

**Business Code of Conduct**  
**(For Management and Employees)**  
**Don Muang Tollway Public Company Limited**

## **Message from the Board of Directors**

Don Muang Tollway Public Company Limited (the “Company”) is a business organization that places great importance on integrity, dedication to service, and responsibility toward society and the environment. The Company is committed to managing its operations in accordance with the principles of good corporate governance and conducts its business with transparency, ethical values, and accountability to shareholders and all stakeholders.

The Company has established this Code of Conduct as a guiding framework for all levels of management and every employee to carry out their duties with a strong sense of honesty, morality, and ethics, as public service providers. This Code of Conduct outlines various practices to promote understanding of the organization’s behavioral expectations. It consolidates the Company’s commitments, vision, mission, corporate governance principles, core values, and code of conduct into one comprehensive document. Additionally, it includes content related to monitoring and ensuring compliance with this Code.

On behalf of the Managing Director, authorized by the Board of Directors, I hereby entrust it to all management personnel and employees as their duty and responsibility to thoroughly study and understand this Code of Conduct and to strictly adhere to it. Management must act as role models, and employees must comply rigorously with the policies and guidelines provided herein. The Company considers this Code of Conduct an integral part of the Company’s rules and regulations.



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Managing Director

08 Nov. 2568

Date: .....

# **Business Conduct Guidelines**

## **1. Business Principles**

1.1 Operate the business with integrity, adhering to ethical standards, implementing good corporate governance, and striving to continuously improve services to ensure customer satisfaction.

1.2 Take responsibility for all stakeholders equally and fairly.

1.3 Be accountable to the community and society, and contribute to environmental preservation.

## **2. Vision and Mission**

### **2.1 Vision**

"To lead in transportation and related sectors with a sustainable, efficient, and modern management approach."

### **2.2 Mission**

We strive for organizational growth by integrating with the transportation network, addressing the expansion of Bangkok and suburbs, and connecting regions across Thailand. Through our comprehensive transportation business, we aim to be a sustainable leader in providing enduring services.

We will continuously develop our data analysis, management, and technological systems to enhance and elevate the efficiency of our services.

We will develop human asset and service level through cutting-edge technology to support the organization's core mission and empower personnel in creating innovative solutions.

We are dedicated to serving all stakeholders responsibly, guaranteeing enduring value in environmental, social, and corporate governance.

## **3. Corporate Governance**

The Company recognizes the importance of operating with integrity and ethical conduct in accordance with the principles of good corporate governance. The Company also promotes, supports, and instills good governance practices based on the following principles:

- Accountability and respect for shareholders' rights
- Equal and fair treatment of all shareholders

- Give due consideration to the roles of all stakeholder groups in an appropriate, equitable, and fair manner.
- Operate with transparency and accountability, and be prepared to disclose information to the public in accordance with applicable laws, regulations, and requirements.
- Demonstrate responsibility toward the community, society, and the environment.

## **4. Core Values**

### **4.1 Customer Satisfaction Focus**

We prioritize customer-centric service by understanding, anticipating, and responding to the needs and satisfaction of both our service users and stakeholders. We treat all parties equitably both internally and externally by delivering valuable outcomes that foster satisfaction.

### **4.2 Enthusiasm for Success**

We demonstrate enthusiasm and resilience in the face of challenges, with strong commitment to achieving our goals as planned. This includes problem-solving capabilities for obstacles that arise, both individually and as a team. We possess the drive and energy to move forward together toward shared success.

### **4.3 Teamwork**

We believe that teamwork is essential. Everyone in the organization is encouraged to show mutual respect, embrace new learning, and share good practices with others. This includes adaptability, a cooperative attitude, kindness, willingness to help, and collaborative effort. It also includes knowledge sharing, task delegation, open communication, and constructive expression of opinions.

We promote active participation that drives sustainable organizational success and fosters stakeholder confidence. This is achieved through individual accountability and teamwork, mutual support, trust, and unwavering integrity. We commit to doing what is right in order to deliver elevated road services with excellence in quality while upholding social and environmental responsibility.

We also prioritize occupational health and safety, the protection of personal data, and secure management of information technology systems.

## **5. Compliance Unit**

Corporate governance is a critically important function for the Company, as it ensures the establishment of an efficient management system and the protection of the best interests of all stakeholders. The Compliance Unit is responsible for overseeing and ensuring that all departments within the Company operate in accordance with applicable laws, contractual obligations, regulations, and rules.

Its duties also include ensuring adherence to the Company's corporate governance policies, the Code of Conduct, and responsibilities related to social and environmental accountability.

### **Responsibilities and Duties of the Compliance Unit**

Oversee and ensure that all company departments operate in accordance with the framework of corporate governance policies, the Code of Conduct, social and environmental responsibilities, applicable laws, contracts, internal rules, and regulations relevant to the day-to-day duties of executives.

### **Prepare the Annual Compliance Report and present it to the Managing Director.**

Provide consultation and guidance on policies, laws, contracts, internal rules, and other relevant regulations to employees and departments within the Company.

