



Metro Systems Corporation Plc.

# MSC CODE OF CONDUCT



# VISION

Pursuit of excellence to serve our clients the best IT Solutions

# MISSION

To commitment to drive growth with cutting-edge technology and innovative solution, aiming to create values for stakeholders

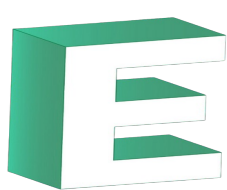
To strive on personnel development in order to enhance the services’ quality and form the knowledge to grow sustainably

To commitment to development the value chain to increase efficiency and encourage of sustainability in business operations

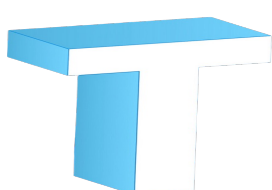
# CORE VALUE



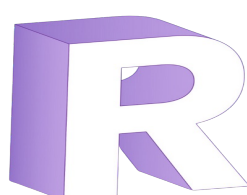
Moral



Excellence



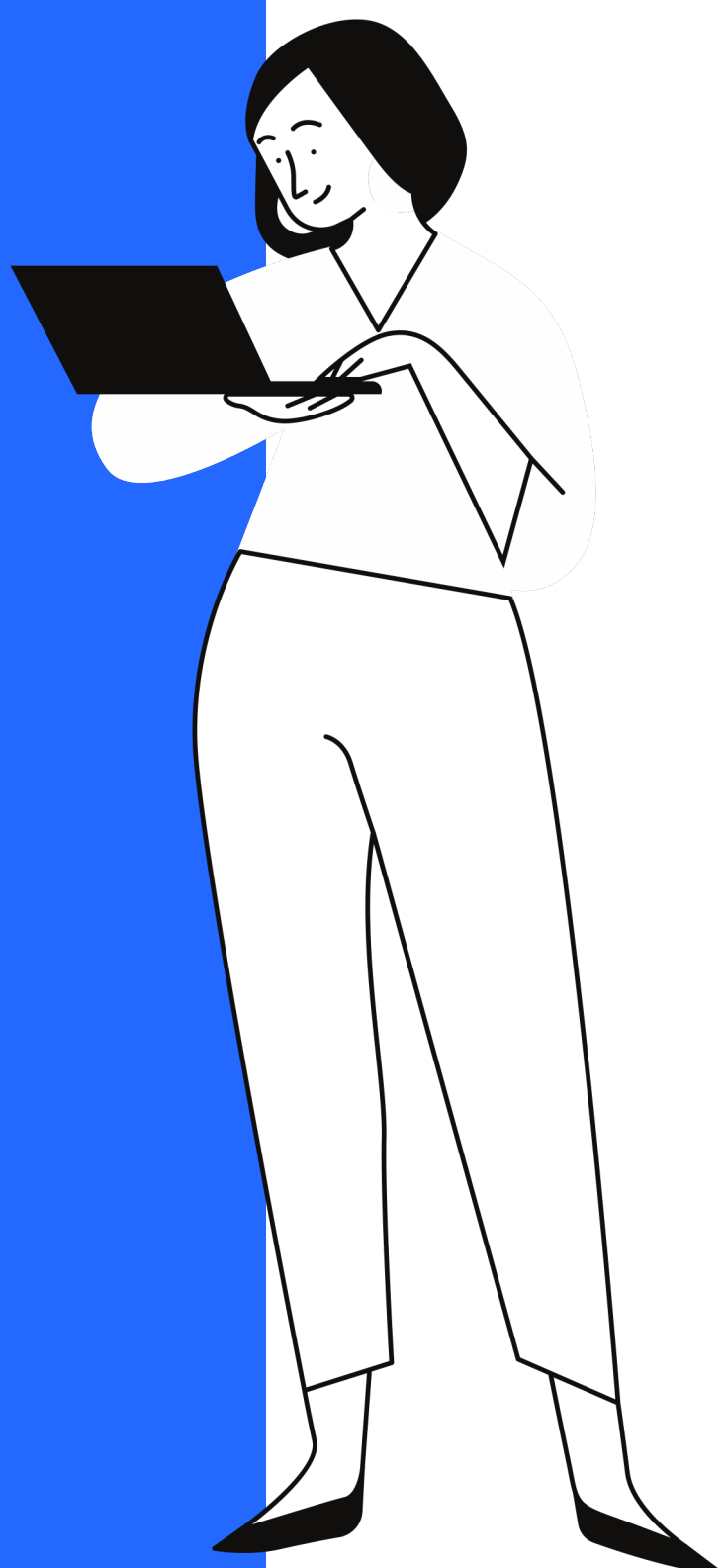
Teamwork



Respect & Trust

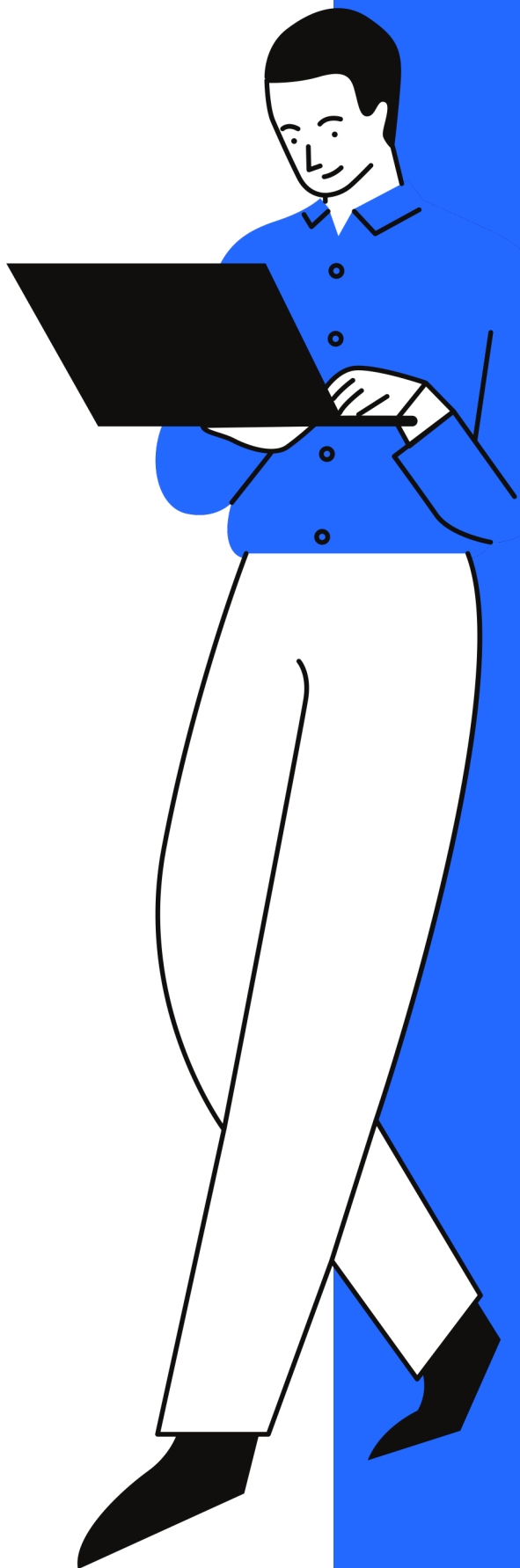


Ownership



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# DEFINITION

## The Company

Metro Systems Corporation Public Company Limited

## Employee

Employees of Metro Systems Corporation Public Company Limited or employees assigned by the Company to perform duties, including probationary employees of the Company.

## Subsidiaries

Metro Connect Company Limited and Metro Professional Products Company Limited

## Stakeholders

Individuals or groups who are directly or indirectly affected by the company's business operations, have any interest in the Company's business activities, or contribute to impacts on the Company's operations. This includes, but is not limited to, the Company's directors, employees, shareholders, contractors, business partners, creditors, debtors, society, and surrounding communities.



# Code of Conduct



Practices of Directors and  
Executive Directors

Practices of Employees

# Code of Conduct

## Honesty and Integrity

Directors, executives, and employees must demonstrate integrity, ethics, and transparency, obey the law and regulations relating to business operations, not violate applicable laws, not take any action with a dishonest mean, such as corruption, bribery by offering or promising to give money, property, things, or benefits, and give an advantage over others in order to incentivize oneself or others to gain an undesirable benefit, as well as strictly adhere to anti-corruption measures.

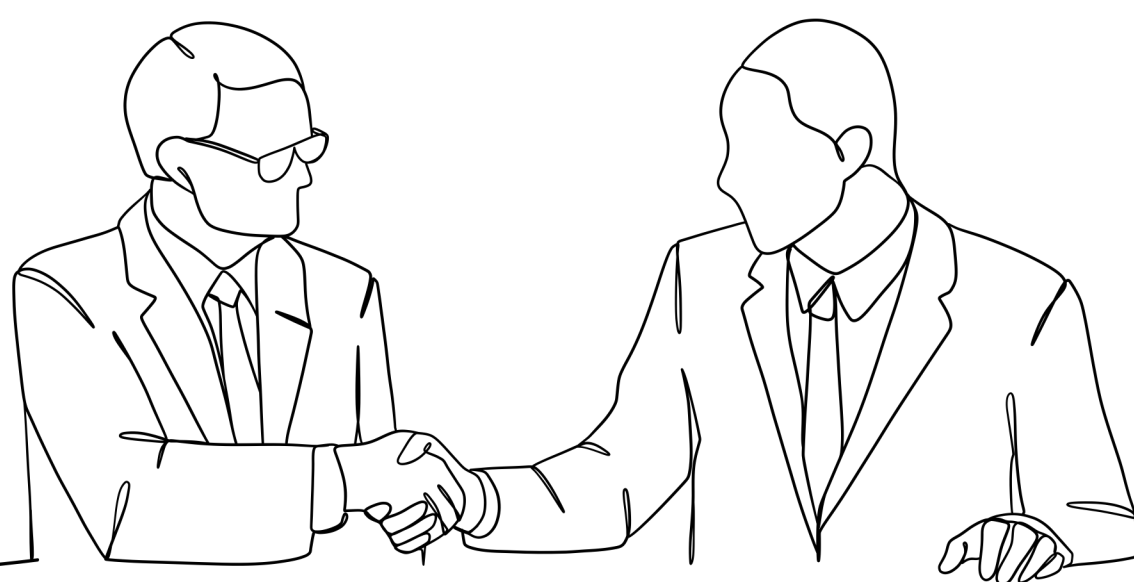
In addition, directors, executive directors, or employees are not required to provide sponsorship or involvement in any way that will lead to any form of bribery or corruption for the benefits of oneself, family, friends and acquaintances, as it may cause costly damage to the Company both in terms of performance and reputation.

## Independence

Directors, executive directors, and employees must be independent in the operations and make comments and suggestions regardless of personal and family interests, as well as must not be under the influence of a person or any group of people and in any situation that can force them not to comment as they should be.

## Competency

Directors, executive directors, and employees should apply their knowledge, competence, skills, and experience necessary to perform the job functions as should be used. They should not accept or perform any task in which they are not competent unless advised or encouraged to have adequate competency in the operations.





## Confidentiality

Directors, executive directors, and employees should keep the information they receive during their operations, should not disclose information without the permission of authorized persons, except in the case of legal disclosure, and are forbidden to use confidential information obtained in the performance of their duties for the benefits of oneself, friends, and relatives.

## Prudence

The company places great importance on conducting its business with caution and carefulness, which serves as a key foundation for building the organization's credibility. Therefore, directors, executives, and employees must perform their duties with careful attention, utilizing their knowledge, abilities, skills, and judgment, while maintaining appropriate conduct and avoiding actions that are careless or lack caution, which could negatively impact the trust of customers, partners, stakeholders, and society at large.

