

Code of Business Ethics

Univentures Public Company Limited
and its subsidiaries

(Amended in 2018-19)



Acknowledgement and Conformity Form

I have received and read this Code of Business Ethics of Univentures Public Company Limited. I understand, acknowledge and consent to observe the principles, the policies and the practice guidelines of Code of Business Ethics appearing therein as my practical guidelines towards.

Signature : _____
: (_____)
Position : _____
Business Unit : _____
Company : _____
Date : _____

Remark: Please deliver the counterpart for the company to the Compliance Department of Univentures Public Company Limited at e-mail to uv_compliance@univentures.co.th

Table of Contents

Code of Business Ethics and Compliance with Business Ethics	3
Vision, Mission and Core Value	4
1 Observance of Relevant Laws, Rules and Regulations	5
2 Anti-Corruption Measures	5
3 Stakeholding and Conflicts of Interest	8
4 Use of Internal Information and Safeguarding of Confidential Information	
4.1 Trading of the Company's Stock using Internal Information	9
4.2 Safeguarding of Confidential Information	10
4.3 Disclosure of News, Information and Opinions to Third Parties	11
5 Internal Control, Internal Audit, Risk Management, Accounting and Financial Reports	
5.1 Internal Control, Internal Audit and Risk Management	11
5.2 Accounting and Financial Reports	12
6 Receiving and Offering of Gifts, Assets or Any Other Benefits	13
7 Human Rights	15
8 Protection and Non-infringement of Intellectual Property	16
9 Whistleblowing Policy, Channels for Informants and Protection of the Rights of Informants	17
10 Responsibility to the Stakeholders	
10.1 Responsibility to Company	19
10.2 Responsibility to Shareholders	20
10.3 Responsibility to Customers	20
10.4 Responsibility to Business Partners	21
10.5 Responsibility to Business Competitors	22
10.6 Responsibility to Creditors	22
10.7 Responsibility to Government and Regulators	22
10.8 Responsibility to Employees	22
10.9 Responsibility to Society and Environment	23
11 Punitive Disciplinary Measures and Monitoring of Implementation	24
Definitions and Meanings	26
Forms	
Form 1	Report of Interests of Directors, Executives and Related Persons
Form 2	Conflict of Interest Disclosure Form
Form 3	Report on changes in holding company's securities
Form 4	Gifts, Assets or Any Other Benefits Acceptance Form
Form 5	Complaint Form



Code of Business Ethics and Compliance with Business Ethics

Univentures Public Company Limited (“the Company” or “UV”) and its subsidiaries (“UV Group”) adhere to business practices and business operations under the laws, regulations, and requirements of relevant regulatory bodies and also to good corporate governance policy in order to ensure that business operations of UV Group are proceeded with transparency, fairness, responsibilities to shareholders and related stakeholders which consist of customers, business partners, business competitors, creditors, government and regulators, employees as well as society and environment. Therefore, the Company has established the Code of Business Ethics which are a compilation of good practices on various matters. This serves as a code of standard conduct within the framework of ethics, morals and honesty. All personnel at all levels of directors, executives and employees are required to acknowledge, understand and observe such with the strictest adherence. If there is any violation of this Code of Business Ethics, directors, executives and employees who violate the Code of Business Ethics will result in disciplinary action pursuant to the Company’s policy and / or legal action pursuant to relevant laws. The intent of this Code of Business Ethics for business operations to be efficient, achieve vision and mission and obtain credibility from shareholders, investors, and stakeholders.

All directors, executives and employees hold responsibilities to sign their acknowledgement and strictly abide by this Code Business of Ethics. It is deemed a duty of the superiors to ensure that their sub-ordinates acknowledge, understand and proceed in strict accordance with these Code Business of Ethics, and to provide relevant advice. Further, in the case where a question or doubt in the compliance with these Code Business of Ethics, the individual may inquire with his/ her supervisor at the level immediately above him/ her and further up the chain in the order of superiority, or inquire directly with the department responsible for such matter, the Internal Audit Department, the Compliance Department, or Company Secretary. Alternatively, executives or employees should use his/ her initial discretion and question the action in order to consider further actions appropriately as follow;

1 Is that action... illegal or against the regulations of the Company?

2 Is that action... against the Corporate Governance Policy, Code of Business Ethics or Core Values of UV Group?

3 Will that action... be deemed acceptable and can it be disclosed to the public?

4 Does that action... make a negative impact on the reputation or image of UV Group?

5 Does that action... have a significant negative effect to the stakeholders of UV Group?

If there are questions or suggestions of Code of Business Ethics or Anti-Corruption Measures

Please contact “the Compliance Department”

Tel 02 6437191 or 02 6437193, E-mail: uv_compliance@univentures.co.th

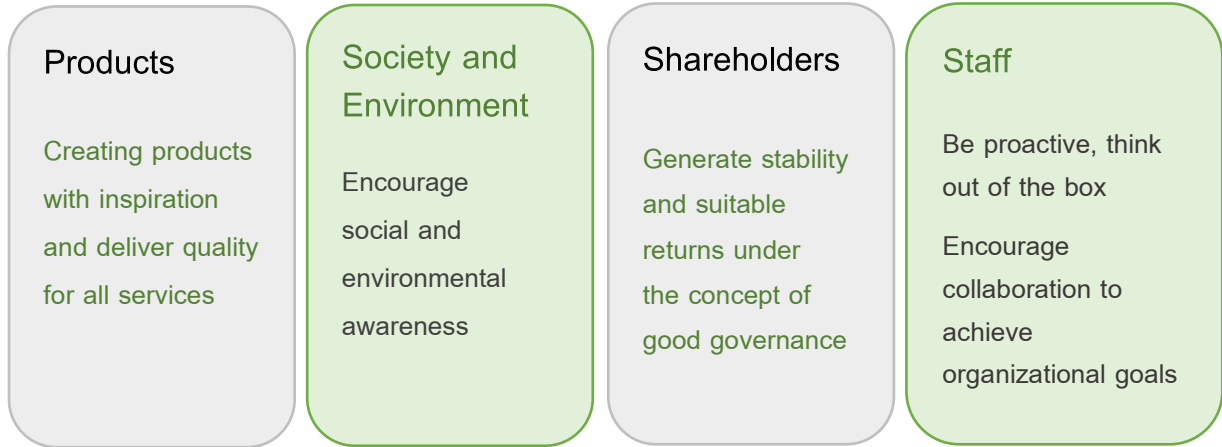


Vision, Mission and Core Value

Vision

The Company focuses on the creation and development of quality real estate projects under efficient management in order to create proper returns and sustainable growth.

Mission



Core Value





1. Observance of Relevant Laws, Rules and Regulations

UV Group is concerned about respecting and observing the law, rules and regulations which related to business operation and organization management. The Company requires all directors, executives and employees to respect the law, not violating and proceed in accordance with the good practices as follow:

- 1.1 Strictly comply with rules, orders, announcements and regulations issued the Company.
- 1.2 Comply with criteria, requirements and rules of relevant agencies and enforce them upon UV Group.
- 1.3 Acknowledge and understand the duty and responsibility of observance of the laws and regulations relating to the discharge of duties and strictly comply with them.
- 1.4 Review compliance with relevant laws, rules and regulations. Cooperate, promote and ensure regular observance.
- 1.5 Collect and arrange systematically laws, rules, government rulings and regulations which related to business operation and organization management for executives and staff to study or use as references in their operations as well as provide legal training on applicable laws and regulations for executives and employees.

