

Anti-corruption Policy

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 at every level to be upheld and strictly followed. This clearly reflects that the Company will not tolerate any form of corruption under Thai law.

Definition

“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 or hospitality”	means any giving or accepting gifts or hospitality in the course of business operations to maintain relationships. In some situations, giving or accepting gifts or hospitality is considered a form of social etiquette. Hospitality may include costs for accommodation, tickets for factor visits or business visits, meals, and beverages. Gifts can be in various form, whether in cash, goods, services, gift vouchers, etc. Gifts or hospitality may be considered bribery if they are given to convince government officials to commit a wrongful act against ones’ duties.
“Sponsorship/donation”	means giving or accepting fund or making money contribution to/from government agencies, customers, and business partners in a reasonable manner with a view to support the business operations, brand or image promotion in the interest of establishing business creditability, building business relationship in accordance with the principles of transparency and business ethics.
“Conflict of interest”	means a situation in which the personal interest of an individual or of his or her related persons, whether by blood or otherwise, may influence a decision-making or interfere or obstruct the best interest of the Company.
“Facilitation payment”	means a small amount of payment officially paid to a government official with a view to ensure that the government official will carry out the business according to the process or to expedite the process.
“Engaging government officials”	means an engagement of a person who is or was a government official or politician or advisor to a government agency to work for the Company with a view to use his or her the relationship or internal information in favour of the Company or to bring about any conflict of interest of a government agency or the relevant regulator, with a view to

cause undue business advantage or issue a policy in favour of the Company.

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.

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, whether in cash or in kind, 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.
4. The Company does not have a policy to make any form of facilitation payment, whether directly or indirectly, and will not tolerate any act in exchange of facilitation in business operation.
5. The Company does not have a policy to engage any government official to act as director, executive, advisor, or expert, with a view to use his or her relationship or internal information in favour of the Company or to bring about any conflict of interest of a government agency or the relevant regulator, with a view to cause undue business advantage or issue a policy in favour of the Company.

6. 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.
7. The Company promotes the Anti-corruption Policy for its directors, executives, and employees, customers, business partners, business representatives, and 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. 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.

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 a secure channel for employees, business partners, customers, or the general public to be confident in reporting any complaints or information 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 possible hazard.

Monitoring on Compliance

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.