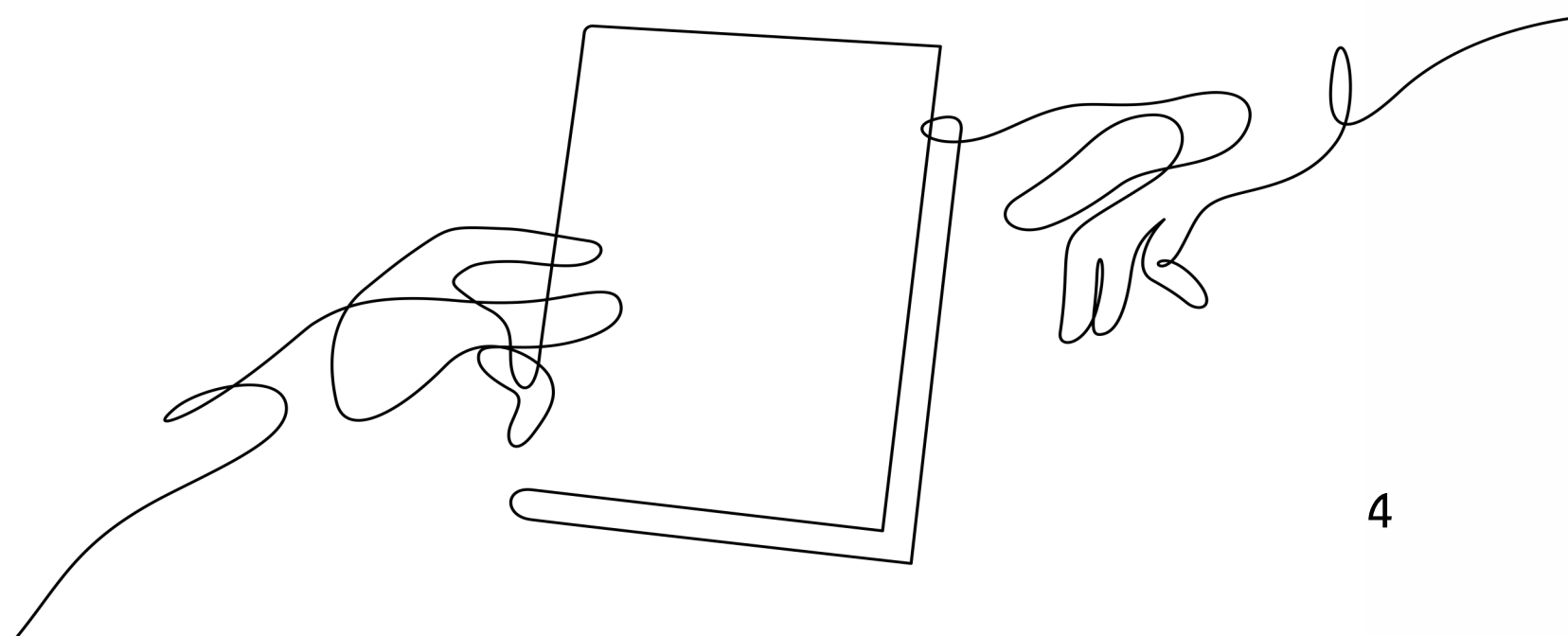
## Transparency

Directors, executives, and employees must operate under the principle of transparency, ensuring that all operational processes are auditable and clearly disclosed to the public. They must also operate within the framework of relevant laws, policies, and regulations, adhering strictly to them in order to build trust and confidence among all stakeholders.

## Intellectual Property Rights

Directors, executives, and all employees must respect and comply with laws, policies, and regulations related to intellectual property, avoiding actions that may infringe on the rights of others. Intellectual property includes copyrights, patents, trademarks, service marks, trade secrets, and information related to inventions, creations, innovations, discoveries, or improvements that have been developed.

In addition, the company places great importance on protecting its commercial data and intellectual property that it owns, holds rights to, or has collected. All employees have the duty to maintain confidentiality and strictly adhere to the company's policies.



## Supervision on Insider Trading

The Company realizes the importance of insider trading as it has specified in writing on how to utilize insider information in the internal control manual in order to correctly understand the code of practice. The Company prohibits directors from using the inside information, which is significant to the Company and has not been disclosed to the public, for their own or others' benefits, including trading securities of the Company by directors, who know insider information, and trading securities of the Company within 1 month prior to the public disclosure of financial statements. The Company shall inform the directors and executives of the Company about the Abstain Period.

The Company realizes the importance of protecting confidential information of customers by not using such information for the benefit of directors and related persons, unless the disclosure of such information is required by law. It also gives importance to the security of information in the information system by controlling and/or preventing access to the Company's information from third parties and assigning access rights to employees at various levels according to authority and responsibility. In addition, the Company has policies to allow relevant persons to receive information only as necessary to the performance of their work, regulate the usage and storage of sensitive information carefully and cautiously. Disclosure of any information must obtain permission from the management of that agency. In the event that an outsider is involved in ad-hoc work concerning information that has not yet been made public and is in the process of negotiation, which is considered to confidential information that may affect the fluctuation of the prices of the Company's securities, the person must abide by a Confidentiality Agreement until the information is disclosed to the Stock Exchange and the Securities and Exchange Commission.

The Company has assigned the directors, managers, executive directors, and the auditor to prepare and report acquisition or disposal of securities belonging to themselves, their spouses or cohabitant partners, and minor children to the Corporate Secretary by preparing and submitting within 30 business days after taking office. Moreover, directors and top management must notify about acquisition or disposal of securities of the Company every time by notifying at least 1 day in advance before trading to the Board of directors or the person assigned by the Board of directors so that the Company can report to the Office of the Securities and Exchange Commission within 3 business days, as well as strictly comply with the Securities and Exchange Act B.E. 2559 (2016).



Directors, executive directors, and employees who violate the insider trading policy shall be subject to disciplinary action and/or punishment by law on a case-by-case basis.

### Responsibility to Customers

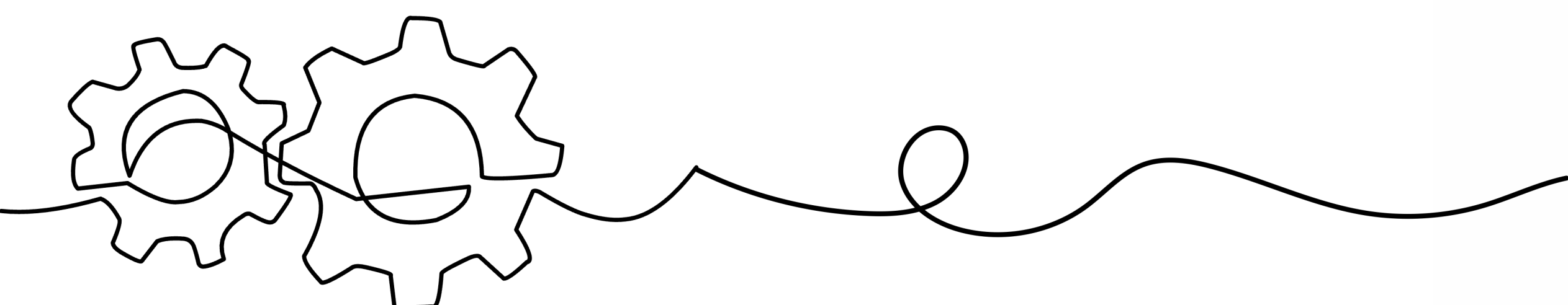
Directors, executives, and employees must comply with laws, trade standards, and policies related to the communication of product and service information to maintain the company's credibility and transparency. Additionally, employees involved must provide accurate, complete, and verifiable information regarding the company's products and services, including product features, terms of use, pricing, and limitations, without distortion or concealment of important information. They must prioritize the rights and interests of customers, ensuring that customers and stakeholders can make informed and fair decisions.

The presentation of false or misleading information, whether through advertising, publicity, or any other form of communication that may cause misunderstanding among consumers, is strictly prohibited.

### Anti-unfair competition

The company is committed to conducting business with fairness and transparency, rejecting any actions that may affect fair competition, such as price-fixing, excluding competitors, or using dishonest methods to seek profit.

Furthermore, the company encourages all employees to comply with the laws, regulations, and ethical standards related to fair competition, and to avoid behaviors that may harm the trust of business partners and customers. The company will also strictly monitor and implement measures to prevent or correct any actions that violate these ethical standards.



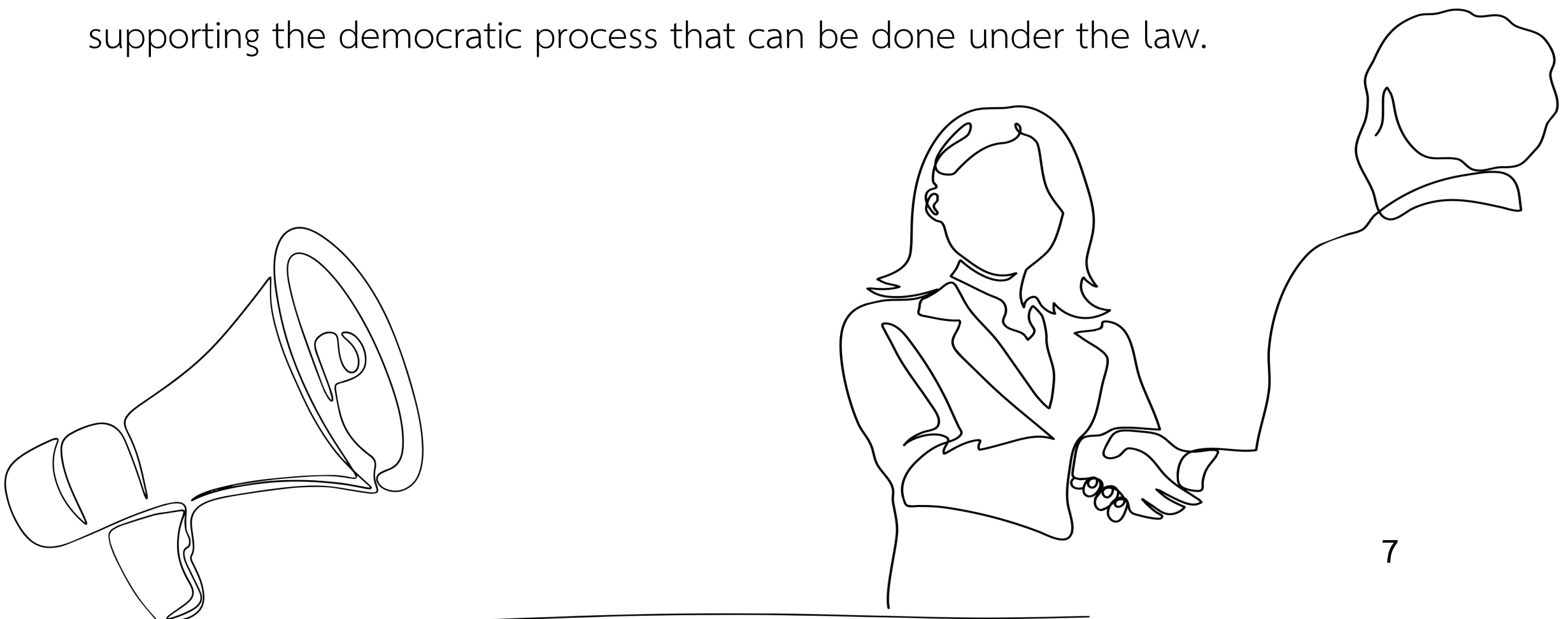
## Anti-Corruption

The Company realizes the importance of and is committed to combatting all forms of fraud and corruption inside and outside the organization. Therefore, it has established policies about anti-fraud and anti-corruption in order that directors, executive directors, and employees of the Company at all levels shall adhere strictly to the practices and reject all forms of fraud and corruption. The Company has prepared preventive measures on risk management of fraud that may occur. Directors must set priority in putting the anti-corruption measures into practices, review the anti-fraud and anti-corruption policies annually, make themselves ready to be in a training on anti-corruption measures on an ongoing basis.

Also, the Company has imposed penalties for employees who disobey the anti-corruption policy, stipulated guidelines on whistleblowing or complaints due to acts of fraud and corruption or violation of Business Code of Conduct of the Company for the group of people or personnel of the Company, namely the respective supervisors of the whistleblower, Internal Audit Manager, Independent Directors, and Audit Committee. The whistleblower chooses not to disclose one's name, address, contact phone number, and the recipient of the complaint must keep all relevant information confidential and shall disclose information as necessary regarding safety of and the damage to the complainant.

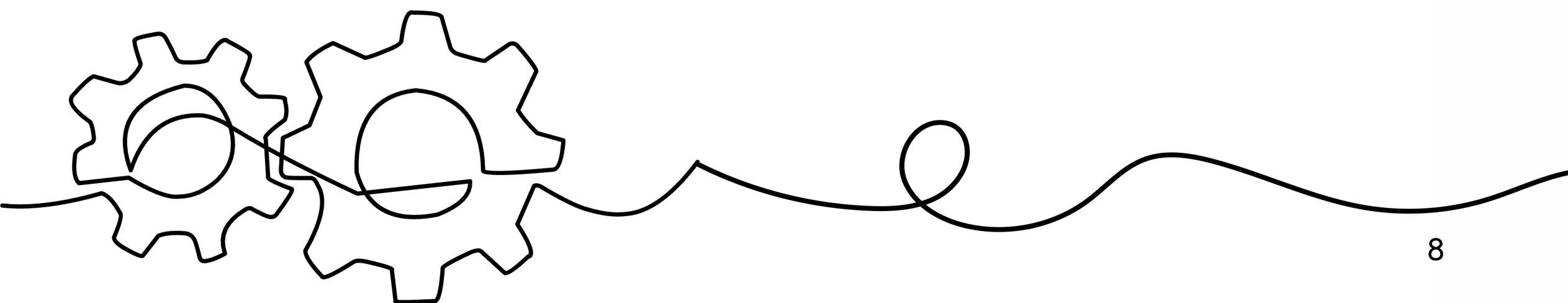
## Political Relevance

Political contributions are assistance, either financial or other forms, to support political activities. Financial assistance can include loans, while other forms of assistance (In-kind) are such as providing goods or services, advertising, promoting, or supporting of political parties, purchasing tickets to events organized to raise funds, or donating money to an organization in close relationship with a political party. Also, political activities, either directly or indirectly, are included in the meaning of political contributions, except for supporting the democratic process that can be done under the law.