2. Anti-Corruption Measures

UV Group adheres to operating business with honesty, transparency, fairness, and alignment to good corporate governance. It supports and encourages directors, executives and employees of all levels to see importance and have sense of anti-corruption and also arranges internal control system to prevent fraud and all forms of bribery within any operations that may have corruption risk. In this regard, the Company has signed in the declaration of intent of Private Sector Collective Action Coalition Against Corruption (CAC) and prescribed all directors, executives and employees to strictly comply with anti-corruption policy. The principles and guidelines for anti-corruption are as follows:

- 2.1 All executives and employees have responsibility to comply with related laws and regulations, as well as Code of Business Ethics, related regulations to anti-corruption, receipt or offer of bribery, gifts, assets, or other benefits that the Company prescribes. They must not be involved with corruption of any form, indirectly or directly.
- 2.2 All executives and employees have duty to perform their work with transparency and shall not conduct any activities that indicate intention for corruption or receipt or offer of bribery, gifts, assets, or other benefits to related stakeholders regarding matters that he or she have responsibility, directly or indirectly, in order to obtain benefits to the Company, oneself, or related person. They shall be ready for work inspection by person of authority or related unit.
- 2.3 For any actions that may have risk of corruption, all executives and employees must proceed with caution, in particular for these matters:

- 2.3.1 A neutral political policy: The Company allows each executive and employee to have political rights and freedoms according to the law. However, they must realize that they are not to perform or carry out any political activities or exploit the resources of UV Group in any political activities which could cause UV Group to lose its neutrality or sustain liability from such involvement or provision of political support.
- 2.3.2 Donation of money or assets for charity, public service, and monetary support must be done with transparency, legitimacy, and morally, and must not be any actions that will negatively impact society. It must also be monitored and traced to ensure that said donation will not be used as excuses for bribery. In the case that there is suspicion that may result in legal impact, a written form for advices must be requested to legal department and other relevant matters must be discretion of the Management.
- 2.3.3 The monetary support must have objective for business, good image, and reputation of the Company in which the usage of money or assets of the Company for project support must be in the name of the Company.
- 2.3.4 The offering and accepting of gifts as well as any kind of entertainment or other related expense that needs to adhere to the good practices prescribed by the company as follow:
- The Company does not encourage business partners, sellers, contractors, subcontractors, or individuals related to business of the Company to provide gifts, assets, or any benefits to employees, unless they are given on conventionality that involves tradition of gifting.
 - In providing gifts, assets, or any benefits to any individuals, the Company will use discretion in its grant which must not be inappropriate or extravagant or uneconomical or against good tradition.
 - Executives and employees shall not accept money, gifts, gratuity, assets, or any benefits that are inappropriate, unless they are given on conventionality that involves tradition of gifting. In the case that rejection is inevitable, employees who accept money, gifts, gratuity, assets, or any benefits with value exceeding 3,000 Baht must report to their superior and comply to regulations set by the Company.

In Additional, executives and employees must comply with Receiving and Offering of Gifts, Assets or any other Benefits Policies which appears in this Code of Business Ethics.

- 2.4 The Company organizes risk assessment in corruption aspect at least once per year and the risk assessment results will be reported to the Audit Committee and the Board of Directors. The Company also regularly reviews its risk management policies related to corruption and reviews risk management measures in practice every year in order for the risk management policies and measures to be proper for preventing risks or mitigating risks to be at acceptable level and in line with internal control system of the Company.



- 2.5 The Company sets work regulations with separation of duties by command structure and with process for approval in which all employees must strictly comply with regulations related to work and provisions of the Company. Furthermore, the work procedures will have internal control system and process for review and control to be in line with anti-corruption measures and will receive examination by internal audit department of the Company. The results of the internal audit will be reported to the Audit Committee.
- 2.6 The Company communicates its anti-corruption policies, measures and penalty for non-compliance with its anti-corruption policies and measures as well as policy that there will be no demotion, penalty, or negative impacts to personnel who reject corruption, even if such actions may cause the Company to lose business opportunity to all related stakeholders via appropriate communicating channels.
- 2.7 The Company arranges training related to its anti-corruption policies and measures to employees, as well as encourages directors and executives to attend anti-corruption training courses in which directors and executives have a role to promote providing knowledge and to be good role models for compliance with anti-corruption policies and measures to employees of UV Group.
- 2.8 The Company sets work process for human resource management in relation to selection, performance appraisal, remuneration, and promotion of employees, transparently and fairly.
- 2.9 The Company arranges channels to receive clues, complaints, opinions, or suggestions concerning impact from its business operations or action of the Company's employees that may indicate fraud and corruption. Individuals of UV Group must not ignore or neglect when they witness actions that fall within the scope of corruption related to UV Group. It is considered their duty to inform person in charge or responsible person or provide information through channels for complaints. They shall also cooperate in investigation in which the Company shall arrange protective measures for whistleblowers according to law and approach prescribed by the Company.

Channels for receiving clues, complaints and suggestions

- Via phone: Call to Vice President of Internal Audit Department, Telephone Number 02-643-7195
 - Via E-mail: Sending E-mail to wid@univentures.co.th
 - Via postage: Sending letter to Vice President of Internal Audit Department, Univentures Public Company Limited 57 Park Ventures Ecoplex, 22nd Floor, Witthayu Road, Lumpini, Pathumwan, Bangkok, 10330
- 2.10 Violation or non-compliance to the Company's anti-corruption policies and measures that result in damages or loss of business opportunity to the Company, such violating individuals shall receive extreme penalty and will be disciplined according to work regulations of the Company related to disciplinary action. However, the Company will protect employees who reject fraud and corruption even if such actions may cause the Company to lose business opportunity.
- 2.11 The Company organizes reporting, following-up, and reviewing related to compliance with anti-corruption policies with proper procedures to ensure that the policies are sufficient and up to date.



3. Stakeholding and Conflicts of Interest

The Company adheres to business operations while taking into account the benefits of UV Group and the Stakeholders. Therefore, the Company set to be the duty of all director, executive and employees, including related persons and relationship persons must avoid involvement in any such action that could result in a conflict of interests, which may result in loss of benefits on the part of UV Group or in a loss of operational efficiency. In the case where it is impossible to avoid such transaction, a responsible director, executive or department will oversee that transaction to ensure transparency, clarity and ensure utmost benefit to UV Group. In the case where any transaction meets the criteria for a connected transaction in accordance with the announcement of the Securities and Exchange Commission (“the SEC”), UV Group must strictly comply with the criteria and the procedure prescribed therein. The policies and practice guidelines of stakeholding and conflicts of interest of the Company are as follow:

- 3.1 Directors and executives (According to executive definition of the SEC) are obliged to report their interests and the interests of their related parties when taking office, every time when there is change or update information at least once a year under the procedure and in the form (Form 1) as prescribed by the Company in this Code of Business Ethic and shall then forward these reports to the Company Secretary to combine equity reports and submit to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 days from the date of their receipt as per the rule prescribed by the Securities and Exchange Act.
- 3.2 Executives and employees of UV Group have duties to disclose their transactions and any transactions of their related parties that may cause any conflict of interest by completing the attached form of this Code of Business Ethics (Form 2) and promptly submit it to the Internal Audit Department and the Compliance Department without delays.
- 3.3 Avoid any action which will result in interests for oneself or conflict of interests with UV Group, regardless of whether it arises out of dealing with an affiliated entity of UV Group; or from the use of opportunities or information one receives in the capacity as a director, executive or employee to gain personal interests, to engage in a business which is competitive with UV Group or to engage in any work outside of UV Group which results in impact on the discharge of duties.
- 3.4 In the case where it is necessary for a director, executive, employee and their related parties to enter into a transaction with UV Group, that transaction must be treated as if it is a transaction with a third party, using general trading conditions as if the transaction is one with a general trading partner.
- 3.5 The Company shall strictly comply with laws and regulations of the SEC and the SET when considering and disclosing stakeholder information, connected transaction, or conflict of interests. In this regards, directors, executives, and/or employees who have interests or are related may attend the meeting to provide information or explain details to support consideration for the transaction in which they must not

provide any opinions and must leave the meeting temporarily during the approval of the transaction for the independency of the consideration. Connected transactions must be audited or reviewed by the Audit Committee. In the event that any member of the Audit Committee become involved as a stakeholder in the connected transaction, the affected member must not participate in any decision-making the connected transaction. In addition, the Company must disclose information of transaction correctly and completely in accordance with applicable laws and prescribed regulatory procedures.

- 3.6 Business transactions must be carried out on the basis of honesty, rationality and independence, within the ethical framework and with the utmost benefit of UV Group in mind.
- 3.7 To avoid working for or taking any position with any entity other than UV Group, especially in a manner that competes with business of UV Group or creates conflict of interests with UV Group, including temporary or permanent work, unless it is specifically approved by person in charge.

4. Use of Internal Information and Safeguarding of Confidential Information

The Company gives importance to procedures that create equality and fairness to all stakeholders. Internal information or news relevant to changing of stock price that has not been disclosed to the public are considered internal and confidential information of UV Group. Consequently, directors, executives, and employees of all levels of UV Group have duty to maintain internal information as confidential. They shall not use internal information that they obtain from their work to inform other individuals, or seek profits or benefits from securities trading in wrongful way, or create loss of benefits for UV Group, directly or indirectly. The principles and guidelines for use of internal information, safeguarding of confidential information, disclosure of information, news, and opinions to external individuals are as follows:

4.1 Policy and Practice of Trading of the Company's Stock using Internal Information

- (1) Directors, executives and auditors of the Company have a duty to report their holdings of the Company's stock to the Board of directors in order to ensure the confidence of its shareholders and general investors that its directors and executives can manage the Company's business with honesty, clarity, transparency, and accountability.
- (2) Directors executives (as defined by the SEC) and top level executives of the Company and subsidiaries have a duty to report changes in the holding of the Company's stock to the Company Secretary at least one day before the transaction is made according to good corporate governance principles and electronically to the SEC within 3 business days from the date of purchase or sale or transfer of the Company's stock according to rules and regulations of the SEC in order for the Company Secretary to produce a report to the Board of Directors at the meeting and disclose such report in the annual report.