### **Relationship between the Compliance Unit and the Company Secretary**

Both roles focus on preventing any violations of laws or regulatory requirements issued by government authorities. Specifically:

The Compliance Unit is responsible for overseeing the overall compliance of daily operations carried out by executives and employees.

The Company Secretary is primarily responsible for matters related to the Board of Directors and shareholders, including the Company's information disclosure and corporate communications.

### **Relationship between the Compliance Unit and the Managing Director**

The Compliance Unit may provide opinions to the Managing Director regarding whether documents such as financial documents or contracts submitted for signature comply with applicable rules and regulations.

At the same time, the Managing Director, as the highest-ranking executive employee, is responsible to the Board of Directors and shareholders. In this regard, the role of the Compliance Unit serves as both advisor and support to the Managing Director in overseeing the Company's daily operations in accordance with governance standards.



**Relationship between the Compliance Unit and the Audit Committee**

The Compliance Unit is responsible for supporting the oversight of day-to-day operational compliance. This includes assisting, advising, and providing guidance primarily to management and employees in their regular functions.

On the other hand, the Audit Committee performs its duties in accordance with the Audit Committee Charter, such as reviewing and verifying that the Company has appropriate internal control systems and accurate financial and accounting procedures in place.

**Relationship between the Compliance Unit and the Board of Directors**

By assisting the Managing Director in overseeing daily operations, the Compliance Unit effectively alleviates part of the burden of the Board of Directors, enabling the Board to focus on its strategic and governance roles.

**Responsibilities toward Companies within the Same Industry**

The Company treats other businesses in the same industry in accordance with applicable laws and conducts its operations with professionalism, fair and free competition, transparency, and integrity. This is done to maintain positive relationships as fellow industry operators.

# **Guidelines for Ethical Business Practices**

## **1. Persons Responsible for Adhering to the Code**

Executives and employees are responsible parties who must comply with this Code of Conduct. They are also expected to promote and support compliance and to cooperate with the duties of the Compliance Unit.

## **2. Code of Conduct Recommendations**

- Responsible parties must understand their duties and responsibilities and regularly refresh their knowledge and awareness.

- They must educate others involved in tasks related to the Company about the Code of Conduct.

- If uncertainties arise, they should consult their supervisor or a designated person responsible for monitoring compliance.

- They must cooperate with authorized individuals in the investigation of facts.

- Supervisors at all levels must act as role models in complying with the Code and fostering a culture of good governance in the workplace.

- If employees have questions or concerns, the Compliance Unit is responsible for providing explanations and answers.

## **3. Reporting Violations of the Code**

When witnessing or becoming aware of a violation of the Code, responsible parties or stakeholders should report the matter or file a complaint with their supervisor or designated Complaint Recipient.

## **4. Complaint Handling Process**

- Upon receiving a complaint, the Complaint Recipient must gather facts themselves or assign a suitable person to conduct a fact-finding inquiry, ensuring enough information is collected for submission to the highest-level supervisor in the reporting line for further action.

- The highest-level supervisor will analyze and assess the case and determine the appropriate course of action. They may handle the matter personally or delegate it to someone they deem fit to resolve the violation.

- The highest-level supervisor will also mitigate damages to affected individuals, considering the broader impact. In serious cases, the Complaint Recipient or the supervisor must report the outcome to the Managing Director and the Compliance Unit.

- The outcome will be reported to the complainant if the individual has disclosed their identity.

## **5. Protection Measures for Whistleblowers and Complainants**

- Individuals who report, file complaints, or cooperate in disclosing Code violations are entitled to protection under the Company's prescribed principles:

- Whistleblowers or complainants may choose to remain anonymous if disclosure could lead to personal risk or harm.

- The Company will treat all related information as confidential and disclose it only as necessary, taking into account the safety and well-being of the whistleblower, information sources, or related individuals.

- If a complainant believes they may face danger or adverse consequences, they may request that the Company establish protective measures, or the Company may implement such measures on its own initiative if it deems there is a likelihood of harm.

- Those who have suffered harm will receive fair and appropriate remedies through an equitable resolution process.

## **6. Actions Constituting Violations of the Code**

- The following actions are considered breaches of the Code of Conduct:

- Failure to comply with the Code.

- Encouraging, promoting, or supporting others to violate the Code.

- Neglecting or ignoring known or suspected violations related to one's area of responsibility.

- Failing to cooperate with, or obstructing, investigations or fact-finding inquiries related to alleged violations.

- Committing unjust acts against others due to their reporting of a Code violation.



