

## **Code of Conduct**

### **The Thai Bond Market Association**

---

Whereas the Thai Bond Market Association (ThaiBMA) plays the major roles of a self-regulatory organization (SRO) and an information center for the Thai bond market while at the same time fostering market development and a strong culture of good corporate governance as well as promoting ethical conduct among its directors, executives and employees to ensure compliance with relevant laws and the Association's regulations and policies, this Code of Conduct is established to set forth the principles of good practice for all parties concerned to adhere to when performing their duties for the ThaiBMA.

By virtue of Article 20 (3) of the Regulations of the Thai Bond Market Association dated September 21, 2005 (and any amendments thereof), the Board of Directors of the Thai Bond Market Association hereby revokes the Code of Conduct of the Thai Bond Market Association dated August 7, 2006 and establishes the Code of Conduct of the Thai Bond Market Association as follows:

The Code of Conduct of the Thai Bond Market Association consists of:

**Part 1 Definitions**

**Part 2 Code of Conduct for Directors**

**Part 3 Code of Conduct for Executives and Employees**

**Part 4 Supervision and Reporting**

**Part 5 Penalty Provisions**

### **Part 1**

#### **Definitions**

---

**“Association”** means the Thai Bond Market Association;

**“Board of Directors”** means the Board of Directors of the Thai Bond Market Association;

**“Director”** means the director and member of the sub-committees of the Association;

**“Executive”** means the President and executive holding the position of vice president or equivalent and above of the Association;

“**Employee**” means employee holding the position of assistant vice president or equivalent and below of the Association including contractual employee;

“**Member**” means member of the Association;

“**SEC Office**” means Office of the Securities and Exchange Commission.

## **Part 2**

### **Code of Conduct for Directors**

---

#### **Clause 1      Role, Duties and Responsibilities**

The directors are expected to perform their duties with honesty, integrity and fairness by adhering to the highest standards of ethics and morality and shall not commit any act that may damage the reputation of the Association, including not improperly using power conferred through the position of a director to seek to gain an advantage for themselves or for any other person directly or indirectly. They must place a high priority on the role, duties and responsibilities of directors as follows:

1.1 Attend the Board of Directors meetings and devote time to the Association to perform the duties as a director of the Association as well as acting in compliance with the guidelines on good corporate governance.

1.2 Set out policies and strategies of the Association and supervise the management to ensure efficient compliance with the policy guidelines of the Board of Directors as well as ensuring that the management reports the material issues of the Association to the Board of Directors in order that the operations of the Association are carried out effectively.

1.3 Determine and approve the regulations and notifications of the Association and supervise the Association’s operations to ensure compliance with the rules and regulations of relevant regulators as well as supervising the payment and receipt of funds of the Association.

#### **Clause 2      Treatment of Executives and Employees of the Association**

The directors shall treat all executives and employees of the Association fairly and foster professional growth and career development of the executives and employees as appropriate.

#### **Clause 3      Conflicts of Interest**

The directors shall refrain from any action that may create conflicts of interest for the Association and disclose the benefits obtained from personal business or from being a director or adviser of other entity that have conflicts of interest or potential conflicts of interest with the Association.

#### **Clause 4 Confidentiality**

The directors shall protect confidential information of members and the Association and shall not disclose such confidential information to any third party, whether intentionally or unintentionally, unless the consent has been given by the Board of Directors.

#### **Clause 5 Compliance with Relevant Laws and the Association's Regulations**

The directors shall strictly adhere to the rules and regulations of the Association and relevant laws including the resolutions of the Board of Directors meetings for the utmost benefits of the Association.

#### **Clause 6 Anti-Fraud and Anti-Corruption**

The directors shall perform their duties with honesty, integrity, fairness, legitimacy and in conformity with the principles of good corporate governance including the anti-fraud and corruption measures. They shall not demand, accept or give any other benefits that are subject to the risk of fraud and corruption.

#### **Clause 7 Operations under Environmental Standards**

The directors shall support the Association's operations by taking into account the worthwhile and efficient utilization of natural resources and adhering to relevant laws, rules and regulations pertaining to environmental protection stipulated by the Government,

#### **Clause 8 No Involvement with Human Rights Violations**

The directors shall treat everybody according to the principle of human rights with mutual respect and honor, and promote respect for human rights and equality by avoiding both direct and indirect discrimination.