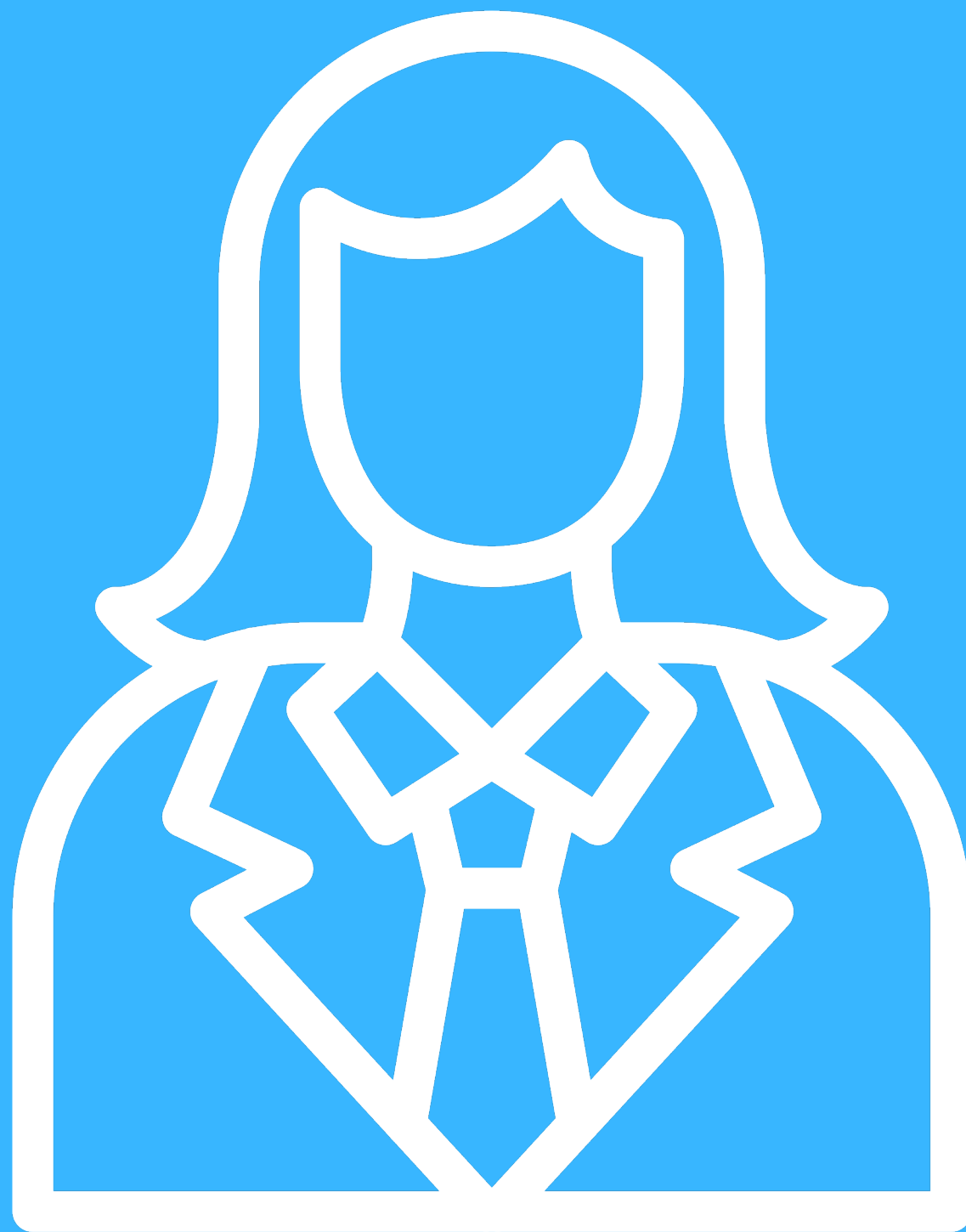


The Company is politically neutral by not acting in favor of or supporting any political party or any person with political power. The Company also respects employees' rights and liberties in the exercise of their political rights.

Directors, executive directors, and employees should avoid making political opinions in the workplace and during work that may cause conflicts, as well as are prohibited to use the Company's resources to directly or indirectly support any political affairs. Also, the practice must be in accordance with the relevant laws.



# Practices of Directors and Executive Directors



# Management Responsibilities

The Company places great importance on the responsibility of the board of directors and executives in management, as it is a key factor in driving business growth, transparency, credibility, and long-term sustainability. This policy has been established to provide a framework for guiding the board and executives to carry out their duties appropriately, in compliance with relevant laws, regulations, and ethical standards, covering effective management to ensure business stability and meet the expectations of all stakeholders.

## Guidelines

- 1) The board of directors and executives are responsible for overseeing and carrying out their duties to ensure that the company complies with the law, its objectives, company regulations, and the resolutions passed at the shareholders' meeting.
- 2) The board of directors and executives must promote and support the organization's policies to ensure continuous and tangible implementation, while strictly adhering to the policies within their areas of responsibility. This is to set a good example and build trust among employees and stakeholders.
- 3) The board of directors and executives must perform their duties with responsibility, integrity, transparency, ethics, and fairness in business operations with ability to make decisions or give opinions on the right things in the management of the Company independently and cautiously in order to ensure that all decisions and actions are taken into account the best interests of the group of relevant parties as a whole, and, do not involve in any business that may cause detriment to the Company.



- 4) The board of directors and executives must perform their duties professionally with knowledge, skill, determination, and caution by foreseeing troubles, finding solutions to the possible problems, and maintain such operational standards.
- 5) The board of directors and executives must refrain from any action that is a conflict of the interests of the Company due to dealing with trade parties, do not seek the wrongful benefit out of performing duties for one's own benefit, gain no benefit in any business related to the Company or a business similar to the Company's competitor, and do not take any action that will discredit the Company either directly or indirectly.
- 6) The board of directors and executives must follow the insider trading policy in order to avoid the use of undisclosed or confidential internal information or disclosing to third parties for their own benefit or to buy or sell the Company's shares.
- 7) The board of directors and executives must provide accurate, complete, timely, and regular reporting of information with an efficient internal control and audit system under the audit of the internal auditors and the review of the Audit Committee, as well as organize reporting on future trends of the Company on a feasibility basis with adequate supporting information leading to the development of competitive strategies.
- 8) The board of directors and executives are responsible for promoting and supporting the continuous creation and development of business innovations. They are committed to enhancing the potential of the organization's personnel through the promotion of training sessions, seminars, and educational activities to improve skills and expertise across all employee levels. Additionally, they support the establishment of an organizational culture that is open to the exchange of ideas and the experimentation of new approaches to drive long-term growth and success of innovations.

- 9) The board of directors and executives must operate in compliance with various laws and related regulations, pay attention to the established industry standards and specified code of conduct, acquire sufficient and appropriate documentary evidence for regulating and maintaining the operations according to established code of practices at all levels of management, separate business activities, and arrange for appropriate approvals in accordance with applicable laws and regulations in order to ensure that the business runs efficiently.
- 10) The board of directors and executives must Implement measures regarding the anti-corruption policy to become obvious and concrete both inside and outside the organization, and report on the performance according to the policy, as well as report the outcomes according to the anti-corruption measures to the Audit Committee, Corporate Governance Sub-Committee, and the Board of Directors on a regular basis.
- 11) The board of directors and executives are responsible for developing the Company to ensure continuous progress and modernization.

# Internal Control

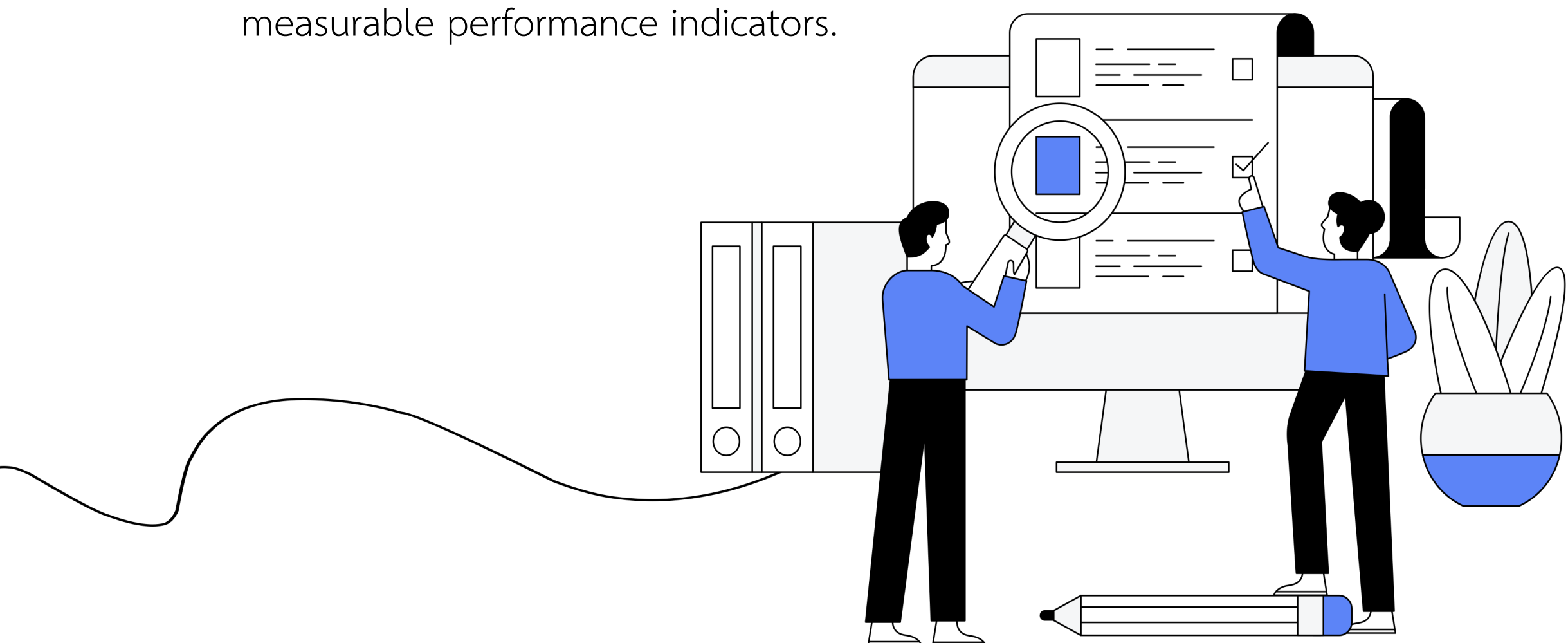
Currently, businesses must face changes in technology, economics, society, and the environment, as well as an increasing number of regulations. These changes may impact workflows, requiring adjustments to align with them. Internal controls thus play a crucial role in ensuring that operations are conducted correctly, appropriately, sufficiently, and in compliance with good corporate governance practices, allowing the company to achieve its set objectives and operate sustainably.

## Definition

**Internal Control** means the processes implemented by the management and personnel of an organization to provide reasonable assurance that the organization's operations will achieve the objectives of internal control. This includes ensuring the effectiveness and efficiency of operations, reliability of financial reporting, and compliance with applicable laws and regulations.

## Guidelines

- 1) The board of directors and executives are responsible for specifying the organizational chart in alignment with the business strategy by categorizing it according to key product lines, determining the roles and responsibilities of all departments, as well as setting objectives with measurable performance indicators.



- 2) The board of directors and executives must control operations according to the Business Process with specified regulations and procedures in writing according to the organizational quality measurement standards for certifying the management and operational systems of the organization (International Organization for Standardization (ISO)) and/or the standards of the International Electrotechnical Commission (IEC), categorized by business groups and lines of responsibility, which the authorized personnel are clearly separated from each other, that are controllable and verifiable.
- 3) The board of directors and executives are responsible for acknowledging the reports from the Audit Committee and Internal Audit Department regarding any encountered errors, reporting the results of improvements and corrections according to the work process, and cooperating in the conduct of appropriate audits sufficiently.
- 4) The board of directors and executives must prepare an annual budget to set operational goals, financial management, and investment policy formulation for using as data for analysis in comparison with the actual performance.
- 5) The board of directors and executives must prepare a risk management system extensively, provide support, monitor and analyze risk factors, as well as communicate with personnel in the organization to have knowledge and understanding and realize the importance of establishing a risk management system.
- 6) The board of directors and executives must establish operating measures by documenting them according to internal control principles, ensuring alignment with the company's policies and regulations, and preventing the disclosure of the company's confidential information to external parties.
- 7) The board of directors and executives should encourage all departments to establish a system for monitoring the performance in compliance with relevant laws, policies, regulations, announcements, operational procedures, and work methods, as well as addressing any issues that may arise. They should also ensure regular performance evaluations and establish a process for reviewing the company's internal control system according to the annual internal control system adequacy assessment, to ensure that the internal control system remains sufficient and appropriate.

