

Policy and Program for Anti-Bribery and Corruption

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1. General Provisions

1.1 Objectives

Policy and Program for Anti-Bribery and Corruption (“this Policy”) is to serve as a basic framework for Tidlor Holdings Public Company Limited (“the Company”) and its subsidiaries (“the Group”) on anti-bribery and corruption and its basic program to which the Group is strictly adhered in its business operations. This Policy, therefore, is to be used to ensure proper and common practices for all activities undertaken in the course of the Group’s business.

1.2 Scope of this Policy

This Policy applies to the Group. The responsible party of the Group shall refer to this policy as a guideline for formulating the operating procedures related to Policy for Anti-Bribery and Corruption unless stricter policies or requirements are imposed. Board of Directors, Senior Management and all employees including other persons or juristic persons acting on behalf of or in the name of the Company and/or its subsidiaries such as outsourced staff, etc. shall also strictly adhere to this policy.

1.3 Exception to compliance with this Policy

Request for policy exception must not result in violation of or contradiction to laws, regulations, requirements, or announcement of regulatory authorities. Persons requesting approval for exception shall submit their requests to the Managing Director of the Company (“MD”) (or as delegated) via the relevant Department Heads overseeing the staff (or as delegated) and Compliance Department Head respectively.

1.4 Related laws, regulations and Policies

This Policy is related to laws, regulations, and Policies including but not limited to:-

- 1.4.1 Prevention and Suppression of Corruption Act B.E. 2561 (Only for Provisions related to Duties of Private Sector towards Governmental Officers or Agencies), and its amendments.
- 1.4.2 Personal Data Protection Act B.E. 2562, and its amendments
- 1.4.3 Securities and Exchange Act B.E. 2535, and its amendments
- 1.4.4 Personal Data Protection Committee’s Notification: Security Measure of Data Controllers, B.E. 2565 (2022), and its amendments

- 1.4.5 Personal Data Protection Committee Notification: Criteria for the protective measures regarding the Collection of Personal Data related to criminal records, not under control by legal authorities B.E. 2566, and its amendments
- 1.4.6 Personal Data Protection Committee Notification: Criteria to Erase, Destroy, or Anonymize Personal Data of the Data Subjects to be Non-identifiable Data B.E. 2567 (2024), and its amendments
- 1.4.7 BOT's Notification No. SorNorSor. 2/2566 Re: Roles, Responsibilities, and Composition of the Board of Directors of Financial Institutions and Companies within Financial Business Groups, and its amendments
- 1.4.8 BOT's Notification No. SorNorSor. 3/2564 Re: Approval of The Appointment of Directors, Managers, Persons with Power of Management, or Advisors of Financial Institutions' Parent Companies, and Subsidiaries Undertaking Financial Business, and its amendments
- 1.4.9 SEC's Notifications No. Kor Jor. 3/2560 Re: Determination of Untrustworthy Characteristics of Company Directors and Executives, and its amendments
- 1.4.10 Standards as per Self-Evaluation Tool (SET) for Countering Bribery by Thai Private Sector Collective Action Against Corruption (CAC), and its amendments
- 1.4.11 MUFG Bank's Global Anti-Bribery and Corruption Policy, and its amendments
- 1.4.12 MUFG Bank's Global Anti-Bribery and Corruption Standard, and its amendments
- 1.4.13 The Spirit & The Letter (S&L)
- 1.4.14 Policy for Whistleblowing
- 1.4.15 Policy for Conflict of interest
- 1.4.16 Policy for Personal Data Protection

1.5 Effective Date

This Policy shall be effective on the date when the Board of Directors of the Company or the Risk Management Committee of the Company approved.

1.6 Frequency of review

This Policy shall be reviewed every year or upon any significant changes.

1.7 Revision of this Policy

The substantial revision, including the regular review/renewal, of this Policy shall be approved by the Board of Directors of the Company. The non-substantial revision shall be approved by the Risk Management Committee of the Company and report to the Board of Directors for acknowledgement.