### **Part 3**

#### **Code of Conduct for Executives and Employees**

---

#### **Clause 1 Role, Duties and Responsibilities**

The executive and employees shall perform their duties with honesty and integrity to the fullest extent of their knowledge and skills, devote time and effort to the Association for the utmost benefits of the Association, and not abuse their power and position to seek advantage for themselves or other persons improperly.

#### **Practice Guidelines**

1.1 Have good attitude and maintain self-development to uphold the moral and ethical standards as well as enhancing knowledge, competency and working skills for more efficient and effective performance.

1.2 Perform their duties according to assignments in a strict manner and obey the legitimate orders of their superiors.

1.3 Take care and use assets of the Association to generate maximum benefits for the Association, make sure that there are no loss, damage or waste of assets and do not misuse the Association's assets for the benefits of themselves or other persons.

1.4 Do not abuse the power and authorities, whether directly or indirectly, in seeking improper advantage for themselves or other persons.

## **Clause 2 Treatment to Superiors, Subordinates and Colleagues**

The executives and employees shall create a favorable environment in the workplace that people treat each other with respect, as well as being fully collaborative, open to suggestions, ready to make advice and recommendations, and enthusiastic to solve problems in the workplace together.

### **Practice Guidelines**

2.1 Foster the culture of teamwork by helping each other in an appropriate way and promote unity in working for the benefits of the Association at large.

2.2 Perform duties with responsibility and accountability, contribute to collaboration in expressing viewpoints, putting effort into the task and solving problems together for the benefits of the Association; and treat all colleagues with generosity and respect.

2.3 Refrain from the act of plagiarizing in the workplace.

2.4 Behave well to gain respect from subordinates by treating them with due consideration in the areas of work performance, morale and welfare; and supervising them with legitimate principles and purpose, as well as being receptive and attentive to their opinions or suggestions and considering using the constructive feedback for the benefits of the Association.

2.5 Pay respect to superiors, receptive to advice and suggestion, and perform the task assigned by the superior promptly in order for the operations of the Association to proceed as planned.

## **Clause 3 Treatment to Members, Service Users, Related Parties and the Public**

The executives and employees shall place importance on providing convenience and considerate service to members, service users, related parties and the public who contact the Association without discrimination.

### **Practice Guidelines**

3.1 Provide convenient services and treat the visitors in a polite and pleasant manner and to the fullest of ability.

3.2 Always treat other people equally and with respect and behave in a trustworthy way.

3.3 Cooperate with relevant regulators to the fullest of ability.

#### **Clause 4 Conflicts of Interest**

The executives and employees shall avoid and refrain from any action that may create conflicts of interest for the Association. Should there be any action that leads to potential conflict of interest, the Association's interest shall prevail and the information shall be immediately reported to the Board of Directors or the President or the direct superior (as the case may be) as well as the compliance unit designated by the Association.

##### **Practice Guidelines**

4.1 Avoid performing any action that may create conflicts of interest of the Association and not involve in or conceal any action for personal interest or the interest of other persons and/or related persons that may that may lead to conflicts of interest with the Association.

4.2 In the case where there is any action, or the executive or employee is detected to commit any action, that may create conflicts of interest for the Association; or there is a suspicion behavior or a reasonable ground to believe that the personal interest or the interest of other persons may be in conflict with the interest of the Association, such incident shall be immediately reported to the Board of Directors or the President or the direct superior (as the case may be) and the compliance unit designated by the Association.

#### **Clause 5 Confidentiality and Information Disclosure**

The executives and employees have the duty to protect the Association's confidentiality known in the course of their work which shall be normally kept confidential from other people and not disclose the confidential information or the Association-related information or the information that may be detrimental to the Association's reputation to other people or the public, except in the case where the information disclosure is required by law or formally authorized by the Association. In addition, the executives and employees shall take precaution in storing and delivering information.

##### **Practice Guidelines**

5.1 Keep the confidentiality of the Association acquired during the normal course of duties and do not disclose the confidential information of the Association to unrelated persons or the third parties or the general public unless such disclosure is made according to their duties or consent has been given by the relevant information owner.

5.2 Refrain from expressing any opinion to the third party about the matters related to the Association or the matter that may have an impact on the reputation the operations of Association without the authority to do so.

5.3 Do not disclose or transfer the technology that is regarded as the intelligent property of the Association to other persons through any mean unless it is a legitimate disclosure or transfer of technology of the Association.

