



Whistleblowing Policy
S Hotels and Resorts Public Company Limited

Whistleblowing Policy

S Hotels and Resorts Public Company Limited (the “**Company**”) acknowledges how serious corruption can be to its undertakings and dealing with stakeholders, and how it may impact the Company’s decision-making and business operations. It realises the importance of anti-corruption efforts and has thus implemented the Whistleblowing Policy to receive and act upon received complaints and information on violation of the law or the Code of Conduct, or action by personnel of the Company which may indicate corruption. This Whistleblowing Policy also covers appropriate whistleblower protection measures to act as a clear guideline for the implementation of an efficient whistleblowing system.

1. Objectives

- 1.1. To put in place an appropriate and efficient guideline for the whistleblowing process.
- 1.2. To ensure that any of the Company’s directors, employees, and any other person carrying out undertakings on its behalf do so with legitimacy, transparency, fairness, and accountability, and in compliance with the law, good corporate governance, and business ethics, including the Company’s regulations.
- 1.3. To allow anyone who wishes to report on any director, employee, or any other person carrying out undertakings on its behalf, whose conduct violates or is suspicious of violation of the above, to do so to the Company through the channels it provides.
- 1.4. To allow any whistleblower who honestly cooperates with the Company to receive protection, including protection from persecution which results from appropriate and fair reporting.
- 1.5. To prevent potential risks and damages to the Company’s stakeholders from violation of the law or business ethics, or from performance of duties by a director, executive, or employee.

2. Definitions

- 2.1. **Personnel of the Company** means a director, executive, employee of the Company, or any agent of the Company;
- 2.2. **Violation** means an act or omission to act which contravenes the Code of Conduct, work rule, policy, or regulation of the Company, or law relevant to the Company’s business.
- 2.3. **Corruption** means performance or omission of performance of duty assigned to a person’s position, or abuse of entrusted power or authority from such position, in contravention of the law, ethics, regulation, policy, or the Code of Conduct of the Company in order to gain any form of undue benefits. This includes giving and accepting bribes, offering, promising, requesting, or demanding money, property, or other benefits in an inappropriate manner, contradicting good morals, ethics, the law, regulations, whereas the other party is a government official, government agency, private entity, or a person with a business relation, in order to have such person perform or omit to perform his

or her duty for the purpose of acquiring, providing, or retaining business or any other undue benefit, whether such benefit is for an organisation, him or herself, or any other related person, including giving or procuring confidential information, unless it is permissible under the law, regulations, notifications, rules, local customs, or trade practices.

- 2.4. Whistleblower means Personnel of the Company, including stakeholders, who has reported any corrupt activity or Violation within the Company.

3. Scope of Matters for Whistleblowing

- 3.1. Personnel of the Company or any person acting on behalf of the Company may be reported under this rule if there is an act in Violation or non-compliance with the law, the Company's rules, corporate governance policy, and Code of Conduct.

As such, circumstances which may lead to the utilisation of mechanisms under this policy shall cover various forms of illicit acts, including, but not limited to the followings:

3.1.1 **Violation**, meaning an act which contravenes or is not in compliance with the law, business ethics, corporate governance policy, Anti-Corruption policy, work rule, regulation of the group company, and/or legal norms.

3.1.2 **Corruption**, meaning any act which aims to gain any form of undue benefits whether for him or herself or any other related person including the followings:

1. **Embezzlement**, meaning to take possession of an object belonging to another person for him or herself, or for a third party, by way of conversion;
2. **Corruption**, meaning to abuse the power assigned by duty to a person in order to seek personal benefits, or to use or rely on the existing position, power, or influence of the person for the benefits of him or herself, or a third party;
3. **Giving or accepting bribes**, meaning to offer, promise, give or accept, or demand property or a benefit in relation to money to incentivise a person to carry out an action which constitute a legal offence, contravenes good morals, or undermines trust;
4. **Fraud or window dressing**, meaning to deceive a person by way of communicating false information or concealing a fact which should have been disclosed, and through such deception gain an object or benefit from the person so deceived or a third party.