- (3) Directors and executives of UV Group are forbidden to purchase or sell stocks of the Company for 30 days prior to the public disclosure of the Company's financial statements and shall require waiting for at least 48 hours after such public disclosure of the information. Every 3 months, the Company shall inform directors and executives of UV Group of the prohibited period for the Company's stock trading.
- (4) Directors, executives, and employees will not take advantage of opportunities or use information obtained from their positions with UV Group for personal gain and shall not use internal information for personal benefit or provide internal information to anyone for the purpose of trading the Company's shares.

4.2 Policy and Practice of Safeguarding of Confidential Information

- (1) Directors, executives, and employees are obliged to strictly safeguard UV Group's confidential information, especially any internal information that has not been disclosed to the public or information that may impact the Company's operations or may affect the Company's share prices.
- (2) Directors, executives, and employees who have access to UV Group's confidential and trade secret information such as business plans, technologies, innovations, maps, data or formulas belonging to the Company, shall not disclose such confidential and trade secret information that they have gained due to their work duties to anyone outside of the Company for a period of two years after leaving the position as director, executive, or employee of UV Group.
- (3) In order to prevent inappropriate use of the Company's internal information which represents a breach of responsibilities to the Company and its shareholders, the Company prescribes classification levels to its confidential information. Important information that has not been disclosed to the public or information that may impact the Company's operations or its share prices shall only be accessed by relevant directors and executives.
- (4) Trade secrets and crucial documents of UV Group must be safeguarded and contained. Information should be classified by levels such as disclosable information, non-disclosable information, confidential information or highly confidential information.
- (5) Preparing information and documents of UV Group in accordance with and relevant to their duties and the specified standards with honestly and carefully. In Addition, the use of shared internal information within the departments or within UV Group must be within the framework of assigned duties and responsibility only.

4.3 Policy and Practice of Disclosure of News, Information and Opinions to Third Parties

- (1) The Company will correctly and transparently disclose crucial information to the public in a timely and equitable manner.
- (2) The Company has policy to avoid providing crucial information that have not been disclosed to general public, reporter, analyst, or other individuals. Consequently, every crucial information that

have not been disclosed to public must gain approval from the Chief Executive Officer or the President first prior to disclosure in which the Chief Executive Officer or the President may choose to provide such information by himself/herself or assign Investor Relations or related persons to provide the information. In regards to information related to joint venture, the Company must gain approval from its joint venture before disclosing the information in accordance to terms and conditions in their mutual agreement. In this regard, disclosure of company information will be operated under the regulations of the SEC and the SET.

- (3) In an event that shareholders or investors make any inquiries to the Company, Investor Relation Office or Compliance Department or Internal Audit Department or the Company Secretary, or any other business units assigned by the Chief Executive Officer or the President, shall be the party responsible for providing answers to such inquiries. The provided information must be publicly disclosed and disseminated according to conditions prescribed by the SEC and the SET.
- (4) In the case where an employee is asked by a party to disclose information or answer questions which are outside of their authority, employee must politely decline to comment and advise such party to seek answers from the department assigned to or responsible for the disclosure of such information in order to ensure that the information disclosed is correct and consistent.

5. Internal Control, Internal Audit, Risk Management, Accounting and Financial Reports

The Company organizes internal control system, internal audit, and risk management of UV Group that are efficient and effective and in line with international standards to create confidence for shareholders and investors on efficiency and effectiveness of work, credibility of accounting and financial reports, compliance to laws and related regulations, and to create confidence that the Company is capable of managing risks relevant to operating its business to be in acceptable level without impacting its achieving of objectives.

5.1 Policy and Practice of Internal Control, Internal Audit, Risk Management, Accounting and Financial Reports

- (1) The Board of Directors, the Audit Committee, and the Risk Management Committee have responsibility to ensure that the Company has internal control system and risk management system of UV Group and various departments. They shall follow up on regular review of the sufficiency and efficiency of internal control and risk management system, as well as reporting results to the shareholders via report of Audit Committee and report of the Risk Management Committee every year.
- (2) All executives and employees must comply with laws, regulations, orders, internal control system, risk management procedures of the Company and their department. Top level executives shall foster the employees to have knowledge, understanding, and cooperation for internal audit, internal control, and risk management procedures, as well as supervising assessment, improvement, and review of such systems.



- (3) Risk management shall be the responsibility of directors, executives, and all employees who must be aware of the operating risks for working in their department and business risks of UV Group. All departments must give importance for managing risks to be in acceptable level in order for the Company to achieve its goals. Risk management shall be part of the annual business plan preparation, business operations, daily decisions, and project management process.
- (4) Establish internal audit departments, an independent department reporting directly to the Audit Committee, has duties of reviewing and evaluating internal control in order to support good corporate governance procedures and risk management and control. It shall also provide suggestions related to measures for control or actions that will increase efficiency and effectiveness for work of each department to be suitable with changing situation, environment, and risk factors.
- (5) There shall be a department responsible for assessment and management of risks in all aspects which includes assessment and management of corruption risks. There shall be regular assessment of suitability and efficiency of risk management procedures every year in order to for the Company to have confidence that its risk management system is sufficient and appropriate for its business operations. Risks that can impact the Company's success in achieving its business plans or goals must be proceeded as follows:
 - Risks must be identified in a timely manner.
 - Assessments must be made on probability of risk occurrence and risk consequence.
 - Risks must be managed according to the prescribed risk management principles with consideration to the costs involved and the benefits obtained from risk management.
 - Monitoring and review are an essential step to ensure that UV Group's risk factors are being properly managed.
- (6) Internal audit department and department responsible for risk management have duty to report operating results to the Audit Committee and the Board of Directors regularly every quarter. Risks that may affect the Company's business plans and strategies, and are identified to be in the high or very high-risk levels must be reported to the Executive Committee, the Audit Committee, and the Company's Board of Directors

5.2 Policy and Practice of Accounting and Financial Reports

- (1) Comply with relevant laws, regulations, standards and requirements of accounting and financial reports in order that the preparation of accounting and financial records of UV Group will be correct and complete as well as must act on the basis of honesty without prejudice when compiling and recording information and with integrity and ethics in preparing accounting and financial reports.

- (2) Accounting transactions must be accurate, complete and auditable as well as correspond with the regulations and requirements of UV Group. There must be documents fully supporting the business transaction. These documents must provide complete and beneficial information in a sufficient and timely manner in order that the accounting and financial reports are correctly and fully record all accounting and financial transaction into accounting system of UV Group. In addition, accounting transactions and Business records must be factual without any distortion or falsification for any purpose.
- (3) Must be aware that the correctness of the accounting and financial reports is a shared responsibility of the board of directors, executives and employees with accounting and financial responsibility. All Employees must be responsible for the preparation and/or the provision of information on business transactions to officials with statutory authority over accounting and financial matters.

6. Receiving and Offering of Gifts, Assets or Any Other Benefits

UV Group conducts its business with adherence to good corporate governance principles while observing business ethics and transparency. The Company treats all stakeholders and related parties equally and avoids any act that may cause conflicts of interest. In this regard, the Company sets policy and practice guidelines of receiving and offering of gifts, assets or any other benefits for establishing a good standard for working at full capacity and for the best interest of the company without expecting benefits and no corruption which are summarized as follows:

6.1 Receiving of Gifts, Assets or Any Other Benefits

- (1) Directors, executives, and employees must never receive any gift or souvenir in the form of cash, cheque, bond, share, gold, jewel, property, tour package or equivalent objects from outsiders in any circumstances. They are also required to inform outsiders about No Receiving and Offering of Gift, Assets or Any Other Benefits Policy.
- (2) The Company does not encourage its business partners, sales agents, contractors, sub-contractors or any parties who are involved with the Company's business to offer gifts, assets, or other benefits to its directors, executives and employees that might influence their decision-making in work with bias or create discomfort or result in conflict of interest, except for any offering of gifts or presents traditionally given on conventional occasions. All directors, executives, and employees are required to regularly inform such outsiders about No Receiving and Offering of Gift, Assets or Any Other Benefits Policy.
- (3) In case the acceptance of gifts, assets, or any other benefits on special or festival occasions is required and such gifts, assets or and other benefits cannot be returned to the giver, the

recipients may accept such gifts, assets or any other benefits provided that such acceptance is appropriate and in accordance with normal practice, laws, rules or regulations issued by virtue of the provisions of law. Illegal acceptance of an assets is not permitted. Gifts, assets or any other benefits accepted must not be illegal by nature and must be offered to the general public, not only to any specific individual.