5.4 Store the confidential information, news or documents in a safe place and take precautionary measures to prevent the confidential information, news or documents of the Association from leaking to outside sources or unauthorized persons.

5.5 Beware of conversation, discussion or electronic transmission about internal information that is confidential to the persons outside the responsible department or the Association to prevent unauthorized access of such confidential information.

5.6 Comply with the rules, notifications or regulations of the Association related to the operations prior to ceasing to the status of an executive or employee of the Association.

## **Clause 6 Compliance with Relevant Laws and Regulations**

The executives and the employees have the duty to act in strict compliance with relevant laws and the rules, regulations, notifications, orders related to the Association and shall avoid any action that may adversely affect the reputation and creditworthiness of the Association.

### **Practice Guidelines**

6.1 Adhere to the rules and regulations of the Association and laws related to the Association including the legitimated orders of the superiors.

6.2 Study and understand the rules and regulations of the Association and the laws related to Association mainly used for performing the duties that are currently in force and to be in force in the future.

6.3 Do not use the communication and computer systems for the activities that are illegal and violate the policies of the Association.

6.4 Upon acknowledgment of any performance or action that is believed to be an action that violates the laws or the rules and regulations of the Association or relevant regulatory bodies, such action shall be immediately reported to the executives or direct superior as appropriate and the compliance unit designated by the Association.

## **Clause 7 Performing Duty in Other Organization or Undertaking Activity outside the Association**

The executives and employees shall not perform duty in any other organization that may lead to conflicts of interest with the Association or resulting in lacking of independency of the performance. They shall also avoid and refrain from doing any activity outside the Association that has business connection which makes them unable to perform their duties at their fullest responsibility.

Performing duty in the organization other than the Association and undertaking activity outside the Association by the executives and employees must not have an impact on the performance of duty as an executive and employee of the Association.

### **Practice Guidelines**

Performing duties in the organization other than the Association by the executives and employee shall have the following manners:

7.1 Do not lead to conflict of interest or contradictory interest for the Association;

7.2 Do not have a negative impact on the reputation or operations of the Association and do not compete with the Association's operations;

7.3 Not involved in the abuse of inside information

7.4 Do not affect the performance of duty and the normal working time as well as not result in lacking independence to perform their duties for the utmost benefits of the Association.

7.5 Do not exploit the time, data or assets of the Association for performing duties or undertaking activities for other organization.

## **Clause 8      Being a Major Shareholder or Director of Other Organization**

The executives and employees shall perform their duties as assigned for the maximum interest of the Association without being a major shareholder or group of major shareholders or director or employee of any member company or organization undertaking the business as a competitor of the Association, which may result in inability of the executives and employee to perform their duties independently, except with approval of the Board of Directors or the President (as the case may be).

### **Practice Guidelines**

The executives and employees are prohibited from being a major shareholder or group of major shareholders or director or employee of any member company or organization undertaking the business as a competitor of the Association, which may result in inability of the executives and in performing their duties independently, except with approval of the Board of Directors or the President (as the case may be). In this regard, they have to disclose the information to the Board of Directors or the President (as the case may be) for acknowledgement and report to relevant regulators as specified by the Association.

## **Clause 9      Investment of Executives and Employees**

The executives and employees are required to disclose their investment information and allow the Association to inspect the investment information of the investment account in debt instruments from which the executives or employees or connected persons earn benefits directly or indirectly that has the investment characteristics or investment amount beyond the criteria prescribed by the Association.

### **Practice Guidelines**

9.1 Disclose the investment information and allow the Association to inspect the investment information of debt instruments that has the investment amount exceeding the limit prescribed by the Association. This shall be applied only to investment in debt instruments that are not savings bond or investment through mutual funds.

9.2 Do not trade debt instrument by using inside information that has not been made public acquired during the normal course of duties.

9.3 Report investment information to the compliance unit designated by the Association in case of personally investing in the private fund through a private fund management company.

#### **Clause 10 Receiving Gifts, Remunerations, Rewards, Special Privileges or Any Other Benefits**

The executives and employees shall not personally demand or receive any gift, remuneration, cash reward, special privilege or any other benefits from the members, persons who are required to comply with the regulations of the Association, securities issuers, or any other persons related to the Association's business if such acceptance is likely to violate or contradict to the performance of duty which may cause a damage to the Association, unless such items are received or given on behalf of the Association or on the customary occasions and the value of items do not exceed the limit prescribed by the Association.

