

TANACHIRA

Anti-Corruption Policy

Tanachira Retail Corporation Public Company Limited and its subsidiaries (the “Group”) are committed to conducting business with integrity, transparency, and in accordance with the principles of good corporate governance. The Group recognizes the importance of combating all forms of corruption. Therefore, this policy has been established to serve as a guideline for the conduct of directors, executives, and employees of the Group, with the objective of clearly preventing and addressing corruption-related issues within the organization. The details of the policy are as follows:

1. Objectives

- 1.1. To demonstrate the Group’s commitment to a zero-tolerance approach towards bribery and corruption.
- 1.2. To establish criteria and guidelines to prevent the Group, including its directors, executives, and employees, from violating anti-bribery and anti-corruption laws.
- 1.3. To define procedures for due diligence, supervision, and monitoring to ensure compliance with this policy.

2. Definitions

<u>Personnel of the Group</u>	Refers to directors, executives, and employees of the Group.
<u>Corruption</u>	Refers to the misuse of entrusted power or resources for personal gain or the benefit of others, or actions that cause harm to the interests of others. This includes, but is not limited to, bribery, the offering or receiving of gifts, money, or other benefits, solicitation, acceptance, or promise of assets or advantages, fraud, money laundering, embezzlement, concealment of facts, obstruction of justice, abuse of authority to intimidate or demand benefits, or any decision-making in business for improper purposes. It applies to both public and private sector relationships.
<u>Bribery</u>	Refers to giving, offering, or promising money, assets, or any other benefit to induce a person to perform, not perform, or neglect their duties in order to obtain or retain improper business benefits, which may be illegal, unethical, or damaging to the Group’s reputation.

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<u>Political</u>	Refers to support provided in financial or other forms to political parties and
<u>Contributions</u>	politicians, including loans, donations of money or assets, and the provision of services.

3. Duties and Responsibilities

- 3.1. The **Board of Directors** is responsible for setting the anti-corruption policy and overseeing the implementation of an effective anti-corruption system to ensure that all personnel of the Group understand and recognize the importance of anti-corruption practices. The Board also plays a key role in embedding this value as part of the corporate culture.
- 3.2. The **Audit Committee** is responsible for reviewing the financial reporting and accounting system, internal control system, internal audit system, and risk management system to ensure they are appropriate, robust, and effective. The committee also reviews compliance with this policy.
- 3.3. **Management** is responsible for implementing the anti-corruption policy by establishing systems that support the policy and communicating it to employees at all levels. Management must also regularly review the adequacy of these systems and measures to ensure alignment with changes in business operations, regulations, and legal requirements.
- 3.4. The **Internal Auditor**, either outsourced or internal, is responsible for auditing and reviewing operations to ensure compliance with policies, practices, delegated authority, procedures, and applicable laws. This is to ensure that internal controls are appropriate and effective in preventing corruption, and to report findings to the Audit Committee.
- 3.5. The **Chief Executive Officer**, together with the Risk Management Committee and/or relevant Risk Management Working Groups (as applicable), is responsible for overseeing the implementation of the Group's overall risk management policies, including those related to corruption risks.
- 3.6. The **Risk Management Committee** is responsible for formulating the company's overall risk management policies, including those related to corruption risk.

4. Anti-Corruption Guidelines

The Group strictly prohibits all forms of corruption in all its business operations and transactions, in every country and with all related entities. All personnel of the Group must strictly adhere to the Anti-Corruption Policy, the corporate charter, and the code of business conduct. They must not engage in any form of corruption, either directly or indirectly. The following practices must be observed:

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- 4.1. Refrain from engaging in or supporting any form of bribery, whether directly or indirectly.
- 4.2. Avoid any behavior that could indicate the intention of corruption or bribery involving government officials, public agencies, private entities, other individuals, or any stakeholders related to the Group, for the purpose of gaining or retaining business, securing an unfair business advantage, or obtaining any improper benefit.
- 4.3. Do not ignore or overlook any suspected acts of corruption related to the Group. It is the duty of personnel to report such incidents to supervisors or responsible persons and to cooperate in any investigation.
- 4.4. Supervisors who ignore violations or fail to act on or report known misconduct by their subordinates will be subject to disciplinary action as determined by the Group's regulations.
- 4.5. The Group is committed to fairness and will protect individuals who refuse to engage in corruption or who report corruption in accordance with the whistleblower protection measures outlined in the Group's complaint and misconduct reporting procedures.
- 4.6. Engaging in corrupt practices constitutes a breach of the business code of conduct and will result in disciplinary action under the Group's internal regulations, and possibly legal action if the conduct violates the law.
- 4.7. All personnel must fully understand and comply with the Anti-Corruption Policy in every aspect of their duties.
- 4.8. The Group shall maintain appropriate and effective internal audit and control systems to prevent corruption. These systems will cover finance, accounting, recordkeeping, procurement, and any processes that may be vulnerable to corruption.
- 4.9. The Group shall establish disbursement regulations specifying budget limits, levels of authority, purpose, and recipient. All disbursements must be accompanied by clear supporting documents and are subject to review by the internal audit department and/or external auditors engaged by the Company.
- 4.10. The Group shall integrate anti-corruption measures into its human resource management processes, including recruitment, training, performance evaluation, remuneration, and promotion.

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4.11. The Group is committed to complying with all relevant anti-corruption laws and standards in Thailand and in every country where the Group operates.