## **Recommended Practices**

To comply with the Code of Conduct outlined above, the Company has established the following recommended business practices:

### **1. Protection of Company Assets and Interests**

“**Company assets**” refer to cash, tools, equipment, documents, vehicles, materials, data, construction blueprints, and information technology. This also includes technology, technical knowledge, legal documents, intellectual property, and company confidentiality—as well as any action involving company assets that may result in liability under the Computer Crime Act B.E. 2007. Employees must:

- Use company assets economically and for maximum benefit, without regard for personal or third-party gain. Assets must not be misused, damaged, or lost.
- Disclose and assign any innovations or developments created during the course of work to the Company as company property. Do not copy, sell, or distribute software or intellectual property in any form.
- Use electronic devices and IT systems solely for company-related purposes, not for personal benefit.
- Avoid installing or copying any non-company software onto company computers or electronic devices. If such software is necessary for work, prior authorization from the Company is required.
- Not copy, distribute, delete, destroy, alter, or take any action that may cause or potentially cause harm to the Company’s data or systems.
- Avoid visiting illegal or immoral websites, and refrain from disseminating such content to others.
- Not engage in any form of corruption or improper activities involving the Company’s IT systems.
- Record and report all information accurately, truthfully, and in compliance with the Company’s standards such as within designated timeframes and according to legal requirements. All information must be transparent and auditable.
- Organize and store documents systematically or by specific methods that facilitate ease of use and ensure careful storage based on confidentiality levels and timeframes set by company regulations or applicable laws.
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### **2. Conflict of Interest**

- In cases where a personal interest is involved in any business activity or operation, the individual must report to the highest-level supervisor in order to comply with good corporate governance principles and prevent conflicts of interest.

- Any interest must be disclosed, and the individual must abstain from making decisions in cases where they have a personal stake.
- One must not act in ways that contradict the Company's interests or allow their spouse, minor children, or close relatives to seek personal benefits in doing business with the Company.

### **3. Confidentiality of Company Information**

- Individuals must not disclose or communicate confidential company information or any business-related data to external parties unless authorized by the Managing Director or an appointed representative.

- Confidential documents must not be copied or faxed to unauthorized persons. Confidential data should be stored appropriately and securely to prevent unauthorized access.

### **4. Receiving and Offering Inducements**

Caution must be exercised when receiving or offering any form of inducement or instructing others to do so on one's behalf—including actions involving a spouse, minor children, relatives, or close associates. Such inducements may influence business decisions made on behalf of the Company or be intended to gain career advancement or favorable annual performance evaluations. These inducements may include, but are not limited to, gifts, souvenirs, cash, assets, or any other benefits with monetary value.

If an executive or employee receives a gift on a customary or ceremonial occasion, and the value of such a gift exceeds **10,000 THB**, and it is from a party involved in business with the Company, the recipient must immediately report it through the appropriate supervisory chain. The highest-level supervisor should compile and report such occurrences to the Compliance Unit at least once per year.

### **5. Disclosure of Information and Investor Relations**

The Company must disclose both financial and general information to shareholders, investors, and the public in an accurate, complete, accessible, equitable, and timely manner, in compliance with all applicable legal requirements.



## **6. Treatment of Shareholders**

- Duties must be carried out with honesty, integrity, and to the best of one's ability, with fairness toward all shareholders.
- Shareholders should be regularly informed of the Company's status in an accurate and complete manner.
- Shareholders should also be provided with future outlooks of the Company both positive and negative supported by sufficient rationale.

## **7. Treatment of Service Users**

- All employees should provide high-quality service to maximize customer satisfaction.
- Employees should respond to customer needs promptly and conveniently.
- An effective system or channel should be provided for receiving service complaints or feedback.

## **8. Treatment of Creditors**

- All creditors must be treated equally and fairly.
- All agreed terms and conditions must be honored. If there is any inability to fulfill a commitment, the creditor should be notified in advance so that a joint resolution can be found.
- Employees must refrain from soliciting, accepting, or giving any dishonest or improper commercial benefits to or from creditors.

## **9. Treatment of Business Competitors**

- Conduct must always align with the principles of fair and ethical competition.
- Company personnel must not seek competitor information through dishonest, fraudulent, or inappropriate means—such as offering bribes to a competitor's employees.
- Defamation or making malicious accusations against competitors is strictly prohibited.

## **10. Employee Conduct and Interaction with Fellow Employees**

- Supervisors must evaluate the performance of their subordinates accurately and fairly.

- All employees should perform their duties with dedication, honesty, transparency, and respect for the rights of their colleagues.
- Supervisors must conduct themselves in a manner that earns the respect of employees, and employees must not act in ways that show disrespect toward their supervisors.
- Employees must maintain discipline and conduct themselves in compliance with the Company's rules, regulations, and policies.
- Employees should uphold moral standards and observe proper social and cultural customs.
- While performing duties, employees should avoid expressing opinions related to differences in physical or mental ability, political views, race, nationality, religion, gender, age, education, or other potentially divisive issues.
- Everyone must work together to ensure a safe and respectful workplace, free from harassment or unfair treatment.

By signing this manual, executives acknowledge that they have read, understood, and accepted all contents contained herein. They also confirm that the information has been communicated to all employees under their supervision, to ensure mutual understanding and consistent practice. Should any questions arise, employees are encouraged to consult with their supervisor or **the Compliance Unit**.