- (4) In case of the acceptance of gifts in the forms of calendar, diary, or other gifts that are public relations media of the business of the giver in which the gifts have value not exceeding inappropriate amount, employees of UV Group can accept them as personal gifts.
- (5) The recipients who receives gifts, assets, or any other benefits in case of necessity as specified in no. (3) above, has the duty of reporting acceptance of gifts, assets and any other benefits that exceed the value of Baht 3,000 by using the specified form (Form 4) and send it to the Compliance Department in order to gather for the President or assigned top level executives to further allocate as appropriate.

6.2 Offering of Gifts, Assets or Any Other Benefits

- (1) Directors, executives, and employees shall not offer bribes, gifts, assets, or any other benefits to other personnel of UV Group or outsiders, especially government officials as a representative of UV Group or in personal manner, that may impact decisions related to transactions with UV Group.
- (2) Offering any gifts, souvenir or any other benefits to government officials or third parties on festivals where there is a tradition of giving gifts should be made to promote a positive image of UV Group or supporting the concept of corporate social responsibility of UV Group. Such offering must not be against the local laws and traditions, and that it is not excessively superfluous.*

*Remark: *Pursuant to the notification of the National Anti-Corruption Commission, an agent of the state may receive an asset or benefit with a value of no more than 3,000 Baht per person per occasion.*

- (3) Expenses for business entertainment and other expenses related to commitment to business contract are acceptable. However, these expenses must be reasonable, not extravagant, transparent, and must not impact decisions in work of external individuals related to transactions of UV Group or create conflict of interests. In this regard, for the claim of expenses for business entertainment, executives and employees shall comply with expense claiming process, regulation, and expense approval authority in which the expense claim document must provide details as specified. The Company does not approve expenses for business entertainment that occur in places of ill repute or in any inappropriate forms.



7. Human Rights

The Company commits to operate its business fairly with adherence to responsibilities to society and all stakeholders according to its Corporate Governance Policy and Code of Business Ethics. In regards to protection of human rights, the Company strictly complies with relevant regulations in which the Board of Directors, executives, and employees of all levels must be aware of their importance and respect human rights of individuals, society, and community under laws or ethical principles which include equitably treatment to individuals in accordance to human rights principles, avoidance of discrimination, avoidance of action that violate human rights, and support for human rights. In addition, it also communicates to parties related to business operations of UV Group to support moral business operations, respect for human rights, and equitably and fair treatment to every individual which align with the Company's policy on human rights.

The Company has policy and practice guidelines of human rights as follows:

- 7.1 To provide respect to human rights by prescribing the directors, executives, and employees of all levels to treat one another with respect, honor, and equality without discrimination or restricting rights of individuals, society, and community with differences including differences of thought, ethnicity, nationality, religion, gender, language, age, skin color, education, social status, etc.
- 7.2 To arrange work environment that represents respect and acknowledge of individual honor and prevent any cases of threatening, harassment, violation, as well as to treat employees with regards to employment, compensation, welfare, training and development, promotion evaluation, discipline and punishment, dismissal on the basis of work capability and efficiency rather than individual specific characteristics.
- 7.3 To prescribe the directors, executives, and employees of all levels to take cautions in their duties in order to prevent risks on violation of human rights within business operations of UV Group.
- 7.4 To encourage and foster UV Group on adherence to human rights by support or promotion of procedures to protect human rights, as well as communicate and encourage parties related to business operations of UV Group such as supplier, contractor, joint venture to morally operate their businesses with respect to human rights and equitably and fair treatment to all individuals. In this regard, the Company has policy not to conduct business with companies that do not consider human rights, especially with violation on fundamental rights in regards to race, woman, children, disable, etc.
- 7.5 To avoid negligence or ignorance when witnessing act related to UV Group that is considered a violation to human rights in which he/she must report to superior or responsible persons and provide cooperation in examination of facts. It also gives fairness and protection to individuals who make whistleblowing or complaint on human rights violation related to UV Group in which the Company uses whistleblowing protection measures as guidelines to protect whistleblower or complainant on human rights violation as well as to protect individuals who cooperate on examination of facts. Furthermore, the directors, executives, and employees who violate human rights which is against the Company's corporate governance and Code of Business Ethics must receive evaluation on disciplines from the Company and/or receive punishment according to laws if the violation is illegal.



8. Protection and Non-infringement of Intellectual Property

The Company is aware of the importance of protection of intellectual property of UV Group from infringement or unauthorized usage, as well as providing respect and not conducting infringement on intellectual property of others. Its executives and employees must comply with laws or regulations related to intellectual property, copyright, patent, trademark, trade secret, as well as computer crime laws. It has policy and practice guidelines as follows:

- 8.1 Not to use UV Group's intellectual property for personal benefits or public disclosure without approval in which utilization, duplication, adaptation, disclosure, or publish of UV Group's copyright work, fully or partly to public, must receive approval from the Company.
- 8.2 Not to use intellectual property of UV Group or other persons without approval as this is an infringement on intellectual property which is considered disciplinary wrongdoing and may receive charge of criminal case as well as obligation to compensate for civil damages.
- 8.3 Use products and services that are properly licensed and not to support products or actions that are violation to intellectual property.
- 8.4 Executives or employees who are no longer employees of UV Group must return all intellectual property such as reports, statistics, programs, blueprints, trade information, software, and manufacturing process to the Company.
- 8.5 To prescribe executives and employees of all levels to strictly comply with rules on computer usage of the Company in all aspects such as usage of e-mail and internet, usage and installation of computer software, control on access and security of system and information in order to ensure efficiency of computer system usage and highest benefit to the Company and also mitigate risks from computer usage that falls into wrongdoing according to Computer-related Crime Act B.E 2550 which has criminal penalty.
- 8.6 To arrange system to secure information of UV Group from access to confidential or significant information of the Company by non-related employees or outside individuals and from attack of computer virus in which it has installed protection equipment and control on access to the Company's information and computer system (Firewall), installed Anti-virus software to all computers of UV Group, as well as separating network system zones. In addition, the Company has arranged data backup and recovery system in which it has organized disaster recovery plan with annual practice on its data recovery plan.



9. Whistleblowing Policy, Channels for Informants and Protection of the Rights of Informants

The Company prescribes channels for accepting complaints, clues, or suggestions from stakeholders who are impacted from operations of UV Group. The Company expects all personnel of UV Group to monitor the compliance with Corporate Governance Policy and Code of Business Ethics as well as encourages all personnel to raise any questions and concerns they may have regarding Corporate Governance Policy and Code of Business Ethics. In addition, personnel of UV Group, shareholders and stakeholders can report clues or complaints when they find wrongful behavior or activities that are against laws, regulations of the Company, Corporate Governance Policy, Code of Business Ethics, or other incidents that may damage UV Group through prescribed channels. The Company promises that every enquiry will be treated fairly, transparently, and fair judgment will be provided in a timely manner. It shall also maintain information of whistleblower as confidential and shall protect whistleblower on the basis of good faith. Whistleblowing policies and guidelines are as follows;

9.1 Channels for complaints or reporting clues

Complainants can report complaints or clues directly to the Audit Committee or the Head of Internal Audit of the Company via the following channels;

(1) Complaints by phone

- A complainant can directly file his/her complaint to the Head of Internal Audit Department by calling the Telephone Number 02-643 7100 Extension 7195 - 7 (during business hours).
- When a complainant makes a call to the Telephone Number 02 643 7100, the operator will make a preliminary enquiry and transfer the line to the Head of Internal Audit Department for further inquiry and action.

(2) Complaints by mail, email or manual complaint

- By mail: Mail his/her complaint directly to the Head of Internal Audit Department of Univentures Public Company Limited, No.57 Park Ventures Ecoplex, 22nd Floor, Wireless Road, Lumpini, Patumwan, Bangkok 10330
- By email: Send his/her complaint to wid@univentures.co.th
- Manual complaint: Informed in person to the Head of Internal Audit Department or submitting his/her complaint in the suggestion box which is placed on the reception desk in the main lobby of Univentures Public Company Limited

Complainants can study process for receiving complaints or download Complaint Form (Form 5 of as attached with this Code of Business Ethics) at the Company's website at www.univentures.co.th.