1.8 Owner of this Policy

This policy is under the administration of Compliance Department.

2. Main Provisions

2.1 Definitions

2.1.1 All Other Counterparties means

The following are some examples of All Other Counterparties:

- 1) Vendors means who provide goods/services whether through bidding or non-bidding process to the Group, including:
 - Vendors and contractors of products, equipment and construction work;
 - Outsourcing Contractor who undertakes system development;
 - Suppliers and Providers of goods/service;
 - Brokers
- 2) Customers means The Group's clients (including Prospective Clients)
- 3) Others means Any Counterparty that does not fall under the other categories must be classified as All Other Counterparties.

2.1.2 Anything of Value means anything of tangible or intangible value. This may include, but not limited to:-

- 1) Gifts,
- 2) Entertainment (e.g. meals, travel, accommodation, training and conference invitations);
- 3) Donations and sponsorships;
- 4) Political donations;
- 5) Speaker fees and honoraria;
- 6) Offers of employment or work experiences (e.g. paid / unpaid internship, contract work).

2.1.3 Bribery means any offer, promise, or giving of Anything of Value intended to improperly obtain or retain business or other advantages.

Bribes may be paid directly or indirectly or through third-party providers, and are not limited to the giving or receiving of cash or gifts.

- 2.1.4 **Corruption** means the misuse of entrusted power or public office for improper benefit / gain for your own or others. The term covers bribery of government officials as well as a range of other criminal offences including fraud, extortion, and money laundering.
- 2.1.5 **Political contributions** means any forms of financial assistance including lending or providing goods or services; advertising, promoting or supporting a political party; purchasing tickets for fund raising events; or donation to entities closely associated with a political party in order to support political activities, etc.
- 2.1.6 **Donations** means giving of money, goods or any other benefits to individuals or legal entities, such as charitable entities, foundations or funds, without business objectives or commercial gains and not intended to improperly obtain or retain business or any other advantage.
- 2.1.7 **Sponsorship** means
- Financial support given for business undertaking, marketing brand promotion or enhancing the sponsor's reputation.
 - Company Sponsorship of trade industry events is a common method of marketing the Company brand and networking with industry participants, clients, and prospective clients. Payments for Sponsorship typically are to third-party companies or industry groups that are not charitable entities.
 - These sponsorships provide benefits in return, such as advertising credits in media, events and publications, use of facilities, and opportunities to promote the Group's name, products and services, etc.
- 2.1.8 **Entertainments** means anything of Value (e.g. meal, entertainment, travel, training, conferences invitations, and accommodations) provided for an event in which the provider also accompanies the recipient or participates in the event.
- 2.1.9 **Gift** means anything of Value (e.g., goods, food, physical property, entertainment tickets, digital asset or a discount not available to the public) provided to a recipient in which the provider does not partake or participate.

2.1.10 **Facilitation Payment** means payments made to Public Officials to improperly secure or expedite the performance of a non-discretionary routine or necessary government action e.g. processing a visa, providing police protection or mail service, or supplying utilities like phone service or electricity services, etc. The payer generally is entitled to the routine or necessary action irrespective of making the payment.

2.1.11 **IOD** is Thai Institute of Directors

2.1.12 **CAC** is Thai Private Sector Collective Action Against Corruption

2.1.13 **Public Official / Government Official** means

1) Any official, employee (regardless of rank or level), member, and representative of any of the following:-

1.1) National, regional, local, or municipal governmental bodies (e.g. executive, legislative, judicial), departments, agencies, or instrumentalities thereof (e.g., central banks, sovereign wealth funds, state utilities).

1.2) State-controlled companies. Generally, a company would be deemed state-controlled if one or more government bodies, departments, or agencies has at least one of the following attributes:-

- a) More than 50% ownership
- b) Voting control
- c) Board control
- d) Other indicia of control

1.3) International organizations, development banks, and public health agencies (e.g. the United Nations, World Bank, or International Monetary Fund).

