



(Translation)

Dhipaya Group Holdings Public Company Limited Anti-corruption Policy (Revision 2)

Principle and Reasons

Dhipaya Group Holdings Public Company Limited (the “**Company**”) aims to develop its organization sustainably upon the foundation of conducting its business with integrity, transparency, and responsibility towards all stakeholders, in alignment with corporate governance guidelines. The Company has therefore established the Anti-corruption Policy to be written as a guideline for the directors, executives, and employees of the Company, its subsidiaries, associated companies, and other companies over which the Company has control, including its customers, business partners, business representatives, and persons relating to the Company’s business operations, to be upheld and strictly followed. This clearly reflects that the Company will not tolerate any form of corruption under Thai law.

Definitions

“Corruption” means an abuse of entrusted power or authority by seeking one’s own interest or the interest of others, including bribery, political contributions, giving gifts or entertainment, charitable contributions, or any form of financial assistance that violates this Policy, with the exception of any activities that are permissible under the law, local custom, or general trading conditions.

“Bribery” means the offering, promising, giving, or demanding or accepting any money or other benefits to government or private officials in order for them to undertake any act or refrain from performing their duties, with a view to obtaining or maintaining undue business interests.

“Political contributions” means the giving of financial support, benefits, other interests, in the participation of activities, or encouraging its employees to participate in political activities on behalf of the Company, in order to support any political party, politician, persons who are involved in politics, whether directly or indirectly, for business advantages.

“Giving or accepting gifts and hospitality” means giving or accepting gifts and hospitality, in the course of business conduct for fostering good relationships or in certain circumstances, gifts and hospitality are considered an expression of social etiquette. Hospitality expenses may include expenses for accommodation and ticket fares for business visits or study visits, and costs of foods and beverages. Gifts may be in various forms, whether cash, goods, services, gift cards. These expenses may be considered bribery if gifts or hospitality are given with a view to motivate government officials to commit unlawful act.

“Sponsorships/donation” means giving supporting fund or making contribution paid or received from the public sector, customers, business partners in a reasonable manner with a view to support business operation, promote the Company’s products or brands, in the interest of establishing business creditability, enhancing business relations, that are appropriate, transparent, and in line with the principles of good corporate governance.



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“Conflict of interest” means any activity, in which personal needs or needs of related persons, whether by blood or otherwise, that influences decision-making or may interrupt or obstruct the best interest of the Company.

“Facilitation payment” means a small amount of money unofficially paid to government officials as a means of ensuring that they will perform their duty or will perform their duty more promptly.

“Hiring government officials” means hiring former government officials, politicians, advisors to government agencies to work for the Company, who may use his or her relationship or internal information to facilitate the Company or to give rise to conflict of interest between the performance of duties of government agencies or the regulatory authority and the Company under its supervision, with a view to create unfair business advantage or to issue policies that will be favorable to the private organization for which former government officials work.

Scope of Anti-corruption Policy

The Anti-corruption Policy applies to the directors, executives, and employees of the Company, whereby it shall not accept any direct or indirect involvement in all forms of corruption for the Company’s, personnel, their families, or acquaintances’ interest, and shall not demote, punish, or give any adverse effect to those employees who refuse such corruption, even though such action would cause the Company to lose any possible business opportunities.

In addition, in order to demonstrate its commitment to the principles of good corporate governance, the Company is not only determined to comply with the Anti-corruption Policy, but also requires and encourages its subsidiaries, associated companies, and other companies over which the Company has control, including requesting cooperation from its customers, business partners, business representatives, and persons relating to the Company’s business operations, to comply with the Anti-corruption Policy with a view to standardize the business operations procedure.

Guidelines

1. The Company is a business organization that is politically neutral, supporting the democratic form of government with the King as Head of State. Thus, the Company does not have any policy in aiding or supporting politics, either directly or indirectly.
2. The Company supports being a part of the community and improving the quality of life for a better society and the environment by charitable contributions or aid in other forms, and giving back to society and building a healthy image of the Company with no intention to obtain any business benefit in return.
3. Sponsorships given by the directors, executives, and employees of the Company must be according to the purpose or business policy and conducted through a transparent process of consideration without any conflict of interest.