- 3.2. The Company may not receive complaints on the following matters:

- 3.2.1. Matters which have been resolved with finality by the Company's Shareholders' Meeting, Board of Directors, Executive Committee, or Chief Executive Officer, under their authorities;
- 3.2.2. Matters which have been resolved with finality by the Company's Audit Committee;

- 3.2.3. Matters which are undergoing court proceedings as a case in, or have been decided or ordered with finality by the court;
 - 3.2.4. Matters reported anonymously, complaints, or accusations submitted without stating the real names and addresses of the whistleblower;
 - 3.2.5. Matters without a sufficiently clear witness, evidence, information, or accusation on Corruption or Violation stated for further investigation;
 - 3.2.6. Matters which have been received or decided with finality and fairness by the Human Capital Department of the Company, the human resource department of a subsidiary company, or other competent authorities, where there is no new substantial evidence.
- 3.3. The Company encourages the whistleblower to disclose his or her identity (only to the authority receiving the report) and/or give information and evidence which is clear enough on the Violation. In addition, the whistleblower must give the details of such matters being reported or complained, as well as his or her name and a reachable address and telephone number, through a whistleblowing channel determined by the Company.

[In a case where the whistleblower does not reveal his or her identity, the Company shall consider upon receiving the matter the supporting information and determine whether the details provided show enough facts or evidence. The Company shall not accept matters in which there is no witness, evidence, information, or manner of Corruption or Violation stated for further investigation, or matters which have already been reported or decided with finality and fairness, where there is no new substantial evidence.]

4. Persons Investigating the Reported Matters

- 4.1. In a case where a matter being reported is in relation to Violation in a manner of non-compliance with the law or a regulation under 3.1.1, the Head Executive of the Human Capital Department of the Company or the chief of the human resource department of the subsidiary company shall be in charge of investigation;
- 4.2. In a case where a matter being reported is in relation to Violation in a manner of Corruption under 3.1.2, the chief of the internal investigation department shall be in charge of investigation;
- 4.3. In a case where a matter being reported under 3.1.1 or 3.1.2 is complicated and concerns several agencies, the Chief Executive Officer shall appoint an *ad hoc* investigation committee for the matter. The appointment of the investigation committee shall also be subject to the approval of the Audit Committee;
- 4.4. In a case where the person being reported is the Head of Internal Audit, the Audit Committee shall appoint an investigation committee for the matter, as appropriate;
- 4.5. In a case where the person being reported is a director or an executive of the Company, the Board of Director shall appoint an investigation committee for the matter, as appropriate.

The person investigating a matter being reported shall not be a stakeholder in the matter;

- 4.6. The authority to decide on a complaint and issue punishment shall be in accordance with the regulations of the Human Capital Department, except for the followings:
 - 4.6.1. In a case of a decision on a matter and punishment to be inflicted upon the Head of Internal Audit, it shall be subject to the consideration and approval of the Audit Committee;
 - 4.6.2. In a case of a decision on a matter and punishment to be inflicted upon a director or an executive of the Company, it shall be subject to the consideration and approval of the Board of Directors.

5. Whistleblowing Channels

The Company has provided the following whistleblowing channels:

- 5.1. By post
To be delivered to the Chairman of the Board of Directors, or the Chairman of the Audit Committee
S Hotels and Resorts Public Company Limited
123 Sun Towers B, 10th Floor, Vibhavadi-Rangsit Road, Chomphon Subdistrict, Chatuchak District, Bangkok 10900
- 5.2. By email
To be sent to the Company Secretary Department:
company.secretary@shotelsresorts.com
- 5.3. Through suggestion/ comment/ complaint boxes within the Company.