9.2 Process for Complaint Handling

- (1) The Head of Internal Audit Department will request information from the complainant in which he/she can file complaint without disclosing his/her name in the case that the complainant does not wish to expose himself/herself in which the Company will consider and examine only evidence that appears. The consideration for complaint handling is under the Company's discretion and importance of the complaint issue. If the Company has evaluated and viewed that the complaint issue is significant and reasonable, it will consider to proceed on finding solution for the issue according to its prescribed procedures.
- (2) If the complainant wishes to disclose his/her name, the Head of Internal Audit Department will record first name, last name, address, and phone number of the complainant to confirm identity of the complainant into complaint form. In this case, the complainant may receive faster evaluation and solution than when he/she does not disclose his/her identity because the Company can request additional information from the complainant to examine facts or search for related evidence from relevant department or personnel.
- (3) The Head of Internal Audit Department will make a preliminary information examination with department or system related to the complaint. If the Company has evaluated and viewed that the complaint contains facts and significance, it will consider to provide solution for the complaint within 30 days from the date it receives the complaint. Then, it will contact the complainant to report the Company's progress on such complaint within 7 days from the date that it has completed the relevant procedures.
- (4) In the case of force majeure which leads to the period of complaint resolution taking longer than 30 days, the Company will inform its progress to the complainant in the form of letter for every 15 business days from the date that the 30-day period ends.
- (5) The Head of Internal Audit Department will consolidate complaints and report to the Audit Committee in Audit Committee Meeting in quarterly period.
- (6) In the case that the Company has examined and found that the complaint contains facts and significance which is an action against laws or against regulations, good corporate governance, its Code of Business Ethics, or negatively impacts corporate image, reputation, or business operations of UV Group, the Head of Internal Audit Department will report to the Audit Committee immediately.

9.3 Protective Measures for the Complainants and Informants

It is the Company's policy to provide fairness and protection to its employees or any outsiders who report any suspected incidents or signs that may involve an unlawful act in compliance with applicable rules and regulations, and any unethical conduct, as well as misrepresentation of financial statements, or deficiency of internal control systems. The Company therefore fosters protection measures for whistleblowers and complainants. A whistleblower and a complainant can choose not to reveal his/her

identity, and all whistleblower claims and information will be kept confidential. The Company appoints its executive, the Head of Internal Audit Department, and the Company Secretary to be directly responsible persons in the procedures related to evaluation, examination, and resolution of the complaint, and no disclosure of the name of whistleblower, complainant, or witness will be made except the disclosure to individuals with investigation authority for efficiency and speed for related procedures. The whistleblowing information or complaint is therefore acknowledged only by the Audit Committee, the President, the Company Secretary, and the Head of Internal Audit Department. For whistleblowing and complaint related to high level executives of UV Group, it will be known to only the Audit Committee, the Company Secretary, and the Head of Internal Audit Department in order to prevent unfair action to employees or the individuals who make the whistleblowing or complaint to the Company.

In addition, the Company also prohibits any unfair treatment of employees, staff or any person hired to work for the Company with regards to transfer and promotion, nature of work, the workplace, suspension, threat, disturbance, termination of work or any act which may be considered unfair treatment under Section 89/2 of the Securities and Exchange Act, B.E. 2535.

10. Responsibility to the Stakeholders

The Company prescribes policies and guidelines related to responsibility to the stakeholders as practice framework for all personnel of UV Group as follows;

10.1 Responsibility to Company

- (1) To perform duties with responsibility, honesty as well as use knowledge and experience to performing at full capacity for the optimal benefits of the Company.
- (2) To strictly comply with UV Group's rules, regulations, Corporate Governance Policy and Code of Business Ethics.
- (3) To exempt from any operations that compete or create conflict of interests with business of UV Group, as well as avoiding abuse of own authority or giving other individuals to use own authority, indirectly or directly, to seek benefits for self or others.
- (4) To be responsible for using and safeguarding the UV Group's assets for the highest benefit of UV Group and not for personal benefit or any other benefit apart from UV Group's business.
- (5) Not to use information or material with significance to UV Group to seek profit or benefit, directly and indirectly, and to safeguard UV Group's confidentiality from being leaked or revealed to others which may cause damage to the Company, as well as not to give out confidential information or documents of UV Group to any outsiders and refrain from expressing opinions to outsiders on issues that may impact UV Group's reputation and operations. All must strictly comply with policy and practice of Use of Internal Information and Safeguarding of Confidential Information as prescribed in this Code of Business Ethics.



- (6) To report clues or complaints when seeing clues in violation of the law, Corporate Governance Policy, Code of Business Ethics or fraudulent action or unacceptable behavior of the Company's personnel also include inaccurate financial statements, as well as internal control failures for the best benefits of the Company. All must comply with policy and practice of Whistleblowing, Channels for Informants and Protection of the Rights of Informants as prescribed in this Code of Business Ethics.
- (7) To exempt from acceptance of gifts, assets, or other benefits from individuals related to business of UV Group which may impact work decisions, or create bias or uneasiness, or create conflict of interests in which such items are not given in customary manner. They shall also avoid acceptance of business receptions in the manner than exceed normal business relationship.

10.2 Responsibility to Shareholders

- (1) To perform duties with honesty, in compliance with laws and UV Group's regulations, and abide by this Code of Business Ethics for all transactions and decision-making actions to ensure that the business operations are conducted in an honest, clear, transparent and accountable manner for the best benefits of the Company and shareholder.
- (2) To perform duties with committed professional capability and to be dedicated in applying knowledge and experience thereto.
- (3) To maintain the confidentiality of shareholders' information like the confidential information of the Company with regard to the rights and confidentiality of shareholders
- (4) To disclose UV Group's information and financial reporting accurately, adequately, timely, and equitably according to the rules prescribed by the SEC and the SET.

10.3 Responsibility to Customers

- (1) To treat customers fairly with regards to the provision of the Company's goods and services; including quality of products and services and delivery of quality goods and services that satisfy customer needs at a fair and reasonable price. Strictly comply with all conditions agreed upon with customers. In the case where it is not possible to comply with the conditions regardless of either reason, the customers must be notified in advance in order to mutually agree on a corrective measure.
- (2) To disclose accurate, comprehensive, and sufficient information on the Company's goods and services to prevent customers from any possible misunderstanding on the quality or the sales conditions of its product and services, as well as to promptly respond to customer demand for service in order to optimize customer satisfaction.
- (3) To protect the customers' confidential information and material, as well as not to wrongfully apply it for any self-benefit or benefit of any other related parties, and not to disclose customer

information without prior permission from such customer or the Company's authority unless the information is required by law to be disclosed to relevant outside parties.

- (4) To provide a communication channel for customers to voice their complaints on the Company's goods and services in adherence to the Company's Whistleblower Policy, Channels for Informants and Protection of the Rights of Informants as prescribed in this Code of Business Ethics.

10.4 Responsibility to Business Partners

- (1) Establish clear and fair regulations and procedures for procuring products or services. To select trade partners via transparent system in accordance to the procurement rules and procedures of the Company. The selection criteria will be based on trade partners that have reliable history and business conditions, stable financial status, well-known reputation and expertise, high credibility, and acceptance from other operators within the same business or industry. In this regard, they must not have history of trade prohibition as a result from corruption or history of work abandonment or are listed in the prohibited companies by government or private sector. In addition, their products or services must provide satisfaction and consistency of quality, price, service, and delivery.
- (2) To consider appropriate and fair price in comparison to quality of product and/or service of trade partners, and arrange contracting in the form that is appropriate to mutual agreements of both parties, as well as fully comply contract terms and conditions to prevent corruption and wrongdoing within procurement process.
- (3) To strictly abide by prior agreed contracts or trade conditions, and in the event that such agreements or trade conditions with any relevant trade partner cannot be complied with, that trade partner shall be promptly informed to mutually seek a possible means to resolve the matter.
- (4) To promptly and punctually provide payments due to business partners.
- (5) Not to request any gifts, assets, support or other benefits from business partners whether directly and indirectly.
- (6) To avoid any purchase of goods or services from business partners who are involved in human rights violation or intellectual property rights infringement.
- (7) Not to disclose information of its business partners to any third party except with the business partners' prior approval or the information is required by law to be disclosed to relevant outside parties.
- (8) Not to do business with business partners who disobey laws or disrupt public order and good morals.
- (9) Hearing opinion, complaint and suggestion of business partners or other related parties which will be used to improve operational efficiency.



10.5 Responsibility to Business Competitors

- (1) Conduct business and treat business competitors within the framework of the laws on trade competition and fair competition.
- (2) Not to seek out business competitors' secrets using wrongful or inappropriate methods.
- (3) Not to harm competitors' reputation by making malicious accusation.

10.6 Responsibility to Creditors

- (1) Treating trade creditors or financial institution creditors equally and fairly on common grounds for mutual benefits by paying the debt on time in order to preserve its credibility towards its trade partners and financial institutions which are creditors.
- (2) To strictly abide by prior agreed contracts or conditions especially with financial institution officers in regards to purpose of money usage, payment of principal and interest, and guarantee conditions. The Company gives importance to capital management in order to maintain stability of financial status and preserve sufficient liquidity for punctual payment to creditors. In addition, the Company will report financial status and information to creditors according to agreement with accuracy, transparency, and consistency.
- (3) In the event that such contracts or conditions with any relevant creditor cannot be complied regardless of either reason, the Company shall be promptly informed to mutually seek a possible means to resolve the matter.