2) Under local law, members of a committee / sub-committee, or appointed members of forums or panels of local administration, and persons exercising or entrusted with exercising the state's administrative power in the performance of a particular activity under the law, whether established under the governmental bureaucratic channel or by a state enterprise or other state undertaking.

3) Any individual who is known to be either an officer, employee, or representative of political party or a candidate for political office.

Remark:

- Public Official is broadly defined to include Local / Foreign Public Official and International Organization Official collectively.
- This list is not exhaustive, as the term Public Official may extend to other individuals depending on the facts and circumstances.
- Public Officials under this Policy includes the case where related Business Divisions/Departments know or able to investigate that they are still during the 2 years cooling-off period.

2.1.14 **Third Party Intermediaries (TPIs)** are any third-party service providers that are (whether individuals or entities) engaged to interact substantively with any individual or entity on behalf of the Group to help:

- 1) obtain or retain business, or any other business advantage, or
- 2) obtain government approvals or action.

TPIs may include agents, consultants, business introducers, facilitators, suppliers, subcontractors, joint-venture partners, co-investors, lawyers, lobbyists, accountants, and real-estate brokers.

Remark:

- 1) Engagement of other Group Companies to provide services to the Bank does not qualify as a TPI engagement.
- 2) Limited, non-substantive interaction will likely not qualify the third-party provider as a TPI. Examples of such interactions include, but are not limited to, delivering or submitting files, applications or documents. However, arranging business meetings or introductions likely would qualify as substantive interactions in this Policy.
- 3) Government action includes but is not limited to making introductions or arranging a meeting with Public Officials

2.1.15 **Business Management** means the employee's direct manager or higher-level management in the employee's reporting line, such as the Branch Manager (or above)/VP (or above).

2.1.16 **Cash** means

- 1) Bank notes, coins, cheques
- 2) Unlisted or listed stocks are classified as cash. Even if the value of stocks cannot be determined, they may realize future gains. Investment equity offered under private placement must be classified as cash, irrespective of the types of the investments.

2.1.17 Cash Equivalents means

- 1) Gift certificates, gift cards, gift vouchers, electronic money and other cash vouchers available for the purchase of goods and services.
- 2) Beer coupons, book coupon cards, hotel coupons, travel coupons, and other cash equivalent vouchers available for the purchase of any specifically identified products and services.

2.1.18 Close Familial Relationship means

- 1) Parent, child(ren), adopter, or adopted child(ren).
- 2) Grandparent, grandchild, biological siblings, or step-siblings.
- 3) Spouse or de facto partner, and child of a spouse or de facto partner.
- 4) Spouse or de facto partner of individuals mentioned in points 1) or 2).
- 5) Guardian or ward.

2.1.19 Close Personal Relationship means

- 1) An individual who controls or manages assets or other benefits on behalf of a candidate.
- 2) An individual who has a close relationship due to the establishment

2.1.20 Employee means Permanent Employees, Short-term Employees, Advisors**2.1.21 High-Ranking Public Official means an individual entrusted with a prominent public function in Thailand, a foreign country, or Top 3 executives of an organization, e.g.**

- 1) Head of State or Government
- 2) Minister or Senior Official: Head of Departments or above (both in central/provincial governments and overseas) within the government, court, independent organizations, prosecutorial organization, or the military e.g., Permanent Secretary, Deputy Permanent Secretary, Director-General, Deputy Director-General, Provincial Governor, Deputy Provincial Governor, Inspector at Ministry Level, etc.
- 3) Senior Executive of a State Enterprise or Government Agency
- 4) Person Entrusted with a Prominent Function in an International Organization

- 5) Equivalent Positions: Any person holding a position equivalent to those mentioned in 1) to 4).

