



**AI and Robotics Ventures Company Limited**

# **ARV and Subsidiaries**

# **Corporate Governance Policy**

**The Second Edition**

**ARVPLC 001**

**1 November 2022**

**[www.arv.co.th](http://www.arv.co.th)**

## Good Governance

The underlying concept of good governance is leading employee to act in the best interest of the business. In order to achieve our goal, necessary responsibilities and practices is embedded into benefits realization, optimize resources and optimize risks while ensuring the company is compliant with local laws and regulations and providing values to stakeholders. Using Six Good Governance Guideline as main indicators in realization the goals of growth, prosperity, stability, sustainability, and dignity, all employees shall adhere to the principles and act upon integrity.

### 1. Responsibility

Commit to and carry out our responsibilities or tasks to the best of their abilities and in the best interests of the company. This includes employee obligation to learn and improve our skills on a continuous basis.

### 2. Accountability

Act with caution and make decisions that are precise, sensible, and honest. Accept responsibility for the outcome of our action or decision with courage.

### 3. Fairness and Integrity

Treat others with fairness and integrity, and without bias.

### 4. Transparency

Conduct business with the right intentions, corroborated by clear with the verifiable evidence.

### 5. Creation of Long-term Value to Stakeholders

Do everything we can to assist the company in expanding and generating value for stakeholders, which will lead to the company's goals of growth, prosperity, stability, sustainability, and dignity being met. Nothing we do should jeopardize these ideals.

### 6. Promotion of Best Practices

Create and select the best and most appropriate procedures for each activity.

### Compliance & Cultural Difference

In every area where ARV and Subsidiaries, (referred collectively as the “Company”), does business, we will follow all applicable laws, regulations, and rules that apply to the company’s work duties, as well as respect local customs and cultures. Respecting Local Customs and Cultures. We learn about the customs, cultures, and traditions of the area where we work. We respect the relevance of local traditions, cultures, and cultural variations, and do not act in a way that is incompatible with them. We shall conform and adapt our framework granularly. We develop and distribute several standards, procedures, conducts as well as the policies that promote the company commitment to legitimate activities. Enforcing compliance assists the company prevent and detect violations of rules, which protects the company from any legal risk.

### Conflict of Interest

ARV and Subsidiaries views Conflict of interest as actions of an Individuals or group of employees who gain financial or other personal benefit by compromise or prejudice professional judgement and objectivity, covers actual and potential of the business transaction. We expect all employees at all levels to avoid any actions that will be leading to any association with Conflict-of-Interest. The following guideline will simplify the concept of “Conflict of interest” into tangible actions (Guideline for Good Practice) should be taken as seen fit.

1. Do not run a business that is in competition with the Company or similar to any of the businesses in ARV and Subsidiaries.
2. Do not become a partner, a shareholder with the power to make decisions, or a management person in a business that is in competition with the Company, or similar to any of the businesses in ARV and Subsidiaries. If this cannot be avoided, inform your supervisor immediately.
3. Do not inappropriately exploit information or anything you have learned because of your position, duties or responsibilities.

4. Avoid being financially involved and/or creating a relationship with external individuals that results in the Company loss of benefits, creates a conflict of interest or obstructs the efficient performance of work.
5. If you wonder about or are uncertain whether the performance of your duties creates a conflict of interest, or if you or individuals connected to you are involved in or are shareholders in any business that has had a transaction with ARV and Subsidiaries over which a conflict of interest might arise, you must report the matter immediately. The Company's Conflict of Interest Disclosure Form must be used and details about the matter must be attached. If you are the Company Head, you must submit the form to the General Manager. If you are the General Manager, you must submit the form to the ARV Board of Directors. Management and Employees must submit the form to their immediate supervisor in order to obtain advice on how to proceed properly. A copy of the form must also be submitted to the Corporate Secretary Unit for acknowledgement.
6. Business decisions must be made based on the Company's best interests without the influence of personal wishes, or the interests or wishes of involved individuals.
7. When you are involved in a hiring, selection, decision-making or approval process that might create a conflict of interest, you must inform your supervisor or individuals involved in granting approval using the ARV and Subsidiaries' Conflict of Interest Disclosure Form and excuse yourself from participating in the process, or excuse yourself from performing any business transaction with the Company.
8. Directors, Management, and Employees must assess themselves on matters concerning conflicts of interest annually.

#### Anti-Corruption

ARV and our subsidiaries are committed to conduct business honestly with ethical behavior. Corruption in both active and passive form will be not tolerated. The Company will strictly follow and comply with all anti-corruption laws in every location where the Company does

business. All personal & employee knowledge, comply, and commit to ensure anti-corruption implementation and efficiency.

The Company shall maintain ethical professionalism in all aspect business functions as well as not advocate certain company or definite individual due to one personal connection and attachment. In stead, deliberate logically relying on the benefit and interest of the Company with the transparency certify toward good business conduct.

If any suspicious activities insight, please summit a lead to us. The person reporting will have their identity remain anonymous and will be under the company's protection.

