

# **TEAM Consulting Engineering and Management PCL**

## **Announcement No. 38/2021**

### **Whistleblowing Policy (Second Amendment)**

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Reference is made to the previously announced Whistleblowing and Complaint Policy, which has been in effect since April 2, 2018, as announced in Announcement No. 7/2018 dated April 2, 2018. The Board of Directors, at the 7/2021 meeting held on December 21, 2021, approved the amendment and revision of the aforementioned policy as follows:

Clause 1: Repeal Sub-clause 7.2 (1) and replace with the following:

(1) In cases lacking material significance or with minimal damage, the complaint shall be forwarded to the Chief Financial Officer (CFO) to verify the facts and prepare a summary report for the Deputy Chief Executive Officer (DCEO) of the responsible division. Afterward, the CFO shall report the summary to the Company Secretary for record-keeping.

Clause 2: Repeal Sub-clause 7.3 (1) and replace with the following:

(1) If the accused is found not guilty, or the issue results from a misunderstanding, or if recommendations have already been provided to the accused or involved parties to act appropriately, and no penalties are imposed, the Investigation Committee shall report the conclusion to the Chief Executive Officer (CEO), CFO, and DCEO of the relevant division to consider the committee's suggestions and notify the Company Secretary for documentation.

Clause 3: Repeal Sub-clause 7.3 (2) and replace with the following:

(2) In cases where the accused is found guilty and disciplinary action and/or legal proceedings are required, the Investigation Committee shall consult with the CFO, CEO, and the Legal Department as appropriate before submitting the proposed penalties to the CEO for approval. Once the resolution has been determined, the Investigation Committee shall report the findings to the Company Secretary for compilation and submission to the Audit Committee. If the complaint causes or may cause significant damage to the company, the Company Secretary shall compile a progress report and final resolution summary and submit it to the Audit Committee without delay.

This announcement shall be effective from December 22, 2021, onwards.

Announced on December 27, 2021

(Mr. Sanit Rangnoi)

Chairman of the Board

# **TEAM Consulting Engineering and Management PCL**

## **Announcement No. 7/2018**

### **Whistleblowing Policy**

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*To comply with the process for conversion of a company limited into a public company limited and to prepare for the initial public offering (IPO) and listing on the Stock Exchange of Thailand (SET) in accordance with the regulations of the Securities and Exchange Commission (SEC) and the SET, the Company's Board of Directors' Meeting on 29 March 2018 reached the resolution to cancel the Company's Announcement No. 46/2016 dated 9 November 2016 which shall be **replaced by this Announcement No. 7/2018 regarding Whistleblowing Policy** as follows.*

The Company's Board of Directors is firmly committed to conducting business based on good corporate governance. Therefore, the Company's Board of Directors' Meeting No. 1/2018 on 29 March 2018 approved the policy on whistleblowing and complaints lodged by employees and all stakeholders. A mechanism was also set to protect whistleblowers, and to stress the importance of keeping complaints as confidentiality to create confidence among complainants.

#### **1. Objective**

The Company has the clear and precise policy on anti-corruption and thus determined the whistleblowing policy to create confidence among all stakeholders that the Company has in place channels and procedures of reporting complaints and whistleblowing which are transparent, safe and fair to the complainants and allows stakeholders to take part in this improvement and development.

#### **2. Scope of Whistleblowing**

Any doubts or reasonable grounds to believe in good faith that there is any wrongdoing against or violation of the following:

- Company's policies, practices, requirements, or regulations,
- Principles of good corporate governance and business ethics,
- Laws and rules.

#### **3. Persons Entitled to File Complaints**

The Company's employees at all levels, including outsiders or those who have any doubts of the wrongdoing or violation as aforementioned in Item 2 Scope of Whistleblowing.

#### **4. Protection of Whistleblowers**

4.1 The Company will keep confidential the information of those filing complaints and those being complained, or may disclose such information to only those involved in the investigation or to only a limited group of related people. Any disclosure of information is under due discretion of the Company, taking into account the safety and damage of the whistleblowers or complainants or source of the information and related persons.

4.2 The Company will appoint the investigation committee to consider the complaints with diligence, prudence, discretion and fairness to all parties.

