

# CGG

## BOOK



# VISION

To be the world's most trusted seafood leader, caring for our resources to nurture generations to come.

# MISSION

To be the seafood industry's leading agent of change, making a real positive difference to our consumers, our customers and the way the category is managed.



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What is CG ?

## Definition

“Corporate Governance : CG” is the managerial principle for a company to balance the interests of stakeholders, enhance efficiency, transparency and accountability of the company.

From this definition it can be seen that good corporate governance is a matter that involves everyone in the organization. Each person has a duty and responsibility to each other in the engagement in making enterprise progress, coupled with social and community care.

The advantages of

CG

1. Strengthen the Good Management system, Transparency and International standard.

2. Increase the competitiveness of the company, which will affect the confidence of investors, both inside and outside the country.

3. As a tool for performance measurement and monitoring.

4. Create a scope of responsibility for all stakeholders.

## Anti-Fraud

**Fraud** - Evil conduct, bad behavior straightforward-cheating, deceit, fraudulent use subterfuge, or scamming to get what one wants to use the powers or the use of property that exists unlawfully to for ones advantage, family, friends, acquaintances or other benefits in which causes damage to others detriment.

Fraud may occur in a variety of ways. Mainly divided into 2 types as follows:

- 1) Corruption
- 2) Asset Misappropriation



## Anti-Corruption

It is a policy of Thai Union Group Public Company Limited (hereafter referred as “the Company”), that will be consistent with anti-bribery laws of Thailand, to take a firm stand against any acts of corruption, in all of our business dealings at all levels. Hence, the Company has issued the Anti-Corruption Policy and Code of Conduct for Anti-Corruption, which details strict guidelines to prevent and/or deal with any corrupt activities. Further, the process of reviewing our policies and procedures are implemented on a periodic basis, in order to make sure our guidelines are up-to-date and responsive to new developments in the current business conducts as well as changing laws, rules and regulations to which the Company is subject, and to make sure that our integrity and ethical business conduct is upheld; and by which all board

members, management and employees must abide. Board members, management and employees shall perform their duty in compliance with this policy and communicate the policy to external stakeholders for corruption-related risk prevention.

## **Corruption** is defined as

- A. Any behavior that violates one's terms of employment through an improper use of one's position as employee, representative, or other title acting for/on the behalf of the Company to gain a personal or other undue advantage; or,
- B. Any act of bribing\* government officials and extorting and soliciting\*\* a bribe from business partners or other parties with intent to induce a person or party to violate the laws or avoid complying with

any regular legal or ethical conduct and rules and regulations that the Company promote

This includes Political Contributions refer to financial support or donation of items and/or participation in activities; or the Company's support for Employees to attend political events in its name in order to acquire business advantages. *Except in case law, custom, local traditions to do.*

## Gifts, Hospitality, and Expenditures

- Board members, management and employees must not demand, accept, or offer any gift or hospitality, either in the form of money, gifts, goods and services to, from or for business partners, agents, creditors, third parties or the Company competitors if doing so can be perceived as bribery or as personal or undue advantage of business partners, agents, creditors, and third parties.

- Any offers or receipt of gifts and hospitality as per customs and traditions shall be conformance to the Company's rules and regulations. In other cases where the Company's rules and regulations cannot be applied, they must be proportionate, transparent and legitimate with no hidden agenda, as stated above.

#### Political Contributions

- The Company shall maintain a neutral stance in politics and, hence, does not make any political contribution in any forms whatsoever.
- Board members, management and employees must never make use of the Company's money, goods, and services for any political purposes, or use the Company's resources, such as personnel and facilities, for running a campaign or advertisement in this regard.

