

Anti-Corruption Policy and Measure

Anti-Corruption Policy

True Corporation Public Company Limited (the "**Company**") has declared its intention to be a part of the "Private Sector Collective Action Coalition Against Corruption Council" (CAC) with determination to strictly comply with the laws of Thailand in relation to countering corruption. As such, this anti-corruption policy and measure (the "**Anti-Corruption Policy and Measure**") is therefore implemented and prepared in writing to be a clear code for business conduct, leading to sustainable development of the organization and the country.

Definition¹

Corruption means the use of authority to seek personal benefits, in any form, by induce, offer, promise, request, compulsion or persuasion, demand, receipt or agree to receive, give, offer or agree to grant any asset, whether in the form of money or any other form of benefits, for themselves or any person, in return for promising to persuade or having persuaded a government official, employee, representative, or any person acting for or on behalf of state officials, government agencies, private organizations, or authorities, whether directly or indirectly, in order for them to act, omit to act, delay to act, or perform any act within their authority or duty, whether such act is a justifiable or non-justifiable act according to their duties or laws, which directly or indirectly results in business opportunities, acquisition or maintenance of business, or any other improper business benefit, or result in receiving any unjustifiable benefits for themselves or other persons, unless it is permitted by laws, regulations, notifications, rules, local customs or tradition or trade practices.

Anti-Corruption Measure

The Company has established and maintained its organization culture in upholding that all forms of corruption are ***prohibited and unacceptable***. The Company and its subsidiaries, including all directors, executives, and employees, shall not accept any form of corruption, whether directly or indirectly, whether for the benefits of themselves, families, friends, or acquaintances, and shall have a duty to strictly comply with the Anti-Corruption Policy and Measure. The giving or taking of all kinds of bribe is prohibited. The Company's operations and transactions with the government sectors shall be transparent, honest, and in accordance with applicable laws.

¹ Comparative study based on

- 1) Act Supplementing the Constitution relating to Prevention and Suppression of Corruption, B.E. 2558 (2015)
- 2) Criminal Code
- 3) Organization for Economic Cooperation and Development (OECD)
- 4) Foreign Corrupt Practices Act of 1977 (FCPA)

1. Political support

Political support means giving support to politicians or political parties, whether in the form of money or other forms. Non-monetary supports includes to lend or donate equipment/material, provide technology services without charge or encourage employees to participate in political activities on behalf of and in the name of the Company in order to gain business advantages.

- 1.1 The Company is of neutrality in terms of politics.
- 1.2 The Company can give support, whether in the form of money or assets to certain political parties but such actions need to be transparent and not for the purpose of attempting to influence the recipient into an improper exercise of functions, duties or judgment.
- 1.3 Directors, executives, and employees have freedom and rights to personally participate in political activities as provided under the Constitution, but shall not refer the Company's name and shall not use any property, equipment or device of the Company to support such personal political involvement/activity.

2. Charitable donations and contributions

Charitable donations whether financially or otherwise, such as, teaching or devoting time, and giving contributions for the purpose of achieving good business relations and reputation of the Company shall not improperly affect the Company's business decisions.

- 2.1 If any director, executive, or employee wishes to make charitable donations or contributions on behalf of the Company, they shall prepare a memorandum specifying the name of the organization or person receiving such donations or contributions, the purpose of the donation or contribution, and submit such memorandum together with supporting documents to their direct line supervisor for approval.
- 2.2 Donations or contributions shall be made to legal organizations, not to any individual, and shall not improperly affect business decisions.
- 2.3 Donations or contributions exceeding Baht 100,000 (one hundred thousand baht) shall be approved by the Chief Financial Officer in writing, and shall always be in accordance with the power of authorization specified by the Company.

3. Payment or receipt of money in relation to gifts, hospitality, and other expenses

- 3.1 Directors, executives, and employees may accept or give gifts, provide hospitality, or incur other expenses on behalf of the Company, such as arranging for or receiving receptions from or attend parties with those whom the Company is doing business with on some social occasions in accordance with customary practices, traditions, or within the normal course of building good business image,

(Translation)

provided that they are reasonable, appropriate, and shall not relate to any business decisions and with value of not more than Baht 3,000 (three thousand baht) per person per time.

- 3.2 In case where the cost for gifts, hospitality/reception, or other expenses for building good business image exceed Baht 3,000 (three thousand baht) per person per time, such costs shall be approved by the direct supervisor of the person making such payment according to the Company's regulations.

4. Facilitation payment

The Company prohibits facilitation payment.

(Facilitation payment is a payment of a small amount of money to induce the business unit that a person is in contact with to speed up any action/process, or to ensure that the person in such business unit will carry out his/her duty whereby the amount paid exceeds the rate prescribed by relevant laws (if any).)