- 8) The board of directors and executives are responsible for offer advice and consultation on drafting contracts regarding business essences to an independent legal advisor or the Company's legal department, and control various legal operations according to the law and government regulations.
- 9) The board of directors and executives should consult with financial advisors and independent legal advisors regarding fundraising and sourcing capital and ensure compliance with legal procedures.



# Confidentiality, Disclosure of Information, and Use of Insider Information

Confidential information is defined as information that should not be disclosed to the public, as its disclosure may negatively impact the company, especially by affecting the value of shares traded on the stock exchange. Additionally, all types of information received from partners and clients, which are entrusted to the company, must also be protected as confidential. The company has the responsibility to maintain the confidentiality of this information in order to protect the interests of the company, its stakeholders, and their confidence in the company.

## Definitions

**Transparency** means clarity in decision-making and operational procedures that can be disclosed to the public and are subject to scrutiny within the framework of regulations and laws.

## Guidelines

- 1) The board of directors and executives must oversee the implementation of the corporate social responsibility policy and are responsible for strictly enforcing the measures in accordance with the policies declared by the company, such as the information disclosure and transparency policy, among others.
- 2) The board of directors and executives must manage and control the company's internal information, as well as other information related to the company, and must not disclose the company's confidential information to external parties.

- 3) The board of directors and executives must oversee the disclosure of important information related to the company, including both financial and non-financial information, to the public and stakeholders accurately, completely, timely, transparently, through accessible, equitable, and reliable channels. They must also ensure that stakeholders do not misinterpret or become confused by the information. Additionally, the information presented in the financial reports must comply with generally accepted accounting standards and be reviewed and/or audited by an external auditor.
- 4) The board of directors and executives must be aware of the importance of continuously being responsible to stakeholders regarding the safeguarding and use of the company's internal information and must establish and enforce strict measures to prevent the misuse of insider information.
- 5) The board of directors and executives are prohibited from disclosing any material information of the company that may affect the value of securities, influence investment decisions, or impact shareholders' rights and benefits. Such information may only be disclosed once it has been officially released to the Stock Exchange of Thailand or the public.
- 6) In the event of a significant incident, misinformation regarding the company, leakage of material information to others, premature disclosure, or incorrect references that could lead to rumors affecting the value of securities and/or the company's operations, the board of directors and executives are responsible for overseeing that the responsible parties or relevant individuals clarify the material information and facts that should be disclosed to the Stock Exchange of Thailand and other disclosure channels to ensure accurate understanding immediately.

## Conflicts of interest and related party transactions

The Company places great importance on complying with the Securities and Exchange Act, regulations, announcements, orders, or requirements of the Stock Exchange of Thailand always concerning related party transactions. Business transactions between the company, subsidiaries, affiliates, or related individuals may give rise to conflicts of interest. Therefore, the Company has established guidelines and procedures for entering related party transactions in accordance with normal commercial terms and market prices to ensure that such decisions are made transparently and in compliance with the law.

The Company has established policies and procedures for engaging in related party transactions in accordance with the principles of good corporate governance and the announcements of the Securities and Exchange Commission of Thailand. Furthermore, to ensure that all related party transactions of the company, subsidiaries, or affiliates are transparent, free from conflicts of interest, and fair to all shareholders equally, the company has implemented these measures.



## Guidelines

- 1) The board of directors and executives must inform the company of any relationships or transactions that may give rise to conflicts of interest.
- 2) The board of directors and executives should avoid engaging in transactions related to directors, executives, or individuals with connections that may lead to conflicts of interest with the company, unless such transactions are necessary. In such cases, the transactions must be presented to the Audit Committee before seeking approval from the Board of Directors and/or the shareholders' meeting, which will consider the matter in accordance with applicable laws.
- 3) The board of directors and executives must exercise caution when engaging in transactions within the corporate group, with the primary consideration being the best interests of the corporate group. These transactions must not violate government regulations or the company's bylaws. Relevant information must be presented, and all transactions must comply with the company's related party transaction policy and the criteria for related party transactions as defined by the Stock Exchange of Thailand.
- 4) The board of directors and executives who may have an interest in transactions that could result in conflicts of interest will not be involved in the decision-making process.
- 5) The board of directors and executives must not serve as directors or advisors in other companies that may create a conflict of interest with the company, unless approved by a resolution of the Board of Directors.
- 6) The board of directors and executives must not seek personal gain for themselves or their associates from their positions, authority, or the company's confidential information.

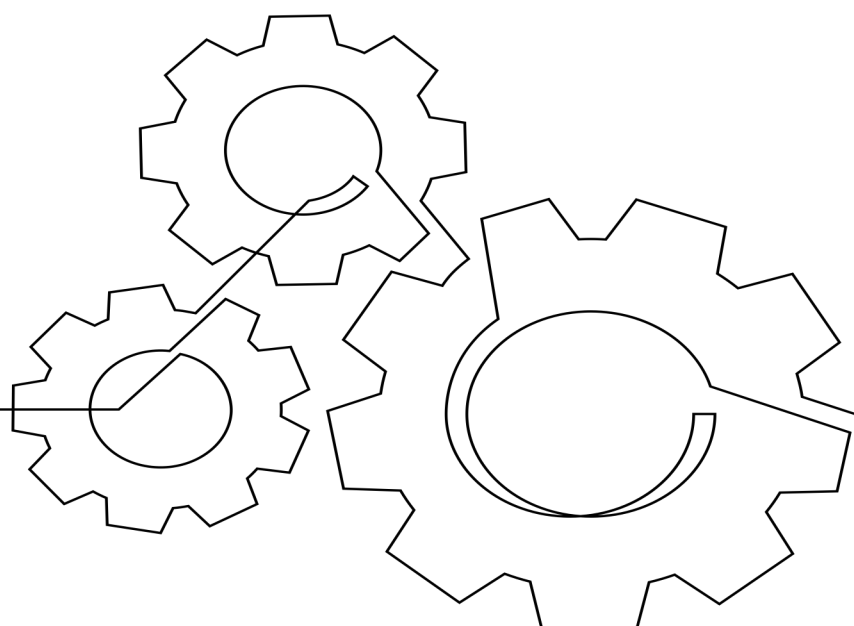
# Information and Information Systems Security

The Company places great importance on maintaining the security of information and information technology systems to protect personal data and critical business information from various risks, ensuring their security. This is essential for the continuity and reliability of business operations. The company is committed to complying with relevant laws and regulations, such as the Computer Crime Act, and promoting operational standards that are transparent and in line with good corporate governance principles, in order to build trust among all stakeholders.

## Definition

**Information Technology System** means the systems within an organization that utilize information technology, such as computer systems, networks, and information databases, to generate and manage information that supports business operations effectively.

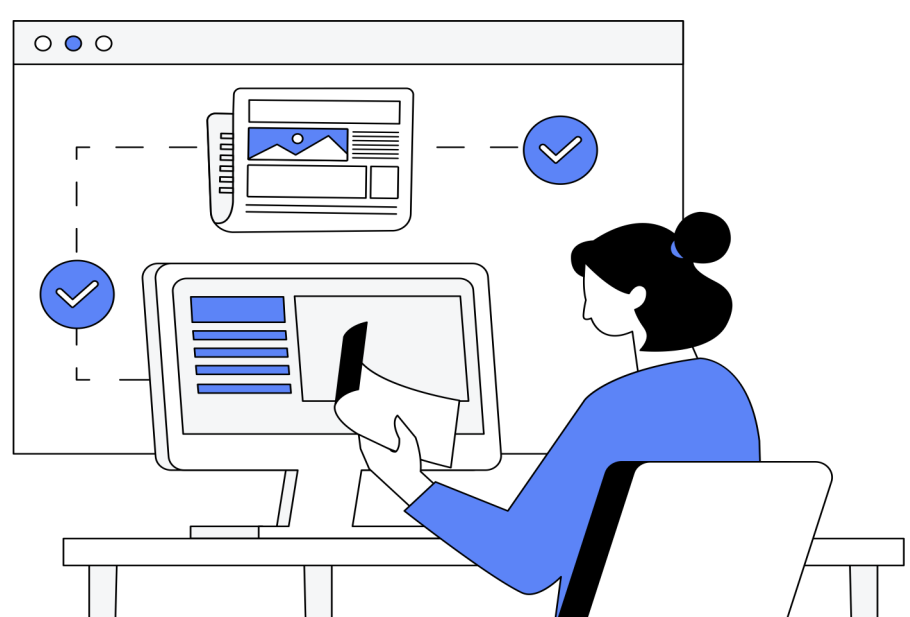
**Personal Data** means information related to an individual that can directly or indirectly identify that person. This includes, but is not limited to, name, surname, age, date of birth, national ID number, and various contact details such as residential address, workplace, and phone number. However, personal data does not include information of deceased individuals.





## Guidelines

- 1) The board of directors and executives must oversee the implementation of the company's information and information technology security policy to ensure compliance with relevant laws, such as the Computer Crime Act and the Personal Data Protection Act, in order to ensure that appropriate standards are followed and to build confidence in the security of information at the organizational level.
- 2) The board of directors and executives are responsible for promoting a culture of information security and data protection within the organization by supporting training and educating staff to enhance their understanding of requirements and best practices in information security.
- 3) The executives are responsible for ensuring strict compliance with information security and personal data protection requirements, reviewing and updating policies to keep them current and suitable according to changing circumstances and technologies.
- 4) The executives must take action to prevent any potential data breaches or violations of personal data and provide support for swift and effective responses when unforeseen events occur, in order to protect the company's interests and maintain the trust of stakeholders.
- 5) The executives must plan and prepare to respond to risk events, such as data breaches or cyberattacks, ensuring that corrective actions and recovery are carried out swiftly and effectively.
- 6) The executives must plan and prepare to respond to risk events, such as data breaches or cyberattacks, ensuring that corrective actions and recovery are implemented swiftly and effectively.



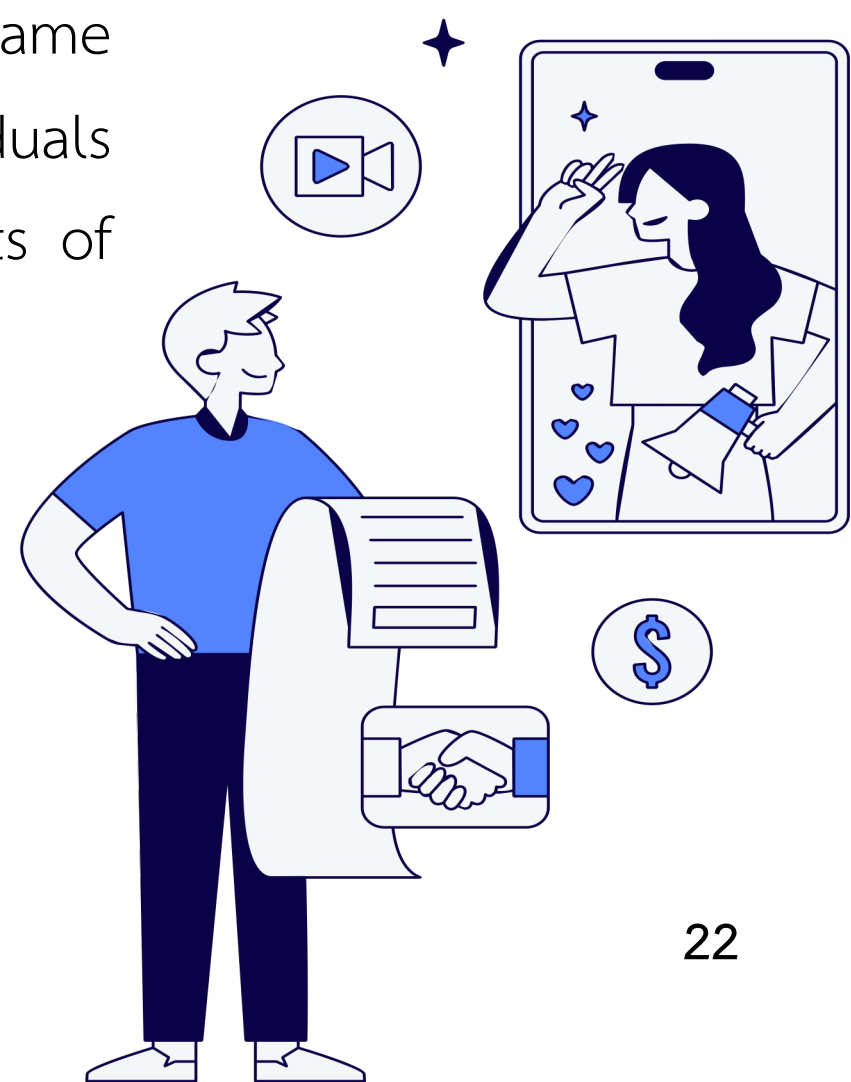
# Treatment of Employees

The Company recognizes and emphasizes the importance of respecting fundamental human rights in line with international human rights standards and the United Nations Guiding Principles on Business and Human Rights. This includes treating employees and stakeholders with respect for human dignity, ensuring equality, fairness, and non-discrimination in areas such as employment, compensation, promotion, and employee development. The company is committed to ensuring that its operations are free from human rights violations. Therefore, the board of directors and executives must treat employees according to these principles.