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4. Giving or accepting gifts or hospitality by the directors, executives, and employees of the Company must be within the purpose of business or tradition, and within an appropriate cost range without any influence on any business decision.
5. The Company does not have a policy to make facilitation payments, in any form, whether directly or indirectly, and will not take any act or accept any act in exchange of facilitation in business operations.
6. The Company does not have a policy to hire government officials to hold a position of director, executive, employee, advisor, and expert to carry out any activity in reliance of relationship or internal information with a view to facilitate the Company or to give rise to conflict of interest between the performance of duties of government agencies or the regulatory authority and the Company under its supervision, with a view to create unfair business advantage or to issue policies that will be favourable to the private organization for which former government officials work.
7. The Company promotes the Anti-corruption Policy for its directors, executives, and employees of the Company, its subsidiaries, associated companies, and other companies over which the Company has control, including its customers, business partners, as well as the general public, through communication channels both inside and outside the Company, such as the Company's website, intranet, annual reports, announcement boards, or other suitable methods which show that the Company is determined to conduct its business with transparency and free of corruption.
8. The Company arranges courses to promote understanding and knowledge in the conduct of its business in accordance with the Anti-corruption Policy for its directors, executives, and employees of the Company, its subsidiaries, associated companies, and other companies over which the Company has control. This is to emphasize the way to cultivate and maintain the value of the organization's culture so as to be free from corruption.
9. The Company implements the inspection process for significant business operations, including the procurement system and the entering into agreements which relate to risks of corruption, so as to comply with the reimbursement and procurement regulations of the Company. The internal audit department will give comments and follow up on an appropriate solution.
10. The Company arranges for internal control which covers finance, accounting, data storage, and other processes within the Company in relation to the anti-corruption measures.
11. The Company implements risk management that controls, protects, and suppresses the corruption and misconduct by analyzing, identifying, and assessing business operation risks, and determining the risk appetite, as well as establishing standards that are appropriate for all assessable risks, and regularly follows up the mitigation plan.



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12. The Company arranges for an internal audit to ensure that the specified internal control and risk management system will help the Company achieve its targets, and that the audit of the operations in every work unit complies with the Company's requirements and rules. This system is also able to identify defects or weak points, and gives advice on the development of operating system to become more effective and efficient in accordance with the principles of good corporate governance.

Duties and Responsibilities

1. The Board of Directors have the duty and direct responsibility to implement the Anti-corruption Policy in the most effective manner, and to monitor the implementation of this Policy on a regular basis.
2. The Audit Committee has the duty to review the adequacy of the internal control system to ensure that there is no defect in this system that may give rise to corrupt activities.
3. The Corporate Governance Committee has the duty to review the Good Corporate Governance Policy, the operating procedures, and the Code of Business Conduct and Ethics, so as to be in line with the Anti-corruption Policy.
4. The Risk Management Committee has the duty to assess any risk of the occurrence of corrupt practice, and to manage and establish a risk management policy that is appropriate for protection from corrupt activities.
5. The executives have the duty and the direct responsibility to comply with the Anti-corruption Policy, as well as to oversee and monitor the operations of the employees under their supervision and will ensure that they do not undertake any corrupt activities.
6. The employees of the Company have the duty and direct responsibility to comply with the Anti-corruption Policy, and to prevent any act that may violate the Anti-corruption Policy, and report on such act via the whistleblower channels provided by the Company.

Whistleblower channels

The Company has put in place a secure channel for employees, customers, business partners, business representatives, and persons relating to the business operations or the general public in order for them to confide in reporting any information, indications, or complaints involving corruption, without incurring any risk to themselves. The Company will attend to the information fairly and with transparency to every party. The procedure will be conducted within an appropriate period of time, and information of the informant will be kept confidential to protect the informant from any potential retaliation.



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Monitoring and Enforcement

The Company and its subsidiaries recognize the importance of enforcing the Anti-corruption Policy to its highest potential. In the case that any member of the Board of Directors, executives, or any employee seeks to violate this policy, the Company will penalize the guilty party accordingly, this will also include the termination of employment if the Company deems it necessary, so as to maintain its principle of conducting its business with integrity and transparency.

This shall be effective from 27 February 2024.

Given on 27 February 2024

-Signature-

(Mr. Somchainuk Engtrakul)
Chairman of the Board of Directors