5. The Company and individual who has business relationship with the Company

- 5.1 The Company shall publicize, educate, and communicate with third parties who have business relations with the Company, so that such persons acknowledge and conform to the Company's Anti-Corruption Policy and Measure.
- 5.2 Directors, executives, and employees of the Company and its subsidiaries shall communicate and ensure that any individual or juristic person, whether in public or private sector, having duties relating to the Company, or may have influence that will affect the Company acknowledges and conforms to the Company's Anti-Corruption Policy and Measure.

6. Risk assessment

- 6.1 The Company shall carry out risk assessment of business transactions that may have processes or procedures which may fall within the scope of corruption. The Risk Management Committee shall assess and review the Company's risk of corruption involvement annually.
- 6.2 The Company shall implement risk management policy in order to mitigate the risk of corruption involvement by identifying activities and highlights situations that are highly susceptible to corruption that may occur from business operations. The Company shall estimate the corruption risks that may occur and the corresponding potential impacts as well as regularly monitor and review the risk management measures to ensure its effectiveness in countering the corruption. Such risk management policy shall be continually reviewed in order for the Company to have an appropriate and effective risk management measures to manage the corruption risks to be at an acceptable level.

7. Internal control procedure

- 7.1 The Company will provide an assessment procedure and an internal control system to prevent corruption, to ensure that the prescribed risk management policy has achieved its goals and effectively prevent corruption and to monitor and ensure that the Company's internal operations are in compliance with applicable rules and regulations. Such assessment procedure and internal control system shall apply to all sectors of the Company, including sales and retail, marketing, procurement, human resources management, finance, accounting, data collection, operation, as well as other sectors of the Company, which related to the Anti-Corruption Policy and Measure.
- 7.2 The Company will ensure that the assessment by the internal audit team be conducted regularly and annually.

8. Accounting and data management

- 8.1 The Finance Department of the Company shall be responsible for the examination of the accounting item and disbursement payment processes, by appointing authorized persons and specified certain amount which can be approved by such person. Disbursement must be supported by clear evidences to avoid any misconduct.
- 8.2 In case any accounting item lacks clear supporting evidences, or there is a doubt that this Anti-Corruption Policy and Measure may be violated, the Finance Department of the Company shall report to the Audit Committee.

9. Human resources management

The Company shall have human resources administration process that represents the commitment of the Company to the Anti-Corruption Policy and Measure including recruitment, training, performance review, reward payment, and promotion.

10. Training and communication

- 10.1 The Company shall publish and communicate the Anti-Corruption Policy and Measure, and provide channels for sending report of suspicious activities or making complaints to its personnel through internal communication of the Company in order to strengthen the implementation of the policy and ensure that the Company's staffs understand, support, and have sufficient skills to carry out the Anti-Corruption Policy and Measure.
- 10.2 The Company shall publish and communicate the Anti-Corruption Policy and Measure and provide channels for sending report of suspicious activities or making complaints to the public, its subsidiaries, joint companies or other companies which the Company have control (if any), business representatives,

(Translation)

business partners, and stakeholders through communication channels provided by the Company for third parties, to ensure understanding and strict compliance of the policy.

- 10.3 Directors, executives and employees of the Company and its subsidiaries shall communicate with individual or juristic person, whether public or private sector, which has business relations with the Company or may have any influence that will affect the Company, and for them to understand and acknowledge the concerned matter and conform to the Anti-Corruption Policy and Measure of the Company.
- 10.4 The Company shall publicize, educate, and communicate with third parties having relationship with the Company with respect to matters that needs to be operated in compliance with the Anti-Corruption Policy and Measure.
- 10.5 The Company shall arrange training on the Anti-Corruption Policy and Measure for new employees.

11. Reporting of suspicious activities or complaint

The Company has put in place a measure for reporting suspicious behavior or making complaints of any illegal acts or any act that may indicate corruption or misconduct of the personals of the Company, including employees and other stakeholders.

Any report of suspicious behavior or complaint about corruption or misconduct may be reported through the following channels:

- (1) Audit Committee

E-mail address: auditcommitee@truecorp.co.th or a sealed letter addressed to the Chairman of the Audit Committee or to the Audit Committee directly at the address below:

The Chairman of the Audit Committee
18 True Tower Building, Ratchadaphisak Road
Huaykwang, Bangkok 10310

or

- (2) Chief Executive Officer and Managing Director

By sending a sealed letter addressed to the Chief Executive Officer and Managing Director directly at the following address:

Chief Executive Officer and Managing Director
18 True Tower Building, Ratchadaphisak Road
Huaykwang, Bangkok 10310

or

(Translation)

(3) Human Resources Department

E-mail address: Sarinra.Won@truecorp.co.th

or

(4) Fraud & Cyber-Crime Department

E-mail address: Nopadol.Som@truecorp.co.th

12. Protection of reporter or complainer, and confidentiality

The Company shall not disclose the names and details of the reports, complaints, or relevant facts to any person that is not relevant to the matter, except such disclosure is required by the laws. The person who honestly makes such report or complaint without bias or personal benefits shall be protected by the Company.