2.1.22 High-Risk Candidate means

- 1) referred to the Company by a Public Official, client, or Prospective Client; or
- 2) known to be a Public Official, client, or Prospective Client; or
- 3) known to have a Close Personal or Close Familial Relationship with a Public Official, client or Prospective Client.

The Public Official, Client, or Prospective Client in 1) 2) and 3) shall be a High-Ranking Public Official or Employee with a senior position which has a high potential to influence their employer's activity with the Group.

Remark:

- 1) The following senior positions are always assumed to have authority to influence their employer's activity: Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Legal Officer / General Counsel, Chief Risk Officer, and Chief Information and Digital Officer.
- 2) Candidates referred by retail clients, or who are retail clients themselves, are not considered High-Risk Candidate.
- 3) Entity-to-entity referrals are out of scope due to the negligible ABC risk (e.g., universities referring students to the Group).

2.1.23 MUFG Bank means MUFG Bank, Ltd.

2.1.24 Prospective Client means a third party with whom the Company is engaged in active discussions to become a client.

2.1.25 Kickback means the negotiated amount to be deducted from the payments of goods and/or services and returned to the bribe recipient.

2.2 General Principles

The Group are strongly committed to upholding the principle of business ethics. Bribery and corruption, in any forms, are strictly prohibited even if they appear to offer business opportunities for the Group in its operations. Additionally, business opportunities of the Group shall not be unlawfully exploited for personal gain or the benefit of others through the misuse of the Group property, information, or authority. To ensure adherence to these commitments, the Group shall set up Anti-Bribery and Corruption Compliance Program ("the Program") as described in this Policy.

2.3 Roles, duties and responsibilities

The Company and its subsidiaries shall adopt the roles, duties and responsibilities outlined in this policy, tailored to fit the specific structure and operations of each company.

2.3.1 Board of Directors

- 1) To approve this policy and the Program
- 2) To oversee compliance with this Policy and the Program,
- 3) To take key role in promoting the Group's compliance with the Program in this Policy, and
- 4) To delegate clear authority and responsibility to the management to support implementation of the Program in this Policy.
- 5) To comply with this policy

2.3.2 Risk Management Committee (RMC)

To review and oversee compliance with respect to anti-bribery and corruption measures approve this policy and the Program for non-substantial revision, including the regular review/renewal.

2.3.3 Audit Committee (AC)

- 1) To review validation outcome of the Self-Evaluation Tool (SET) for Countering Bribery conducted by Internal Audit Department, and
- 2) To review effectiveness of the internal control, internal audit finding in accordance with this Policy, the Program, and all related requirements

2.3.4 Compliance Department Head

Compliance Department Head shall report directly to Managing Director, covering:-

- 1) To make recommendation on policies and strategies relating to compliance requirements,
- 2) To follow up, monitor, and report on the implementation of compliance policies and strategies,
- 3) To make recommendation on compliance practices in accordance with guidelines, policies, and strategies, and
- 4) To oversee that the employees attend Compliance training on a continuous basis.

2.3.5 Internal Audit Department

To conduct examination and evaluation of the adequacy and effectiveness of internal control system including the Program under this Policy.

2.3.6 Finance and Accounting Department

- 1) To record and keep information and documents related to financial and accounting items, and
- 2) To set financial and accounting procedures which are in line with the Generally Accepted Accounting Principles and anti-bribery and corruption measures.

2.3.7 Happy People Department

- 1) To implement human resources management practices which are in line with anti-bribery and corruption measures,
- 2) Ensuring that recruitment and selection processes, onboarding program, training, and punishment support anti-bribery and corruption efforts.

2.3.8 Operations and Operational Risk Management Department

To identify and assess corruption risk and propose measures and/or systems in order to control and prevent bribery and corruption risk.