6. Protection of Whistleblowers and Related Persons

- 6.1. To safeguard the rights of the whistleblowers, the Company shall keep the names, addresses, and any other identifiable information of the whistleblower confidential. The Company shall allow only persons responsible for the investigation process over the complaint to access such information unless it is a disclosure under the law.
- 6.2. In a case where the matter being reported concerns Corruption by an executive or senior executive, the Audit Committee shall ensure protection of the whistleblowers, witnesses, and persons giving information under the investigation, to prevent them from any potential trouble, harm, or injustice (such as removal from position, line of work, or place of work, suspension, threats, disturbance in work activities, termination of employment, and any other form of unfair treatment towards such persons) resulting from whistleblowing, being a witness, or giving information. In addition, the person responsible for undertakings relevant to whistleblowing has a duty to keep the information, complaint, documents, evidence received from the whistleblower confidential. They shall not be disclosed to any person whose duty is not related to the matter unless it is a disclosure required under the law. If there is an intentional breach by disclosure of such information, the person committing the



breach shall be subject to the Company's disciplinary actions and/or legal prosecution, as the case may be.

- 6.3. In addition, the Company has no policy to demote, punish, or cause negative effect to the employees refusing to be complicit in a Violation or Corruption, even though doing so would cause the Company to lose business opportunities.

7. Responses to Complaints

7.1. Investigation Procedures for Complaints

- 7.1.1. For an uncomplicated matter, where there is clear evidence and/or it is not related to several agencies, the complaint coordinator shall submit the matter to the relevant investigator of reported matters in accordance with 4., as follows:

1. Matters relating to Violation under 3.1.1 -- to be submitted to the Head Executive of the Human Capital Department or the chief of the human resource department of the subsidiary company for further investigation of the complaint;
2. Matters relating to Violation under 3.1.2 -- to be submitted to the Internal Audit for further investigation of the complaint.

- 7.1.2. For a complicated matter, where there is a large amount of clear evidence, complicated in nature, or it concerns several agencies, the Head of Internal Audit or Head Executive of the Human Capital Department (as the case may be) present the matter to the Chief Executive Officer for an appointment of an investigation committee, which consists of one member assigned to the matter by the Internal Audit Department, one assigned by the Legal Department, and one assigned by the Human Capital Department. The Chief Executive Officer may also consider appointing other employees or third parties to the investigation committee. In this regard, no member of the investigation committee shall be a stakeholder to the complaint. The appointment of the investigation committee members shall also be subject to the approval of the Audit Committee.

- 7.1.3. For a matter where the Head of Internal Audit, director, or executive of the Company is the complaine, the person with the authority to investigate the complaint under 4.4 - 4.5 shall be the person responding to the Complaint.

7.2. Time Periods for the Procedures

- 7.2.1. A person accepting a complaint shall submit the matter to the complaint coordinator within three days from the date on which the complaint is received from the whistleblower.
- 7.2.2. The complaint coordinator shall submit the matter to the person who will investigate the matter within seven days from the date on which the complaint is received from the complaint coordinator.

In a case of necessity where a complaint cannot be processed within the prescribed period, the complaint coordinator shall present the case to the Chief Executive Officer for consideration and approval of an extension of such a period, whereas the extension may not exceed seven business days at a time.

- 7.2.3. A person investigating a matter under 4.1 - 4.2 must consider and report the conclusion of a matter which has been concluded, including the punishment order made by the authority under 4.6 (if any), to the complaint coordinator within 30 business days from the date on which the complaint is received from the complaint coordinator. In a case where the person investigating the matter is the person who orders the punishment, the penalty measure shall also be subject to the approval of the Human Capital Department.
- 7.2.4. An investigation committee under 4.3 - 4.5 must consider and report the conclusion of a matter which has been concluded, including the punishment order made by the authority under 4.6 (if any), to the complaint coordinator within 60 business days from the date on which the committee is appointed.