4.3 In case the whistleblowers or those providing collaboration in investigation have concern about their safety or about any trouble or damage that may occur, they may request the management or the Audit Committee to determine the appropriate protective measures.

## **5. Appointment of Investigation Committee**

The Company assigned the Chief Executive Officer (CEO) to appoint the investigation committee to collect evidences; to take actions to find factual information about the lodged complaints; and to suggest the approaches to manage such complaints. The investigation procedures must be fair and transparent.

The investigation committee consists of at least 3 members.

- (1) At least one member from the Human Resources Department and/or the Internal Audit Department
- (2) At least one member from other departments which are not those in (1) as appropriate, or the representative from the Finance and Accounting Department or the medium-/top-level management of the departments relating to the lodged complaints

## **6. Filing Channels**

Employees or those who detect or have reasonable grounds for suspecting malpractice or misconduct may file their complaints to one of the following channels:

6.1 Opinion and complaint box

6.2 Direct filing of complaints to:

- Their supervisors at all levels
- Human Resources Department
- Internal Audit Department
- Corporate Secretary
- Members of Audit Committee
- Company's directors

6.3 Company's website: <http://www.teamgroup.co.th>

6.4 Email to the Audit Committee: [whistle-blowing@team.co.th](mailto:whistle-blowing@team.co.th)

6.5 Direct mail to the Company's Board of Directors or the Audit Committee at the following address:

TEAM Consulting Engineering and Management PCL.

151 Nuan Chan Road, Nuan Chan Sub-district, Bueng Kum District, Bangkok 10230

The Corporate Secretary will receive and collect the lodged complaints regarding malpractice via all the aforementioned channels for taking further action.

## **7. Procedures to Be Undertaken**

7.1 In case of the complaint made by the Company's employee, procedures will be undertaken in accordance with the complaint filing manual.

7.2 In case of whistleblowing or filing of complaints in accordance with Item 2 Scope of Whistleblowing, the Corporate Secretary shall perform the following.

(1) In case of insignificant damage, the complaint shall be submitted to the Executive Vice President–General Affairs (EVP–GA) for inspection and then reporting the result to the Senior Executive Vice President of the relevant business unit. Then, EVP-GA shall have the investigation result informed to the Corporate Secretary for acknowledgement and recording.

(2) In case of significant damage, the complaint shall be immediately submitted to CEO to appoint the investigation committee to conduct a fact-finding exercise.

Consideration of the significance of each case is based on the impact levels specified in the complaint filing manual.

### 7.3 Investigation Result

(1) If the person being complained about is found not guilty, or the complaint results from misunderstanding, or the person being complained about or related persons are advised to behave in a proper manner and no punishment is imposed, the investigation committee shall summarize the result and report it to CEO, EVP-GA, and Senior Executive Vice President of the relevant business unit for consideration of the suggestions proposed by the investigation committee. Then, the investigation result shall be informed to the Corporate Secretary for recording.

(2) If the person being complained about is found guilty and disciplinary action or legal action (if any) shall be taken against him/her, the investigation committee shall consult with EVP-GA and/or the Senior Executive Vice President-Human Resources and the Corporate Legal Office as it deems appropriate before suggesting the penalty to CEO for approval. When the conclusion is reached, the investigation committee shall summarize the investigation result and inform it to the Corporate Secretary for recording and further submitting it to the Audit Committee. If such complaint entails or may cause significant damage to the Company, the Corporate Secretary shall collect the reports on the progress of the case and submit the result to the Audit Committee without delay.

(3) In case of anonymous whistleblowing and insufficient evidence, report it to CEO for appropriate advice on further action.

### 7.4 Informing of Results to Whistleblowers

A member of the investigation committee shall inform investigation results to whistleblowers or complainants.

## 8. Bad-faith Whistleblowing

If any employee of the Company conducts whistleblowing, lodges complaints, or gives information in bad faith or willfully distorts information, he/she will be punished according to the Company's rules and regulations. In case it is conducted by outsiders, including the Company's employees, causing damage to the Company, legal proceedings taken against them will be considered.

This announcement shall be effective from 2 April 2018.

Dr. Prasert Patramai  
Chairman of the Board