2.3.9 Compliance Department

- 1) To ensure business operations are undertaken in compliance with the Program and applicable laws and regulations,
- 2) To provide advice and recommendations on control measures related to anti-bribery and corruption,
- 3) To supervise anti-bribery and corruption activities including pre / post clearance for activities with Anything of Value on risk-based approach,
- 4) To monitor and review anti-bribery and corruption practices including Policies and Procedures on a regular basis,
- 5) To facilitate training and knowledge dissemination related to anti-bribery and corruption,
- 6) To review processes and comprehensiveness as per the SET for Countering Bribery for a submission to the CAC Council every 3 years for the purpose of reviewing CAC Certification status in accordance with the procedures stipulated by the CAC Council / the IOD, and

- 7) To provide compliance support in case of any question in relation to this Policy and the Program.

2.3.10 **Corporate Secretary**

To provide training and knowledge to the BoD related to anti-bribery and corruption measures.

2.3.11 **Marketing & Business Development Department**

To communicate, disseminate, and disclose anti-bribery and corruptions activities to the employees and the public.

2.3.12 **Department Heads**

- 1) To undertake control and oversight to promote practical implementation of this Policy and the Program,
- 2) To identify, examine, and manage risks as well as ensure that measures which are adequate for appropriate, fast, and timely problem-solving are in place,
- 3) To provide support in terms of budget, process improvement, and people development to ensure effective and successful implementation of this Policy and the Program,
- 4) To ensure the employees to strictly comply with applicable regulatory requirements, Policies, and
- 5) To communicate, review, and report the outcomes of this Policy and the Program implementation to the BoD, and the AC at least once a year.

2.3.13 **Employees**

- 1) To understand and comply with this Policy and the Program, including other programs (if any),
- 2) To build and promote anti-bribery and corruption culture, and avoid acts which may involve risks of bribery and corruption,
- 3) To participate in relevant training,
- 4) To immediately report corruptions and provide cooperation required for investigation in case of bribery and corruption concerns, and
- 5) To comply with control measures or operating procedures of their functional units governing anti-bribery and corruption, e.g., sponsorship, business gifts, entertainment / hospitality, donation and facilitation payments.

2.4 Prohibited activities

The Group prohibit all forms of bribery and corruption, whereby the employees are not allowed to perform the following prohibited activities

- 2.4.1 Giving or receiving cash or cash equivalents in connection with the activities under this Policy, except cheque which is issued by the Group with the payee's name included (A/C Payee Only) for local traditions and conventions such as funerals, weddings, and Buddhist ordinations.
- 2.4.2 Offering, promising, or giving Anything of Value directly or indirectly to anyone or planning, supporting, or authorizing the same—if doing so is intended or could reasonably appear as intended to improperly obtain or retain business or any other advantages.
- 2.4.3 Soliciting or receiving Anything of Value, directly or indirectly, from anyone, if doing so is intended or could reasonably appear as intended to improperly influence an Employee in his or her activities on behalf of the Group's.
- 2.4.4 Using personal funds (e.g. an employee's own money, which the Group will not reimburse) to provide Anything of Value to any counterparty in connection with the Group's business.
- 2.4.5 Offering, promising, or giving facilitation payment to government officials to improperly expedite or facilitate government actions or services.
- 2.4.6 Directly and indirectly offering, promising, or giving Kickback to Government Officials, Vendors, Prospective Vendors, Client, Prospective Client, or Other in any forms.
- 2.4.7 Falsifying or concealing any books, records, accounts, or other information or data related to the activities of the Group, its clients, service providers, vendors, suppliers, or other business partners.
- 2.4.8 Violation of any relevant laws, regulations, or the Group's Policies.

These requirements shall include reasonable exceptions that permit the employees to proceed with an activity that would not require compliance pre-clearance, including in the following situations: -

- Personal Safety: If the employee believes his or her personal safety or the safety of others is an issue (e.g. when a payment must be made to ensure safe passage out of a particular situation or location), approval must be obtained from the MD and the Head of

Compliance Department after any proceeding. If the case is extremely necessary due to health, life, and safety concerns, the matter needs to be reported as soon as practicable with available and adequate documents and evidence to prove that such transaction is reasonably necessary and appropriate.