## Definition

**Human Rights** means the inherent dignity, fundamental rights, and freedoms that every person is born with, as well as the principle of equality, ensuring that no individual is discriminated against based on race, religion, gender, skin color, language, ethnicity, or any other status as defined by law. Human rights include the right to life and liberty, freedom from slavery, torture, human trafficking, abuse, forced labor, and child labor. They also encompass the freedom of expression, the right to association, and the right to collective bargaining.

**Discrimination** means the unequal treatment or care of individuals or groups, which may involve imposing additional burdens or granting unequal benefits. It also includes treating individuals or groups in the same manner in a way that disadvantages certain individuals or groups. Discrimination may also encompass acts of harassment.



**Harassment** means comments or actions that are generally recognized as inappropriate or unacceptable towards individuals in an interaction. This includes but is not limited to sexual harassment, group condemnation or defamation, and bullying.

## Guidelines

- 1) The board of directors and executives must respect the individuality and privacy of employees, refrain from violating personal data, or exploiting it for personal gain. Data collection and disclosure should only occur in accordance with legal duties, regulations, or company policies.
- 2) The board of directors and executives must exercise caution in performing their duties to prevent risks of human rights violations in business operations and to prevent all forms of harassment. They must not ignore or overlook any actions that may constitute human rights violations. They should ensure that human rights are not violated, such as by not supporting forced labor, not using child labor, not requiring pregnant employees to work in conditions that may harm their health and safety, and ensuring there is no discrimination or exclusion based on race, religion, gender, age, education, etc.
- 3) The board of directors and executives must establish appropriate terms of employment and compensation in line with the company's performance, considering the employees' work results. Furthermore, the appointment and transfer, as well as the granting of rewards and penalties, must be carried out with equality, integrity, and based on knowledge, ability, and suitability.
- 4) The board of directors and executives have the responsibility to support employee development by continuously training skills and enhancing potential, providing opportunities for employees to learn both within and outside the company.
- 5) The board of directors and executives must listen to the opinions and suggestions from employees at all levels equally and fairly.

- 6) The board of directors and executives have the responsibility to ensure that employees at all levels understand the company's business ethics, employee ethics, and the roles and duties that employees can follow, in order to promote behavior that aligns with the code of ethics throughout the organization.
- 7) The board of directors and executives may establish or delegate the responsibility for maintaining the work environment to ensure employee safety regarding life and property, hygiene, and compliance with environmental standards as required by law.

# The Relationship with Stakeholders

The Company places great importance on building and maintaining good and transparent relationships with all stakeholders, focusing on conducting business ethically and in compliance with the law to build trust and credibility. This practice has been established as a framework for the board of directors and executives to manage relationships with stakeholders, particularly concerning the prevention of unfair competition.

This includes refraining from any actions that violate the rights of competitors or create an unfair advantage, as well as making timely payments to business partners to ensure that financial and business operations are conducted in an orderly manner and to prevent potential conflicts. This will help strengthen the stability of business relationships and maintain the company's credibility, ensuring that the company's operations comply with relevant ethical standards and laws.

## Guidelines

- 1) The board of directors and executives must be responsible to shareholders and financial supporters regarding the disclosure of information, the use of insider information, conflicts of interest, and accounting practices. They must perform their duties with honesty and integrity, in accordance with the resolutions passed at shareholder meetings, ensuring fairness, adhering to principles, and having the courage to make decisions or offer opinions on what is right with caution, while acting fairly towards all shareholders.



- 2) The board of directors and executives should be attentive and responsible to customers by providing accurate and sufficient information that does not cause misunderstandings, delivering products as per the agreed terms, and safeguarding customer confidential information related to the work involved. They will not disclose such information unless required by law, regulations, or with the consent of the information owner. This includes matters related to marketing, the use of marketing power, pricing, product and service details, as well as the quality and safety of products and related practices.
- 3) The board of directors and executives must ensure that there are good practices in purchasing goods from business partners and that these practices comply with trade terms. This includes terms related to borrowing from creditors, such as the purpose of the funds, repayment, collateral, and other agreements.
- 4) The board of directors and executives must conduct themselves within the framework of fair competition, refraining from damaging the reputation of competitors by making dishonest accusations about competing companies or their products without truthful information. They must also refrain from accessing confidential information of competitors through dishonest or inappropriate means.
- 5) The board of directors and executives must not request or accept any dishonest benefits, nor support the payment of any benefits to obtain personal or group gains.
- 6) The board of directors and executives should promote fair market competition by opposing monopolies and discrimination.
- 7) The board of directors and executives must establish systems, processes, and channels for complaints to be made by business partners, competitors, and creditors.



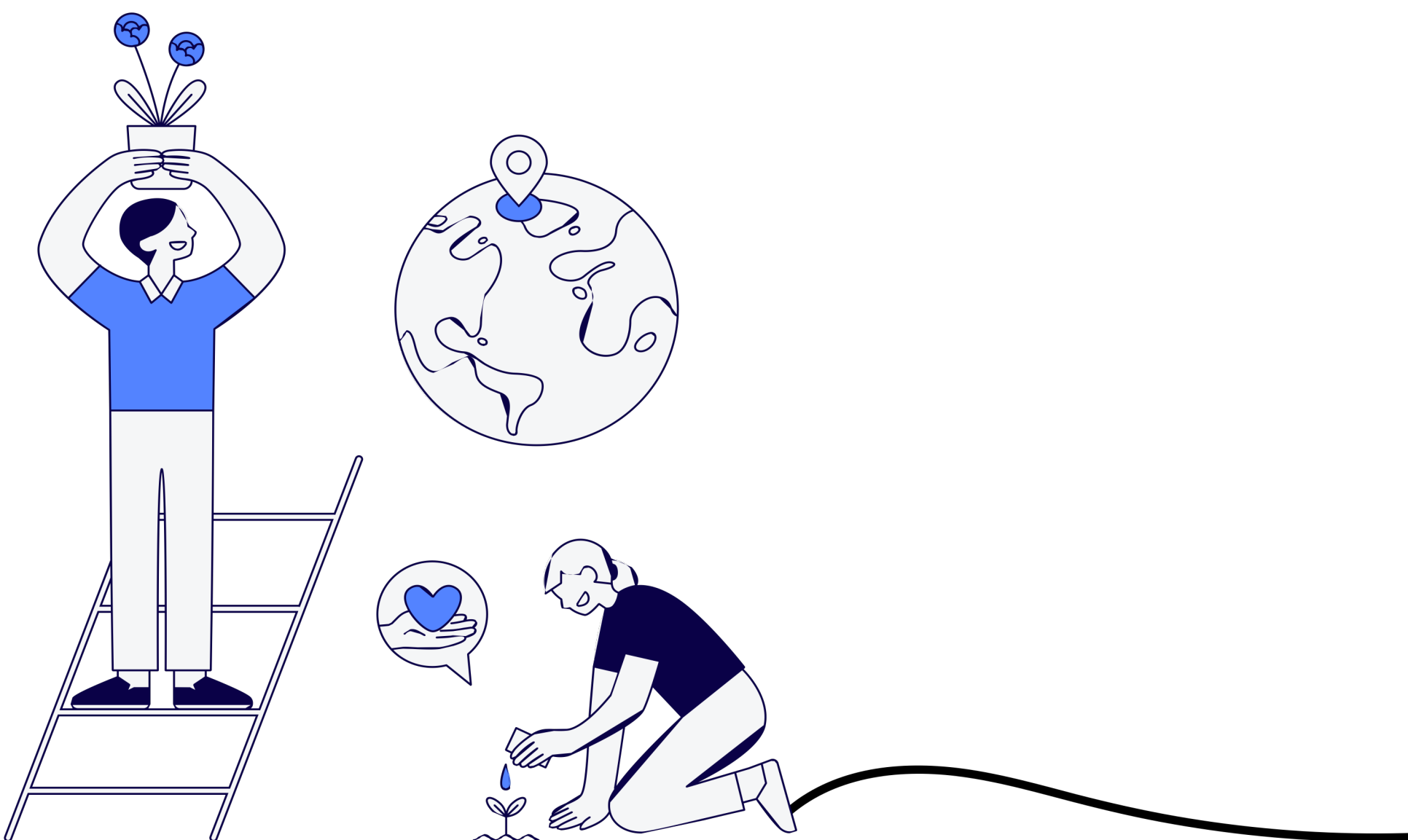
# Social, Community and Environmental Responsibility

The Company recognizes the importance of actively contributing to creating a positive impact on society, communities, and the environment. It focuses on conducting business that not only generates profit but also considers responsibility toward the public and the environment. The company supports activities that benefit the community and reduce its impact, while complying with relevant standards. This practice has been established as a framework for the board of directors and executives to operate ethically.

## Guidelines

- 1) The board of directors and executives must oversee the implementation of the company's declared social responsibility policies, such as the environmental policy, corporate social responsibility policy, anti-corruption policy, and others. They are also responsible for strictly enforcing the measures outlined in these policies.
- 2) The board of directors and executives have the responsibility to support community activities and be mindful of the impact on those around them. They should encourage the company to engage in community projects without focusing solely on maximizing profits. The potential impact on the public should also be considered. This approach must align with the company's corporate social responsibility policies.
- 3) The board of directors and executives should support the company's activities related to the community, society, and the environment, as well as be mindful of the impact on those around them.

- 3) The board of directors and executives must establish a management system for safety, occupational health, and working conditions as required by law, including measures to prevent impacts and protect the environment. They must also provide safety equipment and tools for use during work activities.
- 4) The board of directors and executives must establish a system, process, or channel for addressing complaints related to social and environmental matters.



# Practices of Employees



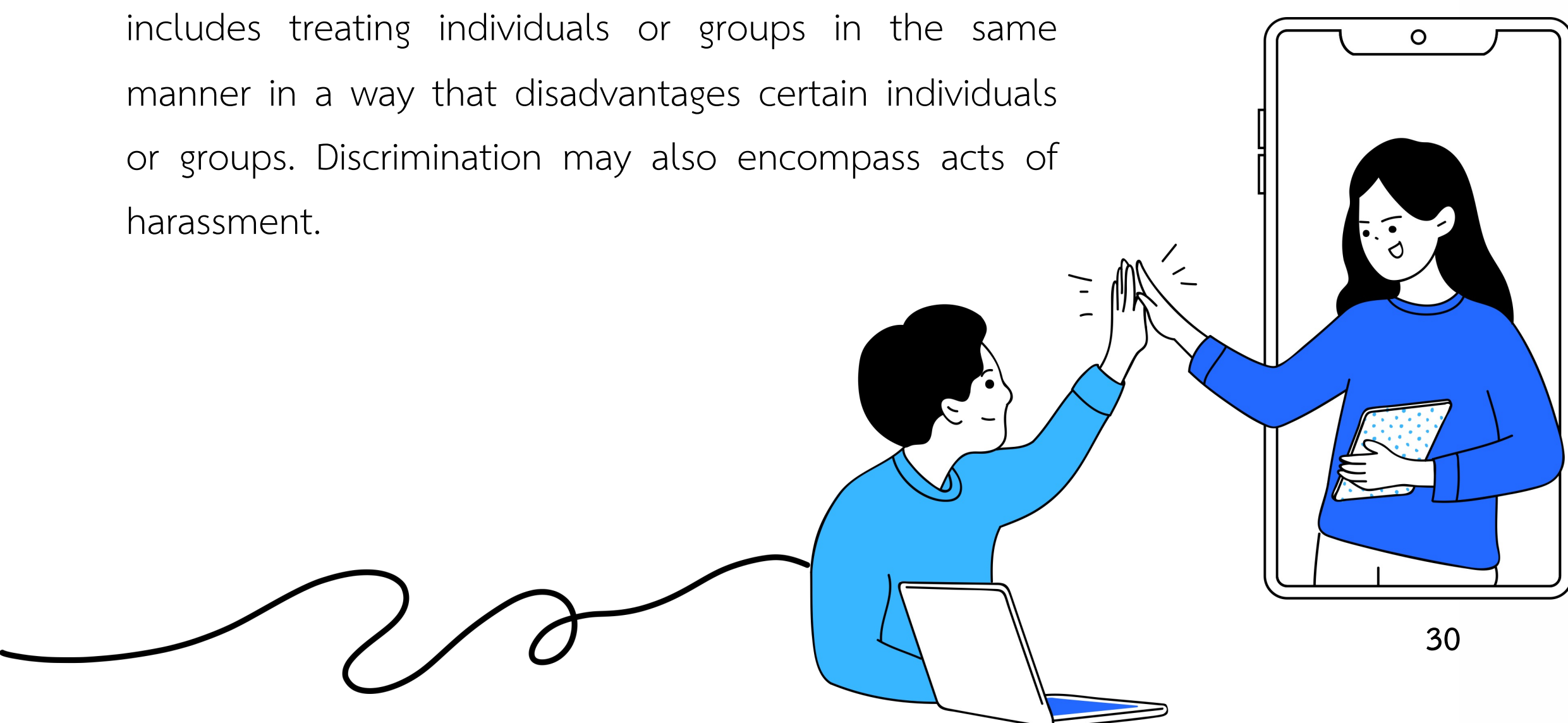
# Conduct and Treat of Others

All employees are expected to perform their duties with diligence, attentiveness, responsibility, integrity, and transparency. Employees must refrain from any actions that are disrespectful to themselves or their colleagues. They should uphold principles of equality and fairness, respect human dignity, and avoid any form of discrimination or mistreatment toward colleagues and company stakeholders. The company is committed to ensuring its business operations are free from human rights violations. Employees must also comply with all applicable rules, regulations, and laws.