##### **Practice Guidelines**

10.1 The executives or employees are not allowed to personally receive any gift, remuneration, cash reward, special privilege, or any other benefits in the course of their official duties unless these items are received on customary occasions such as Christmas, New Year, etc., and the value of items received each time is not higher than THB 5,000.

10.2 Acceptance of gift, remuneration, cash reward, special privilege, or any other benefits by the executives or employees with the total value exceeding THB 5,000 each time shall be reported to the Board of Directors, the President or the direct superior (as the case may be) and the compliance unit designated by the Association.

#### **Clause 11 Countering Fraud and Corruption**

The executives and the employees shall perform their duties with honesty and integrity, give top priority to the public interest and comply with the laws, rules and regulations pertaining to countering fraud and corruption.

##### **Practice Guidelines**

11.1 Avoid or refuse including not support any transaction made with the person or organization that is at risk of fraud and corruption or may adversely affect the image and reputation of the Association.

11.2 Reveal the information or file a complaint according to the guidelines stipulated by the Association upon detecting any wrongdoing that is deemed to be related to fraud and corruption. If the investigation finds out that the action is a fraud or corruption, disciplinary procedures shall be considered according to the Association's regulations and related legal proceedings shall be undertaken.

11.3 Disseminate the knowledge about countering fraud and corruption to the executives and employees.



## **Clause 12 Operations under Environmental Standards**

The executives and employees shall place impotence on the worthwhile and efficient consumption and utilization of natural resources as well as complying with the laws, regulations and standards related to environmental protection.

### **Practice Guidelines**

12.1 Perform duties by taking into consideration environmental preservation and comply with the laws, regulations and standards related to environmental protection stipulated by the government.

12.2 Promote acquisition of products and services that give priority to the preservation of environment and energy such as environment-friendly materials, recycled products as well as the arrangement of efficient waste management.

12.3 Promote the activities of natural resource and environment preservation by building the awareness in efficient use of resources such as water, electricity, paper and so on, and create the right knowledge and understanding about environment preservation among employees.

## **Clause 13 No Involvement in Human Rights Violations**

The executives and employees shall pay respect human rights and treat everybody equally without direct and indirect employment discrimination.

### **Practice Guidelines**

13.1 Treat everybody having interaction at work according to the principle of human rights with mutual respect and honor. Do not commit any act of human right violation, whether it be verbal abuse and hate speech, physical assault, or online privacy violation.

13.2 Promote equality and avoid discrimination based on sex, gender, age, race, religion, education and other qualifications that are not related to work competency by supporting the provision of appropriate employee benefits and welfare by the Association. Arrange for the Association to have a clear-cut performance assessment process based on work competency as well as the procedures, method and process for complaint handling including the appropriate and impartial consideration for the resolution of the complaint.

13.3 Promote health and safety of the Association's employees by fostering a safety and healthy working environment including the prevention of occupational accidents and epidemic.

## **Part 4**

### **Supervision and Reporting**

---

The directors, executives and employees have the duty to strictly comply with the “ThaiBMA Code of Conduct”. In the case where the directors detect any action that may be a breach of the “ThaiBMA Code of Conduct”, the directors shall report to the Board of Directors at the Board of Directors meeting. In the case where the executives or employees detect any action that may be a breach of the “ThaiBMA Code of Conduct”, they shall immediately report to the President or the direct supervisor and the compliance unit designated by the Association.

## **Part 5**

### **Penalty Provisions**

---

In the case that any director, executive or employee performs any action in breach of the “ThaiBMA Code of Conduct”, the Board of Directors, President or direct supervisor (as the case may be) shall consider imposing a penalty in accordance with the guidelines for disciplinary procedures of relevant regulators.

The determination and imposition of penalty shall be based on the principles of equality, fair treatment and non-discrimination. In this relation, the breach of conduct in a similar manner that occurred in the past may be used as a benchmark for determining the penalty.

The Association shall assign the Compliance Unit to be responsible for updating the “ThaiBMA Code of Conduct” to ensure conformity with relevant business ethics, laws and regulations.

Furthermore, this “ThaiBMA Code of Conduct” may not completely cover all related issues. Should there be any dispute, the decision of the Board of Directors shall be deemed final.

**This “ThaiBMA Code of Conduct” shall come into force from August 17, 2023 onwards.**

Issued on August 17, 2023

(Mr. Sommai Phasee)

Chairman of the Board of Directors

The Thai Bond Market Association