4.12. This policy shall apply to all agents, contractual partners, or any individuals acting on behalf of the Group.

4.13. To ensure clarity in handling high-risk activities related to corruption, the Group and its personnel shall adhere to the following practices:

4.13.1. Political Contributions

- (1) The Group and its personnel shall maintain political neutrality in conducting business. They shall not support or engage in activities favoring any political party or politician, nor make political contributions with the intent to gain business advantages for the Group.
- (2) Group personnel have the right and freedom to participate in political activities under the Constitution. However, they must not misuse their position, or utilize the Group's assets, resources, or working hours for political purposes. When engaging in political activities, they must ensure that their actions are not perceived as being supported by or affiliated with the Group.

4.13.2. Charitable Donations and Sponsorships

- (1) The Group may make charitable donations in the form of financial support or other contributions such as knowledge-sharing or volunteering as part of its corporate social responsibility (CSR) activities to promote a positive image of the Group. Such donations must be made without expecting any form of return or business benefit.
- (2) Sponsorships or financial support for any project or activity must be transparent, lawful, and made in the Group's name only. All sponsorships must follow the Group's internal approval process and must be aimed at public relations, promoting the business, or enhancing the Group's image, such as supporting cultural, social, environmental, educational, or sports activities.
- (3) Group personnel must exercise caution to ensure that charitable donations and sponsorships are not used as a disguise for bribery. All requests must go through

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a transparent evaluation process, include written proposals stating the objectives, and be supported by relevant documents submitted to the authorized approver.

- (4) All charitable donations and sponsorships must be backed by clear and credible documentation to confirm that they are not used to conceal acts of bribery.

4.13.3. Gifts and Entertainment

The Group recognizes that building strong relationships with business partners is vital to its continued success. The following guidelines apply:

- (1) Group personnel may offer gifts or entertainment to business partners if all of the following conditions are met:
- a) It is not intended to improperly influence, induce, or reward anyone in exchange for unfair or unethical business advantages.
 - b) It complies with this policy, the Group's code of conduct, applicable laws, and internal rules.
 - c) The gift or entertainment is given in the name of the Group, not in a personal capacity, and is done openly.
 - d) The type and value of the gift are appropriate and contextually suitable, with a maximum value not exceeding 3,000 THB.
 - e) The situation is appropriate—for example, offering a small gift during a traditional festival.
 - f) Entertainment must be reasonable, necessary, not excessive, and not conducted too frequently.
- (2) Group personnel may accept gifts during festive seasons or according to customary practices, provided the value does not exceed 3,000 THB. The accepted gift must not be in the form of cash or cash equivalents (e.g., vouchers, gift cards). If refusal is not possible, the recipient must immediately inform their supervisor, complete a gift receipt report, and submit the gift to the Human Resources Department. It may then be used as an employee reward during major festivals or be donated to charity, subject to approval.

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5. Communication

5.1. The Group shall ensure that its anti-corruption policy is communicated and disseminated to all personnel at every level through various channels, such as orientation programs for new directors and employees, annual training or seminars, notice boards, the intranet system, email, the Group's website, and other internal communication platforms. Personnel will also receive training on the different forms of corruption, risks associated with involvement in corruption, and whistleblowing procedures to ensure all stakeholders are informed and can comply with the policy.

Furthermore, the Group encourages training to foster integrity and accountability among personnel in the performance of their duties, and to build a common understanding regarding the giving and receiving of gifts, assets, or other benefits; business-related or customary entertainment; sponsorship; charitable donations; and political contributions or support.

5.2. The Group will also communicate and disseminate its anti-corruption policy and whistleblowing channels to the public, subsidiaries, business representatives, business partners, and relevant stakeholders through channels such as the Group's website, annual reports, and annual information disclosure forms. This is to promote understanding and encourage adherence to the Group's corporate social responsibility measures in relation to anti-corruption efforts.

5.3. If any Group personnel have questions regarding this policy or the anti-corruption measures, they may consult the Company Secretary and/or the Secretary to the Audit Committee.

6. Disciplinary Actions

Any person who intentionally violates this policy, including those who engage in acts of harassment, intimidation, or unfair discrimination against a complainant, whistleblower, or any person involved in the complaint or whistleblowing process as a result of such reports, shall be deemed to have committed a disciplinary offense. Such person shall be held responsible for compensating any damages caused to the Group or affected parties and shall also be subject to applicable legal penalties—whether civil, criminal, or under any other relevant law.

7. Whistleblowing Measures

The Group has established mechanisms for receiving complaints and taking action in cases involving legal violations, breaches of the charter or the Business Code of Conduct, or any behaviors that may indicate corruption by Group personnel. These mechanisms include appropriate protection measures for whistleblowers, to ensure clear guidance and effective handling of complaints related to misconduct and

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corruption. Further details are outlined in the Group's Policy on Receiving Complaints and Whistleblowing. This Anti-Corruption Policy was reviewed and approved by the Board of Directors at its Meeting No. 8/2020 held on December 1, 2020, and has been effective since that date.

The Board of Directors subsequently reviewed and approved the amendment of this policy to reflect the company's conversion from a limited company to a public limited company at the Board Meeting No. 3/2023 held on April 25, 2023. The amended policy has been in effect since April 26, 2023.



(Mr. Kittipol Pramroj na ayudhya)

Chairman

Tanachira Retail Corporation Public Company Limited