## Definition

**Human Rights** means the inherent dignity, fundamental rights, and freedoms that every person is born with, as well as the principle of equality, ensuring that no individual is discriminated against based on race, religion, gender, skin color, language, ethnicity, or any other status as defined by law. Human rights include the right to life and liberty, freedom from slavery, torture, human trafficking, abuse, forced labor, and child labor. They also encompass the freedom of expression, the right to association, and the right to collective bargaining.

**Discrimination** means the unequal treatment or care of individuals or groups, which may involve imposing additional burdens or granting unequal benefits. It also includes treating individuals or groups in the same manner in a way that disadvantages certain individuals or groups. Discrimination may also encompass acts of harassment.





**Harassment** means comments or actions that are generally recognized as inappropriate or unacceptable towards individuals in an interaction. This includes but is not limited to sexual harassment, group condemnation or defamation, and bullying.

**Narcotics** means any chemical substances or materials that, when consumed by the body—whether through ingestion, inhalation, smoking, injection, or any other means—cause significant effects on the body and mind.

## Guidelines

- 1) The employees must respect and adhere to human rights principles based on human dignity for all stakeholders, ensuring equality and fairness. They must not engage in discrimination or violate the rights of others, either physically or verbally.
- 2) The employees must exercise caution in their duties to prevent human rights violations and any form of harassment. They should actively monitor compliance with human rights principles and report any suspected violations to their supervisors or responsible personnel in accordance with the company's whistleblowing or complaint procedures.
- 3) The employees must protect the personal data of stakeholders by refraining from unauthorized access, disclosure, or exploitation. The collection, disclosure, or use of personal data must be conducted with the data owner's consent, unless otherwise permitted by law, company policies, or regulations.
- 4) The employees should foster and maintain a collaborative and harmonious work environment. Any actions that could tarnish the company's reputation or cause future complications must be avoided.
- 5) The employees are strictly prohibited from producing, using, distributing, or possessing illegal drugs or other illicit substances within the workplace or in areas associated with the company.

## Responsibility for Standardized Work Performance and Cooperation with Auditors

The Company places great importance on ethical and high-standard work performance, requiring employees to carry out their duties with professionalism, responsibility, and adherence to efficient and ethical work practices. Employees must also continuously develop their skills and knowledge while cooperating fully with auditors to ensure transparency, credibility, and sustainability in business operations.

### Definition

**Risk** means uncertain event that, if it occurs, may impact current plans or operations. It can have negative effects on the organization's objectives or goals.

**Internal Control** means the processes implemented by the management and personnel of an organization to provide reasonable assurance that the organization's operations will achieve the objectives of internal control. This includes ensuring the effectiveness and efficiency of operations, reliability of financial reporting, and compliance with applicable laws and regulations.

**Risk Management** means the process undertaken by the board of directors, executives, and all employees within an organization to manage opportunities and control risks arising from uncertain or undesirable events. These events may occur in the future and negatively impact the achievement of the organization's objectives and goals. Additionally, risk management includes identifying opportunities that may arise from crises the organization faces, turning challenges into potential business advantages.

## Guidelines

- 1) The employees must consistently understand and comply with company policies, regulations, announcements, procedures, and work instructions.
- 2) The employees should take responsibility for their assigned duties, perform them professionally, and continuously seek improvement and knowledge to maintain high efficiency and ethical work standards.
- 3) The employees must understand the importance of risk management and take responsibility for assessing, monitoring, and supporting effective risk management processes.
- 4) The employees must acknowledge the significance of internal control systems and adhere to company regulations, including management structures, authority and responsibility frameworks, policies, regulations, announcements, and operational procedures.
- 5) The employees must fully cooperate with internal auditors, independent auditors, and regulatory authorities in reviewing company records, documents, evidence, and financial statements.

# Property and Information Technology Use

The Company values the protection of intellectual property, both its own and that of others, and strictly respects the ownership rights of third parties. Employees must refrain from any actions that infringe upon the company's intellectual property or that of its partners, clients, or product owners, ensuring compliance with best practices and relevant laws.

## Definition

**Intellectual Property** means copyrights, patents, trademarks, service marks, and trade secrets.

**Copyright** means creative works in the form of literature and other types of creative works as specified by law to be protected under copyright.

**Trade Secret** means confidential business information, including that of the company, partners, customers, and product owners.

**Computer Program** means software for which the company holds the copyright ownership or obtained a legal license from the copyright owner.

**Trademark** means name, symbol, logo, text, or slogan used for products or a company to indicate their origin or distinguish them from other goods or services.

**Patent** means the protection invention or product design, which is a property right given to the inventor. It provides exclusive rights for a limited period, preventing others from making, using, offering for sale, selling, or importing the patented invention, within the country or region where the patent is registered.

## Guidelines

- 1) The employees must purchase and distribute only legally sourced products and must not engage in any activity that violates intellectual property rights.
- 2) The employees must safeguard trade secrets belonging to the company, its partners, and clients, ensuring they are not misused for personal or third-party benefit, except as required by job duties or contractual obligations.
- 3) The employees must respect and adhere to intellectual property ownership rights in accordance with corporate governance principles.
- 4) The employees must maintain a record of the company's intellectual property assets to protect and safeguard existing and future intellectual property rights.
- 5) The employees are prohibited from installing, using, or distributing unauthorized software or intellectual property on company computers, as well as from using company software on personal devices.
- 6) The employees must not duplicate or copy company software for any reason unless expressly authorized by the Chief Executive Officer or the Information Technology Manager.
- 7) The employees must not use the company's IT systems in a manner that could cause harm to the company, including storing, transmitting, or accessing unauthorized personal data or inappropriate content.



# Data Security and Information System Protection

The Company prioritizes the security of its data and IT systems to protect personal and business-critical information from various risks. It is committed to legal and regulatory compliance, such as the Computer Crime Act and Personal Data Protection laws, while promoting transparency and good corporate governance to foster stakeholder confidence.

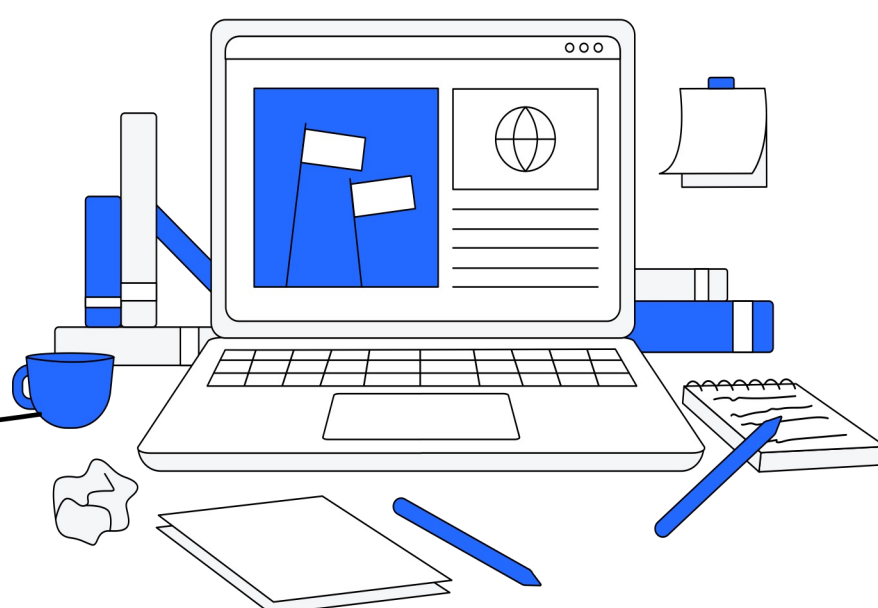
## Definition

**Information Security** means maintaining the confidentiality, integrity, and availability of information technology systems. It also includes other attributes such as authenticity, accountability, non-repudiation, and reliability.

**Information Technology System** means the systems within an organization that utilize information technology, such as computer systems, networks, and information databases, to generate and manage information that supports business operations effectively.

**User Account and Password** means characters, symbols, or numbers used as a means of identity verification to control access to information and information systems, ensuring the security and integrity of data and IT systems.

**Personal Data** means information related to an individual that can directly or indirectly identify that person. This includes, but is not limited to, name, surname, age, date of birth, national ID number, and various contact details such as residential address, workplace, and phone number. However, personal data does not include information of deceased individuals.



**Personal Data Processing** means any operation performed on personal data or a set of personal data, whether by automated means or not. This includes collection, recording, storage, modification, use, disclosure, access, restriction, deletion, or destruction of personal data.

## Guidelines

- 1) The employees must comply with applicable laws, including the Computer Crime Act and Personal Data Protection laws, as well as all security policies and regulations.
- 2) The employees involved in IT system management must regularly monitor, maintain, and update network security to minimize cybersecurity risks.
- 3) The employees must access the company's network only with their authorized accounts and must strictly adhere to access control policies.
- 4) Any identified issues or vulnerabilities in the network must be reported to the relevant supervisor or department immediately.
- 5) The employees involved in processing personal data must ensure secure processing environments and prevent unauthorized disclosure.
- 6) The personal data must be used solely for job-related purposes and with the data owner's consent, in compliance with data protection laws and company policies.
- 7) Any suspected data breaches or unauthorized disclosures must be reported immediately for proper investigation and mitigation.

# Confidentiality Disclosure and Internal Information Use

The Company ensures the accuracy completeness transparency and fairness of disclosed information, in compliance with legal and corporate governance requirements.

## Definition

**Transparency** means the clarity in decision-making and operational processes that can be disclosed to the public and are subject to scrutiny, in accordance with regulations and laws.

**Trade Secret Information** means the following:

1. Inventions, discoveries, and improvements that have not yet been patented or disclosed to the public.
2. Manufacturing processes and methods, tools, and equipment that are not commonly known or publicly disclosed.
3. Engineering research, development, ongoing design projects, research and development data, technical details, and blueprints.
4. Computer programs and source code that are copyrighted by the company, including system access passwords, security codes, operational details, and problem-solving instructions.
5. Business information such as product costs, supplier and customer lists, component lists and sources, unpublished pricing, production schedules, business and marketing plans, sales figures, and unpublished financial data.
6. Other information that is not publicly disclosed or known to the company's competitors or other entities within the corporate group. If disclosed, such information could cause harm to the company or its affiliates or provide an advantage to other organizations.
7. Documents related to the company's commercial business, such as marketing policy information, sales and service data, quotations, purchase orders, tax invoices, delivery notes, billing statements, receipts, and company meeting records. This also includes any other documents that, if disclosed, could negatively impact or cause damage to the company.

8. Additionally, all records, files, data, memoranda, computer software, reports, price lists, customer lists, plans, sketches, documents, equipment, templates, and other similar materials related to the company's products or operations.

**Social Network** means media or communication channels that allow two-way communication through an internet network system. It is a form of new media (New Media) that can present and disseminate information to the public using computers and various communication devices.



### Guidelines

- 1) The employees must ensure the accuracy of information they disclose and must do so only within their scope of responsibility or with authorized approval.
- 2) The employees must be cautious when sharing opinions on social media, avoiding statements that may provoke conflicts or harm the company's reputation.
- 3) The employees are prohibited from disclosing material non-public information that could influence stock prices or investment decisions unless such information has been officially announced to the stock exchange.
- 4) The employees must safeguard the company's trade secrets and must not disclose or use them for unauthorized business or legal purposes.
- 5) The employees must also protect confidential information of clients, partners, and relevant third parties.
- 6) The employees should separate personal and work-related online accounts to prevent unintentional disclosures.
- 7) Any potentially damaging online content related to the company should be reported to the responsible department.