- Payments Directly to a Government Entity: Routine payments to government entities in the ordinary course of the Groups business (as opposed to a Public Official individually for their personal benefit), such as court / license fees, taxes, or utilities. the Group must maintain documentation that demonstrates the purpose and recipient of such payments.

2.5 General control requirements

2.5.1 Internal control framework is established to ensure that the Groups Program is appropriate, adequate, effective, and practical as well as support the prevention and examination of corruption and bribery in the organization which leads to successful achievement of anti-bribery and corruption goals. The internal control framework is also to ensure correctness of financial information and provide efficient and proper identification, measurement, classification, and reporting tools.

2.5.2 Program shall be established based on anti-bribery and corruption laws and standards. The BoD shall hold the ultimate responsibility concerned. In this regard, the formulation of Policies and any Group's documents shall be supported by the assessment of potential bribery and corruption risks associated with the organization. Guidelines and measures for preventing, managing, and controlling potential bribery and corruption risks shall also be considered and put in place to address each relevant risk. Examination shall be regularly conducted and reporting channels which are adequate and appropriate shall be made available.

2.5.3 Transactions which are related to the Group's business operations shall be governed by the general approval process or approved by executives who are specifically assigned. In addition, transactions which may have exposure to corruption risks shall be subject to the approval from the MD or assigned officer.

- 2.5.4 Access to information or properties of the Group shall be governed by the general approval process or approved by executives who are specifically assigned.
- 2.5.5 Transactions which are related to the Group's business operations shall be recorded on a basis of necessity and available for examination, especially transactions in the financial statements which must be correct, transparent, and in accordance with the Generally Accepted Accounting Principles. There must be no off-the-book records or separate entries to conceal inappropriate payments.
- 2.5.6 Anti-bribery and corruption practices shall be promoted and encouraged. In addition, recruitment and selection processes, onboarding program, training, and punishment, etc., must support anti-bribery and corruption efforts. Employees refusing corruption activities shall be protected and shall not suffer demotion, punishment, or negative consequences although such refusal may result in the Group's loss of business opportunity. Parties related to the business, third party representative and counterparties shall be notified of implementation of anti-bribery and corruption measures as deemed necessary and appropriate.
- 2.5.7 Executives shall be role models and oversee operations to achieve the purpose of anti-bribery and corruption.
- 2.5.8 Warning, reporting, and whistle-blowing systems as well as whistleblower protection measures shall be in place. There shall be easily accessible whistle-blowing channels for employees and external persons to promptly report suspected violations of this Policy. The Group is committed to ensuring that employees can speak up with confidence and without adverse consequence if they have any concerns or need guidance. The Group shall not retaliate or tolerate retaliation against any employee who in good faith reports a suspected violation of this Policy, provides evidence, or otherwise participates in an investigation or review of a potential policy violation.
- 2.5.9 The Group is committed to fully investigating any reported or suspected violation of this Policy. In this regard, a corruption investigation committee shall be established and appointed to investigate facts, solve reported issues, make responses, and report the issues to the Group's Executives, the AC, and the BoD.

2.5.10 Communication procedures shall be established in order to disclose the availability of this Policy to the public and employees.

2.5.11 The AC shall be responsible for overseeing internal controls and internal auditors shall conduct audits to assess risks and propose to the BoD on recommendations for risk mitigation practices which shall be put in place, result of document examination, and operations. This is to promote confidence of executives, investors, and stakeholders of the Group in strict compliance with this Policy. Such audits may be conducted by external and independent parties assigned by the Group. There shall be adequate and effective channels to facilitate reporting of issues and urgent issues as well as proposing recommendations to the BoD on a regular basis.

