

Whistleblowing Policy

B.Grimm Joint Venture Holding Limited and Subsidiaries

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1. Policy and Principles

B.Grimm Joint Venture Holding Limited and subsidiaries (“B.Grimm”) conduct business responsibly, duly and transparently in compliance with the good Corporate Governance and believes that the employees must be treated fairly and expects that its employees shall behave professionally with integrity. In this respect, B.Grimm will not tolerate any wrongdoing and fraud and will imposing disciplinary actions on those committing such wrongdoing or fraud.

2. Objective

In order to enable B.Grimm to efficiently implement such policy and principles, this Policy is set out for the main objectives as follows;

- 2.1 To establish reporting channels and encourage all employees and third parties to confidently provide the information and report of any wrongdoing or fraud occurred in the Company.
- 2.2 This policy addresses the wrongdoing and fraud (both exposed or suspicious one) concerning employees, suppliers of goods/ services, creditors, customers, trading partners, shareholders, directors and all groups of stakeholders in business relationships with the Company and/or subsidiaries.
- 2.3 To establish transparent and fair practices for investigation of wrongdoing and fraud.
- 2.4 To suppress any wrongdoing and fraud which may arise in the organization, and to facilitate the finding and mitigation of damage from wrongdoing and fraud.

3. Scope of Policy

- 3.1 This policy shall apply to all employees of the Company and subsidiaries
- 3.2 This policy covers the actions under the following circumstances;
 - Dangers to health and safety or the environment
 - Illegal actions violating laws or relating rules and regulations of B.Grimm
 - Wrongdoing and fraud (both exposed or suspicious one) concerning employees, suppliers of goods/ services, creditors, customers, trading partners, shareholders, directors and all groups of stakeholders in business relationships with the Company and/or subsidiaries
 - Actions that affects the benefit or reputation of B.Grimm
 - Suspicious course of action may cause or increasing risk to B.Grimm's internal control
 - Be abused, threatened, transferring position or job description or working place being fired, or targeted for treatment that is unfair

This Policy is not included the complaints regarding Human Resource Management such as Interpersonal conflict, unfair performance evaluation etc. and regarding above complaints, could report to supervisor or contact with staff in People Partnership Department (formerly named “Human Resource”).

4. Definitions

Any statements or words contained in this Policy shall be defined as follows, unless indicated or described otherwise;

“Employee”	refers to the permanent employees, probationary employees and contract staff under the Company’s work rules and regulations and employment conditions
“Directors”	refers to the incumbent member in the Company’s Board of Directors
“Whistleblower”	refers to director, employee, stakeholders or associated third party.
“Accused”	refers to director and employee of B.Grimm
“Whistleblowing unit”	refers to B.Grimm Internal Audit and Advisory
“Wrongdoing”	refers to any actions of the employees which violate to B.Grimm’s work rules and regulations as well as the employment conditions of B.Grimm
“Fraud”	refers to any actions or conduct in bad faith for the purpose to acquiring money or benefits or avoiding any obligations or committing any illegal actions and causing the damage to B.Grimm
“Subsidiary”	refers to the company with any of the following characteristics: (a) Company under control of B.Grimm; (b) Company under control of a company under (a); (c) Company under control of the company under (b) of any tier, provided that the ultimate control is vested in a company under (b).

5. Communication channels

5.1 Telephone

Internal Audit and Advisory Department
Tel. +66 2710 3398

5.2 Email

Internal Audit and Advisory Department
whistleblowing@bgrimmgroup.com

5.3 Post mail

Head of Internal Audit and Advisory
B.Grimm Joint Venture Holding Limited
White House Building, 5th floor, 5 Krungthepkreetha Road
Huamark, Bangkok, Bangkok 10240, Thailand

5.4 B.Grimm Website

<https://www.bgrimmgroup.com/whistleblowing>

6. Investigation of the Wrongdoing and Fraud

- 6.1 The Audit and Advisory unit shall have the duty and responsibility to initially evaluate and review such information
- 6.2 Once the review is completed and reveals that such information is valid to substantiate possible wrongdoing or fraud. Whistleblowing unit shall perform as following;
 - 6.2.1 Appointment an "Investigation Committee" which shall be composed of Department head of Accused, the representative from Audit and Advisory Department and the representative from Legal Department and the representative from People Partnership Department or a person who is appointed by the Audit Committee
 - 6.2.2 In case the accused is an employee who from the equivalent or above level of "Vice President", the investigation committee shall be considered and appointed by the Audit Committee. Investigation Committee shall investigate, find the facts and prepare investigation result report.
- 6.3 Investigation Committee will shall report the investigation results to the Audit Committee once case closed or at least once a quarter and report to the Board of Director once a year by Audit Committee.

7. Disciplinary and Legal Actions

In case of the investigation result found that the accused is found guilty, or the whistleblower intentionally makes a false or bad-faith allegation towards an accused, the whistleblowing unit shall report the investigation result including suggest any disciplinary actions to the Audit Committee in order to assign the supervisor or the relevant authorized person for further process if necessary.

8. Protection of Whistleblowers

To protect the whistleblowers and informants, B.Grimm shall be protected such information about the whistleblowers and concerned witnesses, names or private information, treated as confidential and not be disclosed to any unauthorized personnel, unless as required by law.

Those who have access to information concerning wrongdoing or fraud and the investigation must keep such information confidential and shall not disclose such information to any person, unless where such disclosure is necessary to perform duties or comply with the laws.

9. Policy Implementation and Review

The Audit and Advisory Department of B.Grimm Joint Venture Holding Limited shall have the duty and responsibility to monitor the compliance with this Policy and guidelines, and to regularly keep them updated and in line with the applicable requirements and laws as necessary and appropriate at least once a year.

The Audit Committee' Meeting No. 4/2022 held on 24 November has unanimously approved Whistleblowing Policy.

This Policy is effective from 24 November 2022 onwards.

Date of Announcement: 24 November 2022

Proposed by



(Mr. Athit Tachasinkul)
Head of Internal Audit and Advisory



(Ms. Caroline Link)
President of B.Grimm Joint Venture Holding Limited