In a case of necessity where a complaint cannot be processed within the prescribed period under 7.2.3 and 7.2.4, the person investigating the matter shall present the case to the Chief Executive Officer, Audit Committee, or Board of Directors (as the case may be) for consideration and approval of an extension of such a period, whereas the extension may not exceed 30 business days at a time.

Failure to process a complaint within the prescribed period or to request extension stated above shall result in the complaint coordinator or person investigating the matter being deemed not complying with this policy. As such, he or she shall produce a letter explaining the reason for such failure and submit it to the person in charge of the appointment of the person investigating the matter.

7.3. Reporting

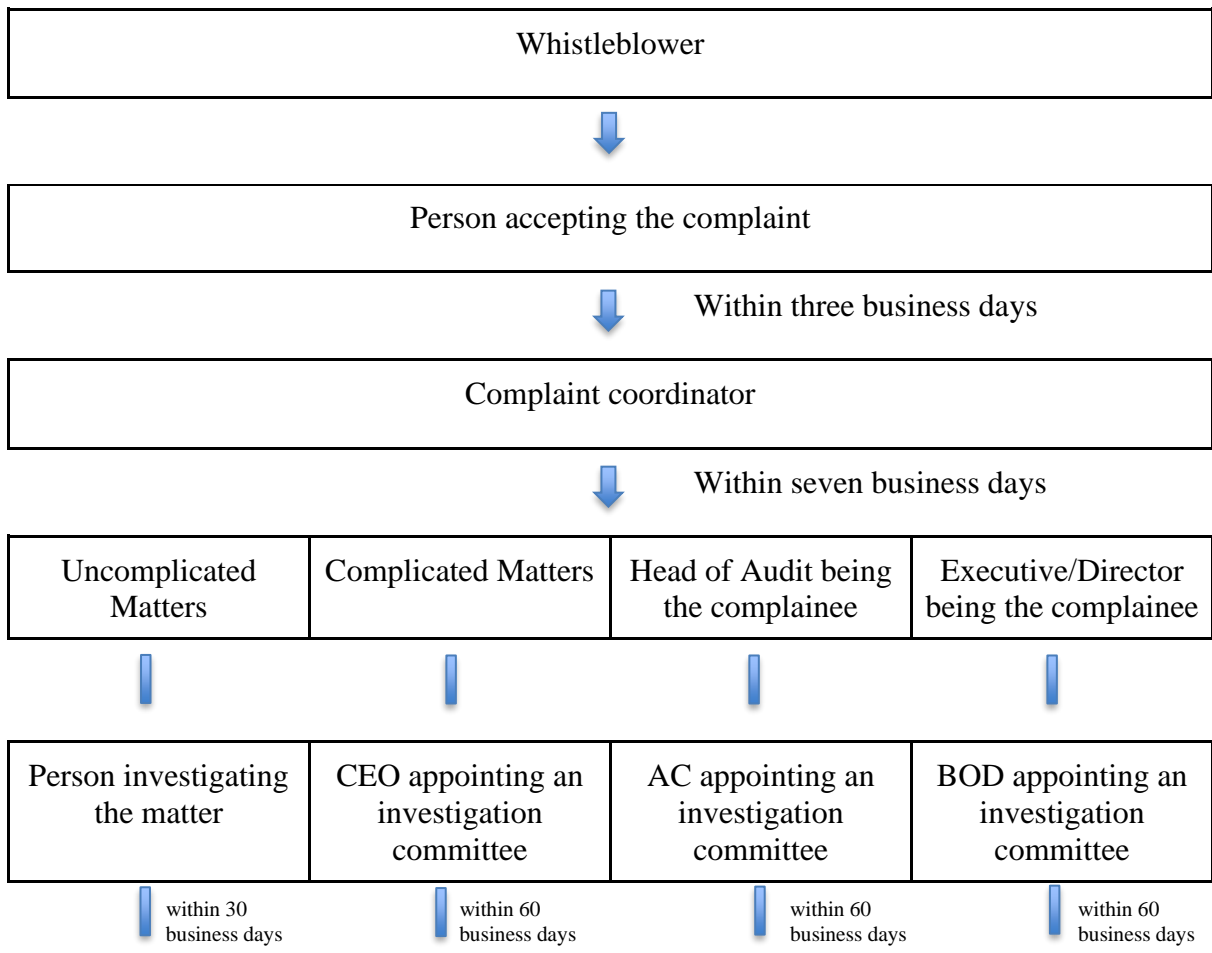
- 7.3.1. The complaint coordinator has a duty to report the conclusion of a matter to the whistleblower, person accepting the complaint, the complainee, persons cooperating in the investigation, and other persons as necessary and appropriate.
- 7.3.2. The Head of Internal Audit, Head Executive of the Human Capital Department, or investigation committee (as the case may be) have a duty to report the conclusion of a matter and the punishment order made by the authority under 4.6 (if any) to the Chief Executive Officer and Audit Committee (the latter for a Corruption case under 3.1.2).
- 7.3.3. An investigation committee under 4.4 - 4.5 (as the case may be) must report the conclusion of a matter and the punishment order made by the authority under 4.6 (if any) to the Board of Directors.