2.6 Requirements and preventive measures on Anything of value

While providing or receiving Anything of Value to or from anyone may be permissible, it nonetheless can create bribery and corruption risk and appearance concerns for employees and the Group. Accordingly, employees are expected to exercise good judgment and ensure that such activity serve a legitimate business purpose, are reasonable, accurately documented, and not create a conflict of interest or violation of local law. and this Policy.

Employees who seek to give or receive Anything of Value to or from a counterparty are responsible for knowing whether the counterparty is a Public Official, client, Prospective Client, or other third party.

As set forth below, under certain circumstances employees must obtain compliance pre-clearance of Anything of Value given or received directly or indirectly to or from clients, prospective clients, Public Officials, or others third party.

2.6.1 Gifts, Entertainment

Giving and receiving Gifts and Entertainment shall obtain approval from Business managements and above certain value require compliance pre-clearance, as set forth in the G&E Procedure. However overseas travelling opportunities for both business and training purposes with full or partial sponsorship (e.g. business events, business networking, business meeting, training events/seminars) sponsored by Public Officials and All Other Counterparties shall be approved by Happy People Department prior to the travelling or confirmation to join the travelling.

The giving or receiving of gifts and entertainment must be appropriate, in line with the local cultures, traditions and conventions as well as comply with applicable laws including the laws of the counterparty's country.

2.6.2 Donations and Sponsorships

Donations and sponsorships even if made to legitimate organizations may create corruption and bribery risk and are prohibited if they are intended or could reasonably appear as intended to improperly obtain or retain business or other advantages.

Donations and sponsorships, requested by a Public Official /Government Entity, client, or Prospective Client, could pose heightened risk. Donations and Sponsorships must be evaluated by conducting due diligence on the individuals or entities receiving the donations or sponsorships. Additionally, all donations and sponsorships requested by a Public Official, client, or Prospective Client (i.e., not initiated by the Group) must be approved by the department heads expressly assigned by the Group.

Donations and sponsorships above certain value thresholds require compliance pre-clearance as set forth in the ABC Procedure.

2.6.3 Political Contributions

Employees are not permitted to provide a political contribution personally or on behalf of the Group, if they are intended to improperly influence any external party in connection with the Group's business, or in exchange for any improper business advantage, except as allowed under the ABC Procedure on political contributions. Such contributions require approval by the BoD or assigned persons.

2.6.4 Speaker Fees and Honoraria

Speaker fees or honoraria paid to Public Officials may create the appearance that such payments are intended or appear intended to improperly influence the recipient so that such activity shall be avoided in principle.

Invitation of Public Official as speaker or the payment of speaker fees / honoraria to the Public Official requires approval from Happy People Department. Compliance pre-clearance is required for cases above certain value thresholds, as set forth in the ABC Procedure and corresponding procedures.

2.6.5 **Employment or Work Experience**

Offer of employment or work experience whether paid or unpaid are considered to be Anything of Value under this Policy. Providing an offer of employment or work experience to a candidate with the expectation that, as a result, the Group will obtain or retain an improper business benefit or advantage is prohibited.

High-risk candidates must be evaluated in the same manner as any other candidates (they must not receive any preferential treatment), compliance pre-clearance are required prior to providing any offer of employment or work experience to High-Risk Candidates, as set forth in the ABC Procedure and corresponding procedures.

2.6.6 **Third Party Intermediaries (TPIs)**

TPIs present heightened anti-bribery and corruption risk because they may provide Anything of Value to Public Official, client, or another counterparty to obtain an improper benefit for the Group. Bribes, paid by a TPI in connection with the Group's business can be as a damaging as one paid by an employee. Therefore, engagement of TPIs requires a full process of Identification, Risk Assessment, Approval, Compliance Pre-Clearance, Onboarding and Contracting, and Ongoing Monitoring as set forth in the ABC Procedure.

