parties

(1) Executives and employees should refrain from giving or accepting gifts or any presents from the company's trade partners, or parties with which the company conducted business, except for when such acts occur on occasions at values that are deemed appropriate and without any business bindings.

(2) If executives and employees are presented with monetary gifts or items deemed by the company to have high value, notify supervisors according to order of rank.

(3) Executives and employees should refrain from organizing for or accepting welcome parties in an extraordinary manner from persons with whom the company conducts business.

3.6 Opinion-Making and Interviews

(1) The company has determined that the managing director be the person authorized to give interviews to or answer questions from shareholders, investors, news press, or external parties, while other high-ranking executives may give out such information with approval from the Managing Director.

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(2) The company deems the director of the Accounting and Finance Department be the person authorized to communicate with shareholders, fund managers, investors and financial institutions and be the provider of information to external parties that inquire for information of the company.

3.7 Exercising Political Rights

The company supports the company's directors, executives and employees in exercising their own rights as good citizens of the law. However, directors, executives and employees are prohibited from engaging in activities that may create the understanding that the company participates in or supports a political party or another. The following codes of conduct therefore have been set forth for the company's directors, executives and employees:

(1) Directors, executives and employees should exercise their rights as good citizens in accordance with the law, constitution and other related regulations.

(2) Directors, executives and employees should participate in political activities in their own names outside of working hours and not in the name of the company.

(3) The company's assets are not to be used to support any party or powerful group.

Treatment of Stakeholders

4. Treatment of Stakeholders

4.1 Policies and Treatment of Shareholders

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The company is well aware that shareholders are owners of the company's business and that the company is obligated to generate long-term increases in revenue for shareholders. Therefore, the company stipulates that directors, executives and employees pursue the following practice guidelines:

(1) Perform duties honestly and to the utmost of ability, and take any action cautiously, thoroughly and fairly for all shareholders.

(2) Manage the company's business to achieve progress, stability and create proper remunerations to shareholders.

(3) Report the company's status, performance results and information on financial and accounting positions, and make other reports regularly and completely in accordance with facts.

(4) Notify all shareholders equally on the future trend of the organization, whether positive or negative, on the basis of probability with adequate supporting facts and reasons.

(5) Refrain from seeking personal gain or gain for others using the company's internal information yet to be disclosed to the public or take any action in a manner that may create a conflict of interest with the organization.

4.2 Policies and Treatment of Employees

The company is aware that employees make up a very valuable factor for success in achieving the company's goals. Therefore, it is the company's policy to provide fairness to employees in terms of opportunities, remunerations, appointments, transfers, along with potential development, in order to ensure concurrence with the aforementioned policy. The company has set the following codes of conduct:

(1) Pay remunerations appropriately according to the knowledge, skills, responsibilities and performance of each person.

(2) Promote development and addition of employee knowledge and skills in order to achieve professional progress and stability.

(3) Promote employee participation in setting the company's work directions and problem-solving.

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(4) Maintain work environments to have safety to the life, physical hygiene and assets of employees.

(5) Appointments and transfers, including rewards and punishments, of employees are to be conducted honestly on the basis of the knowledge, skills and propriety of each employee.

(6) Comply with all laws and regulations relating to labor laws and employee welfare.

(7) Manage employees by refraining from any unjust and incorrect actions that may affect the professional work progress and stability of employees.

(8) Create parallel objectives for employees in order to cooperatively drive the company toward success according to intended goals and care for the company's resources as if such were the employees'.

(9) Provide a channel of complaint for employees in cases where injustice is not provided according to specified systems and processes.

4.3 Policies and Treatment toward Customers

The company is aware of the importance that customer satisfaction has to the success of the company's business. Therefore, the company has the intention to constantly seek methods to respond to customer needs ever more effectively and efficiently, and has thus set forth the following policies and codes of conduct:

(1) The company will deliver quality products under the condition of fairness.

(2) The company will give correct, adequate and up-to-date product and service information to customers in order to ensure that customers have sufficient information to make decisions.

(3) The company guarantees all papers produced by the company, whereby if any flaws are found, such papers may always be returned.

(4) The company will preserve customer confidentiality and not use such information for unlawful personal benefit or related parties.

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(5) The company will speedily respond to customer needs and put in place an effective system and channel of complaint for customers on the quality of the company's products and services.

4.4 Policies and Treatment toward Trade Partners and/or Creditors

The company holds a policy to treat trade partners and/or creditors equally and fairly with considerations to the maximum benefit of the company based on the foundations of equal returns to both parties, avoidance of situations that create conflicts of interest, along with following through with commitments and reporting factually correct information and negotiating problem-solving and solutions on the basis of business relationships according to the codes of conduct as follows:

(1) The company will treat trade partners equally and fairly on the foundation of fair remunerations for both parties.