7.3.4. In a case where the complaint coordinator and/or person investigating a matter has examined prima facie evidence and found that the complaint may significantly affect the reputation, business operations and/or financial status of the Company, the complaint coordinator who made such a finding or the person investigating the matter shall immediately report the issue to the Chief Executive Officer for further consideration and action.

In a case where there is clear and sufficient evidence to determine the intention or circumstance of a whistleblower, and it is made explicit that the whistleblower does not make his or her complaint or accusation in good faith, the Company shall take the following actions to protect the reputation of the complainee:

1. In a case where the whistleblower is an executive or employee, there shall be an investigation for consideration and punishment under the Company’s human resource regulations;
2. In a case where the whistleblower is a third party, and the group company has sustained damages, the Company may consider taking legal action against such a whistleblower.

8. Investigation Process for Complaints



Conclusion and punishment order disclosed	Conclusion and punishment order disclosed	Conclusion and punishment order disclosed	Conclusion and punishment order disclosed
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9. Penalties

- 9.1. If a person being complained against has actually acted in a way that constitutes Violation or Corruption, the person, whether being a director, executive, or employee, shall be deemed to have contravened the Policy on Anti-Corruption and Code of Conduct. He or she shall be subject to disciplinary actions specified by the Company's regulations. In addition, if such an act constitutes a legal offence, the offender may also be subject to civil, criminal, or other liability. The disciplinary actions carried out under the Company's regulation and/or decision of the Audit Committee shall be deemed final.
- 9.2. Any person who intentionally fails to comply with this policy, including those who unlawfully mistreat, threaten, or discriminate against a whistleblower or a person related to a matter complained or information provided under this policy, as a result of such complaint or whistleblowing, shall be deemed to have committed a disciplinary offence, [and shall be subject to payment of compensation to the Company or a person affected by such offence for the damage caused,] as well as any civil and criminal liability as may be applicable.

10. Communication

- 10.1. The Company shall implement communication on and distribution of the Whistleblowing Policy, as well as the whistleblowing channels, to the Personnel of the Company and persons within the Company, through various channels such as orientation of new directors and employees, annual trainings and seminars, announcement on the Company's bulletin boards, intranet, email, and website, in order to ensure that every person in the organisation genuinely understands, approves, and complies with the policy.
- 10.2. The Company shall communicate and distribute the Whistleblowing Policy, as well as the whistleblowing channels, to the public, its subsidiary and associated companies, as well as its relevant business agents and partners, and stakeholders through various channels of the Company, such as its website, annual report, and annual registration statements, in order to create a common understanding and promote the standards of corporate social responsibility in anti-corruption, as upheld by the Company.

Announced on 3 May 2019

- *Mr. Sompong Tantapart* -
Chairman of the Board of Directors



S Hotels and Resorts Public Company Limited