10.7 Responsibility to Government and Regulators

- (1) All directors, executives, and employees must perform duties with strict compliance to laws and regulations prescribed by the regulators who are governing business of UV Group, as well as must study, understand, and follow related laws and regulations consistently.
- (2) Conducting transactions with government officials or government agency must be proceeded accurately in straightforward. In addition, there must be strict compliance to the Company's regulations in building relationship with government agency.

10.8 Responsibility to Employees

UV believes that employees are valuable resources and key success factor to its achievements. In this regard, the Company encourages superior organizational culture, a positive work environment, corporate unity and teamwork. It therefore commits to treat all of its employees equitably on human rights principals with the following policy and practice guidelines:

- (1) To offer fair and appropriate compensation and sufficient fringe benefits to employees such as provident fund, annual health check-up, medical treatment, and other relevant monetary support - all which are accordingly reviewed and updated based on UV Group's short and long-term performances. In addition to the monthly salary given to the employees, the

Company, together with its employees, jointly set clear work targets and determine a set of key performance indicators (KPIs) as quantifiable measures for calculation of special annual remunerations. It also provides additional staff welfare and organizes appropriate activity programs for employees that are comparable to other leading companies in the same industry. Employees can access this information on welfare and beneficial activities beneficial at UV Group's intranet, www.intra.univentures.co.th.

- (2) To treat its employees with dignity and respect, as well as to honor their individuality.
- (3) To recruit its employees via selection process and employment conditions that are efficient and fair to ensure that the Company can recruit qualified and ethical employees.
- (4) To provide thorough and fair care to all its employees, as well as to respect and protect and their rights from violation.
- (5) To promote employees' good life balance for both work and personal life.
- (6) To always maintain work environment to be safe and healthy for life and assets of employees.
- (7) To justly and honestly handle any staff appointment, transfer, rewarding, remuneration, and punishment on the basis of their justified knowledge, skills, and suitability, as well as according to the Company's rules and regulations.
- (8) To give importance to constant development of employee skills and knowledge by consistently organizing training workshops provided in-house or through external training programs in order for the employees to apply their training to enhance their work effectiveness.
- (9) To equitably and justly listen to opinions and suggestions from employees of all work levels, and provide a communication channel for staff to inform or file complaint concerning any wrongdoing including any whistleblowing of misconducted incident or circumstance that may impact their work or their decision. In this regard, the Company's Whistleblower Policy prescribed in this Code of Business Ethics must be adhered to. Employees can find and access to this information on the Company's intranet www.intra.univentures.co.th.
- (10) To strictly comply with applicable laws, rules and regulations regarding employee.

10.9 Responsibility to Society and Environment

The Company gives importance to responsibility to society, environment, and energy, as well as security and occupational health in order to ensure that the business operations and activities of UV Group are under management system with international standards and create the least negative impact to environment, society, and community. In this regard, the Company has policies and guidelines as follows;

- (1) Personnel of UV Group must adhere and perform work in every process in strict alignment with laws and quality standards, as well as in alignment with policies and regulations of UV Group regarding safety, occupational health, environment, and energy in order to create safety for quality of life of personnel and assets of UV Group, community, society, and environment in general.



- (2) The Company shall give importance to alternative in utilizing natural resources for the highest optimal benefits, promote efficient consumption and conservation of energy, as well as arranging efficient waste management.
- (3) The Company shall support design and procurement of products, equipment, and services that are environmentally friendly, involve energy conservation, reduce waste, and consider safety.
- (4) The Company shall foster consciousness on social and environmental responsibility of all levels of employees, as well as giving importance to conducting business with trade partners that take into consideration of social and environmental responsibility.
- (5) The Company shall give importance to social and community activities that aim for the sustainable development of community, society, and environment, as well as activities on youth education and public benefit.
- (6) The Company shall provide accurate information, create understanding, and listen to problems or impacts occurred to community from business operations of UV Group in order to take timely and immediate actions.

11. Punitive Disciplinary Measures and Monitoring of Implementation

11.1 Punitive Disciplinary Measures

The Company's Code of Business Ethics is considered as discipline that the directors, executives, and employees of UV Group must strictly comply with. In regards to the non-compliance or violation on any Code of Business Ethics that result in UV Group receiving damages or losing business opportunity, the individual who does not comply or conducts violation will receive the Company's punitive disciplinary measures related to work concerning disciplinary action and may be additionally considered as an offender according to Securities and Exchange Act B.E.2535.

11.2 Monitoring of Implementation

- (1) To prescribe the duty and responsibility of directors, executives, and all employees to acknowledge, understand, and strictly comply with the Code of Business Ethics.
- (2) To prescribe approaches for commendation to individuals who follow practice guidelines of Code of Business Ethics and punishment for those who do not comply such as offering gifts to individuals who act righteously, giving disciplinary action to those with violation, etc. in order to support strict compliance to the Code of Business Ethics.
- (3) To prescribe channels for making enquiries related to compliance to the Code of Business Ethics, as well as whistleblowing or complaints related to actions that are against laws, regulations, good corporate governance, and Code of Business Ethics in which there are multiple channels such as



immediate supervisor, legal advisor, Head of Internal Audit Department, Compliance Department, or via email to the Company's intranet website.

- (4) To prescribe the Head of Internal Audit Department to be responsible for monitoring, following up on Code of Business Ethics compliance, and directly report to the Audit Committee.
- (5) To prescribe annual review of the Code of Business Ethics to ensure its suitability to business environment alignment to regulations which may have changed.

Code of Business Ethics (amended in 2018-19) has been approved by the Board of Directors at the Meeting of the Board of Directors No. 7/2018-19 on 24 September 2019. It will be effective from 1 October 2019 onwards.



Definitions and Meanings

Code of Business Ethics	The positive practical guideline which serves as the standard for the conduct of business with the aim to achieve visions and reflect the values and the culture of the organization.
The Company or UV	Univentures Public Company Limited
UV Group	Univentures Public Company Limited and its subsidiaries
The Board of Directors/ Director	The Board of Directors of Univentures Public Company Limited/ Directors of Univentures Public Company Limited
Executives of the Company	Executives of Univentures Public Company Limited according to the definition of the executives of Securities and Exchange Commission (according to the Notification of the Securities and Exchange Commission Kor Chor 15/2554 Re: Determination of Definitions in Notifications concerning Issuance and Offer for Sale of Securities (No. 3), means Managing Director and the next four executives succeeding the Managing Director and every person holding an equivalent position to the fourth executive, including persons holding the position of departmental manager or equivalent or higher in accounting or finance)
Executive of UV Group	<ul style="list-style-type: none"> ○ Executives of Univentures Public Company Limited according to the definition of the executives of Securities and Exchange Commission ○ Executives of Univentures Public Company Limited in position of Vice President and above ○ Executives of the Company' subsidiaries in position of Vice President and above
Executive of Subsidiary	Executives of the Company' subsidiaries in position of Managing Director and above
Employee	Employees of Univentures Public Company Limited and its subsidiaries
Stakeholders	A party relating to UV Group in various manners such as shareholder, customer, business partner, business competitor, creditor, government and regulators, employee, society and environment.
Corruption	Wrongful usage of position, authority, or assets for benefits of own, family, friends, acquaintances or other benefits that cause damages to benefits of others such as bribery to a public official, offering, giving or receiving of bribery, promising, in forms of money, objects, rights, and other benefits, conflicts of interests, concealment of facts or any benefits to government agency, public agency, or individuals with duties directly or indirectly related in order for such agency or individual to exempt from performing duties rightfully, legally, and ethically.
Political support	Offering of assets, money, items, rights, or any benefits to help or support political party, politicians, or individuals with duties related to politics, as well as political activities, directly or indirectly.
Charitable donation	Activities related to monetary expenses without tangible returns
Monetary support	Money paid for business objective, branding, or reputation of the Company and subsidiaries
Gift	Valuable objects including items, products, and services of both giving or receiving directly, or purchase or sale at special prices, as well as expenses issued to receive services