# Conflict of Interest and Related Transactions

The Company emphasizes compliance with securities and exchange laws and related regulatory requirements to prevent conflicts of interest.

## Definition

**Conflict of Interest** means The conflict between personal interests and the public interest.

**Related Party Transactions** means transactions between a listed company or its subsidiaries and related persons or controlling persons of the listed company, including companies in which such persons hold major shares or have controlling power.

## Guidelines

- 1) The employees do not engage in business activities that compete with the company or create conflicts of interest with customers, suppliers, or competitors.
- 2) The employees must not request or accept benefits, gifts, or incentives that could lead to conflicts of interest.
- 3) The employees must not misuse their authority to gain personal benefits at the company's expense.
- 4) The recruitment of employees with familial ties must be conducted transparently, ensuring fairness and merit-based selection.



# Giving and Receiving Gifts

## Sponsorships and Donations

The Company is committed to preventing corruption and actively promotes integrity among all employees. It has established guidelines for the giving and receiving of gifts, sponsorships, and charitable donations to ensure compliance with laws, regulations, and company policies. Employees must strictly adhere to these guidelines.

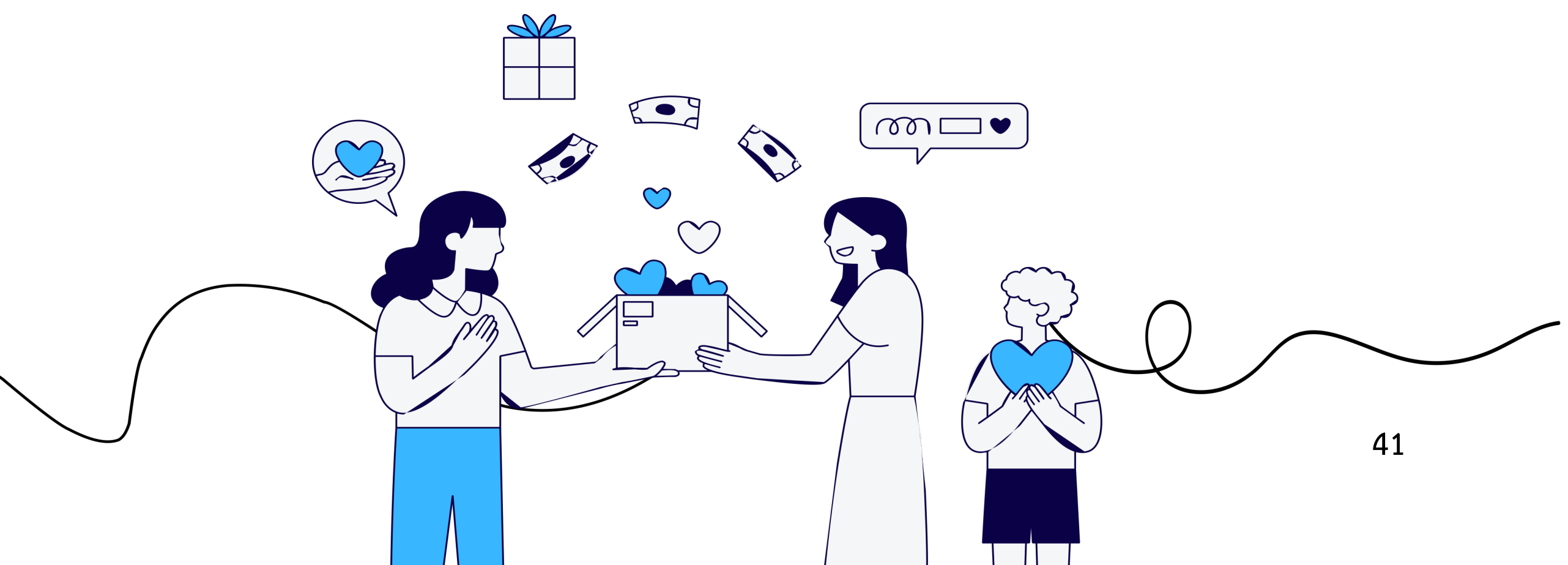
### Definition

**Provision and/or Receipt of Support** means the giving or receiving of financial support, hospitality expenses, reception service fees, gifts, charitable donations, or other benefits to customers or related persons who have a business relationship or provide support to the company.

**Gift** means all gifts, including personal gifts, that are given to or received from officials or individuals who have, may have, or may foster a business relationship with the company.

**Custom** means festivals or significant occasions where gift-giving may take place. This also includes opportunities for congratulations, gratitude, hospitality, condolences, or providing in accordance with socially accepted etiquette.

**Giving and/or Receiving Donations** means providing or accepting monetary contributions for activities that are not intended to generate business returns.

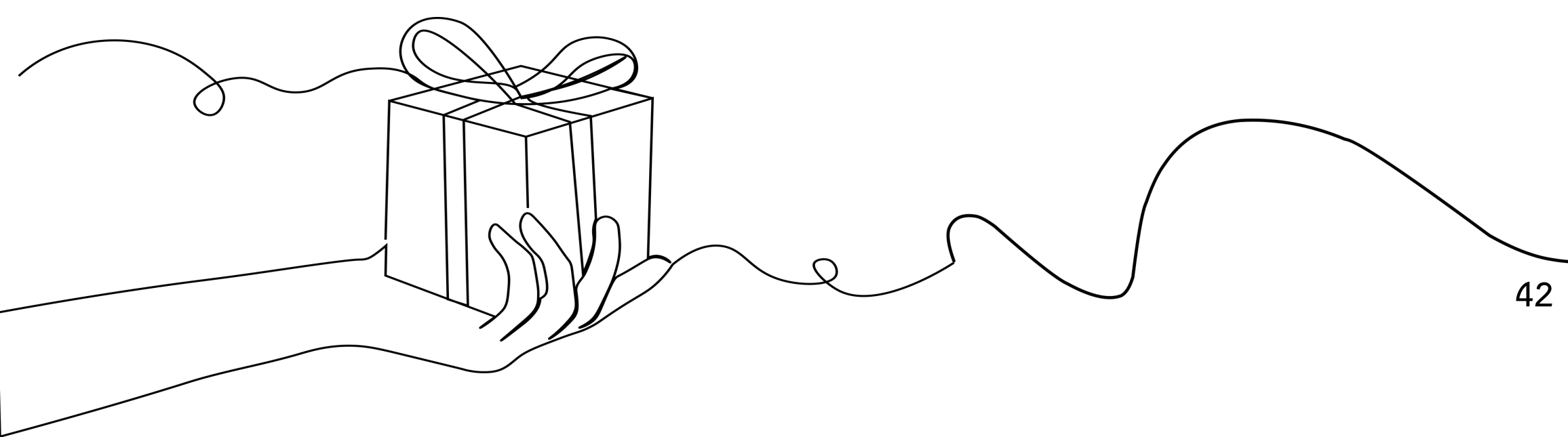


**Entertainment and Hospitality** means hosting or being hosted on various occasions, in accordance with customs or cultural traditions. This includes granting or receiving special privileges for services, entertainment, recreation, as well as covering or receiving expenses related to travel, hospitality, tourism, accommodation, meals, or similar benefits from officials or individuals who have, may have, or may facilitate business relations with the company.

**Bribery** means the act of offering, promising, or giving something in order to gain a commercial advantage, secure a contract, bypass regulations or laws, or influence individuals for personal or business gain.

### Guidelines

- 1) The employees must not solicit or accept gifts or other benefits from customers, business partners, or stakeholders unless such gifts are reasonable according to industry standards and do not influence business decisions. In case of uncertainty, employees should report to their supervisors.
- 2) The employees may accept or give gifts, benefits, or entertainment in accordance with customary practices or industry norms, provided they are appropriate.
- 3) If an employee must accept a gift, asset, or benefit that cannot be returned, they must record it using the company's designated form and follow company policies on gift-giving, sponsorships, and charitable donations. Such gifts must be considered as received on behalf of the organization.
- 4) The employees must ensure that any donations or sponsorships are made transparently and legally, and that they are not used as a pretext for bribery.
- 5) The employees are strictly prohibited from making political contributions, payments, or offering any benefits that are unlawful.

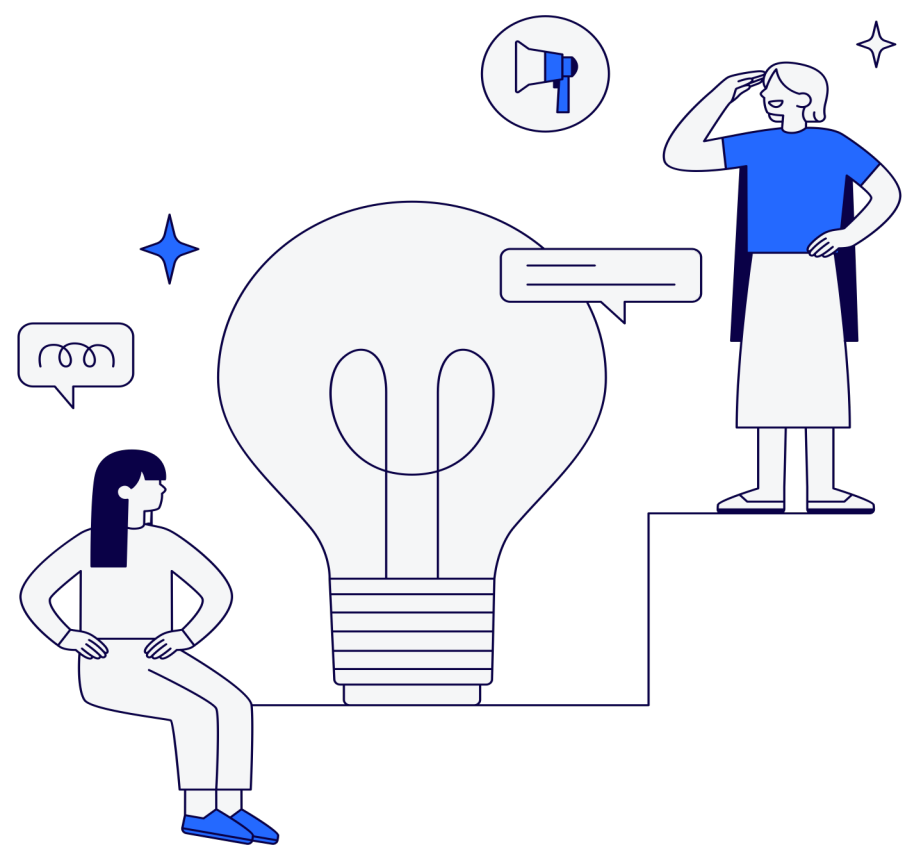


# Use and Protection of Company Assets

Employees are responsible for safeguarding company assets to prevent damage or loss. They must use company assets for the benefit of the organization and avoid misuse, unauthorized disclosure, or exploitation of confidential business information.

## Definition

**Assets** means tangible and intangible items That have value and can be owned or controlled. These assets include resources that a company owns or is responsible for, such as office equipment, capital, business information, expertise, copyrights, and the reputation of the organization.



## Guidelines

- 1) The employees must use company assets only for business-related purposes and avoid using them for personal gain.
- 2) The employees should inspect assets before use to ensure they are in good condition and safe to operate.
- 3) After using company assets, employees must store them in designated secure locations. For high-value or sensitive assets, such as electronic devices or confidential documents, employees should ensure they are securely stored in access-controlled areas.
- 4) Any damage, loss, or misuse of company assets must be reported immediately to the relevant supervisor or responsible department.

# Occupational Health Safety and Workplace Environment

The Company prioritizes workplace safety, occupational health, and environmental conditions for employees, surrounding communities, business partners, and customers. It fosters a culture of safety and well-being as an integral part of daily operations.

## Definition

**Occupational Health** means the promotion, control, care, and prevention of diseases and accidents, as well as maintaining the overall well-being of workers, ensuring both physical and mental safety. It also involves protecting workers' rights and ensuring they receive benefits in accordance with the law.

## Guidelines

- 1) The employees must strictly comply with company policies, regulations, and legal requirements regarding workplace safety and occupational health. They should also participate in relevant training and activities to prevent accidents and maintain a safe work environment.
- 2) The employees should maintain good personal hygiene and ensure a clean and safe workplace. Any health conditions that may impact work performance or workplace safety should be reported immediately to supervisors for appropriate preventive or corrective action.
- 3) The employees must use office equipment and tools correctly, following operational manuals and safety guidelines. If an employee encounters unsafe conditions or non-compliance with quality and safety standards, they should temporarily halt the activity and report the issue to the relevant department.
- 4) The employees must use software and IT equipment in compliance with the company's security standards.



# Procurement and Contracting

The Company recognizes that procurement is a critical business function that must be conducted with transparency and free from corruption. The company has established procurement guidelines to ensure compliance with laws, anti-corruption policies, and corporate governance principles. Employees involved in procurement must adhere to these standards to ensure fairness, transparency, and accountability.