2.6.7 **Mergers, Acquisitions, and Joint Ventures**

The Group may be subject to legal and reputational risks after it has merged with, partnered with, or acquired a significant stake in, another company. To manage ABC risks related to mergers, acquisitions, joint ventures, and any other transactions in which the Group takes an influence or control position in another entity, the Group must have risk-based ABC due diligence procedures and controls as set forth in the ABC Procedure and corresponding procedures.

2.6.8 **Other Business Transactions**

In addition to the transactions stated in Section 2.6.7 (Mergers, Acquisitions, and Joint Ventures), more routine business activities in which the Group provides traditional services to its clients, such as underwriting, lending, and advisory services, may also present anti-bribery and corruption risk. Employees shall consider these business activities and ensure that they comply with this Policy.

2.7 Other requirements (Anti-Bribery and Corruption (ABC) Compliance Program)

2.7.1 Risk Assessment and Annual Compliance Plan / Testing

The Group shall conduct risk assessment to evaluate measures related to anti-bribery and corruption. Annual Compliance Plan shall be developed based on the risk assessment results, including compliance checklist, compliance testing, and planned initiatives to further reduce ABC-related risk exposures.

2.7.2 Issue Management and Board of Directors / Management Reporting

The Department Heads are responsible for monitoring and reporting of ABC-related issues to Compliance Department that is responsible for monitoring and reporting periodically of ABC-related key reporting metrics to the Executives and relevant Committees.

2.7.3 Training and Awareness

The Group shall arrange training to provide employees with knowledge relating to ABC. All employees are required to regularly attend refresher courses related to ABC as well as relevant Policies and any the Company and Group Companies' documents.

2.7.4 Recordkeeping and Record Retention

The Group must maintain of all information collected and produced pursuant to this Policy for a minimum of seven (7) years (unless required otherwise by applicable law or regulation) and ensure that such information is readily accessible upon request from external or internal sector (if any).

2.8 Penalty

Board of Directors and employees who violate this policy may be liable under the regulations of the Bank of Thailand and/or the securities and Exchange Commission, as well as other relevant laws, regulations, rules or requirements.

2.9 Interim provision

Policies, and any of the Group's documents that are not contrary or inconsistent or having measures which are more intense than this Policy shall remain effective; but if Policies and any of the Group's documents that are not contrary or inconsistent or having measures which are not equivalent to this Policy, the Departments and owner of products or services shall complete the amendment within 90 days from the effective date of this Policy.

Document Version Control Log

Version	Summary of Significant Revisions	Prepared by	Approved by	Approval/ Review date
1.0	Formulation of the Policy	Compliance Department	Board of Directors	29 May 2024
2.0	Periodical Review of this Policy with non-significant changes are as following; <ol style="list-style-type: none"> 1. Revise section 1.4 Related laws, regulations and Policies 2. Revise section 2.1 Definitions 3. Revise section 2.4 Prohibited activities 4. Revise section 2.6 Requirements and preventive measures on Anything of value 5. Revise section 2.7 Other requirements <ul style="list-style-type: none"> - Revise section 2.7.4 Recordkeeping and Record Retention 	Compliance Department	Risk Management Committee	8 May 2025
3.0	Review of this policy with significant changes are as following; <ol style="list-style-type: none"> 1. Revise section 1.4 Related laws, regulations and Policies 2. Revise section 1.6 Frequency of review to review every year 3. Revise section 2.1 Definitions 4. Revise section 2.3 Roles, duties and responsibilities with 2.3.1 Board of Directors (BOD) 5. Revise section 2.4 Prohibited Activities with 2.4.6 Directly and indirectly offering, promising, or giving Kickback 	Compliance Department	Board of Directors	28 April 2026

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3.0	6. Revise section 2.7 Other requirements with 2.7.1 Risk Assessment and Annual Compliance Plan / Testing 7. Revise section 2.8 Penalty to add the penalty of Board of Directors to align with the Thai Private Sector Collective Action Coalition Against Corruption (CAC)	Compliance Department	Board of Directors	28 April 2026