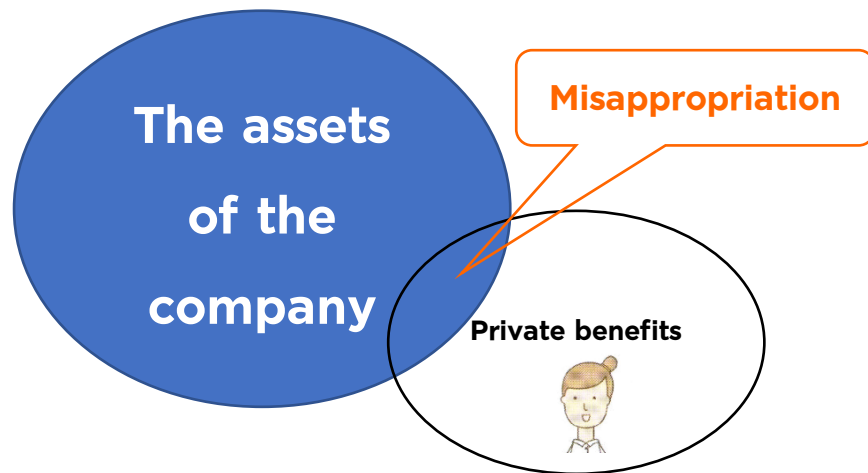


## Asset Misappropriation

**Misappropriation** - To bring money, goods or other assets with which one has been entrusted by the company, including working hours to be used for personal or other undue advantage.

According to section 352 that anyone in possession of another's estate, which is owned by another user, or which is included with the misconduct or fraud by a third party who engage in misappropriation are liable. Fines include imprisonment not exceeding three years or a fine not exceeding six thousand baht or both.


Even the current misappropriation of the employers are in the criteria of the courts accepted method of resolution for the defendant (the employees) to the victim (the employer), but what is important is the violation of an employee will be a lifetime blacklist for the misconduct.



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## Complaint Channel

### Inside

1. Management, Head of Department or Employee Relations Team (ER)
2. Complaint/Suggestion box in the factory (16 Locations)
3. Hotline 061-417-2752 (24 Hours)
4. E-mail address: Super.whale@thaiunion.com
5. Line application  ID: @etd2317b

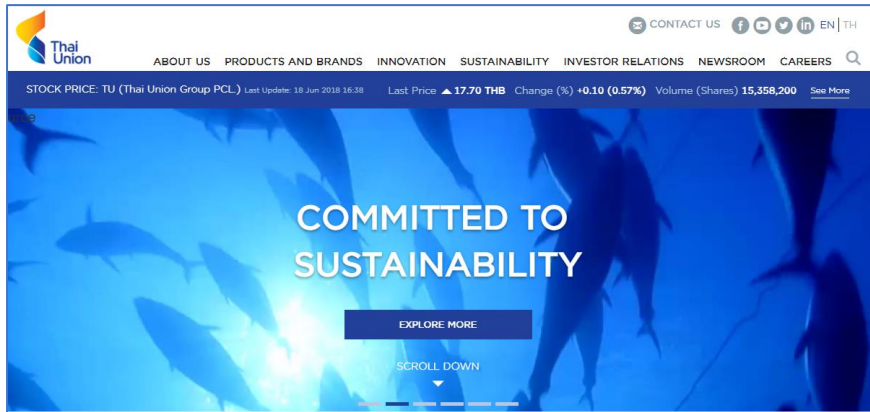


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## Outside

### 1. Company website

[http://investor-th.thaiunion.com/complaints\\_handling.html](http://investor-th.thaiunion.com/complaints_handling.html)



2. E-mail address: [complaints@thaiunion.com](mailto:complaints@thaiunion.com)

3. Mail to

Chairman of Audit Committee, or  
Internal Audit Manager

Thai Union Group Public Company Limited  
23 Floor, S.M. Tower, Phaholyothin Road,  
Phayathai Sub-District, Phayathai District,  
Bangkok 10400

## Ethic and Code of Conduct

(At a glance)

**Business Ethics** – The actions or behavior of personnel TU is done to maintain and promote the good reputation of the organization by virtue, honesty and legality.

### 1) Responsibility to Shareholders

- Perform duties with integrity and operate the corporation with discretion.
- Manage property degenerative disorders of the lost or wrongfully.
- Report status and results of the Company's operations correctly and completely.
- Not benefit their own and others involved with any business's information that not been disclosed to the public.



- Equally inform to shareholders know the prospects of the Company's future.
- Do not take any action in a manner which could pose a conflict of interest.