## Guidelines

- 1) The employees involved in procurement must understand and comply with all relevant laws, policies, and regulations.
- 2) The employees must avoid accepting bribes, gifts, or benefits from suppliers or related parties that could influence procurement decisions. They must reject any offers that may create conflicts of interest, in accordance with company policies.
- 3) The procurement processes must be conducted transparently, ensuring equal access to information for all stakeholders. Employees must not show favoritism toward any supplier.
- 4) The employees must maintain complete and organized records of procurement transactions, ensuring they are readily available for audits.
- 5) If procurement contracts cannot be fulfilled or suppliers fail to meet contractual obligations, employees must report the situation to supervisors immediately to determine corrective actions.
- 6) The employees should provide equal opportunities for new suppliers to participate in bidding processes and ensure fairness by evaluating suppliers based on qualifications and transparency.



# Corporate Social and Environmental Responsibility

The Company is committed to sustainable business practices, corporate governance, and social responsibility. It considers the interests of all stakeholders throughout the value chain and strives to minimize its environmental impact while promoting sustainable development.

## Definitions

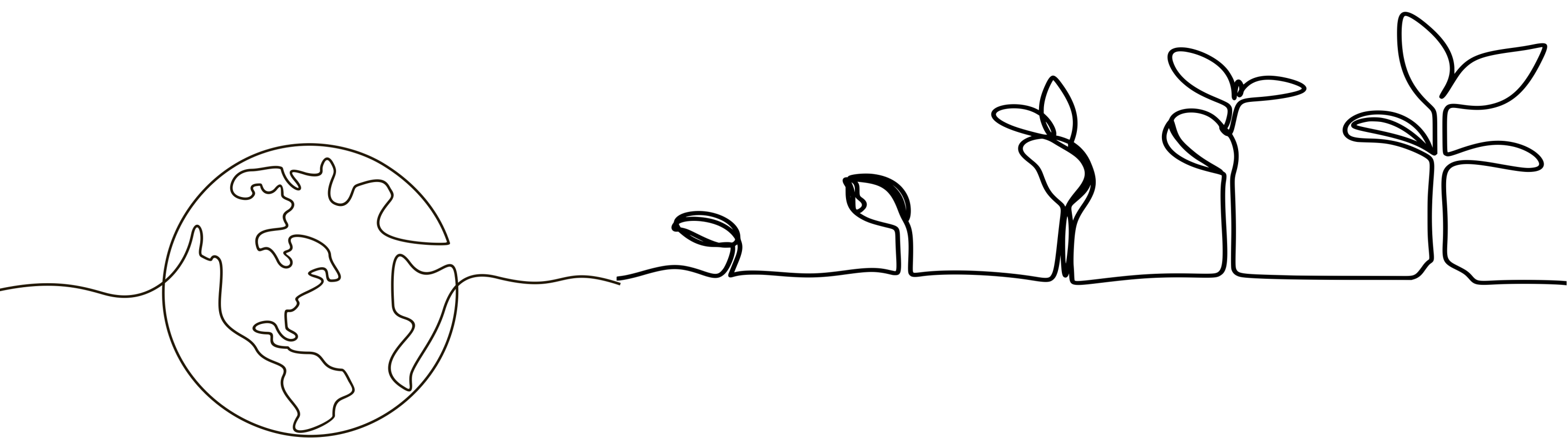
**Social Responsibility** means good corporate governance, conducting business with fairness, anticorruption, respecting human rights, treating labor fairly, being responsible to consumers, maintaining environmental care, contributing to community and societal development, and fostering innovation and its dissemination.

**Environmental Management** means management of energy, water, waste, and pollution, as well as overseeing operational activities to reduce greenhouse gas emissions.

## Guidelines

- 1) The employees must uphold human rights principles by respecting the rights of others and ensuring fair treatment of all stakeholders.
- 2) The employees should actively support community and social initiatives participate in corporate social responsibility (CSR) activities, and refrain from engaging in activities that are harmful to society or ethical standards.
- 3) The employees must comply with laws, standards, and best practices related to environmental management and cooperate with corporate measures to reduce environmental impact.

- 4) The employees should assist stakeholders, particularly local communities, in promoting sustainable environmental management and fostering positive relationships.
- 5) The employees must use resources efficiently, such as by recycling, conserving water and electricity, promoting renewable energy use, properly managing waste, and reducing unnecessary resource consumption to minimize environmental impact.



If you see someone not following the Code of Conduct, what should you do?

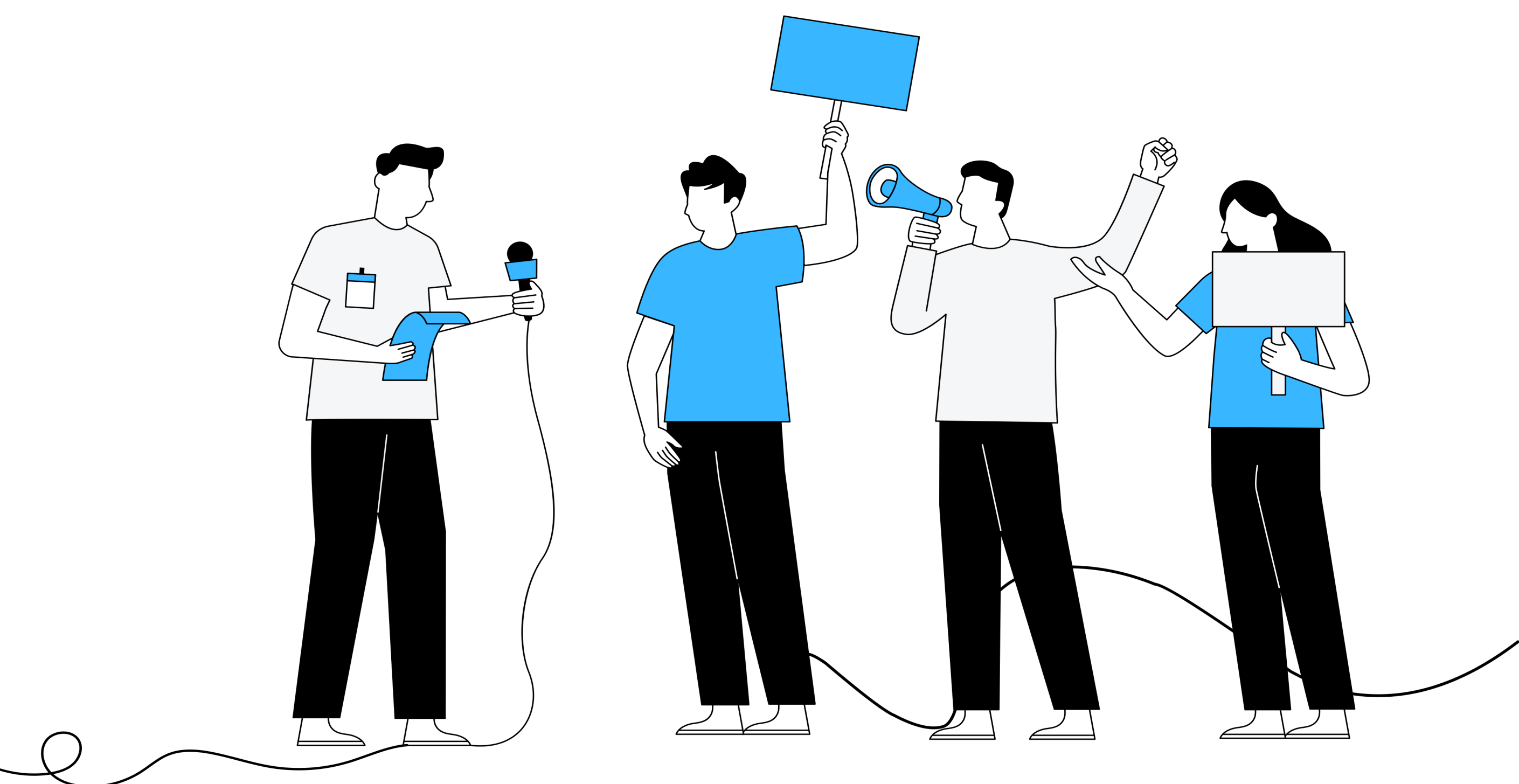


## Whistleblowing or Complaints

The Company operates based on the principles of good corporate governance and takes into account all stakeholders, ensuring that everyone is treated equally without exception. Therefore, the Company provides opportunities for stakeholders, both internal and external, to report or complaints, including events that may violate human rights, through the company's Whistleblower System, which complies with international standards. This system promotes transparency, fairness, and accountability in business operations. It allows stakeholders to effectively participate in overseeing the company's interests.

Anyone who submits a report must not provide false information or engage in actions with malicious intent to harm others. If the complainant is an employee, they will be subject to disciplinary action in accordance with the company's regulations. If the person is external and their actions cause damage to the company, legal action will be considered against them.

The Company has established a process for handling complaints and provides protection for whistleblowers or those who cooperate in the investigation of the facts.



# The Process for Handling Complaints or Whistleblowing

## Whistleblowing and Complaints Channels

**By Mail** : Company Secretary  
Metro Systems Corporation Public Company Limited  
No. 400 Chalermprakiat Rama IX Road, Nong Bon,  
Prawet,Bangkok 10250

**Telephone** : 0-2089-4124

**E-mail** : corporatesecretary@metrosystems.co.th

**Company Website:** <https://ir.metrosystems.co.th/complaint-channel/>

Inquiry or report can be submitted to the person responsible as follows:

- Supervisors of the department
- Internal Audit Manager
- Independent Director
- Audit Committee



## Complaint Process

### Fact Gathering

The complaint recipient will gather the facts with fairness and confidence that the person being complained about is innocent.

### Data Processing and Filtering

The complaint recipient would proceed with data processing and filtering to consider the most appropriate process and method in dealing with each complaint. The Investigation Committee would be appointed by Chief Executive Officer or the Board of Directors depending on situations as appropriate.

### Investigation

They shall be subject to disciplinary action under the Company’s regulations. However, if he or she is a third party, the Company shall bring legal action against that person based on the damage caused to the Company.

### Reporting

The complaint receiver would be responsible for reporting of an investigation result to the employee in case where he was considered the whistleblower. In case where it was an important issue and had caused direct impact to the Company, it is suggested to report to the Top Management of the Company, the Audit Committee, or the Board of Directors

it will take approximately 30 – 60 days, depending on the difficulty and complexity of finding facts, on a case-by-case basis

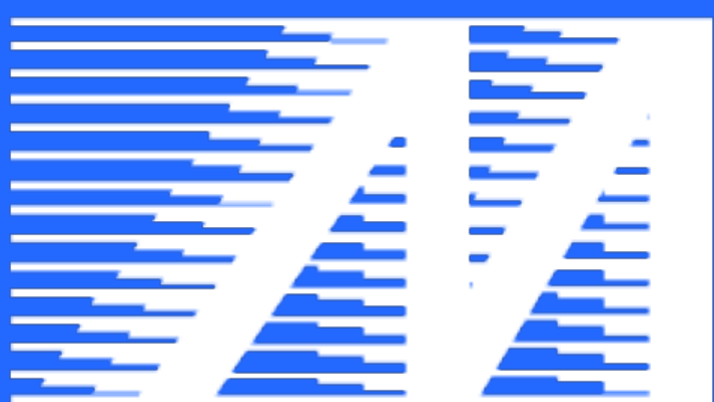


# Measures for Protection of Complainant and Investigator

The complainant, those who cooperate in investigation, and investigator would be offered protection in accordance with the following criteria:

- 1) The complainant or the person cooperating in the investigation can choose not to disclose themselves if they believe that disclosure would cause any insecurity or damage. The company can report its progress, clarify facts to know or mitigate the damage more conveniently and quickly.
- 2) On the whistleblower or the person cooperating in the investigation, the company will not disclose the name, surname, photograph, or any other identifier information of the informant and will conduct an investigation of the truthfulness.
- 3) The complaint recipient must keep the relevant information confidential and disclose it as necessary, taking into account the safety and reputation of the complainant or the person cooperating in the investigation, the source of the information, or the related person.
- 4) In cases where the whistleblower, the complainant or the person cooperating in the investigation think that they may be unsafe or troubled by any possible damage, the whistleblower, the complainant or the person who cooperates in the investigation may request the Company to prescribe appropriate protection measures with consideration of the Chief Executive Officer, or the Company may prescribe protection measures without request if it is deemed that a matter may likely cause damage or insecurity.
- 5) Those suffering the damage will be alleviated through appropriate and fair procedures through review of the Investigative Committee.
- 6) The complainant, person involved in investigation, or those denying violations of the Code of Conduct or corruption will be protected by the Company and will not cause or constitute a reason for demotion, termination of employment, punish, give negative effect or take any action that is harmful to such persons.





# MSC

## Code of Conduct

**Metro Systems Corporation Public Company Limited**

No. 400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok 10250

Telephone 02-089-4000

[www.metrosystems.co.th](http://www.metrosystems.co.th)