#### Political Neutrality

The Company will remain politically neutral in every situation at all time. The Company will not take part in political play or support any political party or politician at the provincial, regional, or national level.

The Company respect our employee political rights of voting or joining a political party given by the constitution. Employee at all level shall not allow their own personal political affiliation or beliefs to determine or influence the discharge of their official duties and responsibilities.

Note that cooperating with, or supporting, the government or government agencies, including those with executive, legislative and judicial power such as Parliament, the Cabinet and the Court of Justice is not considered being involved with or supporting a particular political party or politician.

#### Good Practice

1. All laws that apply to the Company operations in the locations where ARV and Subsidiaries does business will be studied, comprehended, and followed.
2. The Company's employee shall comply with all internal regulations, policies, standards, rules, codes, and procedures, as well as the Company's instructions and governance.

3. ARV and Subsidiaries' employee shall carry out our task in accordance with the Delegation of Authority and Signature Handbook's authority.
4. We do not support or assist any activity that is deemed an evasion or violation of the Company's business law, rule, regulation, code, procedure, internal policy, and company order.
5. Any action taken on behalf of ARV and Subsidiaries by external parties, or any arrangement entered into on behalf of the Company with any person, must have that person's history examined for any wrongdoing record. Furthermore, those individuals must be informed on appropriate business ethics and monitored to ensure that they do not engage in any unlawful acts.
6. ARV and Subsidiaries' employee who finds an evasion or violation of applicable law, regulation, policy, guideline, procedure or standard, please report it to the direct supervisor with appropriate unit. Please promptly report in case of the severe impact on the Company business and activities.

#### Anti-Money Laundering

ARV and our subsidiaries position ourselves to perform and achieve compliance required by Anti-Money Laundering laws and regulations. The Company is committed to prevent any involvement in any action assisting money laundering by conducting organized and upright business practice.



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(Mr. Thana Slanvetpan)

ARV General Manager

## แบบการเปิดเผยรายการความขัดแย้งทางผลประโยชน์

เรียน คณะกรรมการ/ประธานกรรมการ/ผู้บังคับบัญชา

ข้าพเจ้ามีเรื่องที่น่าจะเป็นความขัดแย้งทางผลประโยชน์ของกลุ่ม เออาร์วี  ระหว่างปี  
 ขณะที่รายงาน ดังนี้

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ทั้งนี้ ข้าพเจ้าได้แก้ไขปัญหาลแล้ว โดย (ถ้ามี)

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จึงเรียนมาเพื่อโปรดทราบและแจ้งคำแนะนำการปฏิบัติที่เหมาะสมไปให้ทราบด้วย

ลงชื่อ \_\_\_\_\_ ผู้รายงาน  
( \_\_\_\_\_ )  
ตำแหน่ง \_\_\_\_\_  
วันที่ \_\_\_\_\_

### สำหรับคณะกรรมการ/ประธานกรรมการ/ผู้บังคับบัญชา

คำแนะนำ

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ลงชื่อ \_\_\_\_\_  
( \_\_\_\_\_ )  
ตำแหน่ง \_\_\_\_\_  
วันที่ \_\_\_\_\_

การแจ้งกลับของผู้รายงาน\*

ข้าพเจ้าได้รับทราบคำแนะนำข้างต้นแล้ว

ลงชื่อ \_\_\_\_\_ ผู้รายงาน  
( \_\_\_\_\_ )  
วันที่ \_\_\_\_\_

ขั้นตอนที่ 4 : \* โปรดนำส่งสำเนาแบบรายงานไปที่หน่วยงานเลขานุการบริษัทและการกำกับดูแล เมื่อผู้รายงานได้รับ  
คำแนะนำแล้ว

ขั้นตอนที่ 1 : การรายงาน

ขั้นตอนที่ 2 : การให้คำแนะนำ

ขั้นตอนที่ 3 : การรับทราบ



### Conflict of Interest Disclosure Form

To: Boards of Directors/Chairman of Board of Directors/Supervisor

I would like to submit this report to declare potential conflicts of interest I may have with ARV Group

That arose during the year  At the time of this report

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However, I have resolved such conflicts by taking the following actions (if applicable)

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I would be obliged to receive your advice on any further action necessary

Signed \_\_\_\_\_ Reporter

( \_\_\_\_\_ )

Position \_\_\_\_\_

Date \_\_\_\_\_

For Board of Directors/Chairman of Board of Directors/Supervisor

Advice

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Signed \_\_\_\_\_

( \_\_\_\_\_ )

Position \_\_\_\_\_

Date \_\_\_\_\_

Reporter's response\*

I have acknowledged the above advice.

Signed \_\_\_\_\_

( \_\_\_\_\_ )

Date \_\_\_\_\_

Step 4 : \* Please submit a copy of this report to the Company Secretary and Compliance Governance after the Reporter has acknowledged the advice.

Step 1 : Reporting

Step 2 : Giving advice

Step 3 : Acknowledgement