The Company appoints the HR Compliance & Assurance Unit to be responsible for storing and keeping the documents and information relating to the report of suspicious behavior or complaint confidential, and is prohibited from disclosing such information to any person who has no relevance to the matter.

To build trust and give fair and equitable treatment to the employees, the Company will give fair treatment and protection to any employee who refuses to cooperate with corruption activities. The Company has no policy to demote, punish, or give negative results to an employee who refuses to involve in corruption, even though the Company may lose business opportunities from such actions.

13. Consideration of punishment in case of violation or noncompliance with the Anti-Corruption Policy and Measure

13.1 The Company's executives or employees

If the Company's executives or employees violate or fail to comply with this policy, which includes neglect or remain silent when witnessed any act or behavior that falls within the scope of corruption which related to the Company or its subsidiaries, it shall be deemed as a disciplinary offence under the Company's work regulations. The Company shall set up a committee to investigate such action.

If the Company found that there is a breach of this policy, the investigating committee shall determine the penalty on a case by case basis, whereby the maximum penalty is dismissal. The Company shall also have the right to claim for damages if the Company has suffered from such acts, and in the case that such action also violates the law, such executive or employee shall personally be subject to penalty prescribed by law.

An excuse of being unaware of the policy or relevant laws may not be used as a justification of non-compliance with this policy.

13.2 **The Company's directors**

If the Company's director violates or fails to comply with this policy, the Company shall set up a committee to investigate such action. The investigation committee shall consist of all independent directors of the Company.

In case the alleged director is an independent director, the said director is prohibited from being a member of the investigation committee for such investigation. If the investigation outcome indicated that the director violates or fails to comply with the policy, the investigation committee shall determine the penalty on a case by case basis, and report the investigation result and penalty to the Company's board of directors for consideration. In this regards, if such action also violates the law, the said director shall also be subject to penalty prescribed by law.

14. **Monitoring and review**

14.1 The Company shall review the Anti-Corruption Policy and Measure annually and examine the compliance of the policy regularly.

14.2 The Company shall ensure that the internal control system and procedures are reviewed regularly, and report issues found immediately to ensure that the internal control system efficiently counter corruption. The result of the examination shall be discussed among relevant parties in order to find appropriate solutions to solve the issues and shall be reported to senior executives and the Audit Committee for information.

Scope of the policy

(1) **Internal:** Directors, executives, and employees of the Company must comply with this Anti-Corruption Policy and Measure. The Company has also informed its subsidiaries, associated companies, and other companies which the Company has control to comply with this Anti-Corruption Policy and Measure.

(2) **External:** The Company has informed its business representatives, business partners, creditors, debtors, government agencies, and private organizations which the Company are in contact with or engages in businesses with, of the policy, and asked for cooperation in the implementation and compliance of the Company's Anti-Corruption Policy and Measure. Furthermore, the Company has disclosed its "Anti-Corruption Policy and Measure" to the public by publishing the policy on its website.

Duties and responsibilities

The Company's board of directors

The board of directors shall have duties and responsibilities to determine and approve the Anti-Corruption Policy and Measure, assign the management to implement the Anti-Corruption Policy and Measure, and assign the Audit Committee to supervise the compliance of this Anti-Corruption Policy and Measure.

The Audit Committee

The Audit Committee shall have duties and responsibilities to supervise the compliance of the Anti-Corruption Policy and Measure as assigned by the Company's board of directors, and report to the Company's board of directors.

The Corporate Governance Committee

The Corporate Governance Committee shall have duties and responsibilities to annually review the Anti-Corruption Policy and Measure and propose to the company's board of directors for consideration and approval.

The Chief Executive Officer and the Managing Director

The Chief Executive Officer and the Managing Director shall have duties and responsibilities to implement the Anti-Corruption Policy and Measure by procuring system and resources that support the compliance of the Anti-Corruption Policy and Measure. The Chief Executive Officer and the Managing Director shall communicate with all employees and relevant parties with respect to the policy, and review the appropriateness of the system and measures to ensure their compliance with the change of business, relevant laws, rules, and regulations.

The Group's internal audit team

The Group's internal audit team shall have duties and responsibilities to audit and review the performance and operation of the business and ensure that they are in compliance with the measures, policies, codes of conduct, authority, regulations and requirements of the supervisory agencies, and relevant laws, and ensure that the Company has sufficient and appropriate control systems to manage and prevent all form of corruption. The Group's internal audit team shall review the practice and conduct of the Company to ensure the consistency and conformation to the measures, policies, regulations, requirements, rules, notifications, laws and change of business, and report the audit or review result to the Audit Committee.

Directors, executives, employees and business partners

The directors, executives, employees, and business partners, shall have duties and responsibilities in strictly complying with the Anti-Corruption Policy and Measure, including the Company's code of conduct, and applicable laws.