Other Benefits	Valuable items such as discounts, entertainment, service, training or any other item of similar nature.
Allowance	Expenses related to purchase of food and drinks, fees for performance and sports, as well as travel expenses such as plane ticket fees, transportation fees, accommodation fees, etc.
Bribe	Assets or benefits provided to particular individuals to motivate such individuals to act or not to act on his or her duties in wrongful way for benefits of own or for benefits of businesses of the Company and subsidiaries
Involving Persons (concerning Anti-Corruption)	Spouses, children, parents, siblings or close relatives of directors, executives and employees at all levels of the Company and its subsidiaries
Conflict of Interest	<p>Any activity or circumstance in which a person has a private or personal interest or of those related which influences the performance of duties towards and the utmost benefits of UV Group</p> <p><u>Examples of Conflict of Interests with Oneself or a Related Party:</u></p> <p>(1) Engagement in business with or provision of any service to UV Group such as:</p> <ul style="list-style-type: none"> - Purchase or sales of products / provision or acceptance of services / Letting or leasing of assets - Engagement in any transaction with UV Group. Such transactions include provision of professional and consulting services for which compensation is made - Participation in proposal or bidding process - Having interests in a trading contract with UV Group - Holding of a Directorial or Executive position or holding of more than 10% of all shares with voting rights in a business with any transaction with UV Group. <p>(2) Engagement in a business which is competitive to that of UV Group such as:</p> <ul style="list-style-type: none"> - Engagement in a business or establishment of a company or a juristic person which is engaged in the same business as UV Group. - Holding of a Directorial or Executive position or holding of more than 10% of all shares with voting rights in a business of the same type as that of UV Group.
Related Party (concerning Related Transactions)	Executive, a Major Shareholder, an Entity with Controlling Authority or an individual recommended as the Entity with Controlling Authority over the Company or a Subsidiary, including a Linked Entity and Close Relative of such person, such as father, mother, spouse, child, adopted child, sibling, child's spouse and adopted child's spouse.
Connected Transaction	A transaction between the Company or a subsidiary and a related party of the Company or a transaction between a subsidiary and a related party of the subsidiary.
Related Party	<p>(1) A Director, an Executive, a Major Shareholder, an Entity with Controlling Authority and Affiliated Entities and family members of such person</p> <p>(2) Any juristic person with a Major Shareholder or an Entity with Controlling Authority as a person under (1)</p> <p>(3) Any individual who, by circumstance, is identifiable as a person acting on behalf of or under the influence of (1) and (2)</p> <p>(4) A Director of a juristic person with the authority to control the businesses of the Company</p>

	<p>(5) A spouse, a son / a daughter or an adopted son / daughter under juristic age of a Director under (4)</p> <p>(6) A juristic person in which a person under (4) or (5) has controlling authority</p> <p>(7) Any person acting with the understanding or agreement that, if the Company engages in a transaction with financial benefits to such person, the following persons will receive the same financial benefits as well:</p> <ol style="list-style-type: none"> 1. Company Director 2. Company Executive 3. Entity with Controlling Authority 4. Director of Entity with Controlling Authority 5. Spouse, son / daughter or adopted son / daughter under juristic age of the person under 1, 2, 3 or 4
Major Shareholder	A party holding more than 10% of all shares with voting rights of the Company. The holding of shares is inclusive of shares held by their Affiliated Entities as well
Major Shareholder Group	A shareholder which is connected to a Major Shareholder
Entity with Controlling Authority	<p>A shareholder or another person who, by circumstance, has significance influence on the determination of policies, the management or the operation of the Company, regardless of whether such influence is in connection with their shareholding, the assignment of authority under contracts or other causes. An Entity with Controlling Authority may refer particularly to a person meeting one of the following criteria:</p> <p>(A) A person with direct or indirect voting rights of more than 25% of all shares with voting rights of the Company;</p> <p>(B) A person who, by circumstance, has the authority to appoint or remove a company Director;</p> <p>(C) A person who, by circumstance, has the authority to control the individuals responsible for the determination of policies, the management and the operation of the Company to effect their instructions in the determination of managerial or operational policies of the Company;</p> <p>(D) A person who, by circumstance, serves a function in the Company or is responsible for the operation in the same manner as an Executive, including a person whose position is associated with the same authority.</p>
General Trading Conditions	<p>Fair prices and conditions which do not result in transfer of benefits, including the following prices and conditions:</p> <ol style="list-style-type: none"> (1) Prices and conditions accepted from or offered to the general public by the Company or the Subsidiary. (2) Prices and conditions offered to the general public by a Related Party. (3) Prices and conditions which the Company can prove being offered to the general public by other parties in the same industry.

Enquiry or Suggestions

If there are questions or suggestions of Code of Business Ethics or Anti-Corruption Measures

Please contact “the Compliance Department”

Tel 02 6437191 or 02 6437193

E-mail: uv_compliance@univentures.co.th

Report of Interests of Directors and Executives
Univentures Public Company Limited

Reporting Date.....

First report when holding a position Report when data is changed Annual Report at Year End

Part 1 General information of the Reporter

Name - Family name	
Former Name – Family name (If any)	
Identification card number/ Passport number (In the case of foreigners)	
Current position in the Company	
Certified by the Reporter	
Acknowledge by the Company Secretary	

Part 2: General information of the related parties of the Reporter

2.1 <u>Individuals</u> who are related parties of the Reporter			
	Name - Family name Former name – Family name (If any)	Identification card number/ Passport number	Date of birth
1 Spouse			
	Former name		
2 Father			
	Former name		
3 Mother			
	Former name		
4 Children and adopted childrenperson(s)	1		
	2		
	3		
	4		
	5		
	6		
5 Spouse of Children and adopted childrenperson(s)	1		
	2		
	3		
	4		
	5		
	6		

2.1 Individuals who are related parties of the Reporter			
	Name - Family name		Date of birth
	Former name – Family name (If any)		
6 Siblingperson(s)	1	Identification card number/ Passport number	
	2		
	3		
	4		
	5		
	6		

2.2 Juristic entities that are related to the Reporter ¹ (only juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries)			
Juristic entities name	Address/ Telephone number	Type of business ²	Type of relationship ³

¹ Juristic persons that are related as specified in (3) of the definition of "related persons" in Section 89/1 of the Securities and Exchange Act B.E. 2535 is a juristic person that the spouse, the minor's children / adopted children of the reporter have control (The term "have control" means having one of the following characteristics: (1) holding shares with voting rights more than 50% of the total voting rights or (2) control Majority votes at the shareholders' meeting or (3) having control over the appointment or removal of directors From half of all directors).

² Means types of business such as agriculture and food industry, consumer goods, financial business, industrial goods, real estate and construction, service business, technology, etc.

³ Please specify type of relationship such as shareholder (please specify percentage of share holding)/ holding a position of director or executive/ as the authorized director of the company

Part 4 Information on shareholding in other juristic entities of the Reporter and the related parties of the Reporter that hold more than 10% the total voting right shares (only juristic entities that have or expect have a connected transaction with the Company or its subsidiaries). Detail according to the worksheet attached.

	Juristic entities name	Address/ Telephone number	Type of business	% shareholding (taken from worksheet)
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

Worksheet for calculating holdings in other juristic entities

Juristic entities name No.1.....

Juristic entities name No.2.....

Juristic entities name No.3.....

Juristic entities name No.4.....

Juristic entities name No.5.....

	Shareholders	% shareholding in the juristic entities				
		No. 1	No. 2	No. 3	No. 4	No. 5
(1)	Reporter					
(2)	Spouse					
(3)	Minor children/ adopted children					
(4)	Ordinary Partnership that the Reporter and his/her spouse, or their minor children and adopted children are the partners thereof					
(5)	Limited Partnership that the F Reporter and his/her spouse, or their minor children and adopted children are the partners with unlimited or limited liability with collective shares of more than 30% of all shares of the limited partnership					
(6)	Company limited or public company limited that the Reporter and his/her spouse, or their minor children and adopted children, or the partnerships under (4) or (5) collectively hold more than 30% of all sold shares of such company					
(7)	Company limited or public company limited that the Reporter and his/her spouse, or their minor children and adopted children, or the partnerships under (4) or (5) or (6) collectively hold more than 30% of all sold shares of such company					
(8)	Juristic entities in which the Reporter have the authority to manage as a juristic representative					
Total shareholding in each juristic entity of the Reporter and his/her related parties (%)						

} Taken to Part 4

Worksheet for calculating holdings in other juristic entities

Juristic entities name No []

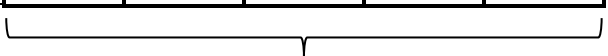
Juristic entities name No []

Juristic entities name No []

Juristic entities name No []

Juristic entities name No []

	Shareholders	% shareholding in the juristic entities				
		No.....	No.....	No.....	No.....	No.....
(1)	Reporter					
(2)	Spouse					
(3)	Minor children/ adopted children					
(4)	Ordinary Partnership that the Reporter and his/her spouse, or their minor children and adopted children are the partners thereof					
(5)	Limited Partnership that the F Reporter and his/her spouse, or their minor children and adopted children are the partners with unlimited or limited liability with collective shares of more than 30% of all shares of the limited partnership					
(6)	Company limited or public company limited that the Reporter and his/her spouse, or their minor children and adopted children, or the partnerships under (4) or (5) collectively hold more than 30% of all sold shares of such company					
(7)	Company limited or public company limited that the Reporter and his/her spouse, or their minor children and adopted children, or the partnerships under (4) or (5) or (6) collectively hold more than 30% of all sold shares of such company					
(8)	Juristic entities in which the Reporter have the authority to manage as a juristic representative					
Total shareholding in each juristic entity of the Reporter and his/her related parties (%)						



Taken to Part 4

Conflict of Interest Disclosure Form

Reporting Date.....