## 2) Compliance with Laws and Regulations

- Should perform duties with honesty as well as deciding on any action in good faith and fairness to the shareholders of both major and minor as well as to the country that Company operates its business.
- To cooperate with regulatory authorities and report on any violations or non-compliance with the law strictly.

## 3) Responsibilities for the Company's Assets

- Should use the Company's assets with caution use sparingly conscience and responsibility.
- Not use company assets when not associated with the Company any more.

## 4) Responsibilities for Intellectual Property and Information Technology.

- To preserve the best security of the Company's trade secrets and information.
- Not published, copied or use of illegal software in the company.
- Not use email or company's computer system to send vulgar, obscene, abusive, threatening, disruptive to others, including avoid of the websites that violate the law or good morals.
- Should respect to the intellectual property rights of others, not infringement of copyright, trademark or abuse the works of other.

## 5) Corruption

- Not ask or accept for any beneficiaries from business partner.
- Not offer any benefits to customers, business partners, government



officers or any persons that deal business with the company that suggest improper influence as an incentive for improper conduct.

### 6) Gifts and Hospitalities



- Should avoid to offer or accept gift or complimentary from business partners except for the special occasions that not excessive in value which not related to the present or future business deal.
- Should avoid giving or accepting non excessive hospitality except a conventional hospitality without binding to the business purpose.

### 7) Providing Information or Public Interview

- To provide any information about the Company must be based on accuracy, truth and carefully.



### 8) Conflict of Interests

- Not operate or as a management has involved with or becomes a shareholder or adviser in any business competing with the company, whether directly or indirectly.
- Should avoid making any transactions that exploit to the conflict of interest of the Company.
- If a transaction is considered as a related-party transaction under the SET Notification, Directors, executives and staffs must strictly comply with the rules and procedures regarding information disclosure by listed companies for such transactions as well as comply with the Federation of Accounting Professions.

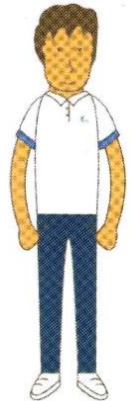
## 9) Keeping Confidential Internal Information

- Do not allow using such opportunities receiving the inside information in the pursuit of personal gain or to disclose inside information to the third parties or personnel involved for the purpose of trading in securities of the Company.
- Not disclosing of Company business's secrets to public although he or she has no longer a director, executive and employees of the Company anymore.



## 10) Responsibility for Employees

- Provide appropriate returns and in accordance with the law.
- Promote development and enhance the employees' skills.
- Caring for safety and healthy working environment.
- Rewarding and punishment of employees must be based on accuracy and fairness.
- Treat Employees on the basis of the dignity of the human person and to respect the rights of the individuals.



## 11) Responsibility to Clients

- Define the quality of product and an acceptable service to customer.
- Confidentiality of its customers seriously and consistently, including but not used for the benefit of themselves and related wrongful.
- Strictly comply with the terms or the conditions of contracts with the Customers.
- Should not be exorbitant compared to the quality of the product or service and do not set the unfair trading terms to customers.

## 12) Responsibilities toward Business Partners and Creditors

- Strictly comply with the agreements.
- Give the complete and accuracy financial information.
- Not demanding, receiving or paying interest, or dishonest in dealing with business partners or creditors.

## 13) Responsibilities toward Business Competition

- Compete within the Rule and Regulations of fairness.
- Not seek competitor's non-confidential information in dishonest and improper
- Not discredit competitors or passing off justice claim or without truth and unfair action.



#### 14) Responsibilities toward Society



- Support activities that benefit to the community and society.
- Regularly contributing return profits through innovative society activity.
- Sustain and seriously CSR awareness among employees.



#### 15) Employee's Responsibilities toward Company

- Together creating a harmony and unity among employees and working together as a team and solve problems effectively.
- Perform duty with responsibility, integrity, loyalty to the progress and stability of the company and the employees themselves.
- Keep of customers' confidentiality, partners and the company's information strictly.

- Take good care and support any action to preserve the environment and create better safety in the workplace.
- Giving knowledge and convey work's experience to colleague by retaining the benefits and goals of the Company.
- Do not dispraise Company or executives and staffs without truth and unfair.
- Do not make improper use of the positions to benefit themselves and others improperly.