(2) The company will strictly act in accordance with contracts or conditions agreed upon; in cases where the company is unable to follow a condition, the company must quickly notify trade partners and/or creditors in advance in order to mutually discuss for solutions.

(3) In business negotiations, the company will refrain from demanding or dispensing any dishonest trade benefits to trade partners and/or creditors.

(4) If any information appears to show that any demand, taking, or dispensing of any dishonest benefits occurs, the company is to quickly disclose such details to trade partners and/or creditors and jointly resolve the issue fairly.

(5) The company will report its financial data correctly, completely and on time to creditors on a regular basis.

4.5 Policies and Treatment toward Trade Competitors

The company has a policy to treat trade competitors in accordance with international principles under the legal framework concerning trade competition codes of conduct without violating secrets or coming to the trade knowledge of trade competitors by fraudulent means. Therefore, the company has set forth the following codes of conduct:

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(1) The company will behave under the rules and frameworks for healthy competition.

(2) The company will not seek secret information of trade competitors by dishonest or inappropriate means, e.g., paying wages to employees of the competitor, etc.

(3) The company will not defame trade competitors through malicious accusations.

4.6 Corporate Social and Overall Responsibilities

The company holds a policy to conduct business in a manner that is beneficial to society and the public with importance given to care and maintenance to various communities located where the company is, including educational support for schools and educational facilities, along with cooperation with government agencies. The codes of conduct are as follows:

(1) Be responsible and steadfastly maintain the environment in which the organization is located.

(2) Consistently organize activities to promote society, communities and the environment in order for communities existing in locations where the company is located to have a better quality of life, whether such are organized independently or in cooperation with the government and communities.

(3) Prevent accidents from occurring and control waste emission to be below acceptable standards.

(4) Quickly and effectively respond to situations that affect the environment and communities as a result of the company's actions, by which complete cooperation is to be provided to government officials and related agencies.

(5) Regularly organize corporate social responsibility activities.

(6) Instill social and environment responsibility concepts in employees.

(7) Promote effective use and conservation of energy.

5. Professional Ethics of Reporters and Photographers

(1) Promote and preserve freedom in news presentation and opinion-giving.

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(2) Provide only factually-accurate news to the people. Any presentation of news printed, advertised or broadcasted that deviate from facts are to be swiftly corrected.

(3) All means to obtain news, images, or other information for the company are to be polite and honest only.

(4) Respect the trust of news sources, and preserve their confidentiality.

(5) Perform duties with public benefit as the intention without using work positions to seek illegal personal benefits or benefits for groups.

(6) Do not take actions that would diminish the dignity of the profession or unity of associates within the profession.

6. Ensuring Ethical Practices

The company deems it the responsibility of all of the company's directors, executives and employees to know, understand and strictly follow policies and codes of conduct set forth in this Ethics Handbook, and not follow such according to preference. Moreover, it cannot be argued that a director, executive, or employee has no awareness of the aforementioned practice guidelines set forth, as executives of all ranks within the organization are required to be responsible and make it a priority to ensure that employees under their supervision know, understand and seriously follow this Ethics Handbook.

7. Clue Reporting or Accepting Complaints regarding Corporate Governance & Ethics

If any person witnesses a legal violation or failure to follow ethics, doubts can be inquired from and complaints can be sent to the following people:

- Supervisors
- Head of the Human Resources Department
- Head of the Internal Audit Office
- Secretary of the Company's Board of Directors

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- The company's Board of Directors;
Otherwise, clues or complaints can be submitted directly to the following address:

Secretary to the Board of Directors:

Maticchon PCL, 12 Tetsabannaruemarn Rd., Prachanivate 1, Lad Yao, Chatuchak,
Bangkok 10900

Email: secretary_b@maticchon.co.th

Reporters, complainants, or cooperators in investigation for facts will be provided protection in accordance with the “clue-reporting” policy, as follows:

- A reporter, complainants, or cooperators may choose not to disclose their information if they view that such disclosure would create any danger or damage. However, if they so choose to disclose the aforementioned themselves, they would be permitting the company to report progress, explain facts, or alleviate damage more quickly and conveniently.

- The company considers related information secret, and such would be disclosed only as necessary with consideration to the safety and damage to the reporter, source of information, or related persons.

- In cases where a complainant finds that their safety may be at risk, or that harm or damage may occur, the complainant may request for the company to set appropriate protection measures, or the company may set up protective measures without request if the company finds the situation likely to create trouble or danger.

- In the event that damage occurs to a reporter, complainant, or cooperator, they will be relieved of the damage through proper and fair processes.

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