Code of Business Ethics of the Company require executives and personnel at all levels to report their conflict of interest information and disclose transactions with possible conflict of interest with UV and its subsidiaries of themselves and those related parties

Initial Report Report when data is changed (Please indicate X in)

Name - Family name

Position/ Department

Company name

I have thoroughly read and understood Corporate Governance Policy and Code of Business Ethics of Univentures Public Company Limited, as well as this Conflict of Interest Disclosure Form. Therefore, I hereby would like to report as follows:

- I **do not have transactions** with possible conflict of interest with UV and its subsidiaries.
- I **do have transactions** with possible conflict of interest with UV and its subsidiaries. The details of such transaction(s) is as follow:

(1) Transactions that may cause conflicts of interest against with Univentures Public Company Limited

On..... I or my related parties* have a transaction that may cause a conflict of interest as follow:
.....
.....
.....

(2) Transactions that may cause conflicts of interest against with subsidiaries of UV

On..... I or my related parties* have a transaction that may cause a conflict of interest as follow:
.....
.....
.....

Remark * Related parties mean spouse, children, father, mother and sibling

.....
The Reporter	Head of Internal Audit Department	Company Secretary
Date	Date	Date



Report on Changes of Securities and Derivatives Holding in Univentures Public Company Limited (Form 59)

Director Executive Auditor Other (please specify)

Reported by: Position

Identification Card Number Telephone Number.....

Reporting date:

Name of securities / derivatives holder ¹	Types of securities and derivatives	Transaction date	No. of securities and derivatives held before transaction date	Transaction ²		No. of securities and derivatives held after transaction date	Method of transaction ³	Transaction executed by specify broker's name. Specify margin account if applicable	Purchaser/ Transferee (Specify name and relationship) ⁵
				Amount	Average price				
Reporter	common share								
	preferred share								
	warrant								
	transferable subscription right								
	convertible debenture								
	derivatives warrant								
	NVDR								
	stock futures								
	structured debenture								

Name of securities / derivatives holder ¹	Types of securities and derivatives	Transaction date	No. of securities and derivatives held before transaction date	Transaction ²		No. of securities and derivatives held after transaction date	Method of transaction ³	Transaction executed by specify broker's name. Specify margin account if applicable	Purchaser/ Transferee (Specify name and relationship) ⁵
				Amount	Average price				
Name of spouse / cohabiting couple	common share								
	preferred share								
	warrant								
	transferable subscription right								
	convertible debenture								
	derivatives warrant								
	NVDR								
	stock futures								
	structured debenture								
Name of minor child 1..... 2..... 3.....	common share								
	preferred share								
	warrant								
	transferable subscription right								
	convertible debenture								
	derivatives warrant								
	NVDR								
	stock futures								
	structured debenture								

Name of securities / derivatives holder ¹	Types of securities and derivatives	Transaction date	No. of securities and derivatives held before transaction date	Transaction ²		No. of securities and derivatives held after transaction date	Method of transaction ³	Transaction executed by specify broker's name. Specify margin account if applicable	Purchaser/ Transferee (Specify name and relationship) ⁵
				Amount	Average price				
Name of legal entity in which the reporter, spouse or cohabiting couple and minor children collectively hold shares at an amount exceeding 30% of the total voting rights as the largest shareholder (s) in such legal entity 1..... 2..... 3.....	common share								
	preferred share								
	warrant								
	transferable subscription right								
	convertible debenture								
	derivatives warrant								
	NVDR								
	stock futures								
	structured debenture								

The person appointed as contact person

1. Mr. Pornchai Katejinakul, Company Secretary

Telephone 02-643-7195 E-mail: pornchai.k@univentures.co.th

2. (if any).....

I hereby certify that the above report is complete and true in all respects.

Signature of reporter

()

Position

Company

Date

The following instructions for filling out Form 59

The following instructions for filling out Form 59 are provided for general understanding. Reporters on changes of securities and derivatives holding are advised to consult the Notification of the Office of the Securities and Exchange Commission No. Sor Jor. 38/2561 Re: Preparation of Report on Changes to the Securities and Derivatives Holding of Director, Executive, Auditor, Plan Preparer and Plan Administrator dated 16 July 2018 (“Notification No. Sor Jor. 38/2561”) carefully to ensure complete and accurate reporting on such changes.

1. The reporting on changes to the securities and derivatives holding (Form 59) of director, executive, auditor, plan preparer, plan administrator, spouse, cohabiting couple, minor child of the aforesaid persons, legal entity in which the reporter, spouse or cohabiting couple and minor children collectively hold shares at an amount exceeding 30 percent of the total voting rights as the largest shareholder(s) in such legal entity shall include the securities and derivatives holding and changes thereof by nominees of the aforesaid persons. (Specify nominees’ report separately from the direct holding of the aforesaid persons).
2. In case of a same-day acquisition and disposition of securities and derivatives, the total amounts and the weighted average prices thereof shall be reported separately with such information on the disposition’s side put in bracket;
3. In case of an acquisition of securities and derivatives, specify the method of such acquisition, for example, purchase on the Stock Exchange, over-the-counter purchase, acceptance of securities transfer, and receipt of returned securities from the borrower, etc.
In case of a disposition of securities and derivatives, specify the method of such disposition, for example, selling on the Stock Exchange, selling off the Stock Exchange, transferring securities, lending securities, etc.;
4. Clearly specify if a purchase, sale, transfer or acceptance of transfer is made in a margin account;
5. In the case of:
 - (1) selling off the Stock Exchange at a lower price than the lowest selling price of such securities on the Stock Exchange on that day;
 - (2) selling through a big lot; or
 - (3) transferring the securities and derivatives to others without consideration;the reporter shall specify the name of the purchaser or the transferee and the relationship with the director, executive, auditor, spouse or cohabiting couple and minor child of such persons such as:
 - family members, such as father, mother, brother or sister of full blood, brother or sister of half-blood, grandfather, grandmother, uncle, aunt, etc.;
 - relationship where one has control over or is able to exert influence on the other, such as director, executive, auditor or spouse of such persons is the employer of the purchaser transferor of the securities;
 - business relationship, such as strategic partner, trade partner, etc.;
 - other forms of relationship.

Report on Receive of Gifts, Assets, and Other Benefits

Code of Business Ethics of the Company require executives and personnel at all levels to report the acceptance of any gifts, assets, and other benefits that exceed the value of Baht 3,000 and submit the form and the received item to the Compliance Department for gathering to President or top executives who assigned to allocate the received item allocate as appropriate.

I, whose name is..... family name..... hold the position of....., in Department, would like to report the acceptance of gifts, assets, and other benefits as follow:

Date	Gifts, assets, and other benefits received	Amount	Approximate Value (Baht)	Person/ Company that give gifts, assets, and other benefits
Total				

I have already reported my receipt of gift, present, assets, and benefits as items in table above in order to comply with the Code of Business Ethics and create good standards for working at full capacity, including for the best benefit of the Company without hoping for compensation including and free from corruption

Signature.....
The Reporter
Date

Signature.....
Supervisor
Date

Signature.....
Compliance Department
Date.....

Opinion of president or top executives who assigned to allocate the received item

.....

.....

.....

.....

Signature

(.....)

Date

Complaint Form

Date

Name of the complainant..... Telephone Number

House No. Moo/Village..... Lane/Soi..... Road.....

Tambol/Kwaeng..... Amphur/Khet.....

Province..... Postal Code..... E-mail.....

The relationship of the complainant with the Company:

Shareholder personnel of UV Group Other.....

Would like to file a complaint about.....

Summary of the complaint

.....

.....

.....

.....

I wish to proceed as follows

.....

.....

.....

.....

I certify that the above statements are true in all respects.

.....
(.....)

Complaint

.....
(.....)

Acceptor of Complaint Filing

Remark: You can file this complaint by choosing not to disclose your identity. However, the Company reserves the right to review and verify relevant evidence as appears. It is in the Company's discretion to review the matter of complaint and consider whether such complaint is reasonable and valid. If so, the Company shall then process the complaint according to its prescribed complaint handling procedures. If you wish the Company to quickly respond to your complaint, kindly certify all pertinent documents and evidences regarding such complaint and revert them back to the Company Secretary or Internal Audit Department or the Compliance Department of Univentures Public Company Limited, 22nd Park Ventures Ecoplex, 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330; Telephone Number 02-643-7100 extension 7195-7 or E-mail : wid@univentures.co.th