

Corporate Governance

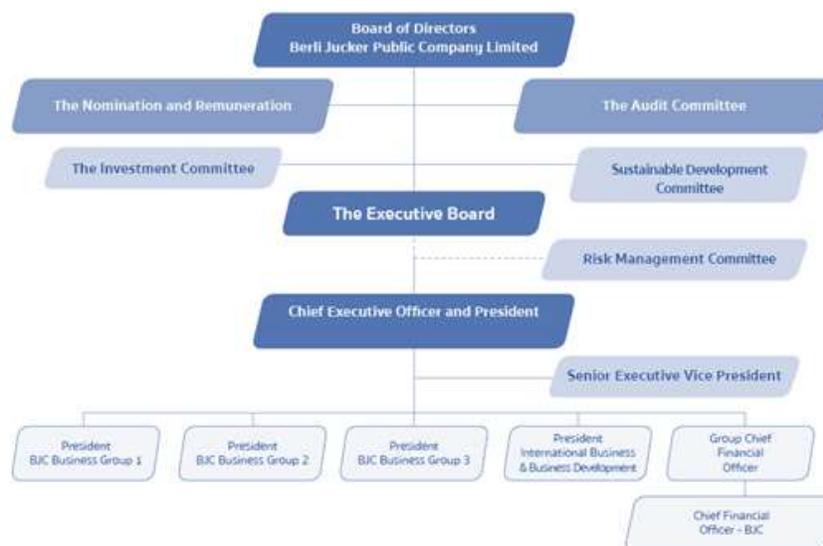
BJC adheres to the principles that represent the driving force to becoming a leading business with good corporate governance; fairness, accountability, responsibility, and transparency, in the industries we serve in. The Company has established, updated, and improved several corporate policies and guidelines including our Corporate Governance Policy, Code of Conduct, Anti-corruption Policy, and Supplier Code of Conduct. This illustrates our commitment and expectations for all sectors of our business operations. Details of our Corporate Governance Policy is available in the 2019 Annual Report at <http://investor-th.bjc.co.th/ar.html>

Ensuring compliance, BJC established an effective management structure to oversee each aspect of operating the business. Whereby members and representatives were carefully and transparently appointed to protect against any illegal activities within the Company.

Management Structure

The Board of Directors (BOD) is the custodian for establishing the Company's long-term vision, mission, values, strategic direction, and guidance. The primary objective of the BOD is to constitute a sustainable business through consistent and profitable growth, in addition to ensuring that all driving mechanisms act responsibly to meet the expectations of our stakeholders and in compliance with relevant laws and Articles of Association, thus, governing in accordance with their fiduciary duties.

Berli Jucker Public Company Limited: Management Structure*



**As of December 31, 2019*

Anti-corruption

As part of BJC's good corporate governance practices, BJC places great importance to controlling and managing risks against illegal activities to prevent corruption within the organization. Clear authorities and duties are communicated to executives and employees to ensure that effective supervision is conducted and internal auditing mechanisms are implemented to perceive and monitor fraudulent actions.

BJC developed our Anti-corruption Policy to demonstrate our stance on anti-corruption and commitment to strict compliance with Thai anti-corruption laws. Additionally, BJC updated the Business Code of Conduct in order to clearly define our expectations and guideline to prevent corruption. All senior management, directors, employees and members of the Company are required to strictly adhere to these policies, in which they shall not engage with any form of fraud or bribery, and follow protocols instructed regarding the actions of giving or accepting gifts and entertainment.

The Company provides all essential information and training, and assess the understanding of employees regarding compliance to business ethics, focusing on new employees such that they understand the significance outlined. Moreover, BJC continues to communicate with our business partners and other relevant stakeholders to encourage and build awareness regarding this pressing act. We intend to create a culture of integrity and absent of corruption, and foster the sustainable growth of this business.

Supporting our commitment, BJC has established measures to protect whistle-blowers by setting up official grievance channels as specified below. This is used to report any information or complaints regarding improper performance of duties or actions that conflict with the Company's ethics. Depending on the type of complaint, either the Human Resource Department or the Investigating Team will be assigned to handle information and complaints, and investigate any maladministration informed. Once the complaint has been addressed or completed, a report will be prepared as part of closure process.

Board's Diversity

Refer to the Charter of Nomination and Remuneration Committee, BJC support diversity on selection criteria of our corporate board which includes gender, race, ethnicity, country of origin, nationality and cultural background (Ref. Duties and Responsibility of Nomination and Remuneration Committee Clause 2 Page 2/4).